

# Nelson Mullins

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March 5, 2009

### Via Electronic Filing

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

Re: Amendment to Transfer of Control Applications: SAT-T/C-20090127-00010, SAT-T/C-20090127-00011, SES-T/C-20090130-00125, SES-T/C-20090130-00127, SES-T/C-20090130-00128, SES-T/C-20090130-00129, SES-TC-20090130-00134, SES-T/C-20090130-00135 and SES-T/C-20090128-00074

Dear Ms. Dortch:

This amendment to the above-referenced transfer of control applications provides additional information requested by the Commission staff on February 10 and February 16, 2009.

A.  Holders of Attributable Interests in Liberty Entertainment, Inc.

Exhibit A lists the individuals and entities that hold five percent or more of the voting and equity interests of the Liberty Entertainment Group tracking stock and their equivalent voting and equity interests in Liberty Entertainment, Inc. ("LEI") immediately after completion of the split-off transaction. Such information is based upon shares of the Liberty Entertainment Group tracking stock outstanding as of December 31, 2008 and, except with respect to the shares held by John C. Malone, is based upon the required public filings of the listed entities. There is no other individual or entity that will hold an attributable interest in LEI immediately following consummation of the split-off including, without limitation, under the FCC's equity-debt plus attribution criteria or partnership attribution criteria.

B. Executive Officers and Directors

As set forth in Exhibit 1 to the above-referenced applications, upon completion of the proposed split-off transaction, the executive officers and directors of LEI will be the same as the current executive officers and directors of Liberty Media Corporation ("Liberty Media"). The executive officers of Liberty Media and LEI, after consummation of the split-off transaction, are listed in Exhibit B hereto. The directors of Liberty Media and LEI, after consummation of the split-off transaction, are listed in Exhibit C.

C. Residual Business of Liberty Entertainment Group

Only the specified assets and liabilities of the Liberty Entertainment Group will be split-off into LEI. All of the other businesses, assets and liabilities currently attributed to the Liberty Entertainment Group that are not held by LEI after the split-off will remain in Liberty Media and continue to be attributed to the Liberty Entertainment Group. The holders of the Liberty Entertainment Group tracking stock will continue to hold that portion of their shares that is not redeemed in the split-off, which will continue to track the businesses, assets and liabilities remaining in the Liberty Entertainment Group.

Attached as Exhibit D is a list of the assets currently attributable to the Liberty Entertainment Group, and the assets that will be attributable to the Liberty Entertainment Group and to LEI following consummation of the split-off.

D. Organizational Charts

Attached as Exhibit E are organizational charts depicting the following information: (1) the ownership structure of Liberty Media companies currently in the Liberty Entertainment Group; (2) the post-split-off ownership structure of the companies to be included in LEI; and (3) the post-split-off ownership structure of the Liberty Media companies that will remain in the Liberty Entertainment Group after consummation of the split-off.

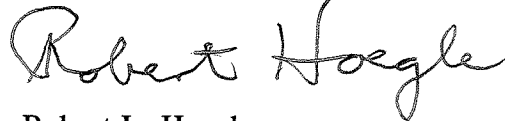
E. Nature of the Transaction

The proposed split-off transaction is not part of a larger transaction. However, Liberty Media continues to evaluate the marketplace and other potential transactions. If Liberty Media were to decide to pursue an additional transaction involving LEI, Liberty Media would file a further amendment to the pending applications or new applications, as appropriate and to the extent necessary.

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March 5, 2009  
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If you have any questions regarding the information contained in this amendment, please contact me.

Respectfully submitted,

A handwritten signature in black ink that reads "Robert Hoegle". The signature is written in a cursive style with a large, prominent "R" at the beginning.

Robert L. Hoegle  
*Counsel for Liberty Media Corporation*

RLH:gt  
Enclosures

~Doc# 49241.1~

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# **EXHIBIT A**

## Exhibit A

### Individuals and Entities Holding Five Percent or More of the Voting Power and Equity of Liberty Entertainment Group Tracking Stock and Liberty Entertainment, Inc.

Name	% of Voting Power	% of Equity
Dr. John C. Malone c/o 12300 Liberty Boulevard Englewood, Colorado 80112	30.29%	4.82%
Southeastern Asset Management, Inc. 6410 Poplar Avenue, Suite 900 Memphis, Tennessee 38119	12.8%	18.0%
Longleaf Partners Fund c/o Southeastern Asset Management, Inc. 6410 Poplar Avenue, Suite 900 Memphis, Tennessee 38119	*	6.6%
Capital Research and Management Company 333 South Hope Street, 55 <sup>th</sup> Floor Los Angeles, California 90071	*	5.6%

\* Voting power held by entities is less than 5 percent.

# **EXHIBIT B**

## Exhibit B

### Executive Officers of Liberty Media Corporation and Liberty Entertainment, Inc.

Name	Title
John C. Malone	Chairman of the Board
Gregory B. Maffei	Chief Executive Officer and President
Charles Y. Tanabe	Executive Vice President and General Counsel
David J.A. Flowers	Senior Vice President and Treasurer
Albert E. Rosenthaler	Senior Vice President
Christopher W. Shean	Senior Vice President and Controller

# **EXHIBIT C**



**Exhibit C**

**Directors of Liberty Media Corporation and  
Liberty Entertainment, Inc.**

John C. Malone  
Gregory B. Maffei  
Robert R. Bennett  
Donne F. Fisher  
Paul A. Gould  
Evan D. Malone  
David E. Rapley  
M. LaVoy Robison  
Larry E. Romrell

# **EXHIBIT D**

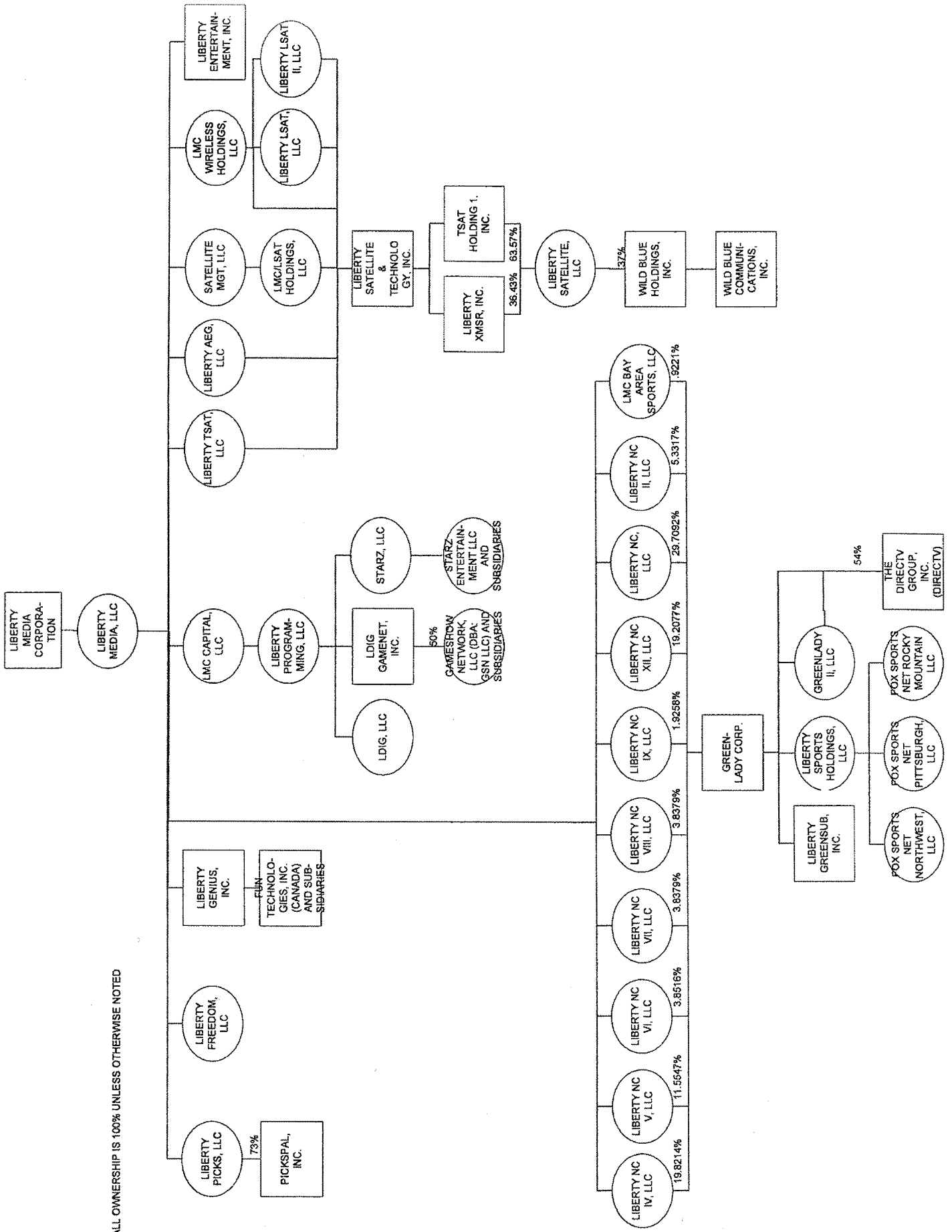
<b>Assets Currently Attributed to Liberty Entertainment Group Tracking Stock</b>
54% interest in The DIRECTV Group, Inc.
100% interest in FUN Technologies, Inc.
100% interest in Liberty Sports Holdings LLC
100% interest in Starz Entertainment, LLC
73% interest in PicksPal, Inc.
50% interest in GSN, LLC
37% equity interest in Wildblue Communications, Inc.

<b>Assets Attributed to Liberty Entertainment, Inc. Post Split-Off</b>
54% interest in The DIRECTV Group, Inc.
100% interest in FUN Technologies, Inc.
100% interest in Liberty Sports Holdings LLC
73% interest in PicksPal, Inc.
50% interest in GSN, LLC
Up to \$300 million in cash and cash equivalents

<b>Assets Attributed to Liberty Entertainment Group Tracking Stock Post Split-Off</b>
100% interest in Starz Entertainment, LLC
37% equity interest in Wildblue Communications, Inc.
\$400 million in cash and cash equivalents

# **EXHIBIT E**

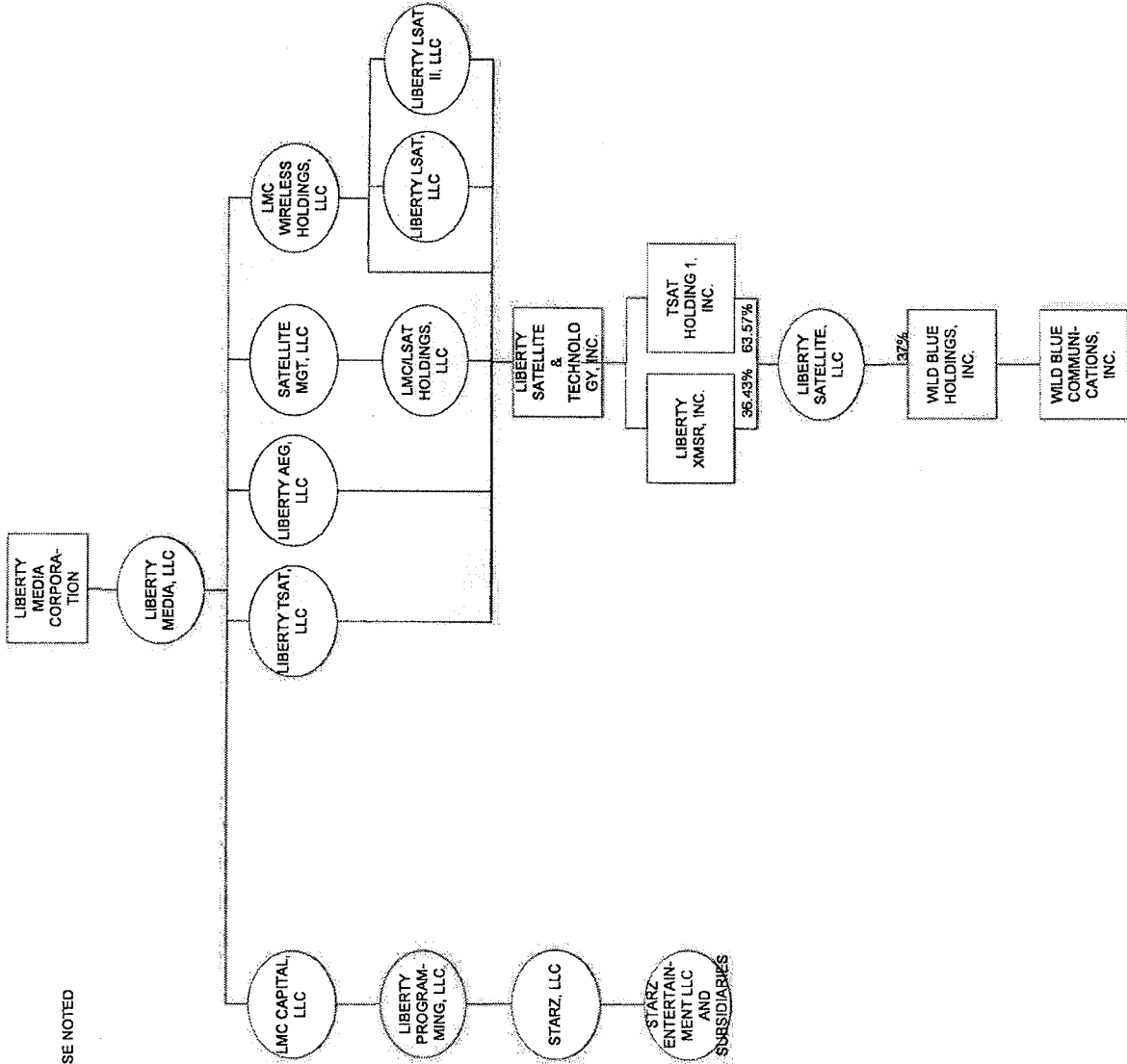
# CURRENT LIBERTY ENTERTAINMENT GROUP TRACKING STOCK ASSETS



ALL OWNERSHIP IS 100% UNLESS OTHERWISE NOTED

# POST SPLIT-OFF LIBERTY ENTERTAINMENT GROUP TRACKING STOCK ASSETS

ALL OWNERSHIP IS 100% UNLESS OTHERWISE NOTED



# POST SPLIT-OFF LIBERTY ENTERTAINMENT, INC.

ALL OWNERSHIP IS 100% UNLESS OTHERWISE NOTED

