

Appendix A

Proposed Amendment to Amended and Restated By-Laws of the DIRECTV Group, Inc.

The following Section 6 shall be added to Article III of the Amended and Restated By-Laws of The DIRECTV group, Inc.

Article III

Section 6. Special Committee for Puerto Rico

(a) In addition to the Standing Committee provided for in Section 1 of this Article III, the Board shall establish and maintain a Special Committee for Puerto Rico to be comprised of at least three (3) of the Independent Directors of the DIRECTV Board, to be elected by a majority of the Independent Directors, in accordance with the Undertakings dated December ____, 2007 (the "Undertakings") made by the Corporation in connection with the completion of the transaction provided for in the Share Exchange Agreement dated as of December 22, 2006 between News Corporation and Liberty Media Corporation.

(b) Until the date on which the Undertakings terminate, the following provisions shall apply (capitalized terms have the meanings given them in the Undertakings):

- (1) the Special Committee for Puerto Rico shall review, consider and approve (or disapprove) the following matters relating to DTVPR to the extent that such matters are (i) considered and approved (or disapproved) by the DIRECTV Board in the ordinary course of business, (ii) required to be approved by the DIRECTV Board pursuant to the January 20, 2004 Memorandum to DIRECTV Operating Company Leaders from Chase Carey, or (iii) determined by such Special Committee to require such Special Committee's review, consideration and approval in order to effectuate the intended purposes of these Undertakings: financial budgets, capital expenditures, executive compensation, acquisitions and divestitures, sale of the company or its operations, and the employment and retention of executives and key employees;
- (2) the Special Committee for Puerto Rico shall also review, consider and approve (or disapprove) the following matters relating to DTVLA that affect DTVPR, but by themselves are not subject to subparagraph (a) above, to the extent that such matters are (i) considered and approved (or disapproved) by the DIRECTV Board in the ordinary course of business, (ii) required to be approved by the DIRECTV Board pursuant to the January 20, 2004 Memorandum to DIRECTV Operating Company Leaders from Chase Carey, or (iii) determined by such Special Committee

to require such Special Committee's review, consideration and approval in order to effectuate the intended purposes of these Undertakings: financial budgets, capital expenditures, executive compensation, acquisitions and divestitures, sale of the company or its operations, and the employment and retention of executives and key employees;

- (3) the Special Committee of Puerto Rico shall oversee compliance by DIRECTV with these Undertakings and, in that connection, shall be provided such periodic reports or other information as may be necessary or otherwise requested by the Special Committee, in order to enable the Special Committee to effectuate the intended purposes of these Undertakings. If so determined by such Special Committee, it shall employ its own independent counsel to assist it in determining whether the actions taken by the DIRECTV Board are in compliance with these Undertakings, including but not limited to, ensuring that Non-Public DIRECTV Latin America Information has not been provided to LMC or the LMC-Designated Directors and that decisions regarding DTVPR and DTVLA as they affect DTVPR have been made without the input or influence of LMC or any of the LMC-Designated Directors.

**The DIRECTV Group, Inc. (the "Company")
Special Market Committee of the Board of Directors**

Charter

I. Establishment of Committee

Pursuant to the Undertakings (as defined below), the Board of Directors of the Company ("Board") has established a Special Market Committee (the "Committee") with the authority and responsibilities described in this Charter. The Committee shall have authority to engage legal counsel and other advisors, as the Committee deems necessary to carry out its duties and responsibilities.

II. Composition and Meetings

The Committee shall consist of three (3) or more members of the Board, each of whom is an Independent Director as defined in the Undertakings. Members of the Committee are to be elected by a majority vote of the Independent Directors.

The members of the Committee, by majority vote, may appoint a Chairman to convene and chair all sessions of the Committee and determine the information needs of the Committee. The Committee may delegate its authority to subcommittees or the Chairman of the Committee when it deems appropriate and in the best interests of the Company.

The Committee shall meet as often as it deems is appropriate to carry out its responsibilities. A majority of the members of the Committee shall constitute a quorum. The Chairman of the Committee, in consultation with senior management of the Company or the other Committee members, shall set meeting agendas. The Committee shall report its actions and recommendations to the Board.

III. Purposes and Responsibilities

In addition to any other purposes and responsibilities that may be assigned from time to time by the Board, the Committee shall have the following purposes and responsibilities:

- Review, consider and approve (or disapprove) the following matters relating to DTVPR to the extent that such matters are (i) considered and approved (or disapproved) by the DIRECTV Board in the ordinary course of business, (ii) required to be approved by the DIRECTV Board pursuant to the January 20, 2004 Memorandum to DIRECTV Operating Company Leaders from Chase Carey, or (iii) determined by such Special Committee to require such Special

Committee's review, consideration and approval in order to effectuate the intended purposes of these Undertakings: financial budgets, capital expenditures, executive compensation, acquisitions and divestitures, sale of the company or its operations, and the employment and retention of executives and key employees;

- Review, consider and approve (or disapprove) the following matters relating to DTVLA that affect DTVPR, but by themselves are not subject to subparagraph (a) above, to the extent that such matters are (i) considered and approved (or disapproved) by the DIRECTV Board in the ordinary course of business, (ii) required to be approved by the DIRECTV Board pursuant to the January 20, 2004 Memorandum to DIRECTV Operating Company Leaders from Chase Carey, or (iii) determined by such Special Committee to require such Special Committee's review, consideration and approval in order to effectuate the intended purposes of these Undertakings: financial budgets, capital expenditures, executive compensation, acquisitions and divestitures, sale of the company or its operations, and the employment and retention of executives and key employees;
- Oversee compliance by DIRECTV with the Undertakings and, in that connection, shall be provided such periodic reports or other information as may be necessary or otherwise requested by the Special Committee, in order to enable the Special Committee to effectuate the intended purposes of these Undertakings. If so determined by such Special Committee, it shall employ its own independent counsel to assist it in determining whether the actions taken by the DIRECTV Board are in compliance with these Undertakings, including but not limited to, ensuring that Non-Public DIRECTV Latin America Information has not been provided to LMC or the LMC-Designated Directors and that decisions regarding DTVPR and DTVLA as they affect DTVPR have been made without the input or influence of LMC or any of the LMC-Designated Directors.