

SLAUGHTER AND MAY

One Bunhill Row
London EC1Y 8YY
T +44 (0)20 7600 1200
F +44 (0)20 7090 5000

Confidential

27 January 2011

Steve Unger
Ofcom
Riverside House
2a Southwark Bridge Road
London SE1 9HA

Your reference

Our reference
BJFL
Direct line
020 7090 4173

Dear Steve

News Corp/BSkyB Merger

I refer to the Secretary of State's statement of 25th January.

I write on behalf of BT, Guardian Media Group, Associated Newspapers Limited, Trinity Mirror Plc, Northcliffe Media and Telegraph Media Group (together the "Concerned Parties").

In his statement, the Secretary of State concludes (consistent with Ofcom's advice) that the merger would give rise to plurality issues which warrant investigation by the Competition Commission.

The Secretary of State then sets in motion a process under which OFT and Ofcom are asked to explore possible "undertakings in lieu" with News Corp and to report to the Secretary of State on whether such undertakings would be effective to address "the potential impact of media plurality".

The Secretary of State only proposes to go out to public consultation however, after he has provisionally decided (in the light of the advice from OFT and Ofcom) to accept such undertakings.

In order to ensure that the overall process is both fair and thorough, it will therefore be critical for Ofcom/OFT and the Secretary of State to consult with key industry players (including the Concerned Parties) ahead of the provisional decision.

The Concerned Parties stand ready to take part in this earlier consultation and to provide such assistance as would be helpful.

In advance of which, it would be very helpful to understand better how each of Ofcom and OFT see their respective roles and the timing for next steps.

CFI Saul
SM Edge
NPC Boardman
GW James
EA Codrington
RMG Goulding
GES Seligman
PFJ Bennett
RM Fox
RJ Thomhill
CJ Ains
CP White
NJ Archer
AG Balfour
CM Horton
EA Barrett

PP Chappatte
RJN Cripps
P Jalliffe
CD Randell
WSM Robinson
RV Carson
SL Edwards
JM Featherby
F Murphy
PM Olney
PH Stacey
CWY Underhill
OA Wareham
RJ Clark
SJ Cooke
DL Finkler

CW Harvey-Kelly
JD Rice
MA Whelton
MD Bennett
RD de Carle
SP Hall
WJ Sibree
RC Stern
JR Triggs
ECL Whyde
A Beare
JD Boyce
MEM Hattrell
KI Hodgson
N von Bismarck
PWH Brien

JM Fern
AN Hyman
AC Johnson
EF Keeble
KR Davis
SR Galbraith
NDF Gray
MS Hutchinson
SRB Powell
AC Ryde
JAD Marks
SD Wama-kula-suriya
DA Wittmann
TS Bosell
Sj Luder
AJ McClean

JC Twentymen
GN Eaborn
HK Griffiths
STM Lee
AC Cleaver
EJD Holden
KM Hughes
G Iversen
DR Johnson
RE Levitt
S Middlemiss
RA Swallow
DCR Waterfield
DJ Bicknell
CS Cameron
CA Connolly

PJ Cronin
BJ-PF Louveaux
MS Rowe
MST Leung
R Doughty
E Michael
RR Ogile
SL Paterson
PC Snell
ML Davies
JC Purvis
RA Sumrby
CP Brown
JC Coston
RJ Turmill
WNC Watson

MJ Dewyer
BJ-PF Louveaux
SR Nicholls
MJ Tobin
DC Watkins
BKP Yu
EC Brown
RA Chapin
J Edwarde
AD Jolly
S Maudgil
JS Nevin
JA Papanicolaou
JM Zamian
RA Byk
GA Miles

CE O'Keefe
T Pharoah
MD Zerdin
SFL Cardell
RL Cousin
BJ Kingsley
IAM Taylor
DA Ives
MC Lane
LMC Chung
RJ Smith

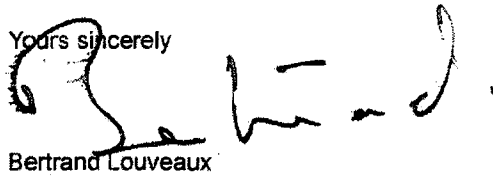
Regulated by the Solicitors
Regulation Authority
Firm SRA number 55388

Document number:
EC 506738372

SLAUGHTER AND MAY

I have sent a similar letter to the OFT and the Secretary of State.

Yours sincerely

A handwritten signature in black ink, appearing to read 'Bertrand Louveaux', written over the typed name below.

Bertrand Louveaux