









Management of Splitco, page 94

28. *Comment:* Explain why you determined that Splitco and Liberty would initially have the same directors and officers. Also discuss whether you have any expectations or plans regarding the extent to which the Splitco and Liberty boards and management will continue to overlap in the future.

*Response:* We have included the requested disclosure.

29. *Comment:* Confirm through disclosure, if true, that each board director will have the same term (i.e. same class membership) as he or she currently has with Liberty Media.

*Response:* We have included the requested disclosure.

Board Committees, page 101

30. *Comment:* Disclose whether the board committees are expected to have the same operating terms and members as currently in effect at Liberty Media. If different, please provide additional information about the committee operating terms and members to the extent practicable.

*Response:* We have included the requested disclosure with respect to the operating terms of Splitco's board committees. The members of these committees have not yet been determined but we expect them to be determined in the near term.

Executive Compensation, page 101

31. *Comment:* Please discuss whether or not you expect any changes to your compensation programs and practices following the transaction, other than the allocation of a portion of the compensation amounts attributable to Liberty Media.

*Response:* We have included the requested disclosure.

32. *Comment:* Please update your executive compensation disclosure for the 2010 fiscal year.

*Response:* We understand it is the position of the Staff that Liberty Media will need to update its executive compensation disclosure for the 2010 fiscal year once its Form 10-K with respect to the 2010 fiscal year is due. Without confirming or denying our agreement with this position, we respectfully submit that it is our intention to mail the proxy statement/prospectus prior to the due date for Liberty Media's Form 10-K subject, of course, to the completion of Staff review. In that regard, we have tentatively set a record date of February 14, 2010 and a special meeting date of March 31, 2010.

Certain Relationships and Related Transactions, page 117

33. *Comment:* Please provide the disclosure required by Item 404(b) of Regulation S-K regarding Splitco's policies and procedures for approval of related party transactions.

*Response:* We have included the requested disclosure.

Relationships Between Splitco and Liberty Media, page 117

34. *Comment:* We note that Liberty Media anticipates entering into, from time to time, agreements and arrangements with Splitco and related entities in the ordinary course of business. Please provide additional disclosure regarding the expected nature and significance of these transactions. In addition, provide the disclosure pursuant to Item 404 of Regulation S-K with respect to any such agreements or arrangements currently in place or anticipated following the consummation of the split-off.

*Response:* We have struck the sentence that discusses the entrance into future agreements between Liberty Media and Splitco because there is no current expectation that any such agreements will be executed. We have included the requested disclosure with respect to the agreements between Liberty Media and Splitco which will be in place upon the completion of the Split-Off.

Tax Sharing Agreement, page 119

35. *Comment:* Please include an overview to this section that summarizes the general purposes and effects of the tax sharing agreements.

*Response:* We have included the requested disclosure.

Relationships Between Liberty Media and Related Persons, page 125

36. *Comment:* Please explain to us why you determined that disclosure was not required by Item 404(a) of Regulation S-K with respect to the transactions between Liberty Media and Directv referenced in the Note 16 to the Splitco financial statements on page B-108.

*Response:* We believe disclosure under Item 404(a) of Regulation S-K is not required with respect to the transactions between Liberty Media and DIRECTV referenced in Note 16 to the Splitco financial statements because Liberty Media ceased to be a related person of DIRECTV on November 19, 2009. As we will be mailing our definitive proxy statement/prospectus during the 2011 calendar year, the nexus between Liberty Media and DIRECTV during 2009 does not result in any required disclosure under Item 404 of Regulation S-K.



~~Comment:~~ Settling derivative positions and have no current intentions to do so in the future. We made additional disclosures on page B-52 to clarify that the collateral delivered to the counterparty are shares we otherwise already own of the same company in which we borrowed shares. We note that the borrowed share positions have not been designated as hedging instruments and we believe, with the additions described previously, the disclosure meets the requirements of ASC 815-10-50-4.

45. *Comment:* Describe for us the significant provisions of your share borrowing arrangements. Tell us how you account for these arrangements, both at inception and in subsequent periods.

*Response:* The significant provisions of our share borrowing arrangements are (1) the collateral delivered to the counterparty is equal to the fair value of the borrowed shares (in order to achieve the collateral economics we have always delivered shares in the same company as the borrowed shares); (2) either party may terminate the arrangement at any time per the agreement. At inception of the arrangement a liability is recorded equal to the fair value of the borrowed shares delivered to us from the counterparty. At each subsequent reporting date the liability is marked to market, based on the fair value of the underlying borrowed shares, as unrealized [terampZerow unrg] Zf  
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