
From: Sheldon Mills [REDACTED]
Sent: 29 March 2011 18:56
To: Bavasso, Antonio:CO (LN)
Cc: Jeff.Palker [REDACTED] Appella, Andrea; Darbon, Cerry:CO (LN); Long, Dominic:CO (LN); Steve Unger; Nicholas Scola; Clive Carter
Subject: RESTRICTED: Newscorp / BSkyB - OFT/OFCOM Questions re draft carriage agreement and brand licensing agreement

Categories: Copied to Virtual File

Attachments: News - Sky - OFT OFCOM Questions of 29 March 2011 on draft contracts of 21 March 2011.pdf

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MatterInformation: MATTER_ID:0000367|CLIENT_ID:0012561

Dear Antonio,

Please find attached an initial and non-exhaustive list of questions (prepared jointly by OFT and Ofcom) in relation to the draft carriage agreement and brand licensing agreement submitted by News Corporation to Victoria Kaye of the Department for Culture, Media and Sport on 21 March 2011.

These questions are designed to assist the OFT and Ofcom in preparing their advice to the Secretary of State under sections 93 and 93A Enterprise Act 2002 respectively.

We request a response to these questions if possible by 5pm on 31 March 2011, or in any event by 5pm on 1 April 2011. It may be useful to have a conference call later this week / early next week once we have had an opportunity to review your response to these questions.

Kind regards

Sheldon

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03/04/2012

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PROPOSED ACQUISITION BY NEWS CORP OF BSKYB

**OFT / OFCOM JOINT QUESTIONS TO NEWS
RE DRAFT CARRIAGE AGREEMENT AND BRAND LICENSING AGREEMENT
OF 21 MARCH 2011**

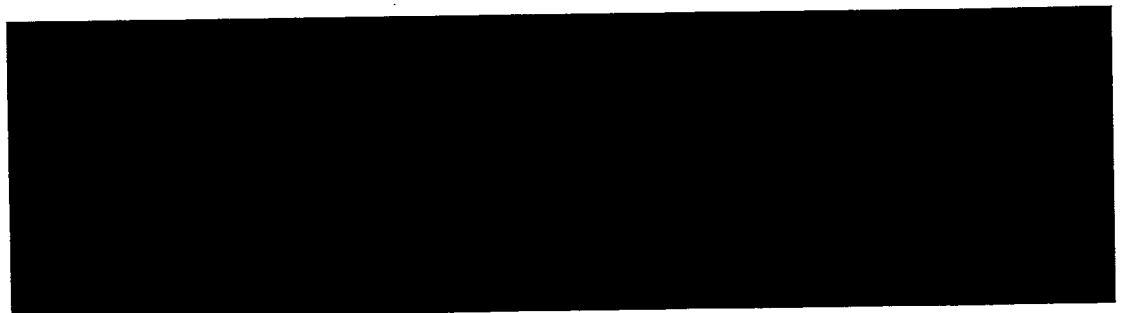
29 MARCH 2011

1. Introduction

- 1.1. The OFT and Ofcom set out below an initial and non-exhaustive list of questions they have in relation to the draft carriage agreement and brand licensing agreement submitted by News Corporation (News) to Victoria Kaye of the Department for Culture, Media and Sport on 21 March 2011.
- 1.2. These questions are designed to assist the OFT and Ofcom in preparing their advice to the Secretary of State under sections 93 and 93A Enterprise Act 2002 respectively.
- 1.3. References to the undertakings in lieu (UIL) are to the draft UIL of 1 March 2011 on which the Secretary of State publicly consulted.
- 1.4. OFT and Ofcom request a response to these questions if possible by 5pm on 31 March 2011. or in any event by 5pm on 1 April 2011.

2. Carriage agreement

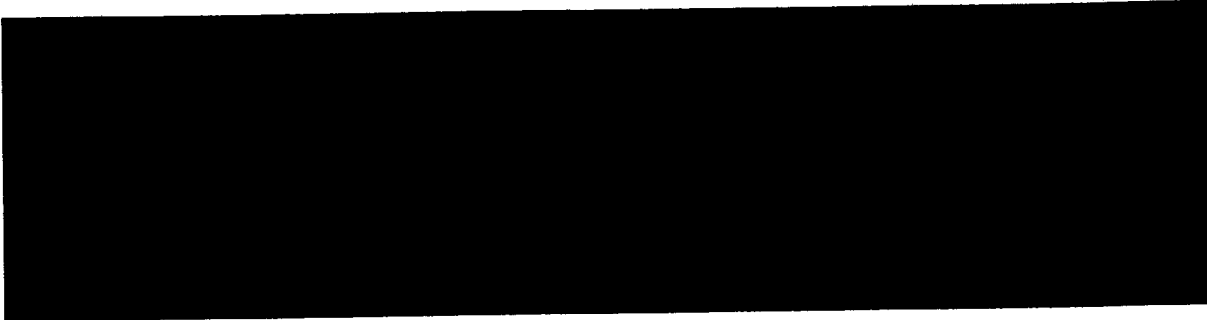
- 2.1. **General – key points relating to the carriage agreement**



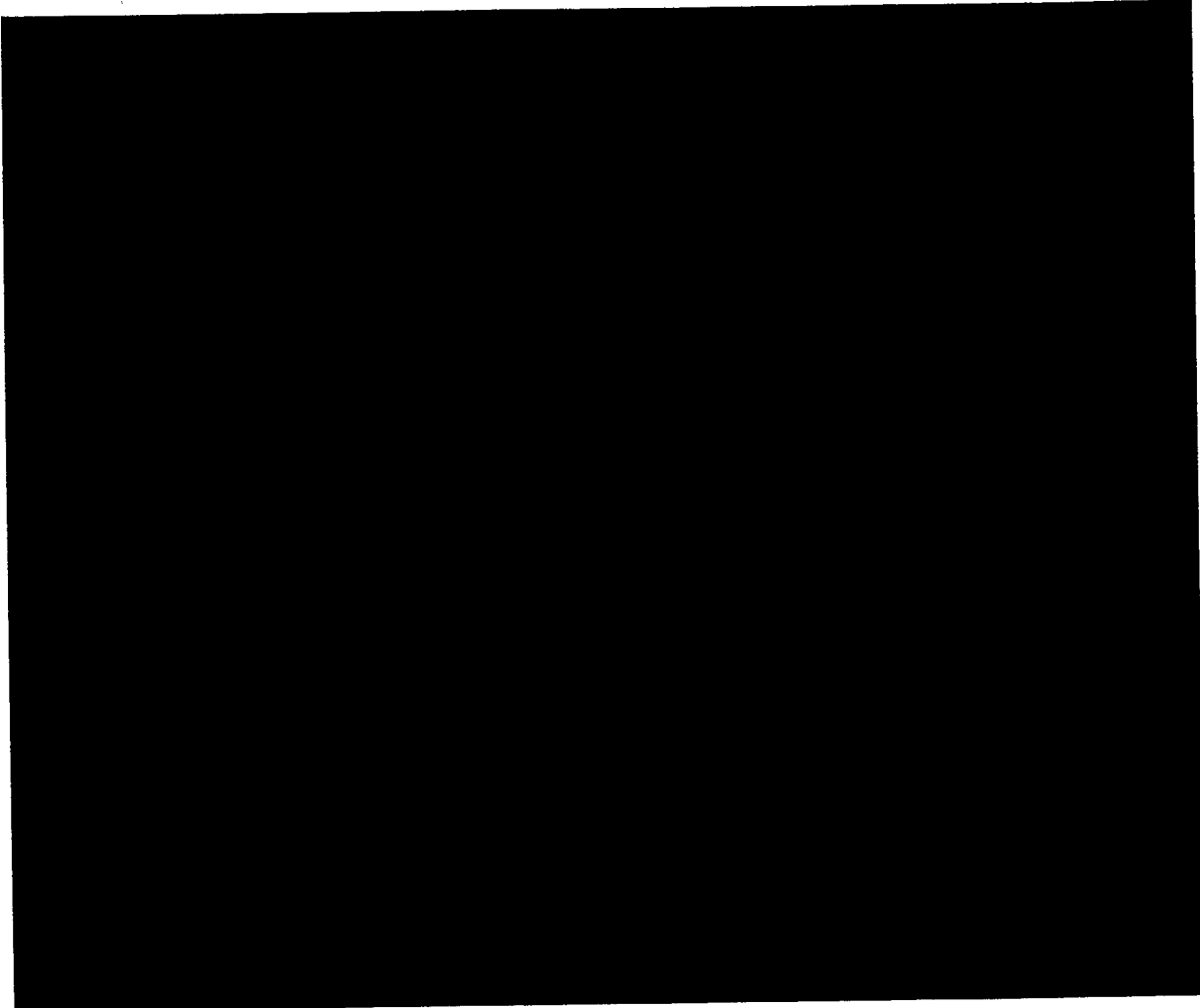
- 2.2. **General – extent to which the obligations reflect current Sky News practice**



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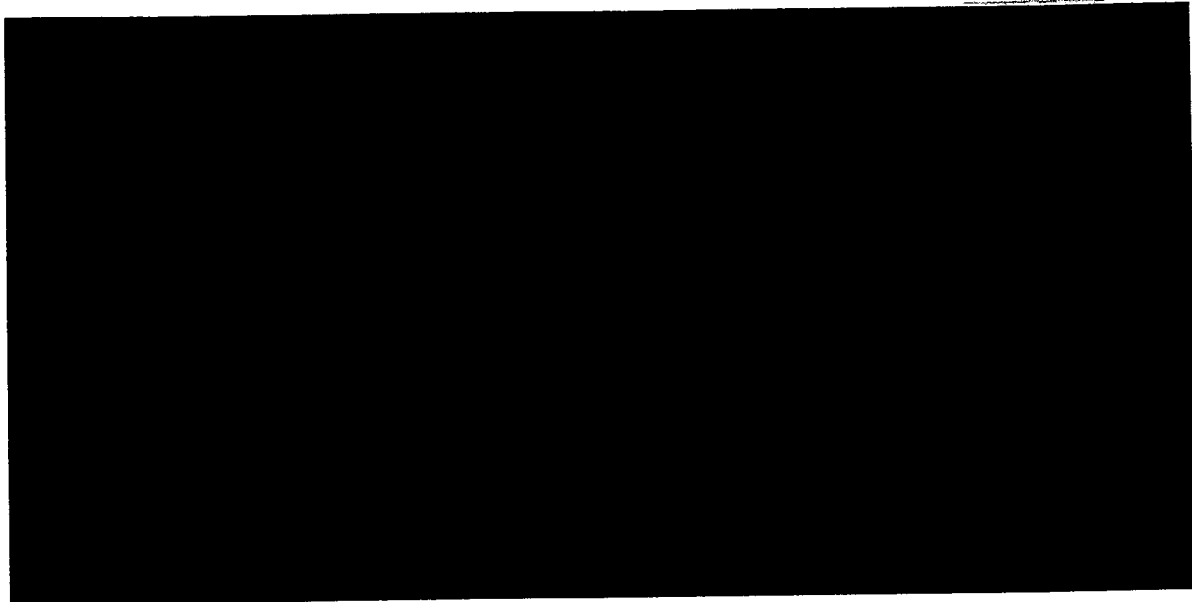
2.3. Detailed Carriage Agreement (preamble, paragraph 2)



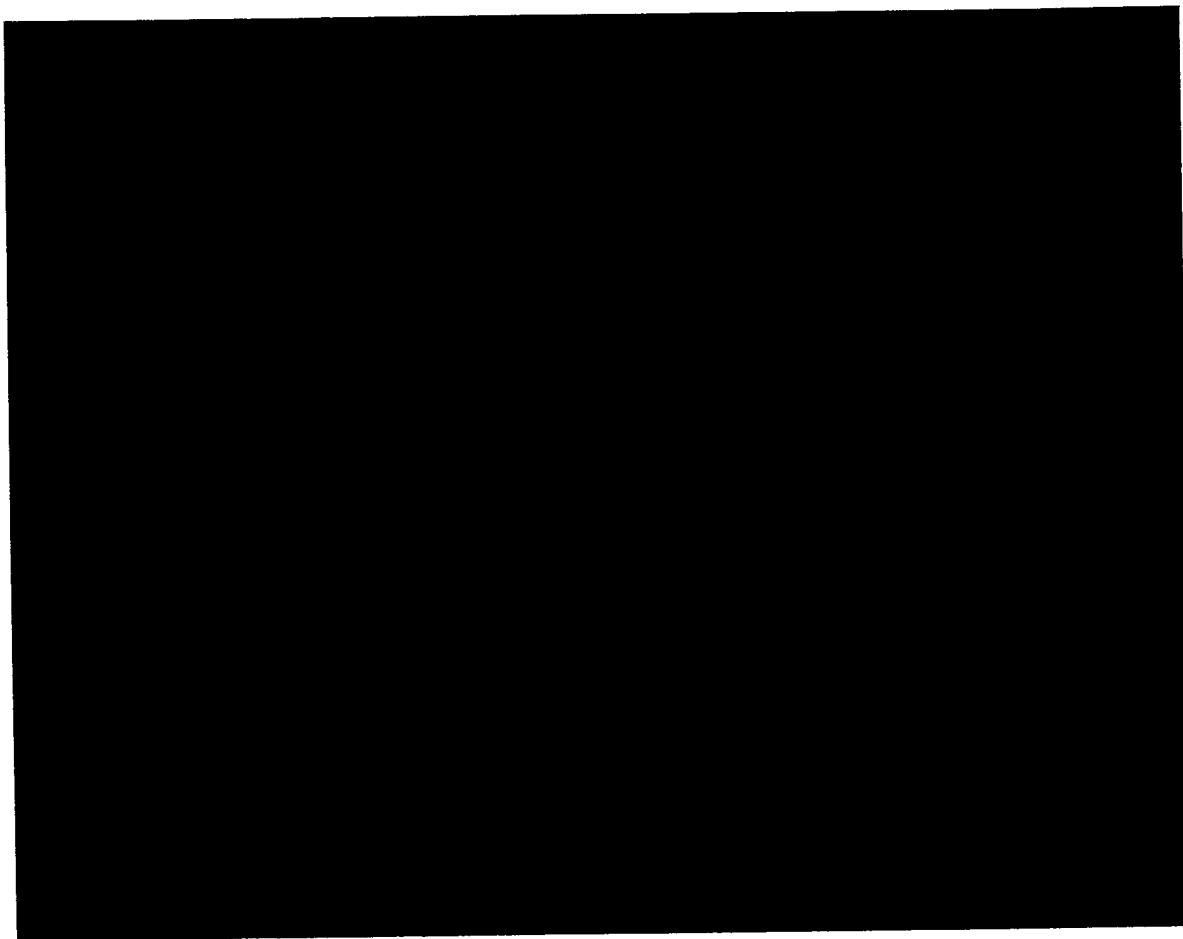
2.4. Services (various sections, including Grant of Rights and Definitions)

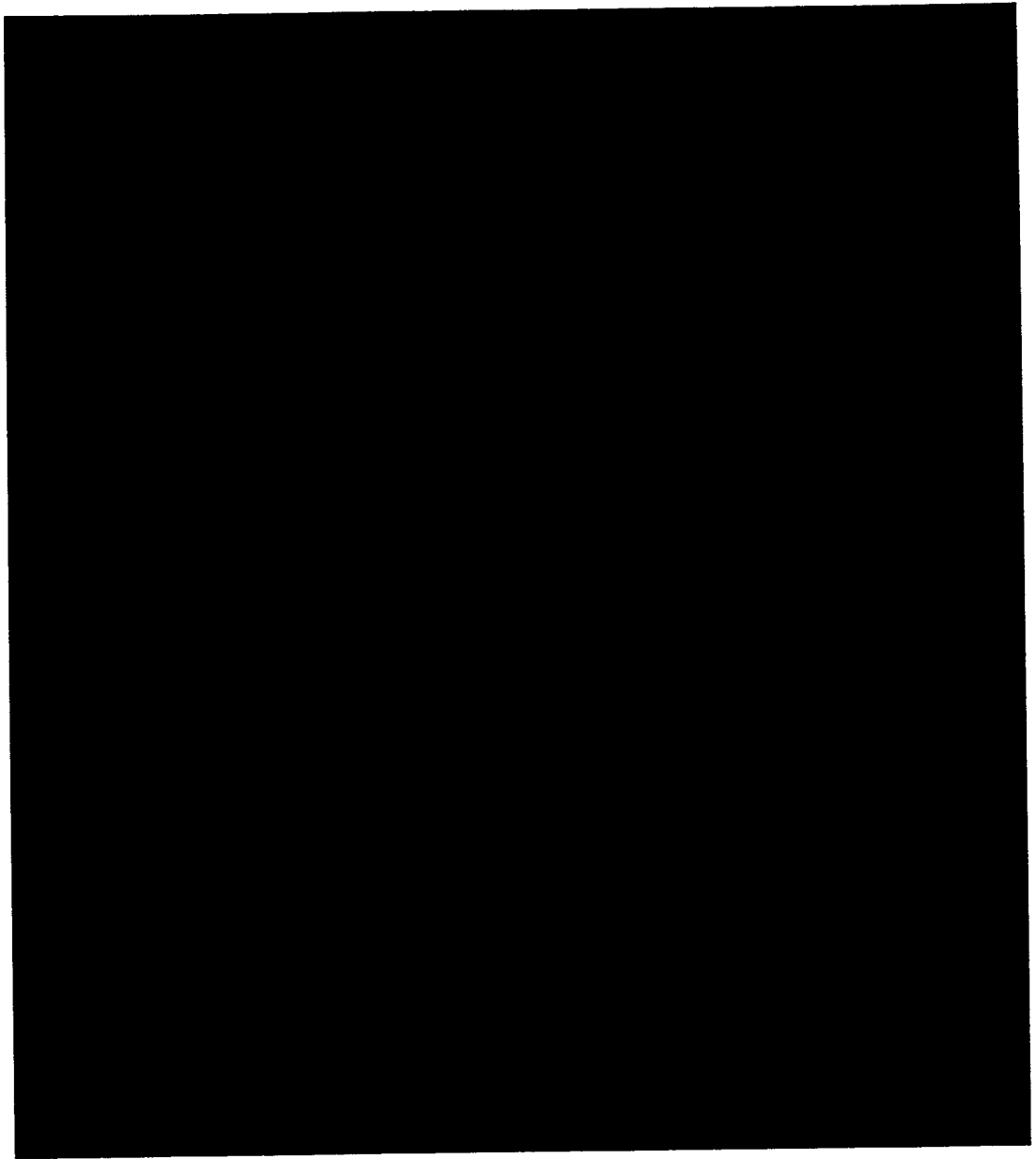


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2.5. Licence fees (C.1)



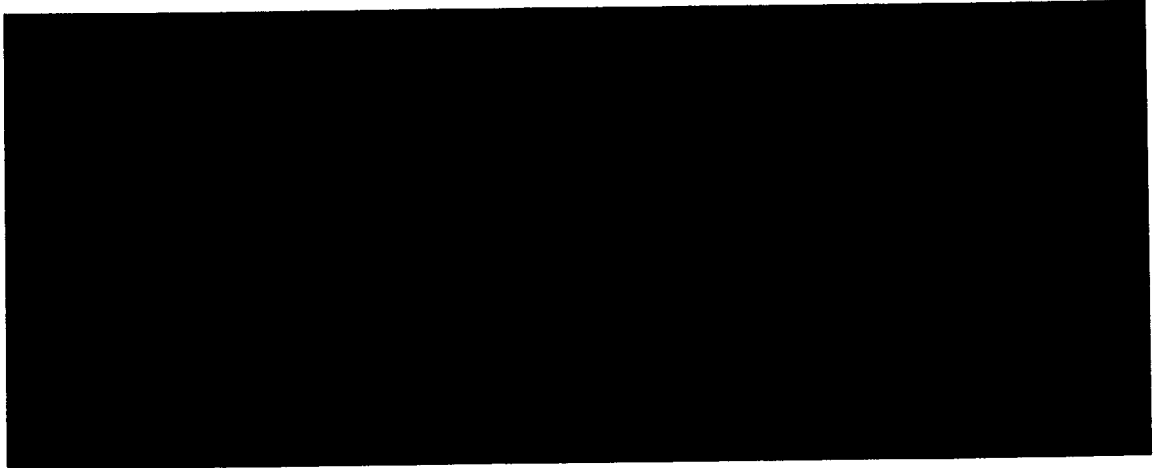


2.6. Payment relief (C.3)



2.7. Programming spend (C.4)





2.8. Records and Audit (C.5)

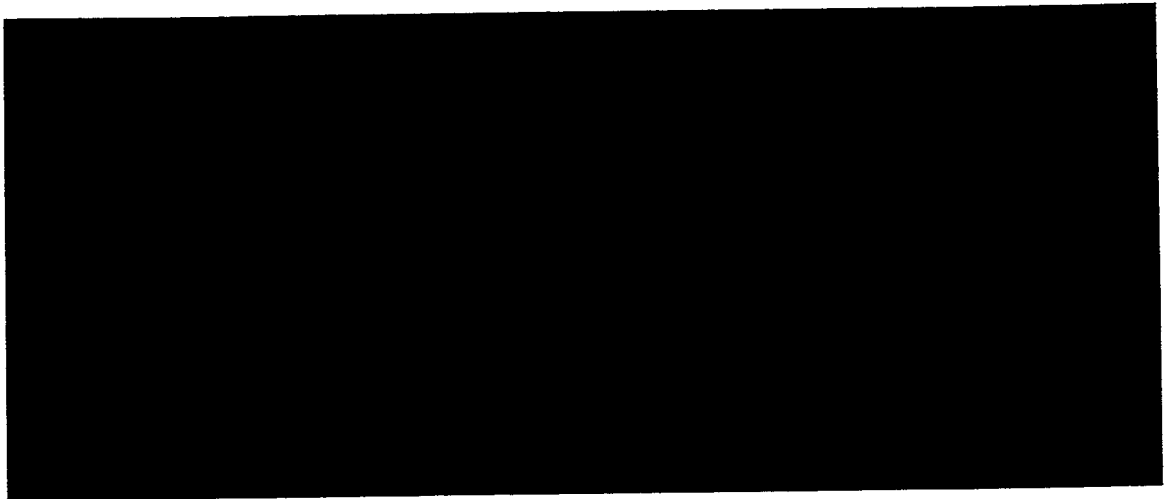


2.9. Services Requirements (section D)

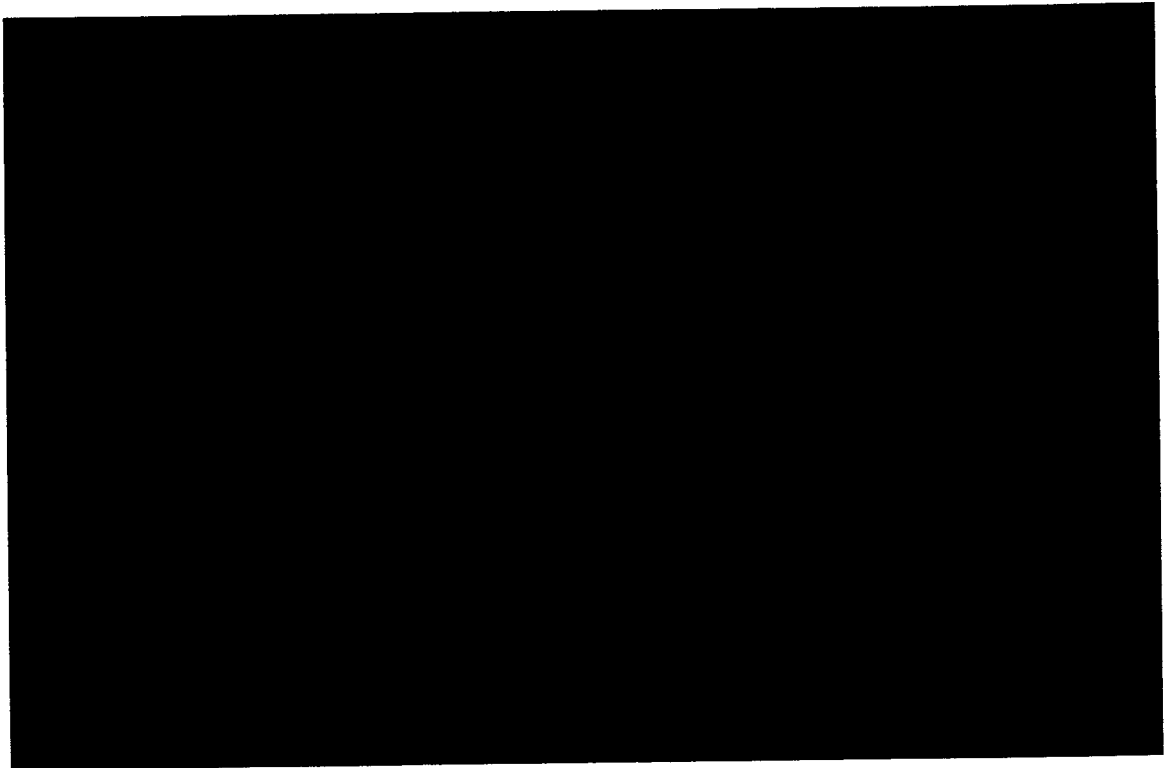


2.10. Programming commitments (D.3)

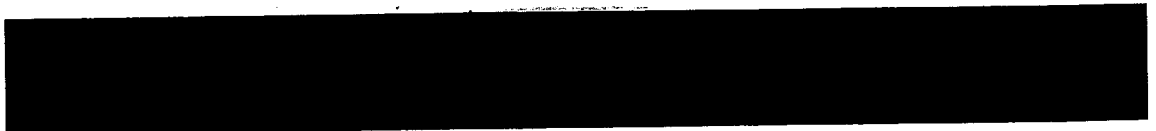




2.11. Quality assurance (paragraph D.4)



2.12. Channel provider obligations (G.1-G.4)



2.13. BskyB obligations (section H)



2.14. New service (section I)



2.15. Marketing and promotion (paragraph J.2)



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2.16. Termination for material breach (paragraph K.1.1)

[REDACTED]

2.17. Termination for insolvency (paragraph K.3.4)

[REDACTED]

2.18. Republic of Ireland (paragraph M.1)

[REDACTED]

2.19. Areas not included in the Carriage Agreement

[REDACTED]

3. Brand licensing agreement

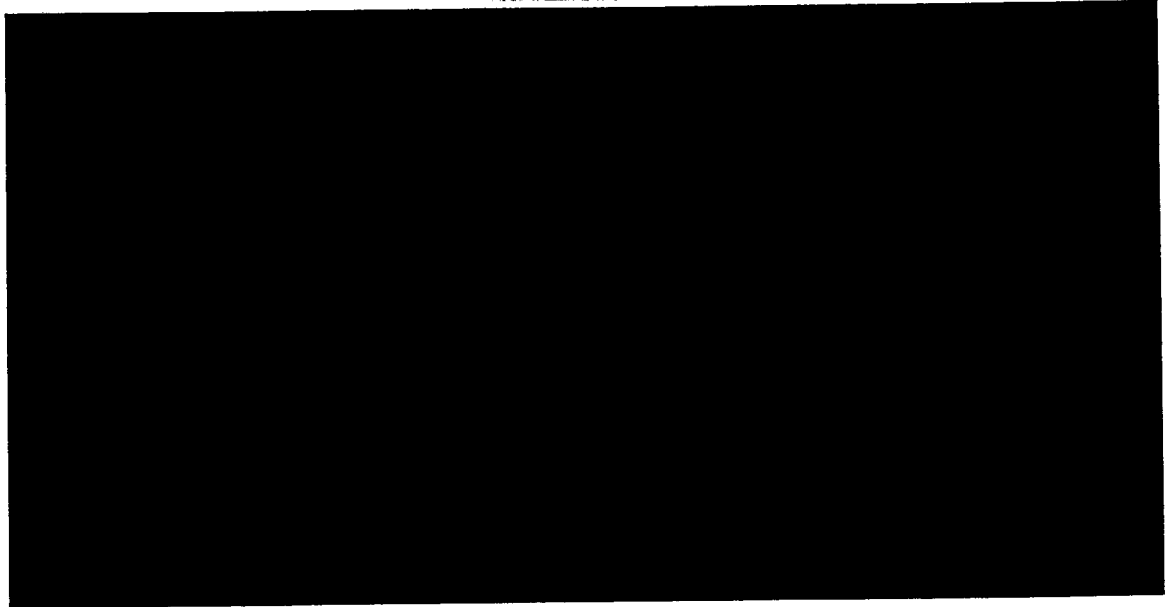
3.1. Detailed Licence (preamble B)

[REDACTED]

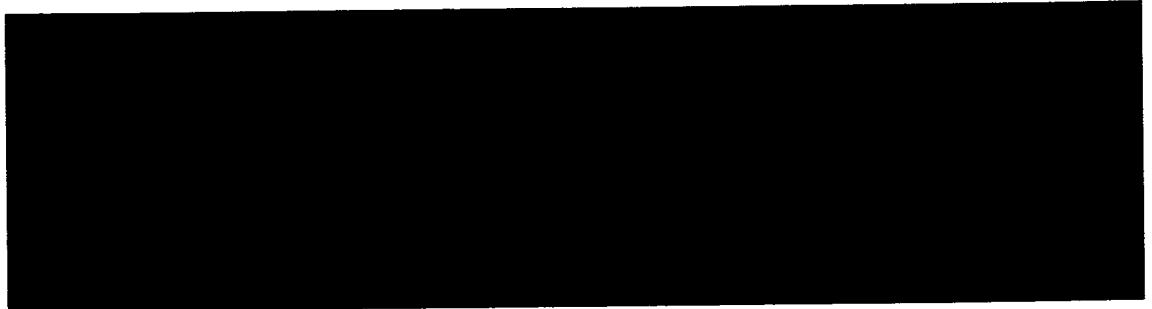
3.2. Trade Mark registration (2.i and 2.k)

[REDACTED]

3.3. Termination and dispute resolution (paragraph 4)



3.4. Remedial action (paragraph 5)



3.5. Change of control (paragraph 6)



3.6. Licence fee and payment (paragraph 9)



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[REDACTED]

3.7. Quarterly review meetings (paragraph 15)

[REDACTED]

3.8. Advertising (paragraph 16)

[REDACTED]

3.9. Trade Mark protection (paragraph 17)

[REDACTED]

OFT / OFCOM
29 March 2011