

**REDACTED – FOR PUBLIC INSPECTION**  
**IN MB DOCKET NO. 07-18 before the Federal Communications Commission**

March 13, 2008

**Via Hand Delivery**

Ms. Marlene H. Dortch  
Office of the Secretary  
Federal Communications Commission  
445 12<sup>th</sup> Street, S.W.  
Washington, DC 20554

**FILED/ACCEPTED**

**MAR 13 2008**

Federal Communications Commission  
Office of the Secretary

Re: Consolidated Application of News Corporation and The DIRECTV Group, Inc., Transferors, and Liberty Media Corporation, Transferee, for Authority to Transfer Control, MB Docket No. 07-18

Dear Ms. Dortch:

By Memorandum Opinion and Order released on February 26, 2008, the Commission approved the transfer of control of various Commission licenses and authorizations held by The DIRECTV Group, Inc. and its subsidiaries from News Corporation to Liberty Media Corporation. *See News Corporation and The DIRECTV Group, Inc., Transferors, and Liberty Media Corporation, Transferee, Memorandum Opinion and Order, MB Docket No. 07-18, FCC 08-66 (rel. Feb. 26, 2008) ("Order")*. Pursuant to 47 C.F.R. §25.119(f), this is to notify the Commission that the transfer of control transaction was consummated on February 27, 2008. Attached as Exhibit A is a list of licenses and applications included in the transfer of control transaction.

The applicants submit the following additional information and documentation regarding the consummation of the transfer of control transaction on February 27, 2008 and related events. To facilitate consummation of the transaction, The DIRECTV Group, Inc. and News Corporation entered into a Separation Agreement on February 26, 2008. As set forth in Exhibit 1 to the Separation Agreement, one or more of the applicants entered into the following four additional agreements in connection with consummation of the transaction and Condition No. I in Appendix B to the Commission's Order: Letter Agreement among the applicants; Indemnification Agreement among the applicants; Letter Agreement among DIRECTV, Inc. and certain Fox entities; and Trademark License Agreement between DIRECTV Latin America, LLC and British Sky Broadcasting Group PLC. Attached as Exhibit B is a copy of the Separation Agreement.

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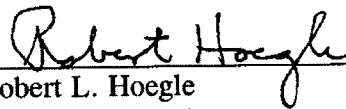
Pursuant to the Protective Orders adopted in this proceeding on May 21, 2007 and July 10, 2007, the Applicants have designated the entirety of Annex 1-A as **CONFIDENTIAL INFORMATION - SUBJECT TO PROTECTIVE ORDER IN MB DOCKET NO. 07-18** before the **Federal Communications Commission** and the entirety of Exhibit 1 and Annexes 1-B through 1-D as **HIGHLY CONFIDENTIAL INFORMATION - SUBJECT TO SECOND PROTECTIVE ORDER IN MB DOCKET NO. 07-18** before the **Federal Communications Commission**.

The applicants will make the Stamped Confidential Document and Stamped Highly Confidential Documents available for inspection in accordance with the Protective Orders at the offices of Nelson Mullins Riley & Scarborough, LLP, 101 Constitution Avenue, NW, 9<sup>th</sup> Floor, Washington, DC 20001. Please contact Thomas Bardo, Esquire ((202) 712-2817) to make arrangements for such inspection.

Finally, Liberty Media has issued a new tracking stock, Liberty Entertainment, which is intended to track and reflect the separate economic performance of the new Entertainment Group. Effective at 5 p.m. on March 3, 2008, each share of Series A Liberty Capital common stock was reclassified as one share of Series A Liberty Capital common stock and 4 shares of the new Series A Liberty Entertainment common stock, and each share of Series B Liberty Capital common stock was reclassified as one share of Series B Liberty Capital common stock and 4 shares of the new Series B Liberty Entertainment common stock. The new tracking stock began regular trading on the NASDAQ Global Select Market on March 4, 2008. A copy of the press release announcing the issuance of the new tracking stock is annexed as Exhibit C.

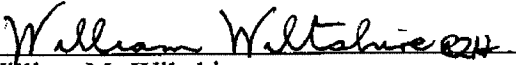
The applicants are submitting two copies of the unredacted enclosures to William Beckwith, Esquire pursuant to Section 5 of the May 21, 2007 Protective Order. Please associate this letter with the Consolidated Application in MB Docket No. 07-18. If you have any questions regarding the above information, please contact the undersigned.

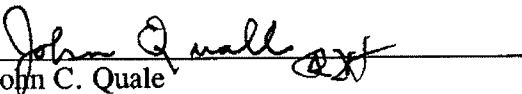
Respectfully submitted,



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**EXHIBIT A**

## **DIRECTV Licenses and Applications Included in Transfer of Control Transaction**

### **A. LICENSES**

#### ***Satellite Space Stations***

File Number--SAT-T/C-20070129-00021  
Licensee--DIRECTV Enterprises, LLC  
Call Signs--S2369, S2430, S2455, S2632, S2669, S2673, S2693

File Number--SAT-T/C-20070129-00023  
Licensee--DIRECTV Enterprises, LLC  
Call Signs--S2132, S2133, S2191, S2640, S2641, S2689

#### ***Satellite Earth Stations***

File Number--SES-T/C-20070129-00151  
Licensee--DIRECTV Enterprises, LLC  
Call Signs--E010129, E010130, E020172, E030105, E030117, E050112, E050113, E050121, E050122, E050229, E050230, E050255, E050286, E060014, E060187, E060188, E060236, E060298, E060299, E930191, E930299, E930304, E930485, E950349, E980285, E980338, E980340, E980473, E990159

File Number--SES-T/C-20070129-00152  
Licensee--DIRECTV Enterprises, LLC  
Call Sign--E050340

File Number--SES-T/C-20070129-00153  
Licensee--DIRECTV Enterprises, LLC  
Call Signs--E040179, E040180, E980170, E980341

File Number--SES-T/C-20070129-00154  
Licensee--DIRECTV Enterprises, LLC  
Call Sign--E040024

File Number--SES-T/C-20070129-00155  
Licensee--California Broadcast Center, LLC  
Call Sign--E010237, E020091

File Number--SES-T/C-20070129-00156  
Licensee--DIRECTV Enterprises, LLC  
Call Sign--E990545

**Wireless Licenses**

File Number--FCC File No. 0002876183  
Licensee--DIRECTV Enterprises, LLC  
Call Sign--WPZC401

File Number--FCC File No. 0002876452  
Licensee--The DIRECTV Group, Inc.  
Call Sign--WNEU909

File Number--FCC File No. 0002876636  
Licensee--DIRECTV, Inc.  
Call Sign--WPTZ691

**B. PENDING APPLICATIONS**

**Space Station Applications - pending as of date of approval (2/26/08)**

<u>Licensee</u>	<u>License Type</u>	<u>FCC File Number</u>	<u>Call Sign</u>	<u>Location</u>
DIRECTV Enterprises, LLC	Space Station	SAT-MOD-20071010-00137	S2133	99.115 WL
DIRECTV Enterprises, LLC	Space Station	SAT-AMD-20051118-00226	S2242	107.0 WL
DIRECTV Enterprises, LLC	Space Station	SAT-AMD-20080114-00015	S2242	107.0 WL
DIRECTV Enterprises, LLC	Space Station	SAT-LOA-19970605-00049	S2242	107.0 WL
DIRECTV Enterprises, LLC	Space Station	SAT-AMD-20051118-00225	S2243	110.9 WL
DIRECTV Enterprises, LLC	Space Station	SAT-AMD-20080114-00016	S2243	110.9 WL
DIRECTV Enterprises, LLC	Space Station	SAT-LOA-19970605-00050	S2243	110.9 WL
DIRECTV Enterprises, LLC	Space Station	SAT-AMD-20051118-00224	S2244	118.4 WL
DIRECTV Enterprises, LLC	Space Station	SAT-AMD-20080114-00017	S2244	118.4 WL
DIRECTV Enterprises, LLC	Space Station	SAT-LOA-19970605-00051	S2244	118.4 WL
DIRECTV Enterprises, LLC	Space Station	SAT-MOD-20071010-00138	S2640	99.225 WL
DIRECTV Enterprises, LLC	Space Station	SAT-AMD-20080114-00013	S2711	99.175 WL
DIRECTV Enterprises, LLC	Space Station	SAT-LOA-20060908-00099	S2711	99.175 WL
DIRECTV Enterprises, LLC	Space Station	SAT-AMD-20080114-00014	S2712	102.825 WL
DIRECTV Enterprises, LLC	Space Station	SAT-LOA-20060908-00100	S2712	102.825 WL

**Earth Station Applications - pending as of date of approval (2/26/08)**

<u>Licensee</u>	<u>License Type</u>	<u>FCC File Number</u>	<u>Call Sign</u>
DIRECTV Enterprises, LLC	Earth Station	SES-AMD-20080206-00128	E080025
DIRECTV Enterprises, LLC	Earth Station	SES-AMD-20080222-00186	E080025
DIRECTV Enterprises, LLC	Earth Station	SES-LIC-20080205-00113	E080025
DIRECTV Enterprises, LLC	Earth Station	SES-STA-20080211-00149	E080025

DIRECTV Enterprises, LLC	Earth Station	SES-AMD-20080206-00127	E080026
DIRECTV Enterprises, LLC	Earth Station	SES-AMD-20080222-00187	E080026
DIRECTV Enterprises, LLC	Earth Station	SES-LIC-20080205-00114	E080026
DIRECTV Enterprises, LLC	Earth Station	SES-STA-20080205-00125	E080026
DIRECTV Enterprises, LLC	Earth Station	SES-AMD-20080222-00189	E080027
DIRECTV Enterprises, LLC	Earth Station	SES-LIC-20080205-00115	E080027
DIRECTV Enterprises, LLC	Earth Station	SES-STA-20080211-00150	E080027
DIRECTV Enterprises, LLC	Earth Station	SES-AMD-20080206-00126	E080028
DIRECTV Enterprises, LLC	Earth Station	SES-AMD-20080222-00188	E080028
DIRECTV Enterprises, LLC	Earth Station	SES-LIC-20080205-00116	E080028
DIRECTV Enterprises, LLC	Earth Station	SES-STA-20080211-00151	E080028

**C. GRANTED APPLICATIONS**

**Space Station Authorizations – granted between date of transfer of control filing (01/29/07) and approval (2/26/08):**

<u>Licensee</u>	<u>License Type</u>	<u>Call Sign</u>	<u>File Number</u>	<u>Granted</u>
DIRECTV Enterprises, LLC	Space Station	S2627	SAT-STA-20070126-00019	3/8/2007
DIRECTV Enterprises, LLC	Space Station	S2630	SAT-STA-20070409-00060	4/16/2007
DIRECTV Enterprises, LLC	Space Station	S2132	SAT-AMD-20070111-00010	3/23/2007
DIRECTV Enterprises, LLC	Space Station	S2132	SAT-MOD-20030123-00045	3/28/2007
DIRECTV Enterprises, LLC	Space Station	S2132	SAT-MOD-20061213-00151	3/23/2007
DIRECTV Enterprises, LLC	Space Station	S2133	SAT-MOD-20030123-00046	3/28/2007
DIRECTV Enterprises, LLC	Space Station	S2191	SAT-STA-20070628-00089	7/17/2007
DIRECTV Enterprises, LLC	Space Station	S2191	SAT-STA-20070927-00134	12/13/2007
DIRECTV Enterprises, LLC	Space Station	S2191	SAT-MOD-20070626-00087	12/14/2007
DIRECTV Enterprises, LLC	Space Station	S2369	SAT-STA-20061213-00149	3/8/2007
DIRECTV Enterprises, LLC	Space Station	S2632	SAT-AMD-20070111-00009	3/23/2007
DIRECTV Enterprises, LLC	Space Station	S2632	SAT-MOD-20061213-00152	3/23/2007
DIRECTV Enterprises, LLC	Space Station	S2641	SAT-STA-20070607-00078	7/23/2007
DIRECTV Enterprises, LLC	Space Station	S2641	SAT-STA-20070816-00115	8/30/2007
DIRECTV Enterprises, LLC	Space Station	S2641	STA-STA-20071024-00146	12/17/2007
DIRECTV Enterprises, LLC	Space Station	S2641	SAT-MOD-20070626-00086	12/17/2007

**Earth Station Authorizations – granted between date of transfer of control filing (01/29/07) and approval (2/26/08):**

<u>Licensee</u>	<u>License Type</u>	<u>Call Sign</u>	<u>Granted</u>
DIRECTV Enterprises, LLC	Earth Station	E020172 (SES-MFS-20061213-02156)	2/22/2007
DIRECTV Enterprises, LLC	Earth Station	E040024 (SES-MFS-20061213-02157)	3/9/2007

DIRECTV Enterprises, LLC	Earth Station	E040024 (SES-AMD-20070104-00009)	3/9/2007
DIRECTV Enterprises, LLC	Earth Station	E050230 (SES-MOD- 20070911-01265)	10/23/2007
DIRECTV Enterprises, LLC	Earth Station	E050286 (SES-MOD-20070911-01266)	10/23/2007
DIRECTV Enterprises, LLC	Earth Station	E060441 (SES-MOD-20070629-00879)	8/30/2007
DIRECTV Enterprises, LLC	Earth Station	E060441 (SES-LIC-20061221-02215)	2/27/2007
DIRECTV Enterprises, LLC	Earth Station	E070002 (SES-STA-20070607-00770)	6/29/2007
DIRECTV Enterprises, LLC	Earth Station	E070002 (SES-STA-20070607-00772)	6/29/2007
DIRECTV Enterprises, LLC	Earth Station	E070002 (SES-LIC-20070104-00010)	3/13/2007
DIRECTV Enterprises, LLC	Earth Station	E070002 (SES-MOD-20070629-00877)	9/4/2007
DIRECTV Enterprises, LLC	Earth Station	E070023 (SES-STA-20070209-00217)	2/13/2007
DIRECTV Enterprises, LLC	Earth Station	E070023 (SES-LIC-20070202-00182)	3/21/2007
DIRECTV Enterprises, LLC	Earth Station	E070027 (SES-STA-20070607-00771)	6/29/2007
DIRECTV Enterprises, LLC	Earth Station	E070027 (SES-STA-20070607-00773)	6/29/2007
DIRECTV Enterprises, LLC	Earth Station	E070027 (SES-LIC-20070205-00188)	3/13/2007
DIRECTV Enterprises, LLC	Earth Station	E070027 (SES-MOD-20070629-00878)	9/4/2007
DIRECTV Enterprises, LLC	Earth Station	E070073 (SES-STA-20070424-00505)	5/11/2007
DIRECTV Enterprises, LLC	Earth Station	E070073 (SES-LIC-20070424-00504)	6/19/2007
DIRECTV Enterprises, LLC	Earth Station	E070074 (SES-LIC-20070424-00506)	6/19/2007
DIRECTV Enterprises, LLC	Earth Station	E070111 (SES-LIC-20070719-00967)	9/11/2007
DIRECTV Enterprises, LLC	Earth Station	E070122 (SES-STA-20070625-00861)	7/31/2007
DIRECTV Enterprises, LLC	Earth Station	E070122 (SES-LIC-20070625-00859)	8/31/2007
DIRECTV Enterprises, LLC	Earth Station	E070123 (SES-STA-20070625-00862)	7/31/2007
DIRECTV Enterprises, LLC	Earth Station	E070123 (SES-LIC-20070625-00860)	8/31/2007
DIRECTV Enterprises, LLC	Earth Station	E930191 (SES-STA-20070312-00343)	3/13/2007
DIRECTV Enterprises, LLC	Earth Station	E930191 (SES-MOD-20070312-00346)	4/18/2007
DIRECTV Enterprises, LLC	Earth Station	E930191 (SES-MFS-20061213-02158)	2/28/2007
DIRECTV Enterprises, LLC	Earth Station	E930304 (SES-STA-20070308-00316)	3/12/2007
DIRECTV Enterprises, LLC	Earth Station	E930304 (SES-STA-20070330-00426)	4/17/2007
DIRECTV Enterprises, LLC	Earth Station	E930304 (SES-STA-20070424-00509)	4/25/2007
DIRECTV Enterprises, LLC	Earth Station	E930304 (SES-STA-20061213-02162)	3/9/2007