

We have audited the accompanying statements of net assets available for participant benefits of the Liberty Media 401(k) Savings Plan (the Liberty Plan) as of December 31, 2008 and 2007, and the related statements of changes in net assets available for participant benefits for the years then ended. These financial statements are the responsibility of the Liberty Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for participant benefits of the Liberty Plan as of December 31, 2008 and 2007, and the changes in net assets available for participant benefits for the years then ended in conformity with U.S. generally accepted accounting principles.

Our audits were performed for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedule of assets (held at end of year) as of December 31, 2008 and schedule of reportable transactions for the year ended December 31, 2008 are presented for the purpose of additional analysis and are not a required part of the basic financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. These supplemental schedules are the responsibility of the Liberty Plan's management. The supplemental schedules have been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, are fairly stated in all material respects in relation to the basic financial statements taken as a whole.

KPMG LLP

Denver, Colorado
June 9, 2009

1

[Table of Contents](#)

LIBERTY MEDIA 401(k) SAVINGS PLAN

Statements of Net Assets Available
for Participant Benefits

December 31, 2008 and 2007

	2008	2007
	amounts in thousands	
Investments, at fair value:		
Liberty Capital Stock Fund (notes 1 and 2)	\$ 1,060	16,972
Liberty Interactive Stock Fund (notes 1 and 2)	2,756	13,436
Liberty Entertainment Stock Fund (notes 1 and 2)	11,082	—
Discovery Holding Stock Fund (note 1)	3,320	5,155
Mutual funds	66,187	83,014
Brokeragelink accounts (note 2)	1,976	1,478
	<u>86,381</u>	<u>120,055</u>
Participant loans (note 2)	1,325	1,158
Payable for required refunds of excess contributions and earnings thereon	(922)	(1,219)
Net assets available for participant benefits	<u>\$ 86,784</u>	<u>119,994</u>

See accompanying notes to financial statements.

2

[Table of Contents](#)

LIBERTY MEDIA 401(k) SAVINGS PLAN

Statements of Changes in Net Assets Available
for Participant Benefits

Years ended December 31, 2008 and 2007

	2008	2007
	amounts in thousands	
Contributions:		
Employer	\$ 10,109	8,220
Participant	13,521	11,165
Rollovers	2,895	7,184
	<u>26,525</u>	<u>26,569</u>
Net investment income (loss):		
Net appreciation (depreciation) in fair value of investments	(52,650)	5,364

Interest and dividend income	3,248	5,506
	<u>(49,402)</u>	<u>10,870</u>
Total contributions and net investment income (loss)	(22,877)	37,439
Administrative expenses	(221)	(238)
Refund of excess contributions, net of earnings or loss thereon	(922)	(1,187)
Distributions to participants	<u>(9,190)</u>	<u>(28,304)</u>
Increase (decrease) in net assets available for participant benefits	(33,210)	7,710
Net assets available for participant benefits:		
Beginning of year	<u>119,994</u>	<u>112,284</u>
End of year	<u>\$ 86,784</u>	<u>119,994</u>

See accompanying notes to financial statements.

[Table of Contents](#)

LIBERTY MEDIA 401(k) SAVINGS PLAN

Notes to Financial Statements

December 31, 2008 and 2007

(1) [Summary of Significant Accounting Policies](#)

[Basis of Presentation](#)

The accompanying financial statements of the Liberty Media 401(k) Savings Plan (the "Liberty Plan") have been prepared on the accrual basis and present the net assets available for participant benefits and the changes in those net assets. The sponsor of the Liberty Plan is Liberty Media LLC ("Liberty"), a wholly owned subsidiary of Liberty Media Corporation ("Liberty Media").

[Trust Fund Managed by Fidelity Management Trust Company \("Trustee"\)](#)

Under the terms of a trust agreement between Liberty and the Trustee, the Trustee manages a trust fund on behalf of the Liberty Plan and has been granted authority concerning purchases and sales of investments for the trust fund. The Trustee may invest up to 100% of the assets of the Liberty Plan in employer securities without regard to any fiduciary requirement to diversify Liberty Plan assets. Additionally, the Liberty Plan is allowed to invest in non-employer securities.

[Fair Value Measurements](#)

As of January 1, 2008, the Plan elected to follow Statement of Financial Accounting Standard No. 157 "Fair Value Measurements" ("SFAS No. 157"), which establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under SFAS No. 157 are described below:

- Level 1
 - Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.
- Level 2
 - Observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.
- Level 3
 - Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

The Plan's investments that are measured at fair value on a recurring basis, such as money market funds, mutual funds and equity securities, are classified within Level 1 of the fair value hierarchy. Total investments of \$86,381,000 as of December 31, 2008 are classified as Level 1 assets. The fair value of these investments is valued based on quoted market prices in active markets.

[Investments](#)

The Liberty Capital Stock Fund, the Liberty Interactive Stock Fund, the Liberty Entertainment Stock Fund, and the Discovery Holding Stock Fund are unitized funds that are measured in units rather than shares. The Liberty Capital Stock Fund consists mostly of Series A Liberty Capital common stock ("LCAPA") with an insignificant amount of cash or cash equivalents. The Liberty Interactive Stock Fund consists mostly of

[Table of Contents](#)

Series A Liberty Interactive common stock ("LINTA") with an insignificant amount of cash or cash equivalents. The Liberty Entertainment Stock Fund consists mostly of Series A Liberty Entertainment common stock ("LMDIA") with an insignificant amount of cash or cash equivalents.

The Discovery Holding Stock Fund consists mostly of Discovery Holding Company ("DHC") Series A common stock with an insignificant amount of cash or cash equivalents.

Investments are reflected in the accompanying financial statements at fair value. Fair value represents the closing prices at December 31, 2008 and 2007 for those securities having readily available market quotations.

The following closing market prices have been used to value investments in the Liberty Plan's unitized stock funds:

	December 31,	
	2008	2007
Series A Liberty Capital common stock	\$ 4.71	—
Series A Liberty Interactive common stock	\$ 3.12	19.08
Series A Liberty Entertainment common stock	\$ 17.48	—
Series A DHC common stock	\$ 14.16	25.14
Series A Old Liberty Capital common stock (see Transactions Impacting Stock Funds below)	\$ —	116.49

Changes in market values after the Liberty Plan's year end are not reflected in the accompanying financial statements.

Securities and investment transactions are accounted for on the trade date. The cost basis of such shares distributed is determined using the average cost method. Dividend income is recorded on the ex-dividend date. Income from other investments is recorded as earned on an accrual basis.

Transactions Impacting Stock Funds

On March 3, 2008, Liberty Media completed a reclassification of its Liberty Capital common stock (referred to as "Old Liberty Capital common stock") whereby each share of Old Series A Liberty Capital common stock was reclassified into one share of new Series A Liberty Capital common stock and four shares of the new Series A Liberty Entertainment common stock.

On September 17, 2008, Discovery Holding Company ("DHC") completed a transaction with Advance/Newhouse Programming Partnership whereby the following actions took place:

- DHC spun-off to its shareholders a wholly-owned subsidiary, Ascent Media Corporation ("AMC") holding substantially all of DHC's cash, AccentHealth and Ascent Media Corporation, except for those businesses of Ascent Media Corporation that provide sound, music, mixing, sound effects and other related post-production audio services (the "Ascent Media Spin Off");
- Immediately following the Ascent Media Spin Off, DHC combined with a new holding company ("New DHC"), and DHC's existing shareholders received shares of common stock of New DHC.

As a result of these transactions, DHC shareholders, including the Liberty Plan, received the following:

- 0.05 of a share of AMC Series A common stock for each share of DHC Series A common stock

[Table of Contents](#)

LIBERTY MEDIA 401(k) SAVINGS PLAN

Notes to Financial Statements

- 0.50 of a share of each New DHC Series A common stock and New DHC Series C common stock for each share of DHC Series A common stock

Subsequent to these transactions, and with regards to the Liberty Plan, the Plan Committee directed the Trustee of the Plan to complete the following:

- Promptly sell the shares of AMC Series A common stock that were received in the above transaction, and invest the proceeds from that sale in the Discovery Holding Stock Fund.
- Promptly sell the shares of New DHC Series C common stock that were received in the above transaction, and invest the proceeds from that sale in the Discovery Holding Stock Fund.

Prior to November 12, 2007, the Liberty Global Stock Fund consisted mostly of Liberty Global, Inc. Series A common stock with an insignificant amount of cash or cash equivalents. Effective November 12, 2007, the Liberty Plan liquidated all holdings of the Liberty Global Stock Fund and used the proceeds to purchase shares of the Spartan International Index Fund.

Distributions to Participants

Distributions requested by participants are recorded when paid.

Income Taxes

The Internal Revenue Service (the "IRS") has determined and informed Liberty by a letter dated June 1, 2005 (the "IRS Determination Letter"), that the Liberty Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code ("IRC"). Once qualified, the Liberty Plan is required to operate in conformity with the IRC to maintain its qualification. The Liberty Plan administrator is not aware of any course of action or series of events that have occurred that might adversely affect the Liberty Plan's qualified status.

Plan Expenses

Any employer contribution amounts forfeited pursuant to the terms of the Liberty Plan may be used to pay Liberty Plan expenses, except that the fees charged by the Trustee for participant loans are paid by the borrowing participant. Any additional administrative expenses of the Liberty Plan are paid by Liberty.

Use of Estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of additions and deductions during the reporting period. Actual results could differ significantly from those estimates.

[Table of Contents](#)

LIBERTY MEDIA 401(k) SAVINGS PLAN

Notes to Financial Statements

(2) Description of the Liberty Plan

The following description of the Liberty Plan is provided for general information purposes only. Participants should refer to the plan document for more complete information. The Liberty Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended ("ERISA").

General

The Liberty Plan is a defined contribution plan sponsored by Liberty, which enables participating employees of Liberty and its qualifying subsidiaries to receive an interest in Liberty Media and to receive benefits upon retirement. Through December 31, 2008, employees of Liberty and certain 80% or more owned subsidiaries who were at least 18 years of age and (i) had worked at least three consecutive months or (ii) had completed one year of service (as defined in the Liberty Plan document) were eligible to participate in the Liberty Plan.

Effective January 1, 2009, employees of Liberty and certain 80% or more owned subsidiaries who are at least 18 years of age are eligible to participate in the Liberty Plan immediately upon hire.

Contributions

Subject to the IRS limitations described below, participants may make (i) pre-tax contributions to the Liberty Plan of up to 75% of their compensation, as defined and/or (ii) after-tax contributions up to 10% of their compensation. Pursuant to the terms of the Liberty Plan, Liberty and its subsidiaries may make matching contributions as follows, as approved by their respective management teams:

<u>% of participant contributions</u>	<u>Maximum match as a % of eligible compensation</u>
100%	10%
75%	6%
50%	4%

All participant contributions and employer matching contributions are subject to limitations as determined annually by the IRS. Employee pre-tax contributions and combined employee pre-tax, employee after-tax and employer match contributions per participant (excluding catch-up contributions) were limited to \$15,500 and \$46,000, respectively, in 2008 and \$15,500 and \$45,000, respectively, in 2007. Catch-up contributions, as defined in the Economic Growth and Tax Relief Reconciliation Act of 2001, are permitted for those eligible employees and are not matched by the employer. Liberty and its subsidiaries reserve the right to change the matching contribution amounts at any time.

Participants who are fully vested in their employer contributions can direct the employer contributions to any investment in the Liberty Plan. Subsequent to June 16, 2008, all employer contributions, including both vested and unvested employer contributions, can be invested in any investment in the Liberty Plan, including the brokerage link option, as directed by the participant. From March 3, 2008 to June 16, 2008, unvested employer contributions were invested 10% in the Liberty Capital Stock

(continued)

[Table of Contents](#)

LIBERTY MEDIA 401(k) SAVINGS PLAN

Notes to Financial Statements

Fund, 35% in the Liberty Interactive Stock Fund and 55% in the Liberty Entertainment Stock Fund. Prior to March 3, 2008 and during 2007, unvested employer contributions were invested 45% in the Liberty Capital Stock Fund and 55% in the Liberty Interactive Stock Fund, as determined by the Plan Committee. Employee contributions may be invested in any investment offered in the Liberty Plan, including the Liberty Capital Stock Fund, the Liberty Interactive Stock Fund and the Liberty Entertainment Stock Fund.

Nonparticipant-Directed Investments

As noted above, for 2007 and January 1 through June 16, 2008, employer contributions of 100% vested participants could be invested in any investment in the Liberty Plan. Subsequent to June 16, 2008, employer contributions of both vested and unvested participants can be invested in any investment in the Liberty Plan. The accompanying statements of changes in net assets available for participant benefits do not present activity based on participant-directed and nonparticipant-directed investments. Plan information about the significant components of the changes in net assets relating to the Liberty Capital Stock Fund, Liberty Interactive Stock Fund and the Liberty Entertainment Stock Fund for the years ended December 31, 2008 and 2007, including participant-directed and nonparticipant-directed investments, is as follows:

	<u>2008</u>			<u>2007</u>	
	<u>Liberty Capital Stock Fund</u>	<u>Liberty Interactive Stock Fund</u>	<u>Liberty Entertainment Stock Fund</u>	<u>Liberty Capital Stock Fund</u>	<u>Liberty Interactive Stock Fund</u>
	amounts in thousands				
Balance at beginning of year	\$ 16,972	13,436	—	17,246	18,922
Conversion of shares from Liberty Capital Stock Fund (see note 1)	(14,535)	—	14,535	—	—
Contributions					

Employer	1,053	2,604	2,448	2,631	3,108
Participant	251	401	412	349	328
Rollovers	13	19	6	96	8
Interest income	5	15	10	14	15
Net appreciation (depreciation) in fair value of stock fund	(2,179)	(11,658)	(4,234)	3,303	(1,231)
Net forfeiture credit (debit)	55	(117)	(128)	235	(143)
Distributions to participants	(460)	(622)	(631)	(5,727)	(5,875)
Exchanges out and transfer of assets	(34)	(1,336)	(1,314)	(927)	(1,704)
Net loan activity	(10)	15	(22)	(25)	12
Administrative expenses	(71)	(1)	—	(223)	(4)
Balance at end of year	<u>\$ 1,060</u>	<u>2,756</u>	<u>11,082</u>	<u>16,972</u>	<u>13,436</u>

Rollovers

Participants may elect to rollover amounts from other qualified plans or individual retirement accounts into the Liberty Plan provided that certain conditions are met.

(continued)

[Table of Contents](#)

LIBERTY MEDIA 401(k) SAVINGS PLAN

Notes to Financial Statements

Participant Accounts

Each participant's account is credited with (a) the participant's deferral contributions, (b) employer matching contributions, and (c) allocations of plan earnings and losses, as determined by the plan document. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Participant Loans

Participants may borrow from their fund accounts a minimum of \$1,000 up to the lesser of \$50,000 or 50% of their vested account balance. Loans, other than those transferred from other plans, must be repaid within five years and bear interest at a rate equal to the prime rate of interest in effect on the day in which the loan was made plus 1%. The interest rate determined on any date will apply to all loans made after that date until an updated prime rate (plus 1%) is implemented by the Plan Committee. Loans transferred from other plans retain the repayment terms and interest rates in effect at the time of transfer. Loans are secured by the vested balance in the participant's account. At December 31, 2008, outstanding loans had interest rates ranging from 5% to 9.25%. Principal and interest are paid ratably through monthly payroll deductions or through the use of coupon books or automatic bank draft after termination of employment. Loans are recorded at cost.

Forfeitures

Forfeitures of employer contributions (due to participants' termination prior to full vesting) are first used to pay Liberty Plan expenses, with any excess used to reduce Liberty's future matching contributions. Forfeitures aggregated \$357,000 and \$393,000 during 2008 and 2007, respectively. Forfeitures of \$211,000 and \$231,000 were used to pay Liberty Plan expenses during 2008 and 2007, respectively. Unused forfeitures aggregated \$529,000 and \$195,000 at December 31, 2008 and 2007, respectively.

Investment Options

As of December 31, 2008, the Liberty Plan has various investment options including 13 mutual funds and four unitized stock funds. The mutual funds include money market, bond and domestic and international stock funds. The stock funds range from small to large cap funds and include growth and value funds. The Liberty Plan also provides seven asset allocation funds based on target retirement dates. In addition, during 2007, the Liberty Plan began to offer a brokerage option, Brokeragelink, whereby participants can elect to invest in publicly traded stocks and mutual funds not offered directly by the Liberty Plan. A complete list of investment options can be found on Schedule 1 to this Annual Report on Form 11-K. Plan participants may change investment options and contribution percentages on a daily basis.

Benefit Payments

Distributions from the Liberty Plan may be made to a participant upon attaining the age of 59-1/2, death, total disability, financial hardship or termination of employment. Distributions and other withdrawals are processed on a daily basis.

(continued)

[Table of Contents](#)

LIBERTY MEDIA 401(k) SAVINGS PLAN

Notes to Financial Statements

Vesting

Participant contributions are always fully vested. Participants acquire a vested right in employer matching contributions, other than employer contributions transferred from other plans, as follows:

<u>Years of service</u>	<u>Vesting percentage</u>
Less than 1	0 %
1 year	33 %
2 years	66 %

Employer matching contributions transferred from other plans vest according to the terms specified in the transferor plans.

Plan Termination

Although Liberty has not expressed any intent to terminate the Liberty Plan, it may do so at any time, subject to the provisions of ERISA. The Liberty Plan provides for full and immediate vesting of all participant rights upon termination of the Liberty Plan.

Effective April 4, 2007, and as a result of a sale of On Command Corporation, a subsidiary of Liberty, a partial plan termination occurred. In connection therewith, employees of On Command Corporation, who were active participants in the Liberty Plan on April 4, 2007, became fully vested in their employer contributions upon the partial plan termination.

Risks and Uncertainties

The Liberty Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statement of net assets available for participant benefits.

The Liberty Plan has concentrations of investments in the Liberty Capital Stock Fund, the Liberty Interactive Stock Fund and the Liberty Entertainment Stock Fund. Changes in the values of the Liberty Capital Stock Fund, the Liberty Interactive Stock Fund and the Liberty Entertainment Stock Fund could materially impact the net assets available for participant benefits due to these concentrations.

(continued)

[Table of Contents](#)

LIBERTY MEDIA 401(k) SAVINGS PLAN

Notes to Financial Statements

(3) Investments

The fair value of individual investments that represent 5% or more of the Liberty Plan's net assets at December 31, 2008 and 2007 are as follows:

<u>Investment</u>	<u>Fair value at December 31, 2008</u> amounts in thousands	
Liberty Entertainment Stock Fund	\$	11,082
Spartan US Equity Index	\$	5,933
Fidelity Equity Income	\$	5,249
Fidelity Retirement Money Market Account	\$	10,771
Baron Growth Fund	\$	4,621
Spartan International Index Fund	\$	6,339
Fidelity Investment Grade Bond Fund	\$	4,387

<u>Investment</u>	<u>Fair value at December 31, 2007</u> amounts in thousands	
Old Liberty Capital Stock Fund (note 1)	\$	16,972
Liberty Interactive Stock Fund	\$	13,436
Templeton Foreign A	\$	6,944
Spartan US Equity Index	\$	8,986
Fidelity Equity Income	\$	8,907
Fidelity Retirement Money Market Account	\$	7,036
Baron Growth Fund	\$	7,604
Spartan International Index Fund	\$	11,069

During the years ended December 31, 2008 and 2007, the Liberty Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated (depreciated) in value as follows:

	<u>Years ended December 31,</u>	
	<u>2008</u>	<u>2007</u>
	amounts in thousands	
Liberty Entertainment Stock Fund	\$ (4,234)	—
Liberty Capital Stock Fund	(2,179)	3,303
Liberty Interactive Stock Fund	(11,658)	(1,231)
Liberty Global Stock Fund	—	2,132
Discovery Holding Stock Fund	(256)	2,347
Mutual funds and Brokeragelink accounts	(34,323)	(1,187)
	<u>\$ (52,650)</u>	<u>5,364</u>

(4) Related Party Transactions

Certain plan investments are shares of registered investment companies managed by the Trustee. Therefore, these transactions qualify as party-in-interest.

(continued)

[Table of Contents](#)

LIBERTY MEDIA 401(k) SAVINGS PLAN

Notes to Financial Statements

(5) Subsequent Event

During the fourth quarter of 2008, the Board of Directors of Liberty Media (the “Board”) approved a plan to redeem 90% of the outstanding shares of Liberty Entertainment common stock for 100% of the outstanding shares of a newly formed subsidiary, Liberty Entertainment, Inc. (“LEI”). On May 4, 2009, the Board then announced that Liberty Media had entered into a definitive agreement to combine The DirecTV Group, Inc. with LEI, subject to shareholder approval. When and if consummated, these transactions would result in exchanges within the Liberty Plan stock funds, which would be reflected in the stock fund activity during the year ended December 31, 2009.

[Table of Contents](#)[Schedule 1](#)

LIBERTY MEDIA 401(k) SAVINGS PLAN
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)
December 31, 2008

Identity of issue	Description of investment including par value	Current value at December 31, 2008 amounts in thousands
Liberty Capital Stock Fund	Series A common stock, par value \$0.01 per share (historical cost basis — \$2,365,856) Cash and cash equivalents and other pending transactions	\$ 1,033 27 <u>1,060</u>
Liberty Interactive Stock Fund	Series A common stock, par value \$0.01 per share (historical cost basis — \$13,048,349) Cash and cash equivalents and other pending transactions	2,677 79 <u>2,756</u>
Liberty Entertainment Stock Fund	Series A common stock, par value \$0.01 per share (historical cost basis — \$11,151,197) Cash and cash equivalents and other pending transactions	10,937 145 <u>11,082</u>
Discovery Holding Stock Fund	Series A common stock, par value \$0.01 per share (historical cost basis - \$3,162,440) Cash and cash equivalents and other pending transactions	3,220 100 <u>3,320</u>
Thornburg International Value R5	Mutual fund	4,302
Spartan US Equity Index	Mutual fund	5,933
Spartan International Index Fund	Mutual fund	6,339
PIMCO High Yield Fund — Administrative Class	Mutual fund	1,753
ALLIANZ NFJ Small Cap Value	Mutual fund	3,479
Baron Growth Fund	Mutual fund	4,621
Davis NY Venture A	Mutual fund	1,980
Fidelity Retirement Money Market Account	Mutual fund	10,771
Fidelity US Treasury Money Market	Mutual fund	21
Fidelity Equity Income	Mutual fund	5,249
Fidelity Investment Grade Bond Fund	Mutual fund	4,387
Fidelity Blue Chip Growth Fund	Mutual fund	2,290
Fidelity Low-Priced Stock Fund	Mutual fund	2,594
Fidelity Freedom Income Fund	Mutual fund	315
Fidelity Freedom 2000 Fund	Mutual fund	220
Fidelity Freedom 2010 Fund	Mutual fund	1,420
Fidelity Freedom 2020 Fund	Mutual fund	4,116

Fidelity Freedom 2030 Fund	Mutual fund	3,637
Fidelity Freedom 2040 Fund	Mutual fund	2,519
Fidelity Freedom 2050 Fund	Mutual fund	241
Brokeragelink accounts	Brokerage option	1,976
Participant loans	Interest rates ranging from 5% to 9.25% with maturity dates through December, 2013	1,325
		\$ 87,706

All investments are held by Fidelity Management Trust Company, Inc., which is a party-in-interest to the Liberty Plan. Liberty Media LLC is the plan sponsor, which is a party-in-interest to the Liberty Plan.

See accompanying report of independent registered public accounting firm.

[Table of Contents](#)

[Schedule 2](#)

LIBERTY MEDIA 401(k) SAVINGS PLAN
Schedule H, Line 4j - Schedule of Reportable Transactions
Year Ended December 31, 2008
amounts in thousands

Identity of party involved	Description of asset	Purchase Purchase price	Selling price	Sales Cost	Net gain (loss)	Current value on transaction date
Series of transactions, when aggregated, involving an amount in excess of 5% of the Liberty Plan's net assets at the beginning of the year:						
*Fidelity Management Trust Company	**Series A Liberty Entertainment common stock	\$ 13,526	—	—	—	13,526
	**Series A Liberty Capital common stock	—	11,078	11,078	—	11,078
Single transactions involving an amount in excess of 5% of the Liberty Plan's net assets at the beginning of the year:						
*Fidelity Management Trust Company	**Series A Liberty Entertainment common stock	\$ 11,078	—	—	—	11,078
	**Series A Liberty Capital common stock	—	11,078	11,078	—	11,078

*Represents a party-in-interest

** Includes both participant directed and non-participant directed transactions of employer match contributions.

[Table of Contents](#)

EXHIBIT INDEX

Shown below are the exhibits which are filed or furnished as a part of this Report -

23-Consent of KPMG LLP

Consent of Independent Registered Public Accounting Firm

The Plan Committee
Liberty Media 401(k) Savings Plan:

We consent to the incorporation by reference in the registration statements (Nos. 333-134067 and 333-149545) on Form S-8 of the Liberty Media 401(k) Savings Plan of our report dated June 9, 2009, with respect to the statements of net assets available for participant benefits of the Liberty Media 401(k) Savings Plan as of December 31, 2008 and 2007, and the related statements of changes in net assets available for participant benefits for the years then ended and the related supplemental schedules, which report appears in the December 31, 2008 Annual Report on Form 11-K of the Liberty Media 401(k) Savings Plan.

KPMG LLP

Denver, Colorado
June 9, 2009
