BSPRINT: (LN)

From:	Long, Dominic:CO (LN)
Sent:	15 June 2011 19:03
To:	'KAYE VICTORIA'
Cc:	'Sheldon Mills'; 'Nicholas Scola'; 'Stephen.Unger[redacted] ; 'clive.carter[redacted] ; 'jpalker[redacted]: 'Anil.Jhingan[redacted] 'aappella[redacted] ; 'GEIST-DIVVER CAROLA'; Bavasso, Antonio:CO (LN); Sachdeva, Akash:LT (LN); Darbon, Cerry:CO (LN)
Subject:	News/Sky - Final drafts of the Carriage and Brand Licensing Agreements (0012561-0000367)
Categories:	Copied to Virtual File
Attachments:	CO-#14296507-v2-Revised_draft_Carriage_Agreement__15_June.DOC; CO-#14297087-v1-Revised_draft_Brand_Licence_Agreement__15_June.DOC; CO-#14299015-v1-DV_CA_9_June_-_15_June.PDF; CO-#14298583-v1-DV_BLA_9_June_-_BLA_15_June.PDF; CO-#14299070-v1-DV_CA_21_March_-_CA_15_June.PDF; CO-#14298889-v1-DV_BLA_21_March_-_21_June.PDF

Confidential

Dear Victoria,

Further to your email to Antonio Bavasso earlier this afternoon, please find attached final drafts of the revised Carriage Agreement and Brand Licensing Agreement, incorporating the changes envisaged in the attachment to your email (in addition to the revised numbering of the Carriage Agreement requested by Pinsent Masons on 8 June). I have also attached comparites of both agreements as against: (i) the drafts previously circulated (on 9 June); and (ii) the original drafts sent to DCMS on 21 March.

We understand that there are now no further open issues on these key agreements or on the draft UIL.

Kind regards

Dominic

Revised drafts of the Carriage Agreement and Brand Licensing Agreement

CO-#14296507-v2-Revised_draft_...

CO-#14297087-v1-Revised_draft_...

Comparites to drafts submitted on 9 June 2011

CO-#14299015-v1-DV_CA_9_June_-...

CO-#14298583-v1-DV_BLA_9_June_...

Comparites to drafts submitted on 21 March 2011

CO-#14299070-v1-DV_CA_21_March...

CO-#14298889-v1-DV_BLA_21_Marc...

From: Bavasso, Antonio:CO (LN)
Sent: 09 June 2011 20:56
To: 'KAYE VICTORIA'
Cc: jpalker[redacted]; Anil.Jhingan[redacted] aappella[redacted] GEIST-DIVVER CAROLA; Darbon, Cerry:CO (LN); Long, Dominic:CO (LN)
Subject: RE: Newscorp/Sky merger - Carriage and Brand Licensing Agreements (0012561-0000367)

Confidential

Dear Victoria

further to our call earlier today I enclose clean and marked up copies

of the Carriage Agreement and the Brand Licence Agreement.

We discussed the rationale for some of the changes but I have summarised all changes and their reasons in a brief 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

A.

ANTONIO BAVASSO
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From: KAYE VICTORIA
[redacted]
Sent: 08 June 2011 16:28

To: Bavasso, Antonio:CO (LN)
Cc: Long, Dominic:CO (LN); jpalker[redacted]; Anil.Jhingan[redacted]; aappella[redacted], GEIST-DIVVER CAROLA
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.

Regards,

Victoria

Victoria Kaye

Legal Advisers to the Department for Culture, Media and Sport
Email: [redacted] **|Tel:** [redacted]

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DRAFT: 15.6.11

STRICTLY CONFIDENTIAL
CONTAINS BUSINESS SECRETS

CARRIAGE AGREEMENT

[ ]

Between

[NEWCO]
(as Channel Provider)

BRITISH SKY BROADCASTING LIMITED
(as BSkyB)

REDACTED

Comprising 71 pages

STRICTLY CONFIDENTIAL
CONTAINS BUSINESS SECRETS

Draft: ~~9.6.11~~15.6.11

LICENCE AGREEMENT

[ ]

Among

[ ]
(Licensee)

BRITISH SKY BROADCASTING GROUP PLC
(BSkyB)

And

SKY IP INTERNATIONAL LTD
(Sky IP)

ALLEN & OVERY

Allen & Overy LLP

REDACTED

Comprising 23 pages