



# News Corporation

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MAUREEN A. O'CONNELL  
SENIOR VICE PRESIDENT  
REGULATORY AND GOVERNMENT AFFAIRS

February 11, 2012

Mr. Bill Lake  
Media Bureau Chief  
Federal Communications Commission  
445 12<sup>th</sup> Street, SW  
Washington, D.C. 20554

Re: MB Docket No.: 12-257

Dear Mr. Lake:

In the above-referenced Request for Declaratory Ruling, filed August 9, 2012, News Corporation (“News Corp”) asked that the FCC issue a ruling in connection with Section 310(b)(4) of the Communications Act. Specifically, we asked the FCC to confirm that it would be in the public interest for all of News Corp’s public stockholders to fully participate in a *single, one-time-only* vote in connection with the proposed separation of certain of the company’s non-broadcast businesses. We asked that the Commission act on our request no later than January 31, 2013, in advance of an expected stockholder vote in the Spring of 2013.

We now anticipate that the stockholder meeting to vote on amendments to the Company’s Restated Certificate of Incorporation, which will allow the Company to effectuate the separation transaction in a manner that is in the best interests of its stockholders, will be held in early June, 2013, and therefore request that the FCC rule on our Request by no later than April 1, 2013. Proxy materials for the stockholder meeting need to be mailed to stockholders at least 30 days in advance of the meeting date, or, if the Company relies on the SEC’s Notice and Access rule, made available at least 40 days in advance of the meeting date. In the event the FCC rules in favor of our public stockholders, this information would be needed for inclusion in the proxy materials to be approved by the Company’s Board of Directors in April 2013, prior to the distribution of the materials to stockholders.

We therefore respectfully request a ruling on our Request for Declaratory Ruling by no later than April 1, 2013. This ruling is for the benefit of certain of our Class B stockholders, who currently would be subject to a suspension of 40% of their voting rights. In order to allow these stockholders to fully participate in this vote, we ask the Commission for a favorable, and timely, ruling on our request.

Sincerely,

A handwritten signature in black ink that reads "Maureen O'Connell". The signature is written in a cursive style with a large, stylized initial "M".

Maureen O'Connell