: 'GEIST-DIVVER CAROLA';

BSPRINT: (LN)

From:

Bavasso, Antonio:CO (LN)

Sent:

09 June 2011 20:56

To:

'KAYE VICTORIA'

Cc:

🕳 /; 'Anil.Jhingan 🕳 'ipalker

Darbon, Cerry:CO (LN); Long, Dominic:CO (LN)

Subject: **Categories:**

Copied to Virtual File

Attachments: LT-#6892927-v2-Revised_draft_Carriage_Agreement__9_June.DOC; CO-#14259180-v1-DV_CA_8_June_-

🕨 '; 'aappella 🗨

_CA_9_June.PDF; LT-#6891216-v2-Revised_draft_Brand_Licence_Agreement__9_June.DOC; CO-

RE: Newscorp/Sky merger - Carriage and Brand Licensing Agreements (0012561-0000367)

#14259184-v1-DV_BLA_8_June_-_BLA_9_June.PDF; CO-#14252481-v1-

List_of_changes_to_BLA_and_CA__9_June_2011.DOC

Confidential

Dear Victoria

further to our call earlier today I enclose clean and marked up copies of the Carriage Agreement and the rand Licence Agreement.

russed the rationale for some of the changes but I have summarised all changes and their reasons in a prief note which I also attach.

The drafts also reflect discussions between News and the OFT on the outstanding financial aspects. News has sent to the OFT official reviewing the financial aspects of the proposal a rider of the relevant clauses of sections C1 and C4 of the Carriage Agreement but we have not sent them the latest versions of the agreements as agreed with you.

I hope that this will conclude this review but I will call you tomorrow to confirm that our explanations are clear. If so we can also circle back with the OFT and Ofcom to close off the outstanding points in relation to the UIL (and will copy you in).

Best wishes

***"TONIO BAYASSO**

& OVERY LLP

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From: KAYE VICTORIA -

GEIST-DIVVER CAROLA

Sent: 08 June 2011 16:28 To: Bavasso, Antonio:CO (LN) , .; Anil.Jhingan∕• Cc: Long, Dominic:CO (LN); jpalker -

aappella 🛥

Subject: Newscorp/Sky merger - Carriage and Brand Licensing Agreements

Dear Antonio,

Please see attached:

- Updated, clean copies of the Carriage Agreement and Brand Licence;
- Redline copies of the above;
- Tables explaining the changes to the documents.

We are aware that there are on-going discussions with the OFT and Ofcom around the financial aspects of the hive-off of Sky News which are not currently reflected in the agreements. Clearly, we will expect any agreements reached as a result of those discussions to be reflected at a later stage when we may wish Pinsent Masons to look again at these drafts.

As discussed with you earlier this week, we are, as always keen to make progress. We consider that the amendments which have now been represent a significant narrowing of the issues which were outstanding from the previous amendments sent to you, and we therefore look forward to hearing from you as swiftly as possible.

the previous amendments sent to you, and we therefore look forward to hearing from you as sy	
Regards,	4
Victoria	
Victoria Kaye	
Legal Advisers to the Department for Culture, Media and Sport Email: ***********************************	
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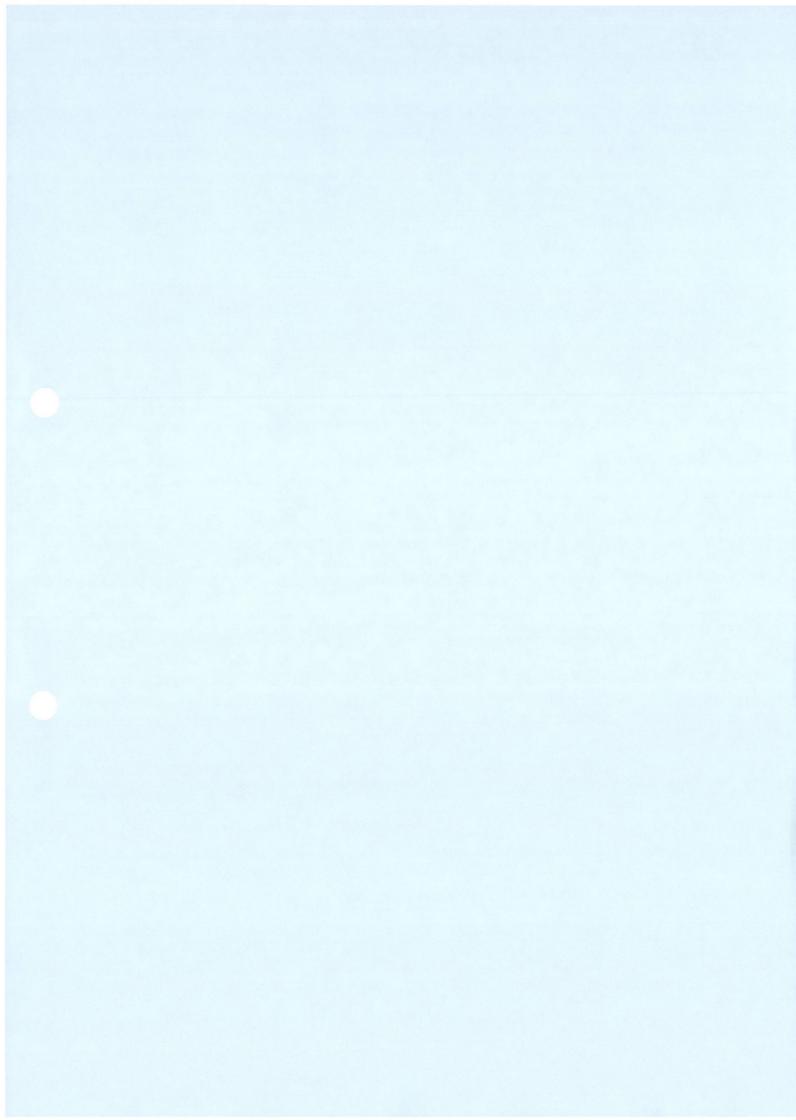
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DRAFT: 8.6.119.6.11

STRICTLY CONFIDENTIAL CONTAINS BUSINESS SECRETS

CARRIAGE AGREEMENT

Between

[NEWCO]
(as Channel Provider)

BRITISH SKY BROADCASTING LIMITED (as BSkyB)

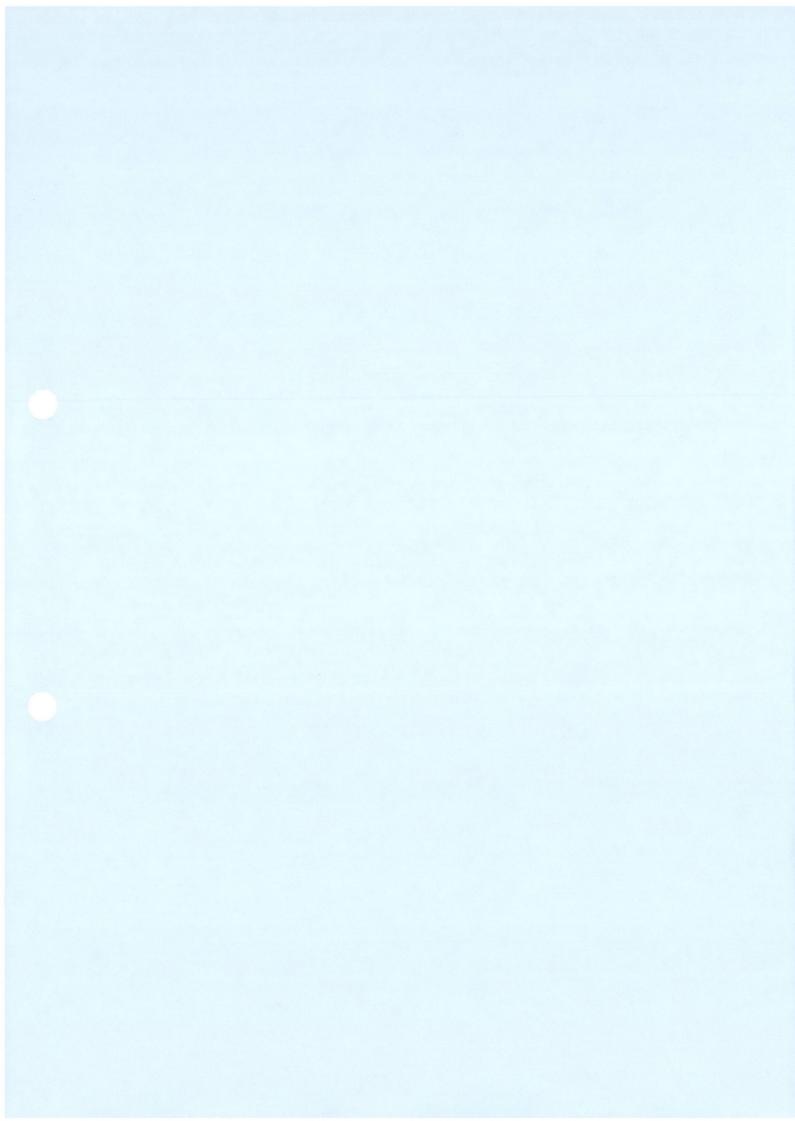
ALLEN & OVERY

Allen & Overy LLP

0012561-0000367 LT:6815735.36892927.2

REDACTED

Comprising 64 pages



STRICTLY CONFIDENTIAL CONTAINS BUSINESS SECRETS

Draft: 8.6.119.6.11

LICENCE AGREEMENT

[]

Among

(Licensee)

BRITISH SKY BROADCASTING GROUP PLC (BSkyB)

And

SKY IP INTERNATIONAL LTD (Sky IP)

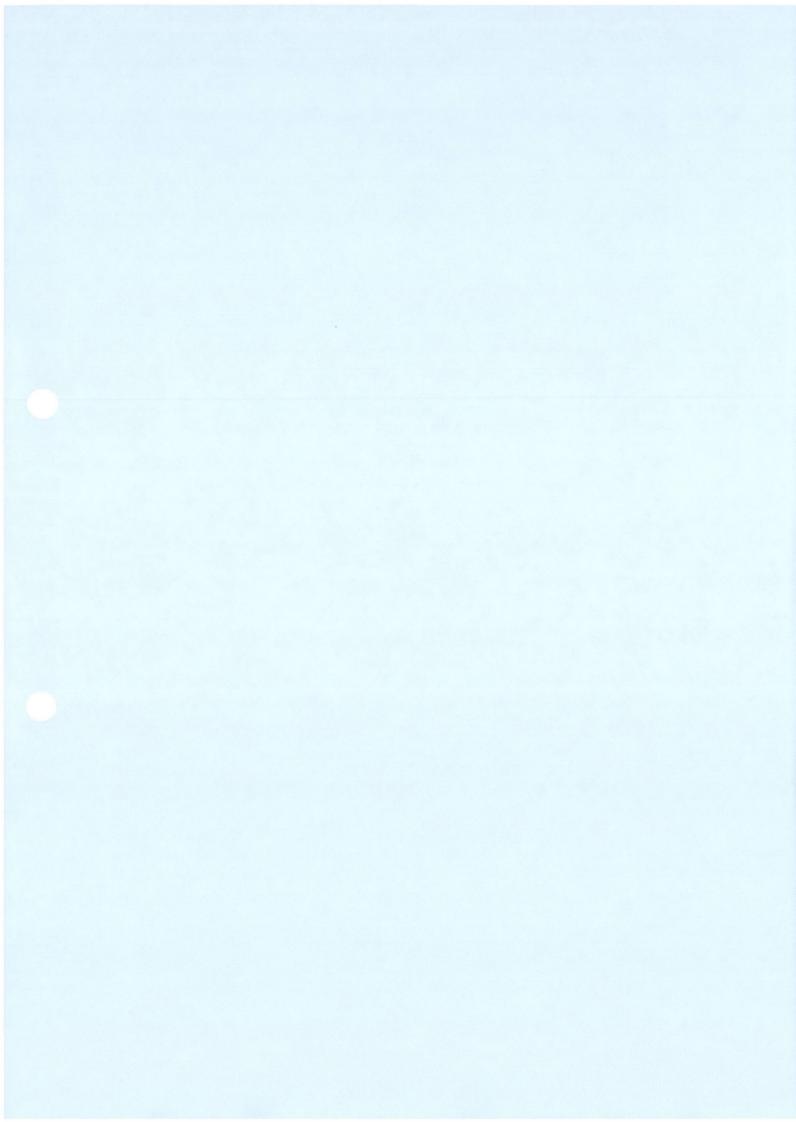
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REDACTED

Comprising 25 pages



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