
12/29/2008	61,000	\$	15.17
12/30/2008	101,000	\$	15.50

Date of Sale	Number of shares of Common Stock Sold		Per Share Weighted Average Sale Price
12/30/2008	124,600	\$	15.53
12/31/2008	120,800	\$	15.75
01/02/2009	116,300	\$	15.96
01/05/2009	227,700	\$	16.14
01/06/2009	293,600	\$	16.42
01/07/2009	209,500	\$	15.76
01/08/2009	155,400	\$	15.47
01/09/2009	108,300	\$	15.05

In addition, on January 12, 2009, Liberty sold 300 shares of Common Stock in an open market transaction through a broker for \$15.00 per share.

Liberty beneficially owns (i) 30,652,102 shares of Common Stock, of which amount, based on publicly available information, 4,289,499 shares are held by Mr. Diller, and (ii) 12,799,999 shares of Class B Common Stock. Such shares constitute 24.0% of the outstanding shares of Common Stock and 100% of the outstanding shares of Class B Common Stock, respectively. Pursuant to the Governance and Stockholder Agreements, subject to certain limitations, Mr. Diller holds an irrevocable proxy with respect to all securities of the Company beneficially owned by Liberty on all matters submitted to a stockholder vote or by which the stockholders may act by written consent, except for Contingent Matters with respect to which Liberty has not consented. In addition, Liberty may be deemed to have shared voting power over the shares of Common Stock held by Mr. Diller because, under the terms of the Governance and Stockholder Agreements, Mr. Diller must vote those shares in favor of Liberty's designees for the Company's board of directors and against any Contingent Matter that Liberty has not approved. Assuming the conversion of all of the shares of Class B Common Stock beneficially owned by Liberty into Common Stock, Liberty would beneficially own 31.0% of the outstanding Common Stock (calculated in accordance with Rule 13d-3). Because each share of Class B Common Stock generally is entitled to ten votes per share and each share of Common Stock is entitled to one vote per share, Liberty may be deemed to beneficially own equity securities of the Company representing approximately 62.0% of the voting power of the Company. The foregoing beneficial ownership amounts exclude shares of Common Stock beneficially owned by the executive officers and directors of Liberty. The foregoing beneficial ownership amounts are based on 127,597,911 shares of Common Stock and 12,799,999 shares of Class B Common Stock outstanding, in each case, based on amounts disclosed in the Company's Quarterly Report on Form 10-Q for the quarter ending September 30, 2008.

SIGNATURES

After reasonable inquiry and to the best of his knowledge and belief, the undersigned certifies that the information in this statement is true, complete and correct.

Dated: January 14, 2009

**B E
LIBERTY MEDIA CORPORATION**

By: /s/ Craig Troyer
Craig Troyer
Vice President

11. Voting Agreement, dated as of November 27, 1995, by and among Certain Stockholders of the Company and Savoy Pictures Entertainment, Inc.*
12. Letter Agreement, dated March 22, 1996, by and between Liberty Media Corporation and Barry Diller.*
13. In re Applications of Roy M. Speer and Silver Management Company, Federal Communications Commission Memorandum and Order, adopted March 6, 1996 and released March 11, 1996.*
14. In re Applications of Roy M. Speer and Silver Management Company, Request for Clarification of Silver Management Company, dated April 10, 1996.*
15. In re Applications of Roy M. Speer and Silver Management Company, Federal Communications Commission Memorandum Opinion and Order and Notice of Apparent Liability, adopted June 6, 1996 and released June 14, 1996.*
16. Amended and Restated Joint Filing Agreement of TCI, Mr. Diller and BDTV.*
17. Amended and Restated Certificate of Incorporation of BDTV INC.*
18. Press Release issued by the Company and Home Shopping Network, Inc., dated August 26, 1996.*
19. Agreement and Plan of Exchange and Merger, dated as of August 25, 1996, by and among the Company, Home Shopping Network, Inc., House Acquisition Corp., and Liberty HSN, Inc.*
20. Termination Agreement, dated as of August 25, 1996, among the Company, BDTV Inc., Liberty Program Investments, Inc., and Liberty HSN, Inc.*

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21. Voting Agreement, dated as of August 25, 1996, by and among Certain Stockholders of Home Shopping Network, Inc. and the Company.*
22. Voting Agreement, dated as of August 25, 1996, by and among Barry Diller, Liberty Media Corporation, Arrow Holdings, LLC, BDTV Inc., and Home Shopping Network, Inc.*
23. Letter Agreement, dated as of August 25, 1996, by and between Liberty Media Corporation and Barry Diller.*
24. Second Amended and Restated Joint Filing Agreement by and between TCI, Mr. Diller, BDTV Inc. and BDTV II Inc.*
25. Stock Exchange Agreement, dated as of December 20, 1996, by and between the Company and Liberty HSN, Inc.*
26. Letter Agreement, dated as of February 3, 1997, by and between BDTV INC. and David Geffen.*
27. Stock Exchange Agreement, dated as of May 20, 1997, by and between HSN, Inc. and Mr. Allen.*
28. Stockholders Agreement, dated as of May 20, 1997, by and among, Mr. Diller, Mr. Allen and Liberty Media Corporation.*
29. Letter Agreement, dated as of May 20, 1997, by and between Mr. Diller and Liberty Media Corporation.*
30. Third Amended and Restated Joint Filing Agreement by and between TCI, Mr. Diller, BDTV Inc., BDTV II Inc. and BDTV III Inc.*
31. Certificate of Incorporation of BDTV III Inc.*
32. Investment Agreement among Universal Studios, Inc., HSN, Inc., Home Shopping Network, Inc. and Liberty Media Corporation, dated as of October 19, 1997 as amended and restated as of December 18, 1997.*
33. Governance Agreement among HSN, Inc., Universal Studios, Inc., Liberty Media Corporation and Barry Diller, dated as of October 19, 1997.*
34. Stockholders Agreement among Universal Studios, Inc., Liberty Media Corporation, Barry Diller, HSN, Inc. and The Seagram Company Ltd. dated as of October 19, 1997.*
35. Spinoff Agreement among Liberty Media Corporation, Universal Studios, Inc. and HSN, Inc. dated as of October 19, 1997.*
36. Exchange Agreement among HSN, Inc., Universal Studios, Inc. and Liberty Media Corporation, dated as of October 19, 1997.*
37. Amended and Restated LLC Operating Agreement of USANi LLC, by and among USA Networks, Inc., Home Shopping Network, Inc., Universal Studios, Inc., Liberty Media Corporation and Barry Diller, dated as of February 12, 1998.*
38. Letter Agreement between Liberty HSN, Inc. and HSN, Inc., dated as of October 19, 1997.*
39. Fourth Amended and Restated Joint Filing Agreement between Tele- Communications, Inc., Universal Studios, Inc., The Seagram Company Ltd. and Barry Diller, dated as of February 23, 1998.*
40. Certificate of Incorporation of BDTV IV INC.*

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41. Fifth Amended and Restated Joint Filing Agreement by and among Tele- Communications, Inc., Liberty Media Corporation, Barry Diller, Universal Studios, Inc., The Seagram Company Ltd., BDTV INC., BDTV II INC., BDTV III INC. and BDTV IV INC, dated as of July 19, 1999.*
42. Sixth Amended and Restated Joint Filing Agreement by and among Liberty Media Corporation, Barry Diller, Universal Studios, Inc., The Seagram Company Ltd., Vivendi Universal, BDTV INC., BDTV II INC., BDTV III INC. and BDTV IV INC. dated as of June 22, 2001. *
43. Letter Agreement, dated July 15, 2001, by and among USA Networks, Inc., Barry Diller, Universal Studios, Inc. and Liberty Media Corporation.*

