Q3-10 Earnings Call

November 5, 2010

Forward Looking Statements

This presentation includes certain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, including statements about financial guidance, business strategies, market potential, future financial performance, new service and product launches, the proposed split-off of our Liberty Capital and Liberty Starz tracking stock groups and other matters that are not historical facts. These forward-looking statements involve many risks and uncertainties that could cause actual results to differ materially from those expressed or implied by such statements, including, without limitation, possible changes in market acceptance of new products or services, competitive issues, regulatory matters affecting our businesses, continued access to capital on terms acceptable to Liberty Media, changes in law and government regulations that may impact the derivative instruments that hedge certain of our financial risks and the satisfaction of the conditions to the proposed split-off. These forward looking statements speak only as of the date of this presentation, and Liberty Media expressly disclaims any obligation or undertaking to disseminate any updates or revisions to any forward-looking statement contained herein to reflect any change in Liberty Media's expectations with regard thereto or any change in events, conditions or circumstances on which any such statement is based. Please refer to the publicly filed documents of Liberty Media, including the most recent Form 10-Q and 10-K, for additional information about Liberty Media and about the risks and uncertainties related to Liberty Media's business which may affect the statements made in this presentation.

On today's call we will discuss certain non-GAAP financial measures including adjusted OIBDA and adjusted OIBDA margin. The required definitions and reconciliations (Preliminary Note and Schedules 1 - 3) can be found at the end of this presentation. Unless otherwise noted, this presentation compares financial information for the three months ended September 30, 2010 to the prior year. Certain prior period amounts have been reclassified for comparability with the 2010 presentation.

Additional Information

Nothing in this presentation shall constitute a solicitation to buy or an offer to sell shares of the split-off entity or any of Liberty's tracking stocks. The offer and sale of shares in the proposed split-off will only be made pursuant to an effective registration statement. Liberty stockholders and other investors are urged to read the registration statement to be filed with the SEC, including the proxy statement/prospectus to be contained therein (a preliminary filing of which has been made with the SEC), because they will contain important information about the split-off. Copies of Liberty's SEC filings are available free of charge at the SEC's website (http://www.sec.gov). Copies of the filings together with the materials incorporated by reference therein will also be available, without charge, by directing a request to Liberty Media Corporation, 12300 Liberty Boulevard, Englewood, Colorado 80112, Attention: Investor Relations, Telephone: (720) 875-5408.

Participants in a Solicitation

The directors and executive officers of Liberty and other persons may be deemed to be participants in the solicitation of proxies in respect of proposals to approve the split-off. Information regarding the directors and executive officers of each of Liberty and the split-off entity and other participants in the proxy solicitation and a description of their respective direct and indirect interests, by security holdings or otherwise, will be available in the proxy materials filed with the SEC (a preliminary filing of which has been made with the SEC).

Q3 Highlights

- Liberty Media Corporation
  - Filed preliminary proxy statement with SEC for split-off of Liberty Capital and Liberty Starz
- Liberty Interactive
  - QVC achieved revenue and adjusted OIBDA(1) growth of 7% and 8%, respectively
  - Refinanced QVC's bank credit facilities – lower rates, longer maturity, more flexible security
- Liberty Starz
  - Completed new affiliation agreement with DISH Network
  - Changed attribution of Starz Media to Liberty Starz
- Liberty Capital
  - Purchased 2.5m shares of Live Nation at $9.62 per share for total consideration of $24.4m
    - Increased Liberty's stake to 15.8%
  - Repurchased $156m of Liberty Capital stock from July 31 through October 29, 2010
  - Value of Liberty's stake in SIRIUS XM increased to $3.8b as of November 4, 2010

1) See reconciling schedules (Preliminary Note, Schedule 1, Schedule 2 and Schedule 3) at the end of this presentation.

Liberty Interactive

($ millions)	Revenue	Percent Change	Adjusted OIBDA(1)	Percent Change	Operating Income	Percent Change
QVC	1,771	7%	369	8%	235	13%
eCommerce businesses	197	19%	10	43%	-	N/A
Corporate and other	-	N/A	(6)	-100%	(15)	-114%
Total Liberty Interactive	**$ 1,968**	**8%**	**$ 373**	**8%**	**$ 220**	**13%**

Cash, Public Holdings and Derivatives	June 30, 2010	September 30, 2010
Expedia[(2)]	1,300	1,954
InterActiveCorp	281	336
HSN, Interval Leisure Group, Tree.com[(2)]	669	796
Total	**$ 2,250**	**$ 3,086**
Cash	1,100	935
Total	**$ 3,350**	**$ 4,021**
Attributed Debt (at face)		
Liberty senior notes and debentures	3,127	3,075
QVC senior notes	2,000	2,000
QVC bank credit facility and other	1,896	1,157
Total Debt	**$ 7,023**	**$ 6,232**

1) See reconciling schedules (Preliminary Note, Schedule 1, Schedule 2 and Schedule 3) at the end of this presentation.
2) Represents fair value of Liberty's investment. In accordance with GAAP, Liberty accounts for these investments using the equity method of accounting and includes these investments in its consolidated balance sheet at their historical carrying values.

QVC

	Revenue	Adj. OIBDA[1]
Domestic	7%	8%
International	6%	9%
Consolidated	7%	8%

- Domestic: ASP and units sold increased 2% and 5%, respectively
- Domestic gross margin and adjusted OIBDA margin[1] increased 120 bps and 22 bps, respectively
- QVC.com sales increased to 31% of domestic revenue from 28% in Q3-09
- Consolidated operating income for QVC increased by 13%

Local currency	Revenue	Adjusted OIBDA[1]	ASP	Units Sold
UK	6%	9%	-2%	7%
Germany	9%	25%	-3%	14%
Japan	9%	14%	-5%	15%
International[2]	8%	8%	-3%	12%

1) See reconciling schedules (Preliminary Note, Schedule 1, Schedule 2 and Schedule 3) at the end of this presentation.
2) Inclusive of adjusted OIBDA losses related to start up operations for QVC Italy. Excluding the costs associated with the QVC Italy start up, international local currency adjusted OIBDA growth would have been 17%.

Liberty Starz

($ millions)	Revenue	Percent Change	Adjusted OIBDA(1)	Percent Change	Operating Income	Percent Change
Starz Entertainment	316	5%	92	-1%	87	12%
Corporate and other	3	0%	(3)	-200%	(10)	9%
Total Liberty Entertainment	**$ 319**	**5%**	**$ 89**	**-3%**	**$ 77**	**15%**

<u>Cash, Public Holdings and Derivatives</u>	June 30, 2010	September 30, 2010
Other	1	1
Cash and liquid investments[(2) (3)]	1,083	1,164
Total	**$ 1,084**	**$ 1,165**
<u>Attributed Debt (at face)</u>		
Total Debt	**$ 46**	**$ 99**

1) See reconciling schedules (Preliminary Note, Schedule 1, Schedule 2 and Schedule 3) at the end of this presentation.
2) Includes $117 million and $149 million of short-term marketable securities with an original maturity greater than 90 days as of June 30, 2010 and September 30, 2010, respectively, which is reflected in other current assets in Liberty's condensed consolidated balance sheet.
3) Includes $20 million of marketable securities with an original maturity greater than one year as of June 30, 2010, which is reflected in investments in available-for-sale securities in Liberty's condensed consolidated balance sheet. See reconciling Schedule 3 at the end of this presentation.

Starz Entertainment

- Subscribers grew sequentially and vs. prior year
  - First year-over-year increase since Q1-09
  - Subscribers vs. Q3-09
    - Starz – increased 1%
    - Encore – increased 4%
  - Subscribers vs. Q2-10
    - Starz – increased 1%
    - Encore – slight increase
- Completed multi-year agreement with DISH Network
  - Includes Starz Online, Encore Online and MoviePlex Online

Liberty Capital

($ millions)	Revenue	Percent Change	Adjusted OIBDA(1)	Percent Change	Operating Income	Percent Change
Starz Media	89	59%	(6)	92%	(7)	90%
Corporate and other	162	41%	31	N/A	4	119%
Total Liberty Capital	**$251**	**47%**	**$ 25**	**135%**	**$ (3)**	**97%**

Cash, Public Holdings and Derivatives	June 30, 2010	September 30, 2010
SIRIUS XM debt and equity(2)	2,857	3,533
Other(3)	2,458	2,614
Total	**$ 5,315**	**$ 6,147**
Cash and liquid investments(4) (5)	2,265	1,894
Total	**$ 7,580**	**$ 8,041**
Attributed Debt (at face)		
3.125% exchangeable senior debentures due 2023	1,138	1,138
Bank investment facility	750	750
Other	86	--
Total Debt	**$ 1,974**	**$ 1,888**

1) See reconciling schedules (Preliminary Note, Schedule 1, Schedule 2 and Schedule 3) at the end of this presentation.
2) Represents the fair value of Liberty's various debt and equity investments in SIRIUS XM. The fair value of Liberty's convertible preferred stock is calculated on an as-if-converted basis into common stock. In accordance with GAAP, Liberty accounts for the convertible preferred stock using the equity method of accounting and includes this in its consolidated balance sheet at historical carrying value.
3) Represents Liberty's other public holdings which are accounted for at fair value including any associated equity derivatives on such investments. Also includes the liability associated with borrowed shares which totaled $904 million and $1,148 million on June 30, 2010 and September 30, 2010, respectively.
4) Does not include $476 million and $476 million of restricted cash on June 30, 2010 and September 30, 2010, respectively, associated with the bank credit facility that is reflected in other long-term assets in Liberty's condensed consolidated balance sheet.
5) Includes $205 million and $313 million of short-term marketable securities with an original maturity greater than 90 days as of June 30, 2010 and September 30, 2010, respectively, which is reflected in other current assets in Liberty's condensed consolidated balance sheet. See reconciling Schedule 3 at the end of this presentation.

Priorities

- Liberty Media
  - Progress with split-off of Liberty Capital and Liberty Starz
- Liberty Interactive
  - Exploit growth opportunities - new markets and platforms
  - Rationalize non-core investments
- Liberty Starz
  - Cost-effectively develop compelling original programming to differentiate and strengthen Starz
  - Evaluate opportunities for cash and balance sheet management
- Liberty Capital
  - Deploy/invest excess capital
  - Rationalize non-core investments

Reconciling Schedules

Preliminary Note

This presentation includes references to adjusted OIBDA, which is a non-GAAP financial measure, for each of Liberty Media's tracking stock groups and each of QVC (and certain of its subsidiaries), the eCommerce businesses, Starz Entertainment and Starz Media together with a reconciliation to that group's or entity's operating income, as determined under GAAP. Liberty Media defines adjusted OIBDA as revenue less cost of sales, operating expenses and selling, general and administrative expenses (excluding stock and other equity-based compensation) and excludes from that definition depreciation and amortization and restructuring and impairment charges that are included in the measurement of operating income pursuant to GAAP. Further, this presentation includes adjusted OIBDA margin, which is also a non-GAAP financial measure. Liberty Media defines adjusted OIBDA margin as adjusted OIBDA divided by revenue.

Liberty Media believes adjusted OIBDA is an important indicator of the operational strength and performance of its businesses, including the ability to service debt and fund capital expenditures. In addition, this measure allows management to view operating results and perform analytical comparisons and benchmarking between businesses and identify strategies to improve performance. Because adjusted OIBDA is used as a measure of operating performance, Liberty Media views operating income as the most directly comparable GAAP measure. Adjusted OIBDA is not meant to replace or supersede operating income or any other GAAP measure, but rather to supplement such GAAP measures in order to present investors with the same information that Liberty Media's management considers in assessing the results of operations and performance of its assets. Please see the attached schedules for a reconciliation of adjusted OIBDA to operating income (loss) for Liberty Interactive group, Liberty Starz group and Liberty Capital group (Schedule 1) and a reconciliation, for QVC (and certain of its subsidiaries), the eCommerce businesses, Starz Entertainment and Starz Media, of each identified entity's adjusted OIBDA to its operating income calculated in accordance with GAAP (Schedule 2).

Reconciling Schedules (Schedule 1)

($ millions)	3Q09	4Q09	1Q10	2Q10	3Q10
Liberty Interactive Group					
Adjusted OIBDA	$345	$556	$381	$428	$373
Depreciation and amortization	(139)	(145)	(141)	(139)	(141)
Stock compensation expense	(12)	(14)	(22)	(15)	(12)
Operating Income	**$194**	**$397**	**$218**	**$274**	**$220**
Liberty Starz Group					
Adjusted OIBDA	$92	$74	$103	$103	$89
Depreciation and amortization	(5)	(4)	(5)	(4)	(7)
Stock compensation expense	(20)	(16)	(6)	(3)	(5)
Impairment of long-lived assets	--	(5)	--	--	--
Operating Income	**$67**	**$49**	**$92**	**$96**	**$77**
Liberty Capital Group					
Adjusted OIBDA	($71)	($76)	($43)	($59)	$25
Depreciation and amortization	(20)	(17)	(16)	(21)	(20)
Stock compensation expense	(3)	--	(11)	(3)	(8)
Impairment of long-lived assets	--	(4)	--	--	--
Operating Loss	**($94)**	**($97)**	**($70)**	**($83)**	**($3)**

The information shown above provides a reconciliation for Liberty Interactive group, Liberty Starz group and Liberty Capital group of adjusted OIBDA to operating income calculated in accordance with GAAP for the three months ended September 30, 2009, December 31, 2009, March 31, 2010, June 30, 2010 and September 30, 2010, respectively.

Reconciling Schedules (Schedule 1)

($ millions)	3Q09	3Q10
Liberty Interactive group	$345	$373
Liberty Starz group	92	89
Liberty Capital group	(71)	25
Consolidated Adjusted OIBDA	**$366**	**$487**
Consolidated segment adjusted OIBDA	$366	$487
Stock-based compensation	(35)	(25)
Depreciation and amortization	(164)	(168)
Interest expense	(177)	(170)
Share of earnings (losses) of affiliates, net	10	(23)
Realized and unrealized gain (losses) on financial instruments, net	(167)	2
Gains (losses) on dispositions, net	(13)	28
Other, net	16	35
Earnings (Losses) from Continuing Operations Before Income Taxes	**($164)**	**$166**

The information shown above provides a reconciliation of adjusted OIBDA to earnings from continuing operations before income taxes for the three months ended September 30, 2009 and 2010, respectively.

Reconciling Schedules (Schedule 2)

($ millions)

Liberty Interactive Group	3Q09	4Q09	1Q10	2Q10	3Q10
QVC					
QVC US adjusted OIBDA	242	368	261	303	261
QVC UK	23	39	19	22	25
QVC Germany	34	65	42	30	38
QVC Japan	43	57	48	53	54
QVC Italy	(1)	(2)	(4)	(5)	(9)
QVC International adjusted OIBDA	$99	$159	$105	$100	$108
Total QVC adjusted OIBDA	$341	$527	$366	$403	$369
Depreciation and amortization	(129)	(134)	(129)	(129)	(129)
Stock compensation expense	(4)	(5)	(5)	(4)	(5)
Operating Income	**$208**	**$388**	**$232**	**$270**	**$235**
eCommerce Businesses					
Adjusted OIBDA	$7	$34	$18	$28	$10
Depreciation and amortization	(10)	(11)	(10)	(11)	(12)
Stock compensation expense	(4)	(6)	(4)	(9)	2
Operating Income (Loss)	**($7)**	**$17**	**$4**	**$8**	**--**

The information shown above provides a reconciliation for QVC (and certain of its subsidiaries) and the eCommerce businesses of adjusted OIBDA to that entity or group's operating income (loss) calculated in accordance with GAAP for the three months ended September 30, 2009, December 31, 2009, March 31, 2010, June 30, 2010 and September 30, 2010, respectively.

Reconciling Schedules (Schedule 2)

($ millions)

Liberty Starz Group	3Q09	4Q09	1Q10	2Q10	3Q10
Starz Entertainment					
Adjusted OIBDA	$93	$78	$106	$107	$92
Depreciation and amortization	(3)	(4)	(4)	(4)	(3)
Stock compensation expense	(12)	(9)	(3)	(1)	(2)
Operating Income	**$78**	**$65**	**$99**	**$102**	**$87**
Liberty Capital Group					
Starz Media					
Adjusted OIBDA	($71)	($44)	($7)	($54)	($6)
Depreciation and amortization	(2)	(1)	(2)	(2)	(1)
Stock compensation expense	--	1	--	1	--
Operating Loss	**($73)**	**($44)**	**($9)**	**($55)**	**($7)**

The information shown above provides a reconciliation for Starz Entertainment and Starz Media of adjusted OIBDA to that entity or group's operating income (loss) calculated in accordance with GAAP for the three months ended September 30, 2009, December 31, 2009, March 31, 2010, June 30, 2010 and September, 30, 2010, respectively.

Reconciling Schedules (Schedule 3)

(amounts in millions)	6/30/10	9/30/10
Cash and Liquid Investments Attributable to:		
Liberty Interactive group	1,100	935
Liberty Starz group(1) (2)	1,083	1,164
Liberty Capital group(3) (4)	2,265	1,894
Liberty Consolidated Cash and Liquid Investments	**$ 4,448**	**$ 3,993**
Less:		
Short-term marketable securities - Liberty Starz group	117	149
Long-term marketable securities - Liberty Starz group	20	-
Short-term marketable securities - Liberty Capital group	205	313
Total Liberty Consilidated Cash (GAAP)	**$ 4,106**	**$ 3,531**
Debt:		
Senior notes and debentures(5)	1,165	1,115
Senior exchangeable debentures(6)	1,962	1,960
QVC senior notes(5)	2,000	2,000
QVC bank credit facility	1,825	1,080
Other	71	77
Total Attributed Liberty Interactive Group Debt	**$ 7,023**	**$ 6,232**
Unamortized discount	(23)	(23)
Fair market value adjustment	(905)	(794)
Total Attributed Liberty Interactive Group Debt (GAAP)	**$ 6,095**	**$ 5,415**
Other	46	99
Total Attributed Liberty Starz Group Debt (GAAP)	**$ 46**	**$ 99**
Senior exchangeable debentures(6)	1,138	1,138
Bank investment facility	750	750
Other	86	-
Total Attributed Liberty Capital Group Debt	**$ 1,974**	**$ 1,888**
Fair market value adjustment	40	117
Total Attributed Liberty Capital Group Debt (GAAP)	**$ 2,014**	**$ 2,005**
Consolidated Liberty Debt (GAAP)	**$ 8,155**	**$ 7,519**

1) Includes $117 million and $149 million of short-term marketable securities with an original maturity greater than 90 days as of June 30, 2010 and September 30, 2010, respectively, which is reflected in other current assets in Liberty's condensed consolidated balance sheet.
2) Includes $20 million of marketable securities with an original maturity greater than one year as of June 30, 2010, which is reflected in investments in available-for-sale securities in Liberty's condensed consolidated balance sheet.
3) Includes $205 million and $313 million of short-term marketable securities with an original maturity greater than 90 days as of June 30, 2010 and September 30, 2010, respectively, which is reflected in other current assets in Liberty's condensed consolidated balance sheet.
4) Excludes $476 million and $476 million of restricted cash on June 30, 2010 and September 30, 2010, respectively, associated with the bank credit facility which is reflected in other long-term assets in Liberty's condensed consolidated balance sheet.
5) Face amount of Senior Notes and Debentures with no reduction for the unamortized discount or fair market value adjustment.
6) Face amount of Senior Exchangeable Debentures with no reduction for the fair market value adjustment.