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NEWS AMERICA INC
Form SC 13D/A
November 13, 2001

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13D
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED
PURSUANT TO RULE 13d-1(a) AND AMENDMENTS THERETO
FILED PURSUANT TO RULE 13d-2(a)

(Amendment No. 6)/1/

EHOSTAR COMMUNICATIONS CORPORATION

(Name of Issuer)
Class A Common Stock, par value \$.01 per share

(Title of Class of Securities)
282-762-109
(CUSIP Number)

Arthur M. Siskind, Esq.
The News Corporation Limited
c/o News America Incorporated
1211 Avenue of the Americas
New York, New York 10036
(212) 852-7000

with copies to:

Stephen H. Kay, Esq.
Squadron Ellenoff Plesent & Sheinfeld, LLP
551 Fifth Avenue
New York, New York 10176
(212) 661-6500

(Name, address and telephone number of person
authorized to receive notices and communications)

November 6, 2001

(Date of event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box .

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

/1/ The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be

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deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Exchange Act") or otherwise subject to the liabilities of that section of the Exchange Act but shall be subject to all other provisions of the Exchange Act (however, see the Notes).

| | |
|----|---------------------------------------------------------------------------------------------------------------|
| 1 | Name of Reporting Persons/I.R.S. Identification Nos. of Above Persons The News Corporation Limited |
| 2 | Check the Appropriate Box if a Member of a Group (a) <input type="checkbox"/> (b) <input type="checkbox"/> |
| 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) |
| 6 | Citizenship or Place of Organization South Australia, Australia |
| | Number of Shares Beneficially Owned by Each Reporting Person with |
| 7 | Sole Voting Power 9,981,160 |
| 8 | Shared Voting Power -0- |
| 9 | Sole Dispositive Power 9,981,160 |
| 10 | Shared Dispositive Power -0- |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person 9,981,160 |
| 12 | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares <input type="checkbox"/> |
| 13 | Percent of Class Represented by Amount in Row (11) 4.1%/1/ |
| 14 | Type of Reporting Person CO |

/1/ Based on 240,770,601 shares of Class A Common Stock, par value \$.01 per share ("Class A Common Stock") of EchoStar Communications Corporation ("EchoStar") outstanding as of October 19, 2001 as reported in the Quarterly Report on Form 10-Q of EchoStar for the quarter ended September 30, 2001 (the "Form 10-Q"). As reported in the Form 10-Q, there were outstanding 238,435,208 shares of Class B Common Stock, par value \$.01 per share ("Class B Common Stock") of EchoStar. Because such Class B Common

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Stock is convertible on a one-for-one basis into Class A Common Stock, assuming conversion of shares of Class B Common Stock into Class A Common Stock, the percentage of the Class A Common Stock that the Reporting Persons may be deemed to have beneficial ownership of would be approximately 2%. Because each share of Class B Common Stock is entitled to 10 votes per share, the Reporting Persons beneficially own equity securities of EchoStar representing approximately .4% of the voting power of EchoStar (assuming no conversion of the Class B Common Stock).

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| | |
|----|-----------------------------------------------------------------------------------------------------------------------|
| 1 | Name of Reporting Persons/S.S. or I.R.S. Identification Nos. of Above Persons News America Incorporated/13-3249610 |
| 2 | Check the Appropriate Box if a Member of a Group (a) <input type="checkbox"/> (b) <input type="checkbox"/> |
| 3 | SEC Use Only |
| 4 | Source of Funds 00 |
| 5 | Check Box if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e) |
| 6 | Citizenship or Place of Organization Delaware, U.S.A. |
| | Number of Shares Beneficially Owned by Each Reporting Person with |
| 7 | Sole Voting Power 9,981,160 |
| 8 | Shared Voting Power -0- |
| 9 | Sole Dispositive Power 9,981,160 |
| 10 | Shared Dispositive Power -0- |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person 9,981,160 |
| 12 | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares <input type="checkbox"/> |
| 13 | Percent of Class Represented by Amount in Row (11) 4.1%/2/ |
| 14 | Type of Reporting Person CO |

/2/ Based on 240,770,601 shares of Class A Common Stock, par value \$.01 per share ("Class A Common Stock") of EchoStar Communications Corporation ("EchoStar") outstanding as of October 19, 2001 as reported in the

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Quarterly Report on Form 10-Q of EchoStar for the quarter ended September 30, 2001 (the "Form 10-Q"). As reported in the Form 10-Q, there were outstanding 238,435,208 shares of Class B Common Stock, par value \$.01 per share ("Class B Common Stock") of EchoStar. Because such Class B Common Stock is convertible on a one-for-one basis into Class A Common Stock, assuming conversion of shares of Class B Common Stock into Class A Common Stock, the percentage of the Class A Common Stock that the Reporting Persons may be deemed to have beneficial ownership of would be approximately 2%. Because each share of Class B Common Stock is entitled to 10 votes per share, the Reporting Persons beneficially own equity securities of EchoStar representing approximately .4% of the voting power of EchoStar (assuming no conversion of the Class B Common Stock).

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| | | | |
|----|----------------------------------------------------------------------------------------|----|--------------------------|
| 1 | Name of Reporting Persons/S.S. or I.R.S. Identification Nos. of Above Persons | | |
| | K. Rupert Murdoch | | |
| 2 | Check the Appropriate Box if a Member of a Group | | |
| | (a) <input type="checkbox"/> (b) <input type="checkbox"/> | | |
| 3 | SEC Use Only | | |
| 4 | Source of Funds | | |
| | 00 | | |
| 5 | Check Box if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e) | | |
| 6 | Citizenship or Place of Organization | | |
| | United States | | |
| | Number of Shares Beneficially Owned by Each Reporting Person with | 7 | Sole Voting Power |
| | | | 9,981,160 |
| | | 8 | Shared Voting Power |
| | | | -0- |
| | | 9 | Sole Dispositive Power |
| | | | 9,981,160 |
| | | 10 | Shared Dispositive Power |
| | | | -0- |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person | | |
| | 9,981,160 | | |
| 12 | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares | | <input type="checkbox"/> |
| 13 | Percent of Class Represented by Amount in Row (11) | | |
| | 4.1%/3/ | | |
| 14 | Type of Reporting Person | | |
| | IN | | |

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/3/ Based on 240,770,601 shares of Class A Common Stock, par value \$.01 per share ("Class A Common Stock") of EchoStar Communications Corporation ("EchoStar") outstanding as of October 19, 2001 as reported in the Quarterly Report on Form 10-Q of EchoStar for the quarter ended September 30, 2001 (the "Form 10-Q"). As reported in the Form 10-Q, there were outstanding 238,435,208 shares of Class B Common Stock, par value \$.01 per share ("Class B Common Stock") of EchoStar. Because such Class B Common Stock is convertible on a one-for-one basis into Class A Common Stock, assuming conversion of shares of Class B Common Stock into Class A Common Stock, the percentage of the Class A Common Stock that the Reporting Persons may be deemed to have beneficial ownership of would be approximately 2%. Because each share of Class B Common Stock is entitled to 10 votes per share, the Reporting Persons beneficially own equity securities of EchoStar representing approximately .4% of the voting power of EchoStar (assuming no conversion of the Class B Common Stock).

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SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D
(Amendment No. 6)

Pursuant to Section 13(d) of the
Securities Exchange Act of 1934

in respect of

EHOSTAR COMMUNICATIONS CORPORATION

Introductory Statement

This Amendment No. 6 (this "Amendment") to the Statement on Schedule 13D (the "Statement") relates to the Class A Common Stock, par value \$.01 per share (the "Class A Common Stock"), of EchoStar Communications Corporation, a Nevada corporation ("EchoStar"). This Amendment amends and supplements (i) the Statement originally filed with the Securities and Exchange Commission (the "SEC") by the "Reporting Persons" (as defined herein) on December 10, 1998, (ii) Amendment No. 1 to the Statement ("Amendment No. 1") filed by the Reporting Persons on July 1, 1999, (iii) Amendment No. 2 to the Statement ("Amendment No. 2") filed by Reporting Persons on December 10, 1999, (iv) Amendment No. 3 to the Statement ("Amendment No. 3") filed by Reporting Persons on September 14, 2000, (v) Amendment No. 4 to the Statement ("Amendment No. 4") filed by the Reporting Persons on September 7, 2001 and (vi) Amendment No. 5 to the Statement ("Amendment No. 5") filed by the Reporting Persons on October 29, 2001.

On June 24, 1999, The News Corporation Limited ("News Corporation"), MCI Telecommunications Corporation ("MCI"), American Sky Broadcasting, LLC ("ASkyB") and EchoStar consummated the transactions previously described in the Statement. On such date, pursuant to (i) the Purchase Agreement, dated as of November 30, 1998, among ASkyB, News Corp, MCI and EchoStar (the "Purchase Agreement") and (ii) the letter agreement, dated November 30, 1998, among Charles W. Ergen, EchoStar, ASkyB, News Corporation and MCI (the "Letter Agreement" and collectively with the Purchase Agreement, the "Acquisition Agreements"), News America Incorporated ("NAI"), a wholly

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owned subsidiary of News Corporation, acquired an aggregate of 6,891,096 shares of EchoStar's Class A Common Stock (27,564,384 shares of Class A Common Stock after subsequent stock splits, made effective on July 1, 1999 and October 18, 1999).

On December 8, 1999, pursuant to an Underwriting Agreement, dated December 2, 1999, between EchoStar, NAI, MCI Worldcom Network Services, Inc. and Donaldson, Lufkin & Jenrette Securities Corporation, Allen & Company Incorporated, Credit Suisse First Boston Corporation, Merrill Lynch, Pierce, Fenner & Smith Incorporated, acting severally on behalf of themselves and the several underwriters named therein (the "Underwriters") (the "Underwriting Agreement"), the Reporting Persons sold 11,053,800 shares of Class A Common Stock at \$71.00 per share, less an underwriter's commission of \$1.9525 per share and offering expenses of \$222,658.48, yielding aggregate net proceeds of \$763,014,597.10. In conjunction with the closing, NAI paid approximately \$54,311,000 to EchoStar for amounts due under the Satellite Contracts (as defined in the Purchase Agreement). After such sale, NAI was the direct beneficial owner of 16,510,584 shares of Class A Common Stock (33,021,168 Shares of Class A Common Stock after a subsequent stock split, made effective on March 22, 2000).

On September 6, 2000, the Reporting Persons sold 7,000,000 shares of Class A Common Stock at \$49.00 per share in the open market.

On August 30, 2001, the Reporting Persons sold 8,000,000 shares of Class A Common Stock at \$28.00 per share in the open market.

During the period beginning September 24, 2001 and ending October 18, 2001, the Reporting Persons sold an aggregate of 4,500,000 shares of Class A Common Stock at prices ranging between \$23 and \$27 per share in the open market.

During the period beginning October 22, 2001 and ending November 6, 2001, the Reporting Persons sold an aggregate of 2,730,000 shares of Class A Common Stock at prices ranging between \$23 and \$27 per share in the open market. In addition, during the period beginning November 7, 2001 and ending November 9, 2001, the Reporting Persons sold an aggregate of 810,000 shares of Class A Common Stock at prices ranging between \$24 and \$25 per share in the open market.

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The descriptions of, and references to, the Acquisition Agreements, the Underwriting Agreement and other agreements and documents filed as Exhibits to this Statement are qualified in their entirety by reference to the complete texts of such agreements and documents.

Item 4. Purpose of Transaction.

Item 4 is hereby amended and restated to read in its entirety as follows:

EchoStar, News Corporation, ASkyB and MCI entered into the Purchase Agreement with respect to the acquisition of 30,000,000 shares of Class A Common Stock, subject to adjustment./4/ Pursuant to the Purchase Agreement, NAI acquired 6,891,096 shares of Class A Common Stock (27,564,384 shares of Class A Common Stock after subsequent stock splits, made effective on July 1, 1999 and October 18, 1999) (the "ASkyB Shares")/5/, and MCI acquired 1,712,020 shares of Class A Common Stock (6,848,080 shares of Class A Common Stock after subsequent

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stock splits, made effective on July 1, 1999 and October 18, 1999) (the "MCI Shares," and together with the ASkyB Shares, the "Shares"). On December 8, 1999, pursuant to the Underwriting Agreement, the Reporting Persons sold 11,053,800 shares of Class A Common Stock at \$71.00 per share, less an underwriter's commission of \$1.9525 per share and offering expenses of \$222,658.48, yielding aggregate net proceeds of \$763,014,597.10. In conjunction with the closing, NAI paid approximately \$54,311,000 to EchoStar for amounts due under the Satellite Contracts (as defined in the Purchase Agreement).

On September 6, 2000, the Reporting Persons sold 7,000,000 shares of Class A Common Stock at \$49.00 per share in the open market.

On August 30, 2001, the Reporting Persons sold 8,000,000 shares of Class A Common Stock at \$28.00 per share in the open market.

/4/ The amount Class A Common Stock actually issued was reduced to 8,603,116 shares pursuant to Section 2(a)(ii) of the Purchase Agreement.

/5/ Pursuant to Section 2(a)(i)(A) of the Purchase Agreement, ASkyB designated NAI to acquire the ASkyB Shares.

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During the period beginning September 24, 2001 and ending October 18, 2001, the Reporting Persons sold an aggregate of 4,500,000 shares of Class A Common Stock at prices ranging between \$23 and \$27 per share in the open market.

During the period beginning October 22, 2001 and ending November 6, 2001, the Reporting Persons sold an aggregate of 2,730,000 shares of Class A Common Stock at prices ranging between \$23 and \$27 per share in the open market. In addition, during the period beginning November 7, 2001 and ending November 9, 2001, the Reporting Persons sold an aggregate of 810,000 shares of Class A Common Stock at prices ranging between \$24 and \$25 per share in the open market.

The Reporting Persons acquired beneficial ownership of the securities for the purpose of investment. Subject to the Acquisition Agreements and the other agreements referenced in Item 6, the Reporting Persons intend to continuously review their investment in EchoStar, and may in the future determine to (i) acquire additional securities of EchoStar, through open market purchases, private agreements or otherwise, (ii) dispose of all or a portion of the securities of EchoStar owned by them or (iii) take any other available course of action, which could involve one or more of the types of transactions or have one or more of the results described in the last paragraph of this Item 4 or (iv) otherwise change their investment intent. Notwithstanding anything contained herein, the Reporting Persons specifically reserve the right to change their intentions with respect to any or all of such matters. In reaching any decision as to their course of action (as well as to the specific elements thereof), the Reporting Persons currently expect that they would take into consideration a variety of factors, including, but not limited to, EchoStar's financial condition, business, operations and prospects, other developments concerning EchoStar and the satellite business generally, other business opportunities available to the Reporting Persons, other developments with respect to the business of the Reporting Persons, general economic conditions and money and stock market conditions, including the market price of the securities of EchoStar. See Item 6.

Other than as described herein, none of the Reporting Persons have any present plans or proposals which relate to or would result in: (a) the acquisition by any person of additional securities of EchoStar or

the disposition of securities of EchoStar; (b) an extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving EchoStar or any of its subsidiaries; (c) a sale or transfer of a material amount of assets of EchoStar or any of its subsidiaries; (d) any change in the Board of Directors or management of EchoStar, including any plans or proposals to change the number or terms of directors or to fill any existing vacancies on the Board of Directors of EchoStar; (e) any material change in the present capitalization or dividend policy of EchoStar; (f) any other material change in EchoStar's business or corporate structure; (g) changes in EchoStar's charter, by-laws or instruments corresponding thereto or other actions which may impede the acquisition of control of EchoStar by any person; (h) a class of securities of EchoStar being delisted from a national securities exchange or ceasing to be authorized to be quoted in an inter-dealer quotation system of a registered national securities association; (i) a class of equity securities of EchoStar becoming eligible for termination of registration pursuant to Section 12(g)(4) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"); or (j) any action similar to those enumerated above.

Item 5. Interest in Securities of the Issuer.

Item 5 is hereby amended and restated to read in its entirety as follows:

On June 24, 1999, by virtue of the consummation of the transactions contemplated by the Purchase Agreement, NAI became the direct beneficial owner of 6,891,096 shares of Class A Common Stock (27,564,384 shares of Class A Common Stock after subsequent stock splits, made effective on July 1, 1999 and October 18, 1999). On December 8, 1999, pursuant to the Underwriting Agreement, NAI sold 11,053,800 shares of the Class A Common Stock at \$71.00 per share. After such sale, NAI was the direct beneficial owner of 16,510,584 shares of Class A Common Stock (33,021,168 Share of Class A Common Stock after a subsequent stock split, made effective on March 22, 2000). On September 6, 2000, NAI sold 7,000,000 shares of Class A Common Stock at \$49.00 per share in the open market. After such sale, NAI was the direct beneficial owner of 26,021,168 shares of Class A Common Stock. On August 30, 2001 NAI sold 8,000,000 shares of Class A Common Stock at \$28.00 per share in the open market. After such sale, NAI was the direct beneficial owner of 18,021,168 shares of Class A

Common Stock. During the period beginning September 24, 2001 and ending October 18, 2001, the Reporting Persons sold an aggregate of 4,500,000 shares of Class A Common Stock at prices ranging between \$23 and \$27 per share in the open market. During the period beginning October 22, 2001 and ending November 6, 2001, the Reporting Persons sold an aggregate of 2,730,000 shares of Class A Common Stock at prices ranging between \$23 and \$27 per share in the open market. In addition, during the period beginning November 7, 2001 and ending November 9, 2001, the Reporting Persons sold an aggregate of 810,000 shares of Class A Common Stock at prices ranging between \$24 and \$25 per share in the open market. After such sales, NAI was the direct beneficial owner of 9,981,160 shares of Class A Common Stock. Each of News Corporation and K. Rupert Murdoch may be deemed to be indirect beneficial owners of such shares. Based upon the number of shares of Class A Common Stock and Class B Common Stock reflected as outstanding as of October 19, 2001 in EchoStar's Quarterly Report on Form 10-Q for the period ended September 30, 2001 (the "Form 10-Q"), the shares of EchoStar's securities beneficially owned by the Reporting Persons represent approximately 4.1% of the

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Class A Common Stock (approximately 2% assuming the conversion of the Class B Common Stock into Class A Common Stock) and approximately .4% of the combined voting power of the Class A Common Stock and the Class B Common Stock. The holders of Class A Common Stock are entitled to one vote for each share of Class A Common Stock held, and the holders of Class B Common Stock are entitled to ten votes for each share of the Class B Common Stock held.

To the Reporting Persons' knowledge, MCI is the direct beneficial owner of 4,101,880 shares of Class A Common Stock (8,203,760 shares of Class A Common Stock after a subsequent stock split, made effective March 22, 2000). Based upon the number of shares of Class A Common Stock and Class B Common Stock reflected as outstanding as of October 19, 2001 in the Form 10-Q, the shares of EchoStar's securities beneficially owned by MCI represent approximately 3.4% of the Class A Common Stock (approximately 1.7% assuming the conversion of the Class B Common Stock into Class A Common Stock) and approximately 0.3% of the combined voting power of the Class A Common Stock and the Class B Common Stock.

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Subject to the Letter Agreement, the Reporting Persons have the sole power to vote the ASkyB Shares. See Item 6.

Except as described above, no transactions were effected by the Reporting Persons in the Class A Common Stock during the 60 days preceding the date hereof.

As a result of the transactions described above, the Reporting Persons ceased to be the beneficial owner of more than 5% of the Class A Common Stock on November 5, 2001.

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SIGNATURE

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

Date: November 12, 2001

THE NEWS CORPORATION LIMITED

By: /s/ Arthur M. Siskind

Name: Arthur M. Siskind
Title: Director

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SIGNATURE

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

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Date: November 12, 2001

NEWS AMERICA INCORPORATED

By: /s/ Arthur M. Siskind

Name: Arthur M. Siskind

Title: Senior Executive Vice President

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SIGNATURE

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

Date: November 12, 2001

*

K. Rupert Murdoch

* By: /s/ Arthur M. Siskind
Arthur M. Siskind
Attorney-in-Fact

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Schedule 1 is hereby amended and restated to read in its entirety as follows:

Schedule 1

Directors, Executive Officers and Controlling Persons of the Reporting Persons

| Name | Principal Occupation and Business Address | Principi Organizat Employment |
|-------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------|
| ----- | ----- | ----- |
| K. Rupert Murdoch | Chairman and Chief Executive of News Corporation; Director, Chairman and Chief Executive of News Publishing Australia Limited ("NPAL"); Director of News International, plc; Director of News Limited; Director of News America Incorporated ("NAI"); Director of STAR Group; Chairman of British Sky Broadcasting Group plc ("BSkyB"); Chairman and Chief Executive Officer of Fox Entertainment Group, Inc. ("FEG"); Director of Philip Morris Companies Inc. ("Philip Morris"); Director of China Netcom Corporation (Hong Kong) Limited; Director of Gemstar-TV Guide International, Inc. ("Gemstar"). | News |

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1211 Avenue of the Americas
New York, New York 10036

Geoffrey C. Bible

Non Executive Director of News Corporation;
Chairman and Chief Executive Officer of Philip
Morris; Director of New York Stock Exchange, Inc.
120 Park Avenue
New York, New York 10017

Ph

Chase Carey

Executive Director of News Corporation; Director,
President and Chief Operating Officer of NAI;
Director of FEG; President and Chief Executive
Officer of Sky Global Networks, Inc. ("SGN");
Director of STAR Group; Director of NDS Group plc
("NDS"); Director of Gemstar; Director of Gateway,
Inc.; Director of Colgate University.
1211 Avenue of the Americas
New York, New York 10036

News

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| Name | Principal Occupation and Business Address | Princi Organizat Employ |
|----------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------|
| ---- | ----- | ----- |
| Peter Chernin | Executive Director, President and Chief Operating Officer of News Corporation; Director, President and Chief Operating Officer of NPAL; Director, Chairman and Chief Executive Officer of NAI ; Director, President and Chief Operating Officer of FEG; Director of SGN; Director of E*TRADE Group, Inc. 10201 West Pico Boulevard Los Angeles, CA 90035 | News |
| Kenneth E. Cowley/1/ | Non Executive Director of News Corporation; Chairman of Independent Newspapers Limited ("Independent Newspapers"); Chairman of RM Williams Holdings Limited. 2 Holt Street Sydney, New South Wales 2010 Australia | Indepen |
| David F. DeVoe | Executive Director, Senior Executive Vice President and Chief Financial Officer and Finance Director of News Corporation; Director, Senior Executive Vice President and Chief Financial Officer of NPAL: Director and Senior Executive Vice President of NAI; Director, Senior Executive Vice President and Chief Financial Officer of FEG; Director of STAR Group; Director of BSkyB; Director and Acting Chief Financial Officer of SGN; Director of NDS. 1211 Avenue of the Americas New York, New York 10036 | News |

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Roderick I. Eddington/2/ Non Executive Director of News Corporation; Chief Executive of British Airways plc ("British Airways").
 c/o 2 Holt Street
 Sydney, New South Wales 2010
 Australia

Bri

 /1/ Citizen of Australia.

/2/ Citizen of Australia.

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| Name | Principal Occupation and Business Address | Principi Organizat Employ |
|-----------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------|
| ---- | ----- | ----- |
| Aatos Erkko/3/ | Non Executive Director of News Corporation; Member Sanoma of the Board of WSOY Corporation ("Sanoma"), a privately owned media company in Finland. P.O. Box 144 FIN-00101 Helsinki, Finland | |
| Graham Kraehe/4/ | Non Executive Director of News Corporation; Chairman-Elect of BHP Steel; Director of Brambles Industries plc; Director of National Australia Bank. c/o Level 20 News Corporation 101 Collins Street Melbourne Vic 3000 Australia | Ne |
| Andrew S.B. Knight/4/ | Non Executive Director of News Corporation; Non Executive Director of Rothschild Investment Trust Capital Partners plc. c/o News International plc 1 Virginia Street London E1 9BN England | Ne |
| Lachlan K. Murdoch | Executive Director, Senior Executive Vice President and Deputy Chief Operating Officer of News Corporation; Senior Vice President and Co-Chief Operating Officer of NPAL; Chairman of Queensland Press Limited; Chairman and Chief Executive of News Limited; Deputy Chairman of STAR Group; Director of Beijing PDN Xinren Information Technology Company Ltd; Director of FOXTEL Management Pty Ltd.; Director of Gemstar. 1211 Avenue of the Americas New York, New York 10036 | Ne |

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- /3/ Citizen of Finland.
 /4/ Citizen of Australia.
 /5/ Citizen of United Kingdom

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| Name | Principal Occupation and Business Address | Principi Organizat Employ |
|----------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------|
| ----- | ----- | ----- |
| James R. Murdoch | Executive Vice President of News Corporation; Chairman and Chief Executive Officer of STAR Group; Director of SGN; Director of NDS; Director of YankeeNets L.L.C.; Chairman of Rawkus Entertainment LLP. 8th Floor, One Harbourfront 18 Tak Fung Street Hunghom, Kowloon, Hong Kong | S |
| Thomas J. Perkins | Non Executive Director of News Corporation; Senior Partner at Kleiner Perkins Caufield & Byers ("Kleiner Perkins"); Director of Compaq Computer Corporation. 4 Embarcadero Center Suite 3520 San Francisco, CA 94111 | Kle |
| Bert C. Roberts, Jr. | Non Executive Director of News Corporation; Chairman of Worldcom, Inc. ("Worldcom"). 1801 Pennsylvania Avenue, N.W. Washington, D.C. 20006 | |
| Stanley S. Shuman | Non Executive Director of News Corporation; Executive Vice President and Managing Director of Allen & Company Incorporated ("Allen & Company"); Director of NAI; Director of Bayou Steel Corporation; Director of Six Flags, Inc.; Director of Western Multiplex Corporation. 711 Fifth Avenue New York, New York 10176 | All |

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Princi
Organizat

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| Name ----- | Principal Occupation and Business Address ----- | Employment ----- |
|-------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------|
| Arthur M. Siskind | Executive Director, Senior Executive Vice President and Group General Counsel of News Corporation; Director, Senior Executive Vice President and General Counsel of NPAL; Director of BSkyB; Director and Senior Executive Vice President of NAI; Director, Senior Executive Vice President and General Counsel of FEG; Director of STAR Group; Director and Senior Executive Vice President of SGN; Director of NDS. 1211 Avenue of the Americas New York, New York 10036 | New |