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Liberty Media Corporation 2008 Investors™ Meeting
held on September 26, 2008

PRESENTATION

Unidentified Speaker

The appendix will be available on our website, www.libertymedia.com throughout this conference. Nothing in this presentation shall constitute a solicitation to buy or an offer to sell shares of Liberty Media stock, or stock in new Liberty Entertainment Incorporated. The offer and sale of shares of Liberty Entertainment in the proposed split off will only be made pursuant to an effective registration statement.

Liberty Media stockholders and other investors are urged to read the registration statement to be filed with the SEC including the proxy statement prospectus to be contained therein because it will contain important information about the transaction. A copy of the registration statement and the proxy statement prospectus, once filed, will be available free of charge at the SEC's website, www.sec.gov.

Copies of the proxy statement prospectus and the filings with the SEC that will be incorporated by reference in the proxy statement prospectus can be obtained without charge by directing a request to Liberty Media's Investor Relations, telephone 720-875-5408.

The directors and executive officers of Liberty Media, and other persons, may be deemed to be participants in the solicitation of proxies in respect of proposals to approve the split off of Liberty Entertainment. Information regarding the directors and executive officers of Liberty Media, those expected to serve as directors and executive officers of Liberty Entertainment and other participants in the proxy solicitation, together with a description of their respective direct and indirect interests by security holdings or otherwise, will be available in the proxy materials to be filed with the SEC.

Courtnee Ulrich -

The agenda is as follows, Greg Maffei is going to discuss Liberty Media Corporation, then we'll launch into Liberty Entertainment, our newest tracking stock. Chase Carey will discuss DirecTV followed by Mark Shuken, CEO of Liberty Sports Group. Then we'll have Bob Clasen finish up our Liberty Entertainment discussion and launch into Liberty Capital with a review of Starz Media and Overture Films.

Greg Maffei -

As you may recall we bought another 7% of that News Corp's or rather that DirecTV stock back in — via a complicated hedge transaction in the spring. We introduced the Liberty Entertainment tracking stock and we announced the split off and the conversion into an asset-backed company of Liberty Entertainment. And we repurchased about 14% of the Liberty Capital shares as of the last time we publicly reported.....

And I think we've been helpful in encouraging DirecTV to accelerate its buyback in part by completing a voting standstill, where we agreed we would hold our vote percentage flat even as they increased effectively our economic ownership in the company because they continued to buy back stock. We understood they had senpn

... get this sort of inner activity and ad insertions using disks in the home and some of the broadband connectivity is really ... in an array of the advertising formats that are emerging. Clearly, as we drive the business nothing is more important than content. It is what people ultimately buy DirecTV for and what they watch. And when you talk about content certainly last year it probably got a start with HD.

I think we did a very good job of creating a leadership position in HD. I think that's a leadership position we can continue to drive. I mean, the fact of the matter is first we could need or have a leadership position. I think our competitors try to do a pretty good job of muddying the waters and making an array of claims whether it's calling channel shows, or I think Comcast at one point was claiming 10,000 HD shows and nobody knew what it meant.

I think there's a lot of confusion out there. I think we've risen above the confusion. And, I think while everybody just jockeys underneath, gives us a great place. I think our lead is nitleaders the fac vu enable that guy to much more accurately troubleshoot what the problem is, so we don't end up with three and four truck rolls trying to find a problem.

And then sort of adding tools for the consumer. I think the Web is probably the most important of those. We've done, I think, really good job of overhauling the Web so customers can learn more, can understand more, can get their billing information. Can get content information, can make choices on the Web, is really an important part of adding choices. Obviously, efficiencies — I mean, one of the great things about all these initiatives are the improved experience, but at the same time they improve our efficiency. So, it really is a win-win for both of us.

Another big initiative for us has been moving to more owned and operated networks. We've added call centers, probably more importantly this summer we took the first steps to own a segment of our field services. We now own about 35% and really what I expect that to give us is first, a much more direct ability to establish best practices.

How long should it take you in a home to do something? What are the right standards that should be met? Should the installation be done 98%, 99% of the time correctly? How often should you have to go back? What should be the right targets and the right —? Look, obviously you want everything to be done right 100%.

But we want to make sure we can set the right targets, troubleshoot the right problems, not try to work through multiple parties to get at them. It enables us also to be much more agile and much more flexible. With third parties you have to use sort of computation structures to try and manipulate and move things here. It gives us a much more agile and much quicker ability to react to things and there should be efficiencies inside this.

So, I do think the owned and operated move — I mean, obviously not naive to the fact there are challenges — a lot of large companies, and we're a large company, say we can do this stuff and then they become bureaucratic and fat and all they do is spend more money and don't perform better. Obviously, we are not planning to do that. We are planning to run this right, run it efficiently and deliver a better service.

Subscriber acquisition costs, clearly a big, a key cost for us. And as we said before, we continue to face an array of upward pressure on this, demand for advanced products, new technologies. The SWM I mentioned. That has an incremental cost of a few bucks to put in a home. Other things that we have pressure. And we're spending more money in sales vehicles that let us go after the right types of customers.

We do continue to look for ways to offset those costs, certainly box costs, re-used boxes, we are finding ways to offset it. That being said, I think we have found — we used to talk about 650 to 700 being a target for SAC, it's now — that SAC is now above 700. The decision to go there, the way we looked at it, that was the right place to be. The incremental amounts we were spending on hardware — it's mostly hardware. Putting more HD/DVRs was obviously a value creation event for us.

And the money we were spending incrementally to target the right high-end customers was again creating value. I actually think on those tradeoffs we'll probably find it creeps up a little bit. I think we will look to find those balancing acts, but there are opportunities where investment makes sense. But we want to make sure we're investing for the right reasons to really create and build value in the business.

From a CapEx perspective, we've been for a few years in a period where we were investing incrementally to add HD capacity most particularly. We sort of finished that off in the next 12 months with the launch of a satellite in '09 and, really, we'll bring that out-of-home CapEx down to what we view as more of a maintenance level around the $500 million level.

I talked earlier in the year at an event about where do we think we're headed. And we feel very much on track and it's only six, seven months since then, but very much on track for a business that at the end of 2010 we'll have revenues of 20 billion, operating margin approaching 30% and cash flow in the neighborhood of — before interest and tax, is in the neighborhood of 4 billion.

I'm going to spend just a minute on Latin America. I said to a few people last night, it was our hidden jewel. We're trying to make not quite so hidden. We had to get through mergers and an array of things that we really only competed last year. We always believed this business had great potential, I think this business has really started to prove that potential.

We're in most major countries really through three entities, you see them here, 5.5 million subs in the market. Very excited by the Latin American market, clearly a market that — it's interesting, the U.S. is mature in terms of pay-home penetration, Latin America clearly nowhere close to it. A lot of our competitors have been through a period where they had an array of struggles.

Cable is our main competitor, they are moving digital but it's mostly into big markets. And clearly competition, just as here, will increase. You see Telmex and Telefonica becoming more active forces with the bundle and an array of initiatives. Another big opportunity in this market, HD and DVRs are really in their infancy. HD is largely non-existent yet and DVRs are in their infancy.

As we go forward, what's going to drive the Latin American market for us? First, really take advantage and piggy back on the back of the U.S. We should take advantage of the scale in terms of hardware costs, and probably equally importantly, take advantage of the technological advancement. And clearly, the U.S. is going to be way ahead in all these technologies, whether it's HD or DVR or VOD or what have you.

Local competitors try to struggle and figure in that how do they learn how to deploy those things. We should be able to, and we are going to be able to take advantage and drive those things into the market, drive them in at a really cost advantage level, advantages in terms of content, advantages in terms of marketing. It is a great opportunity and a great ability for Latin America to piggy back on the U.S.

Content and technology has been important to us. We exclusively have events, things like the Spanish League Soccer, local soccer, other types of events that are beyond sports. Customer service, we have local customer service. We really do believe it is something that has distinguished us there. We continue to add an array of tools to it to strengthen that experience. We really continue to — we are the premium player in Latin America. And that is a big part of continuing to build that level of leadership.

We gone most recently to move to multi-box putting — historically, we probably had a lot of homes in the market with more simply one set-top box per home. We created offers that enable — as more customers move to more than one TV, to enable them to have DirecTV on more than one TV.

DVR is something we launched in the last year and we are moving forward with DVR penetration. So it is becoming a reality in the market. HD is something we'll move forward within the coming quarters. So HD, we're going to start another arena that we're going to use to strengthen our leadership position.

And one of the offers that we're using to expand the business is what's called Pre-Paid. It's a business where a customer pays — we have very little SAC up front net. We launched it in Venezuela very successfully. We're now deploying it elsewhere. The customer pays for something up front that brings our SAC down to a very modest amount and then buys for limited periods.

So they can buy for three months, not buy for a month, buy again for two months. It's really a great business model because we get so much of our upfront back, that really all the incremental monthly buys are really profitable to us. And it's very — there's no cost in turning on or turning off, they buy cards at various retail outlets to turn it on or off. So, it's an opportunity for us to add a real dimension to that business.

Again, long term strategic revenue and cost certainty. So our fundamen ty.ŠSo qud MM Ď Ŏ

advertising moves with more platforms such as the Internet, we are typically unaffected. Secondly, the analysts are looking out five years and looking at television in its broadest definition. And saying, well gee it's still going to be about 90 to 95 hours per household per week. It's a pretty big number.

But there's going to be one fundamental change according to all the third-parties we've looked at. The time shifted piece is going to go from just a couple of percentage points to over 20 points. And as you just saw, that's ere

Unidentified Company Representative

And I do think — I mean, I do think as we — one of the — and I still think it's under-appreciated and I think it's a huge strength we have when you talk about new features, that is an advantage Ď ž

[illegible] maybe Chase can talk [illegible] the independent members of the [illegible] Boards view as stumbling blocks, particularly if [illegible] is the acquirer? And how does the Board feel about super voting shares, going back for the B shares?

Greg Maffei -

So — if I could just say, I first want to say I think there are benefits imaginable to every side in putting Liberty Entertainment and DirecTV together. For one thing you won't have to come to this event to talk about why they're not together again. But it's also not the case that if they don't get together that it's a long-term detriment or it's a problem.

And I think we can try to be realistic about the fact that it creates instant opportunities and benefits to Liberty Entertainment shareholders just with the split-off. It doesn't necessarily suggest that you have to or will get done some combination with DirecTV.

I think the three issues that we've talked about in the past as being, needing to be worked through is value. We believe that the sum of the parts of Liberty Entertainment is worth more than the current market price and it's likely that even post the spin, if the discount narrows, it will still be worth more on a sum-of-the-parts basis than the market indicates.

That probably puts some amount of tension or issues for the DirecTV independents in figuring some combination, are they paying market or sum of the parts, tension. Not necessarily irresolvable tension but something that needs to be worked through.

Second issue is probably governance, if you imagine Board representation from both sides, how many and who, on each side. And the third is probably votes. We have a capital structure which is different than DirecTV's and whether it's DirecTV putting together buying LMDIA or LMDIA buying DirecTV it's effectively the same thing, it's just a technique in how you get there. You have to decide are the B shares at Liberty Capital recognized and to what degree.

And then I'll let John comment on his concerns or what is important to him as the holder of the vast majority of those B shares, but I think those are framed as the corporate issues between the two companies.

Dr. John M[illegible]