

DOCKET FILE ORIGINAL

WILMERHALE

REDACTED – FOR PUBLIC INSPECTION

Lynn R. Charytan

October 23, 2007

Marlene H. Dortch, Secretary
Federal Communications Commission
445 12th Street, S.W.
Washington, D.C. 20554

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Federal Communications Commission
Office of the Secretary

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Re: MB Docket No. 07-18

Dear Ms. Dortch:

On behalf of Liberty Global, Inc., please find our response to follow-up questions from FCC staff. The response includes both confidential and highly confidential information. We accordingly are providing two sets of an entirely redacted version of this response, one set which contains non-redacted confidential material and one set which contains non-redacted highly confidential material.

Pursuant to the Commission Orders issued in this proceeding, one set of an entirely redacted version of this response, and two entirely non-redacted sets which contain both confidential and highly confidential material will also be filed today with Elizabeth McIntyre, Industry Analysis Division, Media Bureau. Should there be any questions, please do not hesitate to contact me at (202) 663-6455.

Respectfully submitted,



Lynn R. Charytan

Enclosures

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List ABCDE

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LGI RESPONSE TO FCC REQUESTS FOR ADDITIONAL INFORMATION

1. LGI / LCPR Plans To Acquire Other Cable Systems In Puerto Rico

[REDACTED HIGHLY CONFIDENTIAL MATERIAL]

2. LGI / LCPR Director Nominations, Elections

The procedures for nominating and electing directors of LGI are set forth in LGI's Bylaws, which provide that directors are elected by a plurality of the affirmative votes of the shares present (or represented by proxy) and entitled to vote on the election of directors. LGI has adopted Corporate Governance Guidelines as a framework for Board governance over the affairs of the company. Among other provisions, the Guidelines specify that a majority of the Board will consist of independent directors.

The Board currently consists of ten directors, divided into three classes whose terms of office are staggered so that only a portion of the Board is up for reelection during any given election cycle. The term of the three Class I directors will expire in 2009. The term of the three Class II directors will expire in 2010. The term of the four Class III directors, including Dr. John C. Malone, will expire in 2008.

The Board of Directors nominates its candidates for directors through the Nominating and Corporate Governance Committee (the Committee) comprised solely of independent directors. That Committee develops the qualification criteria for selecting director candidates, evaluates the performance of current directors who wish to stand for re-election, and recommends the candidates for election to the Board.

Directors may be removed from office only for cause upon the affirmative vote of the holders of not less than a majority of the total voting power of the then outstanding shares entitled to vote at an election of directors voting together as a class. The Bylaws provide that the procedure for filling vacancies on the Board of Directors is by a majority vote of the remaining directors.

When LGI was formed in 2005 through the combination of Liberty Media International, Inc. (LMI) and UnitedGlobalCom, Inc. (UGC), the initial Board of Directors was comprised of five former LMI directors and five former UGC directors. LGI has had two shareholders meetings since the combination, one in 2006 and one in 2007. At each meeting, the Committee inquired whether the directors in the class whose term was expiring were willing to stand for reelection. In each case, the incumbent directors desired to continue to serve. The Committee also reviewed the number of meetings of the Board and committees of the Board that these directors attended, their overall participation in and contribution to these meetings and their qualifications as directors. No alternative nominees were proposed from shareholders.

[REDACTED CONFIDENTIAL MATERIAL]

Dr. Malone is the Chairman of the Board of Directors of LGI. Dr. Malone has no special rights or powers related to the nomination, election, removal or appointment of directors. In his role as Chairman, as described by LGI's Bylaws and the Corporate Governance Guidelines, Dr. Malone has the power to call to order meetings of stockholders and the Board of Directors and preside over and act as chairman of such meetings. The Bylaws also entitle him to call special meetings of the Board of Directors.

With respect to LCPR, the procedures for nominating and electing directors are set forth in LCPR's Bye-Laws that complement the Memorandum of Association through which LCPR was organized in Bermuda. The LCPR Board of Directors consists of two LGI executives selected by LGI management based on their regional responsibilities or other factors that make the candidates suitable for a particular board position. The current directors of LCPR are Mauricio Ramos, President of LGI's Latin America Division, and James R. Clark, Vice President, Operations of LGI's Latin America Division. **[REDACTED CONFIDENTIAL MATERIAL]**