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Dear Victoria

News Corporation - British Sky Broadcasting Group Plc

As you know we are currently in discussions with OFT and Ofcom in relation to the drafts of the Carriage Agreement and the Brand Licensing Agreement which we submitted for the Secretary of State's approval on 21 March 2011. We have received a first set of questions last week, to which we have replied and we are now waiting to hear from the OFT.

In the meantime the period for public consultation on the draft UIL submitted by News on 1 March 2011 (the **Draft UIL**) has expired. I should therefore be grateful if you would confirm that the Draft UIL is in a form acceptable to the Secretary of State subject of course to the approval of the Carriage Agreement, the Brand Licensing Agreement and the Schedule of Assets.

Given that the terms of the Carriage Agreement and the Brand Licensing Agreement will be governed by the commitments offered by News in the final form of the UIL (e.g. at paragraphs 4.4 to 4.8 inclusive of the **Draft UIL**), it is essential for the ongoing discussions with the OFT and Ofcom that we have confirmation that the relevant provisions of the Draft UIL will need no further changes.

I look forward to hearing from you.

Yours sincerely



Antonio Bavasso
Partner

cc: Jeff Palker and Andrea Appella - News Corporation; Cery Darbon and Dominic Long - Allen & Overy LLP

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