

3	SEC Use Only
4	Source of Funds OO
5	Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e) <input type="checkbox"/>
6	Citizenship or Place of Organization U.S.
7	<p>Sole Voting Power</p> <p>Liberty Capital Series A common stock: 296,129 (1, 2, 3, 4, 5)</p> <p>Liberty Capital Series B common stock: 834,013 (1, 2)</p> <p>Liberty Interactive Series A common stock: 874,114 (1, 2, 3, 4, 5)</p> <p>Liberty Interactive Series B common stock: 4,170,063 (2, 3)</p> <p>Liberty Starz Series A common stock: 101,217 (1, 3, 4, 5)</p> <p>Liberty Starz Series B common stock: 333,605 (2, 3)</p>
8	<p>Shared Voting Power</p> <p>Liberty Capital Series A common stock: 0</p> <p>Liberty Capital Series B common stock: 0</p> <p>Liberty Interactive Series A common stock: 0</p> <p>Liberty Interactive Series B common stock: 0</p> <p>Liberty Starz Series A common stock: 0</p> <p>Liberty Starz Series B common stock: 0</p>
9	<p>Sole Dispositive Power</p> <p>Liberty Capital Series A common stock: 296,129 (1, 2, 3, 4, 5)</p> <p>Liberty Capital Series B common stock: 834,013 (1, 2)</p> <p>Liberty Interactive Series A common stock: 874,114 (1, 2, 3, 4, 5)</p> <p>Liberty Interactive Series B common stock: 4,170,063 (2, 3)</p> <p>Liberty Starz Series A common stock: 101,217 (1, 3, 4, 5)</p> <p>Liberty Starz Series B common stock: 333,605 (2, 3)</p>
10	<p>Shared Dispositive Power</p> <p>Liberty Capital Series A common stock: 0</p> <p>Liberty Capital Series B common stock: 0</p> <p>Liberty Interactive Series A common stock: 0</p> <p>Liberty Interactive Series B common stock: 0</p> <p>Liberty Starz Series A common stock: 0</p> <p>Liberty Starz Series B common stock: 0</p>
11	<p>Aggregate Amount Beneficially Owned by Each Reporting Person</p> <p>Liberty Capital Series A common stock: 296,129 (1, 2, 3, 4, 5)</p> <p>Liberty Capital Series B common stock: 834,013 (1, 2)</p> <p>Liberty Interactive Series A common stock: 874,114 (1, 2, 3, 4, 5)</p> <p>Liberty Interactive Series B common stock: 4,170,063 (2, 3)</p> <p>Liberty Starz Series A common stock: 101,217 (1, 3, 4, 5)</p> <p>Liberty Starz Series B common stock: 333,605 (2, 3)</p>
12	Check if the Aggregate Amount in Row (11) 605 (2, 3)

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person

14 Type of Reporting Person
IN

- (1) Includes 125,092 LCAPA shares, 676,648 LCAPB shares, 37,546 LINTA shares and 3,003 LSTZA shares jointly held by Mr. Bennett and his wife, Deborah Bennett.
- (2) Includes 62,329 LCAPA shares, 157,365 LCAPB shares, 299,567 LINTA shares, 100 LINTB shares and 8 LSTZB shares owned by Hilltop Investments, LLC, which is jointly owned by Mr. Bennett and his wife, Deborah Bennett.
- (3) Includes 105,450 LCAPA shares, 522,400 LINTA shares, 4,169,963 LINTB shares, 96,820 LSTZA shares and 333,597 LSTZB shares that are subject to options which are exercisable within 60 days of February 23, 2010. Mr. Bennett has the right to convert the options to purchase LINTB and LSTZB shares into options to purchase an equivalent number of shares of LINTA and LSTZA, respectively.
- (4) Includes 795 restricted shares of LCAPA, 4,855 restricted shares of LINTA and 445 restricted shares of LSTZA, none of which are vested or will vest within sixty days of February 23, 2010.
- (5) Does not include shares of LCAPA, LINTA or LSTZA, respectively, issuable upon (x) conversion of shares of LCAPB, LINTB, LSTZB, respectively, owned by Mr. Bennett, Hilltop Investments, LLC and by Mr. Bennett and his wife, Deborah Bennett, jointly, as noted above, (y) conversion of shares of LINTB or LSTZB that may be acquired pursuant to stock options or (z) exercise of options to acquire shares of LINTB or LSTZB that were converted into options to acquire shares of LINTA or LSTZA, respectively, by Mr. Bennett; however, if such shares of LCAPA, LINTA or LSTZA were included, Mr. Bennett would have sole voting and dispositive power over 1,130,142 LCAPA shares, 5,044,177 LINTA shares and 434,822 LSTZA shares and Mr. Bennett's beneficial ownership of LCAPA, LINTA and LSTZA, as a series, would be 1.24%, 0.88% and 0.87%, respectively, in each case subject to the relevant footnotes set forth herein.
- (6) Based upon the following number of shares outstanding as of January 31, 2010 based on information provided by the Issuer: (i) 89,888,078 LCAPA shares, (ii) 7,405,151 LCAPB shares, (iii) 567,475,938 LINTA shares, (iv) 29,276,689 LINTB shares, (v) 49,418,326 LSTZA shares and (vi) 2,365,545 LSTZB shares. Each share of LCAPB is convertible, at the option of the holder, into one share of LCAPA, each share of LINTB is convertible, at the option of the holder, into one share of LINTA and each share of LSTZB is convertible, at the option of the holder, into one share of LSTZA. Each share of LCAPA, LINTA and LSTZA is entitled to one vote, whereas each share of LCAPB, LINTB and LSTZB is entitled to ten votes. Accordingly, Mr. Bennett may be deemed to beneficially own voting equity securities representing approximately 4.78% of the voting power with respect to the general election of directors of the Issuer. See Item 5.

The reporting person is Robert R. Bennett, whose business address is c/o Liberty Media Corporation, 12300 Liberty Boulevard, Englewood, CO 80112. Mr. Bennett is a director of the Issuer, Discovery Communications, Inc. and Sprint Nextel Corporation.

During the last five years, Mr. Bennett has not been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors, if any), and has not been a party to any civil proceeding of a judicial or administrative body of competent jurisdiction resulting in any judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Mr. Bennett is a citizen of the United States of America.

Not applicable.

Mr. Bennett does not have any plans or proposals that relate to or would result in any of the actions set forth in clauses (a) through (j) of Item 4.

Mr. Bennett may determine to change his intentions with respect to the Issuer at any time in the future and may, for example, elect (i) to acquire additional shares of Common Stock in open market or privately negotiated transactions or pursuant to the exercise of stock options or (ii) to dispose of all or a portion of his holdings of shares of Common Stock. In reaching any determination as to his future course of action, Mr. Bennett will take into consideration various factors, such as the Issuer's business and prospects, other developments concerning the Issuer, other business opportunities available to Mr. Bennett, estate planning considerations and general economic and stock market conditions, including, but not limited to, the market price of the Common Stock.

(a) Mr. Bennett beneficially owns (without giving effect to the conversion of LCAPB, LINTB or LSTZB shares into LCAPA, LINTA or LSTZA shares, as applicable, or the conversion of options to acquire LINTB or LSTZB shares into options to acquire LINTA or LSTZA shares, as applicable) (i) 296,129 LCAPA shares (including (A) 125,092 LCAPA shares held jointly with his wife, Deborah Bennett; (B) 62,329 LCAPA shares held by Hilltop Investments, LLC, which is jointly owned by Mr. Bennett and his wife, Deborah Bennett; (C) 105,450 LCAPA shares that may be acquired within 60 days of February 23, 2010 pursuant to stock options; and (D) 795 restricted shares of LCAPA, none of which are vested or will vest within sixty days of February 23, 2010) which represent approximately 0.33% of the outstanding shares of LCAPA; (ii) 834,013 LCAPB shares (including (A) 676,648 LCAPB shares held jointly with his wife, Deborah Bennett; and (B) 157,365 LCAPB shares held by Hilltop Investments, LLC, which is jointly owned by Mr. Bennett and his wife, Deborah Bennett) which represent approximately 11.26% of the outstanding shares of LCAPB; (iii) 874,114 LINTA

shares (including (A) 37,546 LINTA shares held jointly with his wife, Deborah Bennett; (B) 299,567 LINTA shares held by Hilltop Investments, LLC, which is jointly owned by Mr. Bennett and his wife, Deborah Bennett; (C) 522,400 LINTA shares that may be acquired within 60 days of February 23, 2010 pursuant to stock options; and (D) 4,855 restricted shares of LINTA, none of which are vested or will vest within sixty days of February 23, 2010) which represent approximately 0.15% of the outstanding shares of LINTA; (iv) 4,170,063 LINTB shares (including (A) 100 LINTB shares held by Hilltop Investments, LLC, which is jointly owned by Mr. Bennett and his wife, Deborah Bennett; and (B) 4,169,963 LINTB shares that may be acquired within 60 days of February 23, 2010 pursuant to stock options) which represent approximately 12.47% of thatly own
