

NEWS CORP  
Form 10-Q  
November 12, 2013  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

**FORM 10-Q**

(Mark One)

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
For the quarterly period ended September 30, 2013

or

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 001-35769

**NEWS CORPORATION**

(Exact Name of Registrant as Specified in its Charter)

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**Delaware**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**46-2950970**  
(I.R.S. Employer Identification No.)

**1211 Avenue of the Americas, New York, New York**  
(Address of Principal Executive Offices)

**10036**  
(Zip Code)

Registrant's telephone number, including area code (212) 416-3400

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes  No

As of November 4, 2013, 379,219,284 shares of Class A Common Stock and 199,630,240 shares of Class B Common Stock were outstanding.

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**NEWS CORPORATION**  
**CONSOLIDATED AND COMBINED STATEMENTS OF OPERATIONS**

(Unaudited; millions, except per share amounts)

	Notes	For the three months ended September 30,	
		2013	2012
<b>Revenues:</b>			
Advertising		\$ 958	\$ 1,041
Circulation and Subscription		679	608
Consumer		311	326
Other		124	158
<b>Total Revenues</b>		<b>2,072</b>	<b>2,133</b>
Operating expenses		(1,295)	(1,334)
Selling, general and administrative		(636)	(710)
Depreciation and amortization		(141)	(125)
Impairment and restructuring charges	3	(27)	(115)
Equity earnings of affiliates	4	13	26
Interest, net		17	11
Other, net	13	(441)	3
<b>Loss before income tax benefit</b>		<b>(438)</b>	<b>(111)</b>
Income tax benefit	11	476	28
<b>Net income (loss)</b>		<b>38</b>	<b>(83)</b>
Less: Net income attributable to noncontrolling interests		(11)	(9)
<b>Net income (loss) attributable to News Corporation stockholders</b>		<b>\$ 27</b>	<b>\$ (92)</b>
<b>Net income (loss) attributable to News Corporation stockholders per share:</b>			
Basic and diluted	7	\$ 0.05	\$ (0.16)

The accompanying notes are an integral part of these unaudited consolidated and combined financial statements.

**Table of Contents****NEWS CORPORATION****CONSOLIDATED AND COMBINED STATEMENTS OF COMPREHENSIVE INCOME****(Unaudited; millions)**

	<b>For the three months ended September 30,</b>	
	<b>2013</b>	<b>2012</b>
Net income (loss)	\$ 38	\$ (83)
Other comprehensive income (loss):		
Foreign currency translation adjustments	201	107
Benefit plan adjustments, net of income tax expense of \$10 million and \$2 million, respectively	11	(5)
Share of other comprehensive income from equity affiliates, net of income tax expense of \$3 million and nil, respectively	8	
Other comprehensive income	220	102
Comprehensive income	258	19
Less: Net income attributable to noncontrolling interests	(11)	(9)
Less: Other comprehensive income attributable to noncontrolling interests	(2)	(1)
Comprehensive income attributable to News Corporation stockholders	\$ 245	\$ 9

The accompanying notes are an integral part of these unaudited consolidated and combined financial statements.

**Table of Contents****NEWS CORPORATION****CONSOLIDATED BALANCE SHEETS**

(Millions, except share and per share amounts)

	Notes	As of September 30, 2013 (unaudited)	As of June 30, 2013 (audited)
<b>Assets:</b>			
Current assets:			
Cash and cash equivalents		\$ 2,688	\$ 2,381
Amounts due from 21st Century Fox	8		247
Receivables, net	13	1,426	1,335
Income taxes receivable	11	584	29
Other current assets	13	532	651
<b>Total current assets</b>		<b>5,230</b>	<b>4,643</b>
Non-current assets:			
Investments	4	2,571	2,499
Property, plant and equipment, net		3,012	2,992
Intangible assets, net		2,174	2,186
Goodwill		2,739	2,725
Other non-current assets	13	617	598
<b>Total assets</b>		<b>\$ 16,343</b>	<b>\$ 15,643</b>
<b>Liabilities and Equity:</b>			
Current liabilities:			
Accounts payable		\$ 238	\$ 242
Accrued expenses		1,107	1,108
Amounts due to 21st Century Fox, net	8	413	
Deferred revenue		414	389
Other current liabilities	13	473	432
<b>Total current liabilities</b>		<b>2,645</b>	<b>2,171</b>
Non-current liabilities:			
Retirement benefit obligations	10	268	345
Deferred income taxes	11	185	152
Other non-current liabilities		286	279
Commitments and contingencies	9		
Redeemable preferred stock		20	20
Class A common stock <sup>(a)</sup>		4	4
Class B common stock <sup>(b)</sup>		2	2
Additional paid-in capital		12,299	12,281
Retained earnings		27	
Accumulated other comprehensive income		489	271
<b>Total News Corporation stockholders' equity</b>		<b>12,821</b>	<b>12,558</b>
Noncontrolling interests		118	118

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Total equity	5	12,939	12,676
Total liabilities and equity		\$ 16,343	\$ 15,643

- (a) **Class A common stock**, \$0.01 par value per share ( Class A Common Stock ), 1,500,000,000 shares authorized, 379,205,359 and 379,174,445 shares issued and outstanding, net of 27,383,095 and 27,395,821 treasury shares at par at September 30, 2013 and June 30, 2013, respectively.
- (b) **Class B common stock**, \$0.01 par value per share ( Class B Common Stock ), 750,000,000 shares authorized, 199,630,240 shares issued and outstanding, net of 78,430,424 treasury shares at par at September 30, 2013 and June 30, 2013.

The accompanying notes are an integral part of these unaudited consolidated and combined financial statements.

**Table of Contents****NEWS CORPORATION****CONSOLIDATED AND COMBINED STATEMENTS OF CASH FLOWS****(Unaudited; millions)**

	Notes	For the three months ended September 30,	
		2013	2012
<b>Operating activities:</b>			
Net income (loss)		\$ 38	\$ (83)
Adjustments to reconcile net income (loss) to cash provided by (used in) operating activities:			
Depreciation and amortization		141	125
Equity earnings of affiliates	4	(13)	(26)
Cash distributions received from affiliates			16
Foreign tax refund payable to 21st Century Fox	11	483	
Foreign tax refund receivable, net of applicable taxes	11	(483)	
Other, net	13	(42)	(3)
Deferred income taxes and taxes payable	11	5	(57)
Change in operating assets and liabilities, net of acquisitions:			
Receivables and other assets		(74)	(25)
Inventories, net		32	(21)
Accounts payable and other liabilities		(22)	(12)
Pension and postretirement benefit plans		(6)	(1)
Net cash provided by (used in) operating activities		59	(87)
<b>Investing activities:</b>			
Property, plant and equipment, net of acquisitions		(67)	(64)
Acquisitions, net of cash acquired		(2)	(228)
Investments in equity affiliates			(2)
Proceeds from dispositions		96	
Net cash provided by (used in) investing activities		27	(294)
<b>Financing activities:</b>			
Net transfers from 21st Century Fox and affiliates		217	255
Dividends paid		(12)	(11)
Net cash provided by financing activities		205	244
Net increase (decrease) in cash and cash equivalents		291	(137)
Cash and cash equivalents, beginning of period		2,381	1,133
Exchange movement on opening cash balance		16	14
Cash and cash equivalents, end of period		\$ 2,688	\$ 1,010

The accompanying notes are an integral part of these unaudited consolidated and combined financial statements.



**Table of Contents****NEWS CORPORATION****NOTES TO THE UNAUDITED CONSOLIDATED AND COMBINED FINANCIAL STATEMENTS****NOTE 1. DESCRIPTION OF BUSINESS AND BASIS OF PRESENTATION**

News Corporation and its subsidiaries (together, News Corporation, News Corp, the Company, we, or us) is a global diversified media and information services company comprised of businesses across a range of media, including: news and information services, cable network programming in Australia, digital real estate services, book publishing, digital education and pay-TV distribution in Australia.

***The Separation and Distribution***

On June 28, 2013 (the Distribution Date), the Company completed the separation of its businesses (the Separation) from Twenty-First Century Fox, Inc. (21st Century Fox). As of the effective time of the Separation, all of the outstanding shares of the Company were distributed to 21st Century Fox stockholders based on a distribution ratio of one share of Company Class A or Class B Common Stock for every four shares of 21st Century Fox Class A or Class B Common Stock, respectively, held of record as of June 21, 2013 (the Record Date). Following the Separation, the Company's Class A and Class B Common Stock began trading independently on The NASDAQ Global Select Market (NASDAQ), and CHESS Depository Interests representing the Company's Class A and Class B Common Stock began trading on the Australian Securities Exchange (ASX). In connection with the Separation, the Company entered into the separation and distribution agreement (the Separation and Distribution Agreement) and certain other related agreements which govern the Company's relationship with 21st Century Fox following the Separation. (See Note 8 Related Party Transactions and 21st Century Fox Investment for further information).

***Basis of Presentation***

Subsequent to the Distribution Date, the Company's financial statements as of June 30, 2013 and as of and for the three months ended September 30, 2013 are presented on a consolidated basis, as the Company became a separate consolidated group on June 28, 2013. The Company's consolidated statement of operations for the three months ended September 30, 2013 reflects the Company's operations as a stand-alone company. The Company's consolidated balance sheets as of June 30, 2013 and September 30, 2013 consist of the Company's consolidated balances, subsequent to the Separation.

Prior to the Separation, the Company's combined financial statements were prepared on a stand-alone basis derived from the consolidated financial statements and accounting records of 21st Century Fox. The Company's financial statements for the three months ended September 30, 2012 have been prepared on a combined basis and presented as carve-out financial statements, as the Company was not a separate consolidated group prior to the Distribution Date. These statements reflect the combined historical results of operations and cash flows of 21st Century Fox's publishing businesses, its education division and other Australian assets.

Prior to the Separation, the Company's combined statement of operations included allocations of general corporate expenses for certain support functions that were provided on a centralized basis by 21st Century Fox and not recorded at the business unit level, such as expenses related to finance, human resources, information technology, facilities, and legal, among others. These expenses were allocated to the Company on the basis of direct usage when identifiable, with the remainder allocated on a pro rata basis of combined revenues, operating income, headcount or other measures of the Company. Management believes the assumptions underlying the combined financial statements, including the assumptions regarding allocating general corporate expenses from 21st Century Fox, are reasonable. Nevertheless, the combined financial statements may not include all of the actual expenses that would have been incurred by the Company and may not reflect the Company's combined results of operations and cash flows had it been a stand-alone company during the period presented. Actual costs that would have been incurred if the Company had been a stand-alone company would depend on multiple factors, including organizational structure and strategic decisions made in various areas, including information technology and infrastructure.

The consolidated and combined financial statements will be referred to as the Financial Statements herein. The consolidated and combined statements of operations will be referred to as the Statements of Operations herein. The consolidated balance sheets will be referred to as the Balance Sheets herein.

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**NEWS CORPORATION**

**NOTES TO THE UNAUDITED CONSOLIDATED AND COMBINED FINANCIAL STATEMENTS**

For purposes of the Company's Financial Statements for periods prior to the Separation, income tax expense has been recorded as if the Company filed tax returns on a stand-alone basis separate from 21st Century Fox. This separate return methodology applies the accounting guidance for income taxes to the stand-alone financial statements as if the Company was a stand-alone enterprise for the periods prior to the Distribution Date. Therefore, cash tax payments for periods prior to the Separation may not be reflective of the Company's actual tax balances. Prior to the Separation, the Company's operating results were included in 21st Century Fox's consolidated U.S. federal and state income tax returns. The calculation of the Company's income taxes involves considerable judgment and the use of both estimates and allocations.

The Financial Statements have been prepared in accordance with generally accepted accounting principles in the United States of America ( GAAP ).

The accompanying Financial Statements of the Company have been prepared in accordance with GAAP for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. In the opinion of management, all adjustments consisting only of normal recurring adjustments necessary for a fair presentation have been reflected in these unaudited consolidated and combined financial statements. Operating results for the interim periods presented are not necessarily indicative of the results that may be expected for the fiscal year ending June 30, 2014.

These Financial Statements and notes thereto should be read in conjunction with the audited consolidated and combined financial statements and notes thereto included in the Company's Annual Report on Form 10-K for the fiscal year ended June 30, 2013 as filed with the Securities and Exchange Commission ( SEC ) on September 20, 2013 (the 2013 Form 10-K ).

Intracompany transactions and balances have been eliminated. Equity investments in which the Company exercises significant influence but does not exercise control and is not the primary beneficiary are accounted for using the equity method. Investments in which the Company is not able to exercise significant influence over the investee are designated as available-for-sale if readily determinable fair values are available. If an investment's fair value is not readily determinable, the Company accounts for its investment under the cost method.

The preparation of the Company's Financial Statements in conformity with GAAP requires management to make estimates and assumptions that affect the amounts that are reported in the Financial Statements and accompanying disclosures. Actual results could differ from those estimates.

The Company's fiscal year ends on the Sunday closest to June 30. Fiscal 2014 and fiscal 2013 include 52 weeks. All references to September 30, 2013 and September 30, 2012 relate to the three months ended September 29, 2013 and September 30, 2012, respectively. For convenience purposes, the Company continues to date its financial statements as of September 30.

Certain fiscal 2013 amounts have been reclassified to conform to the fiscal 2014 presentation.

***Recent Accounting Guidance***

In July 2012, the Financial Accounting Standards Board ( FASB ) issued Accounting Standards Update ( ASU ) ASU 2012-02, Intangibles—Goodwill and Other (Topic 350): Testing Indefinite-Lived Intangible Assets for Impairment ( ASU 2012-02 ), which permits an entity to make a qualitative assessment of whether it is more likely than not that the fair value of a reporting unit's indefinite-lived intangible asset is less than the asset's carrying value before applying a quantitative impairment assessment. If it is determined through the qualitative assessment that the fair value of a reporting unit's indefinite-lived intangible asset is more likely than not greater than the asset's carrying value, the remaining impairment steps would be unnecessary. The qualitative assessment is optional, allowing companies to go directly to the quantitative assessment. ASU 2012-02 is effective for the Company for annual and interim indefinite-lived intangible asset impairment tests performed beginning July 1, 2013. The adoption of ASU 2012-02 did not have an impact on the Company's Financial Statements.

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In February 2013, the FASB issued ASU 2013-02, *Comprehensive Income (Topic 220): Reporting of Amounts Reclassified Out of Accumulated Other Comprehensive Income* (ASU 2013-02), which requires the Company to provide information about the amounts reclassified out of accumulated other comprehensive income by component. In addition, it requires the Company to present, either on the face of the statement where net income is presented or in the notes, significant amounts reclassified out of accumulated other comprehensive income by the respective line items of net income but only if the amount reclassified is required under GAAP to be reclassified to net income in its entirety in the same reporting period. For other amounts that are not required under GAAP to be reclassified in their entirety to net income, the Company is required to cross-reference to other disclosures required under GAAP that provide additional detail about those amounts. ASU 2013-02 was effective for the Company for interim reporting periods beginning July 1, 2013. (See Note 10 - Pension and Other Postretirement Benefits).

In February 2013, the FASB issued ASU 2013-04, *Liabilities (Topic 405): Obligations Resulting from Joint and Several Liability Arrangements for Which the Total Amount of the Obligation Is Fixed at the Reporting Date* (ASU 2013-04). The objective of ASU 2013-04 is to provide guidance for the recognition, measurement, and disclosure of obligations resulting from joint and several liability arrangements for which the total amount of the obligation (within the scope of this guidance) is fixed at the reporting date. Examples of obligations within the scope of ASU 2013-04 include debt arrangements, other contractual obligations, and settled litigation and judicial rulings. ASU 2013-04 is effective for the Company for interim reporting periods beginning July 1, 2014, however, early adoption is permitted. The Company is currently evaluating the impact that ASU 2013-04 will have on its Financial Statements, but does not expect the adoption will have a significant impact on the Company's Financial Statements.

In March 2013, the FASB issued ASU 2013-05, *Parent's Accounting for the Cumulative Translation Adjustment upon Derecognition of Certain Subsidiaries or Groups of Assets within a Foreign Entity or of an Investment in a Foreign Entity*, (ASU 2013-05). The objective of ASU 2013-05 is to resolve the diversity in practice regarding the release of the cumulative translation adjustment into net income when a parent either sells a part or all of its investment in a foreign entity or no longer holds a controlling financial interest in a subsidiary or group of assets within a foreign entity. ASU 2013-05 is effective for the Company for interim reporting periods beginning July 1, 2014, however, early adoption is permitted. The Company is currently evaluating the impact that ASU 2013-05 will have on its Financial Statements, but does not expect the adoption will have a significant impact on the Company's Financial Statements.

In July 2013, the FASB issued ASU 2013-11, *Presentation of an Unrecognized Tax Benefit When a Net Operating Loss Carryforward, a Similar Tax Loss, or a Tax Credit Carryforward Exists* (ASU 2013-11). ASU 2013-11 clarifies guidance and eliminates diversity in practice on the presentation of unrecognized tax benefits when a net operating loss carryforward, a similar tax loss, or a tax credit carryforward exists at the reporting date. This new guidance is effective for the Company for annual reporting periods beginning July 1, 2014 and subsequent interim periods. Based on its review, the Company has determined that ASU 2013-11 will not have a significant impact on its Financial Statements.

**NOTE 2. ACQUISITIONS, DISPOSALS AND OTHER TRANSACTIONS*****Fiscal 2014***

In September 2013, the Company sold the Dow Jones Local Media Group (LMG), which operates eight daily and 15 weekly newspapers in seven states. No significant gain or loss was recognized on the sale of LMG during the three months ended September 30, 2013 as the carrying value of the assets held for sale on the date of sale were equivalent to the proceeds received. The net income, assets, liabilities and cash flows attributable to the LMG operations were not material to the Company in any of the periods presented and, accordingly have not been presented separately.

***Fiscal 2013***

In July 2012, the Company acquired Australian Independent Business Media Pty Limited (AIBM) for approximately \$30 million in cash. AIBM publishes a subscription-based online newsletter for investors and a business news and commentary website.

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In July 2012, the Company acquired Thomas Nelson, Inc. ( Thomas Nelson ), one of the leading Christian book publishers in the U.S., for approximately \$200 million in cash. The acquisition of Thomas Nelson increased the Company's presence and reach in the Christian publishing market. In accordance with Accounting Standards Codification ( ASC ) 350, Intangibles Goodwill and Other ( ASC 350 ), the excess purchase price of approximately \$160 million has been allocated as follows: \$65 million to publishing rights with a useful life of 20 years, \$25 million to imprints which have an indefinite life and approximately \$70 million representing the goodwill on the transaction.

In November 2012, the Company acquired Consolidated Media Holdings Ltd. ( CMH ), a media investment company that operates in Australia, for approximately \$2 billion in cash and assumed debt of approximately \$235 million. This acquisition supports the Company's strategic priority of acquiring greater control of investments that complement its portfolio of businesses. CMH owned a 25% interest in Foxtel through its 50% interest in FOX SPORTS Australia. The acquisition doubled the Company's stakes in FOX SPORTS Australia and Foxtel to 100% and 50%, respectively. Prior to November 2012, the Company accounted for its investment in FOX SPORTS Australia under the equity method of accounting. The Company's investment in Foxtel continues to be accounted for under the equity method of accounting.

The results of FOX SPORTS Australia have been included within a new Cable Network Programming segment in the Company's consolidated results of operations since November 2012.

Summarized financial information for the three months ended September 30, 2012 for FOX SPORTS Australia was as follows:

	<b>For the three months ended September 30, 2012 (in millions)</b>	
Revenues	\$	132
Operating income <sup>(a)</sup>		39
Net income		25

<sup>(a)</sup> Includes Depreciation and amortization of \$3 million. Operating income before depreciation and amortization was \$42 million.

**NOTE 3. RESTRUCTURING PROGRAMS*****Fiscal 2014***

During the three months ended September 30, 2013, the Company recorded restructuring charges of \$27 million, of which \$23 million related to the newspaper businesses. The restructuring charges recorded in the first quarter of fiscal 2014 were primarily for employee termination benefits.

***Fiscal 2013***

During the three months ended September 30, 2012, the Company recorded restructuring charges of \$115 million, of which \$112 million related to the newspaper businesses. The restructuring charges primarily related to the reorganization of the Australian newspaper businesses which was announced at the end of fiscal 2012 and the continued reorganization of the U.K. newspaper business. The restructuring charges recorded in the first quarter of fiscal 2013 were primarily for employee termination benefits in Australia and contract termination payments in the U.K.

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Changes in program liabilities were as follows:

	2013				For the three months ended September 30, 2012			
	One time employee termination benefits	Facility related costs	Other costs	Total	One time employee termination benefits	Facility related costs	Other costs	Total
Balance, beginning of period	\$ 51	\$ 6	\$ 2	\$ 59	\$ 51	\$ 8	\$	\$ 59
Additions	23	3	1	27	64		51	115
Payments	(46)	(2)	(1)	(49)	(70)	(1)	(49)	(120)
Other	1		(1)				(2)	(2)
Balance, end of period	\$ 29	\$ 7	\$ 1	\$ 37	\$ 45	\$ 7	\$	\$ 52

For existing restructuring programs, the Company expects to record approximately \$35 million of restructuring charges for the remainder of fiscal 2014, principally related to additional termination benefits at the newspaper businesses. As of September 30, 2013, restructuring liabilities of approximately \$31 million were included in the Balance Sheets in Other current liabilities and \$6 million were included in Other non-current liabilities.

**Dow Jones**

As a result of the Dow Jones acquisition, in fiscal 2008, the Company established and approved plans to integrate the acquired operations into the Company's News and Information Services segment. The cost to implement these plans consisted of separation payments for certain Dow Jones executives under the change in control plan Dow Jones had established prior to the acquisition, non-cancelable lease commitments and lease termination charges for leased facilities and other contract termination costs associated with the restructuring activities. As of September 30, 2013, all of the material aspects of the plans have been completed and the remaining obligation primarily pertains to the lease termination charges for leased facilities of approximately \$26 million.

**NOTE 4. INVESTMENTS**

The Company's investments were comprised of the following:

	Ownership Percentage as of	As of	As of
	September 30, 2013	September 30, 2012	June 30, 2013
Equity method investments:			
Foxtel	50%	\$ 1,938	\$ 1,875
Other equity method investments	various	35	35
Loan receivable from Foxtel <sup>(a)</sup>	N/A	420	412
Other investments	various	178	177
Total Investments		\$ 2,571	\$ 2,499



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- (a) In May 2012, Foxtel purchased Austar United Communications Ltd. The transaction was funded by Foxtel bank debt and Foxtel's shareholders made pro-rata capital contributions in the form of subordinated shareholder notes based on their respective ownership interests. The Company's share of the subordinated shareholder notes was approximately A\$451 million (\$420 million and \$412 million as of September 30, 2013 and June 30, 2013, respectively). The subordinated shareholder note can be repaid beginning in July 2022 provided that Foxtel's senior debt has been repaid. The subordinated shareholder note has a maturity date of July 15, 2027, with interest of 12% payable on June 30 each year and at maturity. Upon maturity, the principal advanced will be repayable.

**Equity Earnings of Affiliates**

The Company's share of the earnings of its equity affiliates was as follows:

	<b>For the three months ended September 30,</b>	
	<b>2013</b>	<b>2012</b>
	<b>(in millions)</b>	
Foxtel <sup>(a)</sup>	\$ 13	\$ 5
Pay television and cable network programming equity affiliates <sup>(b)</sup>		22
Other equity affiliates		(1)
<b>Total Equity earnings of affiliates</b>	<b>\$ 13</b>	<b>\$ 26</b>

- (a) The Company owned 25% of Foxtel through November 2012. In November 2012, the Company increased its ownership in Foxtel to 50% as a result of the CMH acquisition. In accordance with ASC 350, the Company amortized \$16 million related to excess cost over the Company's proportionate share of its investment's underlying net assets allocated to finite-lived intangible assets during the three months ended September 30, 2013. Such amortization is reflected in Equity earnings of affiliates in the Statements of Operations.
- (b) Includes equity earnings of FOX SPORTS Australia and SKY Network Television Ltd. The Company acquired the remaining interest in FOX SPORTS Australia in November 2012 as a result of the CMH acquisition and sold its investment in SKY Network Television Ltd. in March 2013. The results of FOX SPORTS Australia have been included within the Cable Network Programming segment in the Company's consolidated results of operations since November 2012.

**Table of Contents****NEWS CORPORATION****NOTES TO THE UNAUDITED CONSOLIDATED AND COMBINED FINANCIAL STATEMENTS****Summarized Financial Information**

Summarized financial information, presented in accordance with U.S. GAAP, for Foxtel was as follows:

	For the three months ended September 30,	
	2013	2012
	(in millions)	
Revenues	\$ 718	\$ 805
Operating income <sup>(a)</sup>	135	100
Net income	58	20

<sup>(a)</sup> Includes Depreciation and amortization of \$86 million and \$116 million for the three months ended September 30, 2013 and 2012, respectively. Operating income before depreciation and amortization was \$221 million and \$216 million for the three months ended September 30, 2013 and 2012, respectively.

For the three months ended September 30, 2013, Foxtel's net income increased \$38 million to \$58 million from \$20 million in the corresponding prior year quarter. Foxtel revenues, while higher in local currency, were down from the first quarter of fiscal 2013 due to foreign currency fluctuations. Operating income increased reflecting realization of significant costs savings from the Austar acquisition and the absence of costs associated with the London Olympics, partially offset by foreign currency fluctuations.

**NOTE 5. EQUITY**

The following table summarizes changes in equity:

	For the three months ended September 30,					
	2013			2012		
	Total News Corporation Equity	Noncontrolling Interests	Total Equity	Total News Corporation Equity	Noncontrolling Interests	Total Equity
	(in millions)					
Balance, beginning of period	\$ 12,558	\$ 118	\$ 12,676	\$ 8,809	\$ 110	\$ 8,919
Net income (loss)	27	11	38	(92)	9	(83)
Other comprehensive income	218	2	220	101	1	102
Dividends		(12)	(12)		(11)	(11)
Other	18	(1)	17			
Net increase in 21st Century Fox investment				267		267
Balance, end of period	\$ 12,821	\$ 118	\$ 12,939	\$ 9,085	\$ 109	\$ 9,194

**NOTE 6. EQUITY BASED COMPENSATION**

Prior to the Separation from 21st Century Fox, the Company's employees participated in 21st Century Fox's equity-based compensation plans. The equity-based compensation expense recorded by the Company in the three months ended September 30, 2012 included the expense associated with the employees historically attributable to the Company, as well as the expense associated with the allocation of stock compensation expense for 21st Century Fox corporate employees which will not recur in periods subsequent to the Separation.



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In connection with the Separation, restricted stock units ( RSUs ) and performance stock units ( PSUs ) that vest after December 31, 2013 and stock option awards that expire after December 31, 2013 were converted into new equity awards of the Company using a formula designed to preserve the value of the awards immediately prior to the Separation. Such awards have the same terms and features as the original awards. In addition to the awards converted, the Company has the ability to award up to 30 million shares under the terms of the News Corporation 2013 Long-Term Incentive Plan (the 2013 LTIP ). As of September 30, 2013, no additional awards have been granted under the 2013 LTIP.

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The following table summarizes the Company's equity-based compensation expense:

	For the three months ended September 30,	
	2013	2012
	(in millions)	
News Corporation's employees	\$ 8	\$ 15
Allocated		1
<b>Total</b>	<b>\$ 8</b>	<b>\$ 16</b>

**NOTE 7. EARNINGS PER SHARE**

Basic earnings (loss) per share for the Class A Common Stock and Class B Common Stock is calculated by dividing Net income (loss) attributable to News Corporation stockholders by the weighted average number of shares of Class A Common Stock and Class B Common Stock outstanding. Diluted earnings (loss) per share for Class A Common Stock and Class B Common Stock is calculated similarly, except that the calculation includes the dilutive effect of the assumed issuance of shares issuable under the Company's equity-based compensation plans.

On the Distribution Date, approximately 579 million shares of News Corporation common stock were distributed to 21st Century Fox stockholders as of the Record Date. This share amount is being utilized for the calculation of both basic and diluted earnings per share for the three months ended September 30, 2012 as no News Corporation common stock or equity-based awards were outstanding prior to June 28, 2013.

The dilutive effect of the Company's equity-based awards issued in connection with the Separation is included in the computation of diluted earnings per share in the period subsequent to the Separation.

	For the three months ended September 30,	
	2013	2012
	(in millions, except per share amounts)	
Net income (loss) available to News Corporation stockholders - basic and diluted	\$ 27	\$ (92)
Weighted-average number of common shares outstanding - basic	578.8	578.8
Add: Effect of dilutive securities		
RSUs, stock options and other equity awards	0.7	
<b>Weighted-average number of common shares outstanding - diluted</b>	<b>579.5</b>	<b>578.8</b>
Net income (loss) per share available to News Corporation stockholders - basic and diluted	\$ 0.05	\$ (0.16)

**NOTE 8. RELATED PARTY TRANSACTIONS AND 21ST CENTURY FOX INVESTMENT*****Relationship Between News Corp and 21st Century Fox After the Separation***

In conjunction with the Separation, the Company entered into the Separation and Distribution Agreement, Transition Services Agreement (TSA), Tax Sharing and Indemnification Agreement and Employee Matters Agreement with 21st Century Fox to effect the Separation and to provide a framework for the Company's relationship with 21st Century Fox subsequent to the Separation.



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The Separation and Distribution Agreement between the Company and 21st Century Fox contains the key provisions relating to the separation of the Company's business from 21st Century Fox and the distribution of the Company's common stock to 21st Century Fox stockholders. The Separation and Distribution Agreement identifies the assets that were transferred and liabilities that were assumed by the Company from 21st Century Fox in the Separation and describes how these transfers and assumptions occurred. In accordance with the Separation and Distribution Agreement, the Company's aggregate cash and cash equivalents balance at the Distribution Date was to approximate \$2.6 billion. As of June 30, 2013, the Company had cash and cash equivalents of \$2.4 billion. The remaining \$0.2 billion was received from 21st Century Fox during the first quarter of fiscal 2014 as part of a cash true-up mechanism in accordance with the aforementioned agreement.

Also, as part of the Separation and Distribution Agreement, 21st Century Fox will indemnify the Company for payments, on an after-tax basis, made after the Distribution Date arising out of civil claims and investigations relating to voicemail interception, illegal data access, inappropriate payments to public officials and obstruction of justice at the Company's former publication, *The News of the World*, and at *The Sun*, and related matters (the U.K. Newspaper Matters), as well as legal and professional fees and expenses paid in connection with the criminal matters, other than fees, expenses and costs relating to employees (i) who are not directors, officers or certain designated employees or (ii) with respect to civil matters, who are not co-defendants with the Company or 21st Century Fox. (See Note 9 Commitments and Contingencies).

Under the TSA, the Company and 21st Century Fox will provide to each other certain specified services on a transitional basis, including, among others, payroll, employee benefits and pension administration, information systems, insurance, legal and other corporate services, as well as procurement and sourcing support. The charges for the transition services are generally intended to allow the providing company to fully recover the allocated direct costs of providing the services, plus all out-of-pocket costs and expenses, generally without profit. The Company anticipates that it will generally be in a position to complete the transition of most services (excluding certain insurance, sourcing and other services) on or before 24 months following the Distribution Date. Services under the TSA began on July 1, 2013. Costs associated with these services were not material in the three months ended September 30, 2013.

The Company entered into a Tax Sharing and Indemnification Agreement with 21st Century Fox that governs its and 21st Century Fox's respective rights, responsibilities and obligations with respect to tax liabilities and benefits, tax attributes, tax contests and other matters regarding income taxes, non-income taxes and related tax returns. Under the Tax Sharing and Indemnification Agreement, the Company will generally indemnify 21st Century Fox against taxes attributable to the Company's assets or operations for all tax periods or portions thereof after the Separation. For taxable periods or portions thereof prior to the Separation, 21st Century Fox will generally indemnify the Company against U.S. consolidated and combined taxes attributable to such periods, and the Company will indemnify 21st Century Fox against the Company's separately filed U.S. state and foreign taxes and foreign consolidated and combined taxes for such periods. The Tax Sharing and Indemnification Agreement also provides that the proceeds, if any, from the refund of certain foreign income taxes (plus interest) of a subsidiary of the Company that were claimed prior to the Separation are to be paid to 21st Century Fox, net of certain taxes. (See Note 11 Income Taxes).

The Company entered into an Employee Matters Agreement that governs the Company's and 21st Century Fox's obligations with respect to employment, compensation, benefits and other related matters for employees of certain of the Company's U.S.-based businesses (the Employee Matters Agreement). In general, the Employee Matters Agreement addresses matters relating to employees transferring to the Company's U.S. businesses and former employees of those businesses that participated in benefit plans (including postretirement benefits) and programs that were retained by 21st Century Fox following the Separation. The Employee Matters Agreement also addresses equity compensation matters relating to employees of all of the Company's businesses, both U.S. and non-U.S. (See Note 6 Equity-Based Compensation and Note 10 Pension and Other Postretirement Benefits).

**Table of Contents****NEWS CORPORATION****NOTES TO THE UNAUDITED CONSOLIDATED AND COMBINED FINANCIAL STATEMENTS*****Relationship Between News Corp and 21st Century Fox Prior to the Separation***

Historically, prior to the Separation, 21st Century Fox provided services to and funded certain expenses for the Company that have been included as a component of 21st Century Fox Investment within Stockholders' Equity such as: global real estate and occupancy; and employee benefits. In addition, as discussed in Note 1 Description of Business and Basis of Presentation, the Company's Financial Statements include general corporate expenses of 21st Century Fox which were not historically allocated to the Company for certain support functions that are provided on a centralized basis within 21st Century Fox and not recorded at the business unit level, such as expenses related to finance, human resources, information technology, facilities, and legal, among others ( General Corporate Expenses ). For purposes of these stand-alone financial statements, the General Corporate Expenses incurred prior to the Separation have been allocated to the Company. The General Corporate Expenses incurred prior to the Separation are included in the Statements of Operations in Selling, general and administrative expenses and accordingly as a component of equity. These expenses have been allocated to the Company on the basis of direct usage when identifiable, with the remainder allocated on a pro rata basis of consolidated or combined revenues, operating income, headcount or other measures of the Company. Management believes the assumptions underlying the Financial Statements, including the assumptions regarding allocating General Corporate Expenses from 21st Century Fox are reasonable. Nevertheless, the Financial Statements may not include all of the actual expenses that would have been incurred and may not reflect the Company's combined results of operations, financial position and cash flows had it been a stand-alone company during the periods presented. Actual costs that would have been incurred if the Company had been a stand-alone company would depend on multiple factors, including organizational structure and strategic decisions made in various areas, including information technology and infrastructure. The corporate allocations made during the three months ended September 30, 2012 of \$62 million included both General Corporate Expenses of 21st Century Fox which were not historically allocated to the Company of \$26 million and historical direct allocations primarily consisting of rent, insurance and stock compensation expense of approximately \$36 million.

All significant intercompany transactions that occurred prior to the Distribution Date between the Company and 21st Century Fox have been included in these Financial Statements and are considered to be effectively settled for cash at the time the transaction is recorded. The total net effect of the settlement of these intercompany transactions is reflected in the Statements of Cash Flows as a financing activity.

The following table summarizes the components of the net increase in 21st Century Fox Investment:

	<b>For the three months ended September 30, 2012 (in millions)</b>	
Cash pooling and general financing activities <sup>(a)</sup>	\$	12
Corporate allocations		62
Cash transfer from 21st Century Fox for acquisitions and dispositions		193
Net increase in 21st Century Fox Investment	\$	267

<sup>(a)</sup> The nature of activities included in the line item Cash pooling and general financing activities includes financing activities for capital transfers, cash sweeps and other treasury services prior to the Separation. Such pooling activities no longer exist between the Company and 21st Century Fox post-Separation.

The following table sets forth the amount of accounts receivable due from and payable to 21st Century Fox:

As of  
September 30, 2012  
June 30, 2013

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	(in millions)		
Amounts due from 21st Century Fox <sup>(a)</sup>	\$	\$	247
Amounts due to 21st Century Fox, net <sup>(b)</sup>			413

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**NOTES TO THE UNAUDITED CONSOLIDATED AND COMBINED FINANCIAL STATEMENTS**

- (a) Amounts due from 21st Century Fox as of June 30, 2013 included a \$207 million cash receivable from 21st Century Fox and \$40 million for amounts to be received relating to the indemnification of the U.K. Newspaper Matters. The \$207 million cash receivable was received from 21st Century Fox during the three months ended September 30, 2013.
- (b) Amounts due to 21st Century Fox, net as of September 30, 2013 primarily comprised \$483 million related to expected tax refunds to be paid to 21st Century Fox in connection with the Tax Sharing and Indemnification Agreement, partially offset by \$53 million for amounts to be received relating to the indemnification of the U.K. Newspaper Matters and \$17 million of other receivables from 21st Century Fox. (See Note 9 Commitments and Contingencies and Note 11 Income Taxes for further information).

**NOTE 9. COMMITMENTS AND CONTINGENCIES**

*Commitments*

The Company has commitments under certain firm contractual arrangements ( firm commitments ) to make future payments. These firm commitments secure the future rights to various assets and services to be used in the normal course of operations. Other than as previously disclosed in these notes to the Company s Financial Statements, the Company s commitments have not changed significantly from the disclosures included in the 2013 Form 10-K.

*Contingencies*

The Company routinely is involved in various legal proceedings, claims and governmental inspections or investigations, including those discussed below. The outcome of these matters and claims is subject to significant uncertainty, and the Company often cannot predict what the eventual outcome of pending matters will be or the timing of the ultimate resolution of these matters. Fees, expenses, fines, penalties, judgments or settlements which might be incurred by the Company in connection with the various proceedings could adversely affect its results of operations and financial condition.

The Company establishes an accrued liability for legal claims when it determines that a loss is both probable and the amount of the loss can be reasonably estimated. Once established, accruals are adjusted from time to time, as appropriate, in light of additional information. The amount of any loss ultimately incurred in relation to matters for which an accrual has been established may be higher or lower than the amounts accrued for such matters. Legal fees associated with litigation and similar proceedings that are not expected to provide a benefit in future periods are expensed as incurred. Except as otherwise provided below, for the contingencies disclosed for which there is at least a reasonable possibility that a loss may be incurred, the Company was unable to estimate the amount of loss or range of loss.

*U.K. Newspaper Matters and Related Investigations and Litigation*

On July 19, 2011, a purported class action lawsuit captioned Wilder v. News Corp., et al. was filed on behalf of all purchasers of 21st Century Fox s common stock between March 3, 2011 and July 11, 2011, in the U.S. District Court for the Southern District of New York (the Wilder Litigation ). The plaintiff brought claims under Section 10(b) and Section 20(a) of the Securities Exchange Act, alleging that false and misleading statements were issued regarding alleged acts of voicemail interception at *The News of the World*. The suit named as defendants 21st Century Fox, Rupert Murdoch, James Murdoch and Rebekah Brooks, and sought compensatory damages, rescission for damages sustained and costs.

On June 5, 2012, the court issued an order appointing the Avon Pension Fund ( Avon ) as lead plaintiff in the litigation and Robbins Geller Rudman & Dowd as lead counsel. Thereafter, on July 3, 2012, the court issued an order providing that an amended consolidated complaint was to be filed by July 31, 2012. Avon filed an amended consolidated complaint on July 31, 2012, which among other things, added as defendants the Company s subsidiary, NI Group Limited (now known as News Corp UK & Ireland Limited), and Les Hinton, and expanded the class period to include February 15, 2011 to July 18, 2011. Defendants have filed their motions to dismiss, which are pending. The Company s management believes these claims are entirely without merit and intends to vigorously defend this action. As described below, the Company will be indemnified by 21st Century Fox for certain payments made by the Company that relate to, or arise from, the U.K. Newspaper Matters, including the Wilder Litigation.





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**NOTES TO THE UNAUDITED CONSOLIDATED AND COMBINED FINANCIAL STATEMENTS**

In addition, U.K. and U.S. regulators and governmental authorities continue to conduct investigations initiated in 2011 with respect to the U.K. Newspaper Matters. The investigation by the U.S. Department of Justice (the DOJ) is directed at conduct that occurred within 21st Century Fox prior to the creation of the Company. Accordingly, 21st Century Fox has been and continues to be responsible for responding to the DOJ investigation. The Company, together with 21st Century Fox, is cooperating with these investigations.

The Company has admitted liability in many civil cases related to the voicemail interception allegations and has settled many cases. The Company also announced a private compensation scheme under which parties could pursue claims against it. While additional civil lawsuits may be filed, no additional civil claims may be brought under the compensation scheme after April 8, 2013.

In connection with the Separation, the Company and 21st Century Fox agreed in the Separation and Distribution Agreement that 21st Century Fox will indemnify the Company for payments made after the Distribution Date arising out of civil claims and investigations relating to the U.K. Newspaper Matters as well as legal and professional fees and expenses paid in connection with the criminal matters, other than fees, expenses and costs relating to employees (i) who are not directors, officers or certain designated employees or (ii) with respect to civil matters, who are not co-defendants with the Company or 21st Century Fox. In addition, violations of law may result in criminal fines or penalties for which the Company will not be indemnified by 21st Century Fox. 21st Century Fox's indemnification obligations with respect to these matters will be settled on an after-tax basis.

The Company incurred gross legal and professional fees related to the U.K. Newspaper Matters and costs for civil settlements totaling approximately \$40 million and \$61 million during the three months ended September 30, 2013 and 2012, respectively. These costs are included in Selling, general and administrative expenses in the Company's Statements of Operations. With respect to the fees and costs incurred during the three months ended September 30, 2013, the Company has been or will be indemnified by 21st Century Fox for \$23 million, net of tax, pursuant to the indemnification arrangements described above. Accordingly, the Company recorded a contra expense for the after-tax costs that were or will be indemnified of \$23 million in Selling, general and administrative expenses and recorded a corresponding receivable from 21st Century Fox. Therefore, the net impact on Selling, general and administrative expenses was \$17 million for the three months ended September 30, 2013.

As of September 30, 2013, the Company has provided for its best estimate of the liability for the claims that have been filed and costs incurred and has accrued approximately \$78 million, of which \$53 million will be indemnified by 21st Century Fox and a corresponding receivable was recorded in Amounts due to 21st Century Fox, net on the Balance Sheets as of September 30, 2013. It is not possible to estimate the liability or corresponding receivable for any additional claims that may be filed given the information that is currently available to the Company. If more claims are filed and additional information becomes available, the Company will update the liability provision and corresponding receivable for such matters.

The Company is not able to predict the ultimate outcome or cost of the civil claims or criminal matters. It is possible that these proceedings and any adverse resolution thereof, including any fines or other penalties associated with any plea, judgment or similar result for which the Company will not be indemnified, could damage its reputation, impair its ability to conduct its business and adversely affect its results of operations and financial condition.

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**Table of Contents****NEWS CORPORATION****NOTES TO THE UNAUDITED CONSOLIDATED AND COMBINED FINANCIAL STATEMENTS***HarperCollins*

Commencing on August 9, 2011, twenty-nine purported consumer class actions were filed in the U.S. District Courts for the Southern District of New York and for the Northern District of California, which relate to the decisions by certain publishers, including HarperCollins Publishers L.L.C. ( HarperCollins ), to begin selling their e-books pursuant to an agency relationship. The Judicial Panel on Multidistrict Litigation transferred the various class actions to the Honorable Denise L. Cote in the Southern District of New York. On January 20, 2012, plaintiffs filed a consolidated amended complaint, again alleging that certain named defendants, including HarperCollins, violated the antitrust and unfair competition laws by virtue of the switch to the agency model for e-books. The actions sought as relief treble damages, injunctive relief and attorneys' fees. On June 21, 2013, plaintiffs filed a motion for preliminary approval of a settlement with HarperCollins, among others, for a class of consumers residing in Minnesota, which is the only state that did not sign onto the settlement agreement with the Attorneys General discussed below, approval of which bars consumers in the other states and territories from participating in these class actions. On August 5, 2013, Judge Cote granted preliminary approval of the Minnesota consumer settlement. While the settlement agreement is still subject to final approval by the court, the Company believes that the proposed settlement will not have a material impact on the results of operations or the financial position of the Company. However, the Company can make no assurances that the proposed settlement will receive final approval. Additional information about In re MDL Electronic Books Antitrust Litigation, Civil Action No. 11-md-02293 (DLC), can be found on Public Access to Court Electronic Records (PACER).

Following an investigation, on April 11, 2012, the DOJ filed an action in the U.S. District Court for the Southern District of New York against certain publishers, including HarperCollins, and Apple, Inc. The DOJ's complaint alleged antitrust violations relating to defendants' decisions to begin selling e-books pursuant to an agency relationship. The case was assigned to Judge Cote. Simultaneously, the DOJ announced that it had reached a proposed settlement with three publishers, including HarperCollins, and filed a Proposed Final Judgment and related materials detailing that agreement. Among other things, the Proposed Final Judgment required that HarperCollins terminate its agreements with certain eBook retailers and placed certain restrictions on any agreements subsequently entered into with such retailers. On September 5, 2012, Judge Cote entered the Final Judgment. Additional information about the Final Judgment can be found on the DOJ's website.

Following an investigation, on April 11, 2012, 16 state Attorneys General led by Texas and Connecticut (the AGs) filed a similar action against certain publishers and Apple, Inc. in the Western District of Texas. On April 26, 2012, the AGs' action was transferred to Judge Cote. On May 17, 2012, 33 AGs filed a second amended complaint. As a result of a memorandum of understanding agreed upon with the AGs for Texas and Connecticut, HarperCollins was not named as a defendant in this action. Pursuant to the terms of the memorandum of understanding, HarperCollins entered into a settlement agreement with the AGs for Texas, Connecticut and Ohio on June 11, 2012. By August 28, 2012, 49 states (all but Minnesota) and five U.S. territories had signed on to that settlement agreement. On August 29, 2012, the AGs simultaneously filed a complaint against HarperCollins and two other publishers, a motion for preliminary approval of that settlement agreement and a proposed distribution plan. On September 14, 2012, Judge Cote granted the AGs' motion for preliminary approval of the settlement agreement and approved the AGs' proposed distribution plan. Notice was subsequently sent to potential class members, and a fairness hearing took place on February 8, 2013 at which Judge Cote gave final approval to the settlement. The settlement is now effective, and the final judgment bars consumers from states and territories covered by the settlement from participating in the class actions.

On October 12, 2012, HarperCollins received a Civil Investigative Demand from the Attorney General from the State of Minnesota (the Minnesota AG). HarperCollins complied with the Demand on November 16, 2012. On June 26, 2013, the Minnesota AG filed a petition for an order approving an assurance of discontinuance in the Second Judicial District Court for the State of Minnesota, wherein Minnesota agreed to cease its investigation and not seek further legal remedies relating to or arising from the alleged conduct. On June 28, 2013, Judge Gary Bastion signed an order approving the discontinuance.

The European Commission conducted an investigation into whether certain companies in the book publishing and distribution industry, including HarperCollins, violated the antitrust laws by virtue of the switch to the agency model for e-books. HarperCollins settled the matter with the European Commission on terms substantially similar to the settlement with the DOJ. On December 13, 2012, the European Commission formally adopted the settlement.



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Commencing on February 24, 2012, five purported consumer class actions were filed in the Canadian provinces of British Columbia, Quebec and Ontario, which relate to the decisions by certain publishers, including HarperCollins, to begin selling their e-books in Canada pursuant to an agency relationship. The actions seek as relief special, general and punitive damages, injunctive relief and the costs of the litigations. While it is not possible to predict with any degree of certainty the ultimate outcome of these class actions, HarperCollins believes it was compliant with applicable antitrust and competition laws and intends to defend itself vigorously.

In July 2012, HarperCollins Canada, a wholly-owned subsidiary of HarperCollins, learned that the Canadian Competition Bureau ( CCB ) had commenced an inquiry regarding the sale of e-books in Canada. HarperCollins currently is cooperating with the CCB with respect to its inquiry. While it is not possible to predict with any degree of certainty the ultimate outcome of the inquiry, HarperCollins believes it was compliant with applicable antitrust and competition laws.

On February 15, 2013, a purported class of independent bricks-and-mortar bookstores filed an action in the U.S. District Court for the Southern District of New York entitled The Book House of Stuyvesant Plaza, Inc. et. al. v. Amazon.com, Inc., et. al., which relates to the digital rights management protection ( DRM ) of certain publishers , including HarperCollins , e-books being sold by Amazon.com, Inc. Plaintiffs filed an Amended Complaint on March 21, 2013. The case involves allegations that certain named defendants in the book publishing and distribution industry, including HarperCollins, violated the antitrust laws by virtue of requiring DRM protection. The action seeks declaratory and injunctive relief, reasonable costs and attorneys' fees. On April 1, 2013, Defendants moved to dismiss the Amended Complaint. The court heard oral argument on Defendants' motion to dismiss on April 25, 2013. Additional information about The Book House Of Stuyvesant Plaza, Inc. et. al. v. Amazon.Com, Inc. et. al., Civil Action No. 1:13-cv-01111-JSR, can be found on PACER. While it is not possible to predict with any degree of certainty the ultimate outcome of this class action, HarperCollins believes it was compliant with applicable antitrust laws and intends to defend itself vigorously.

The Company is not able to predict the ultimate outcome or cost of the unresolved HarperCollins matters described above. During the fiscal years ended June 30, 2013 and 2012, the legal and professional fees and settlement costs incurred in connection with these matters were not material, and as of September 30, 2013, the Company did not have a material accrual related to these matters.

*Other*

On August 16, 2013, in connection with a pending action in the United States District Court for the Eastern District of Michigan in which The Dial Corporation, H.J. Heinz Company and Foster Poultry Farms (with Foster Poultry Farms as proposed class representative on behalf of putative classes of purchasers) alleged various claims under federal and state antitrust law against News Corporation, News America Incorporated, News America Marketing FSI L.L.C., and News America Marketing In-Store Services L.L.C. (together, the NAM Group ), plaintiffs filed a motion for leave to file a third amended complaint, with plaintiffs The Dial Corporation, Henkel Consumer Goods, Inc., H.J. Heinz Company, H.J. Heinz Company, L.P., Foster Poultry Farms, Smithfield Foods, Inc., HP Hood LLC, BEF Foods, Inc., and Spectrum Brands, Inc. asserting the same federal and state antitrust claims both individually and on behalf of the two putative classes in connection with plaintiffs' purchase of in-store marketing services and free-standing insert ( FSI ) coupons. The complaint seeks treble damages, injunctive relief and attorneys' fees. On September 24, 2013, the NAM Group's motion to transfer the action to the Southern District of New York was granted by the district court judge. On October 24, 2013, on consent of the parties, plaintiffs filed their third amended complaint.

In a parallel action, News America Marketing FSI L.L.C. and News America Marketing In-Store Services L.L.C. filed a complaint in the United States District Court for the Southern District of New York against The Dial Corporation, H.J. Heinz Company, H.J. Heinz Company L.P. and Foster Poultry Farms, seeking a declaratory judgment that plaintiffs did not violate federal or state antitrust laws and for damages for breach of contract. On August 28, 2013, the defendants filed a motion to dismiss. On October 21, 2013, on consent of the parties, the court issued an order staying the declaratory judgment action until January 20, 2014.

While it is not possible at this time to predict with any degree of certainty the ultimate outcome of these actions, the NAM Group believes it was compliant with applicable antitrust laws and intends to defend itself vigorously.



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The Company's operations are subject to tax in various domestic and international jurisdictions and as a matter of course, it is regularly audited by federal, state and foreign tax authorities. The Company believes it has appropriately accrued for the expected outcome of all pending tax matters and does not currently anticipate that the ultimate resolution of pending tax matters will have a material adverse effect on its financial condition, future results of operations or liquidity. As subsidiaries of 21st Century Fox prior to the Separation, the Company and each of its domestic subsidiaries have joint and several liability with 21st Century Fox for the consolidated U.S. federal income taxes of the 21st Century Fox consolidated group relating to any taxable periods during which the Company or any of the Company's domestic subsidiaries are or were a member of the 21st Century Fox consolidated group. Consequently, the Company could be liable in the event any such liability is incurred, and not discharged, by any other member of the 21st Century Fox consolidated group. The Tax Sharing and Indemnification Agreement requires 21st Century Fox to indemnify the Company for any such liability. Disputes or assessments could arise during future audits by the IRS or other taxing authorities in amounts that the Company cannot quantify.

**NOTE 10. PENSION AND OTHER POSTRETIREMENT BENEFITS**

The Company provides pension, postretirement health care, defined contribution and medical benefits primarily in the U.S., U.K. and Australia to the Company's eligible employees and retirees. The Company funds amounts, at a minimum, in accordance with statutory requirements for all plans. Plan assets consist principally of common stocks, marketable bonds and government securities.

Costs associated with the Company's benefit plans are included in net periodic benefit costs Direct below. Prior to the Separation, certain of the Company's U.S. employees participated in defined benefit pension plans that were sponsored by 21st Century Fox, which included participants from other 21st Century Fox subsidiaries and these costs are included in the net periodic benefit costs Employees participation in 21st Century Fox plans below. In addition, a portion of the benefit plan costs were allocated to the Company and these costs are included in net periodic benefit costs Corporate allocations. Benefit costs related to employee participation in 21st Century Fox plans and Corporate allocations will not recur in periods subsequent to the Separation. The amortization of amounts related to unrecognized prior service costs (credits) and deferred losses were reclassified out of other comprehensive income as a component of net periodic benefit costs.

The components of net periodic benefits costs were as follows:

	<b>Pension benefits</b>					
	<b>Domestic</b>		<b>Foreign</b>		<b>Postretirement benefits</b>	
	<b>For the three months ended September 30,</b>					
	<b>2013</b>	<b>2012</b>	<b>2013</b>	<b>2012</b>	<b>2013</b>	<b>2012</b>
	<b>(in millions)</b>					
Service cost benefits earned during the period	\$ 2	\$ 3	\$ 3	\$ 5	\$	\$
Interest costs on projected benefit obligations	4	3	12	12	2	2
Expected return on plan assets	(4)	(3)	(18)	(16)		
Amortization of deferred losses	1	1	3	4		1
Amortization of prior service costs (credits)					(3)	(3)
Settlements, curtailments and other	3					
<b>Net periodic benefits costs- Direct</b>	<b>6</b>	<b>1</b>	<b>5</b>	<b>5</b>	<b>(1)</b>	
Employees participation in 21st Century Fox plans		5				
Corporate allocations		1				
<b>Net periodic benefits costs- Total</b>	<b>\$ 6</b>	<b>\$ 7</b>	<b>\$</b>	<b>\$ 5</b>	<b>\$ (1)</b>	<b>\$</b>

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During the three months ended September 30, 2013 and 2012, the Company contributed approximately \$11 million and \$12 million to its various pension and postretirement plans, respectively. In addition, during the first quarter of fiscal 2014 approximately \$37 million of contributions were made by a third party in connection with the sale of a business in a prior period on behalf of former employees who retained certain pension benefits. This resulted in a gain being recognized in Other, net in the Statements of Operations during the three months ended September 30, 2013.

The Company further reduced its Retirement benefit obligation by approximately \$41 million due to changes made to its retiree medical plans during the three months ended September 30, 2013. The reduction was recognized in other comprehensive income during the period and will be amortized over the remaining expected life of the plans' participants as actuarially determined.

**NOTE 11. INCOME TAXES**

The Company's effective income tax rate for the three months ended September 30, 2013 was higher than the statutory rate primarily due to the impact of the refund from a foreign jurisdiction, which is discussed below, certain non-taxable indemnification payments received from 21st Century Fox and other permanent differences. In addition, the Company's effective tax rate is dependent on the mix of pre-tax book income or loss between jurisdictions and the overall level of pre-tax book income, including the impact of non-recurring items. The Company's effective income tax rate for the three months ended September 30, 2012 was lower than the statutory rate, primarily due to foreign operations which are subject to lower tax rates and permanent differences.

At the end of each interim period, the Company estimates the annual effective tax rate and applies that rate to its ordinary quarterly earnings. The tax expense or benefit related to significant, unusual or extraordinary items that will be separately reported or reported net of their related tax effect, and are individually computed, are recognized in the interim period in which those items occur. In addition, the effect of changes in enacted tax laws or rates or tax status is recognized in the interim period in which the change occurs.

The Company has previously filed refund claims for certain losses, pertaining to periods prior to the Separation, in a foreign jurisdiction that have been subject to litigation. As of June 30, 2013, the Company had not recognized an asset for these claims since such amounts were being disputed by the foreign tax authority and the resolution was not determinable at that date because the foreign tax authority had further legal recourse including the ability to appeal a favorable ruling for the Company.

In the first quarter of fiscal 2014, the foreign tax authority determined that it would not appeal such ruling received by the Company in July 2013 and therefore, a portion of the uncertain matter has been resolved in the quarter. As a result, the Company received a refund of taxes plus interest of \$555 million in October 2013 and recorded a tax benefit, net of applicable taxes, of \$483 million to Income tax benefit in the Statements of Operations for the three months ended September 30, 2013.

Refunds received related to these matters are to be remitted to 21st Century Fox in accordance with the terms of the Tax Sharing and Indemnification Agreement. Accordingly, the Company recorded an expense to Other, net of \$483 million for the payable to 21st Century Fox in the Statements of Operations for the three months ended September 30, 2013. This is included in Amounts due to 21st Century Fox, net on the Balance Sheets as of September 30, 2013.

In addition, the Company may receive an additional refund of taxes of nil to \$200 million plus interest for periods still subject to the foreign tax authority's review. It is possible that this uncertainty will be resolved during fiscal 2014. Additional refunds received related to this matter are also subject to the terms of the Tax Sharing and Indemnification Agreement and would be payable to 21st Century Fox.

During the three months ended September 30, 2013 and 2012, the Company paid gross income taxes of \$19 million and \$31 million, respectively and received income tax refunds of \$17 million and \$2 million, respectively.

**Table of Contents****NEWS CORPORATION****NOTES TO THE UNAUDITED CONSOLIDATED AND COMBINED FINANCIAL STATEMENTS****NOTE 12. SEGMENT INFORMATION**

The Company manages and reports its businesses in the following five segments:

**News and Information Services** The News and Information Services segment includes the global product offerings of *The Wall Street Journal* and *Barron's* publications, The Wall Street Journal Digital Network ( WSJDN ) and the Company's suite of information services, including DJX, Dow Jones Newswires and Factiva. In addition to WSJ.com and Barrons.com, WSJDN includes MarketWatch, AllThingsD and related services. The Company launched DJX in April 2013 as a bundle of underlying products, including Factiva, Dow Jones Newswires (including the new DJ Dominant wire), certain Private Markets products (e.g., Venturesource, LP Source), certain Risk & Compliance products, WSJ.com and Barrons.com.

The Company also owns, among other publications, *The Australian*, *The Daily Telegraph*, *Herald Sun* and *The Courier Mail* in Australia, *The Times*, *The Sunday Times*, *The Sun* and *The Sun on Sunday* in the U.K. and *The New York Post* in the U.S. This segment also includes the integrated marketing services business, News America Marketing ( NAM ), a leading provider of free-standing coupon inserts, in-store marketing products and digital-savings marketing solutions. NAM's customers include many of the largest consumer packaged goods advertisers in the U.S. and Canada.

**Cable Network Programming** The Cable Network Programming segment consists of FOX SPORTS Australia, the leading sports programming provider in Australia with seven standard definition television channels, high definition versions of five of these channels, an interactive viewing application, several IPTV channels and broadcast rights to live sporting events in Australia including: National Rugby League, the domestic football league, English Premier League, international cricket as well as the National Football League ( NFL ). Prior to the November 2012 acquisition of the portion of FOX SPORTS Australia that it did not own, the Company accounted for its investment in FOX SPORTS Australia under the equity method of accounting. The Company now owns 100% of FOX SPORTS Australia and its results are included within this new segment.

**Digital Real Estate Services** The Company owns 61.6% of REA Group Limited ( REA Group ), a publicly traded company listed on the ASX (ASX: REA) that is a leading digital advertising business specializing in real estate services. REA Group operates Australia's largest residential property website, realestate.com.au, as well as Australia's leading commercial property website, realcommercial.com.au. REA Group also operates a market-leading Italian property site, casa.it, and other property sites and apps in Europe and Hong Kong.

**Book Publishing** The Book Publishing segment consists of HarperCollins which is one of the largest English-language consumer publishers in the world, with particular strengths in general fiction, nonfiction, children's and religious publishing, and an industry leader in digital publishing. HarperCollins includes over 60 branded publishing imprints including Avon, Harper, HarperCollins Children's Publishers, William Morrow and Christian publishers Zondervan and Thomas Nelson, and publishes works by well-known authors such as J.R.R. Tolkien, Paulo Coelho, Rick Warren and Agatha Christie and popular titles such as *The Hobbit*, *Goodnight Moon* and *To Kill a Mockingbird*.

**Other** The Other segment primarily consists of Amplify, the corporate Strategy and Creative Group, general corporate overhead expenses and costs related to the U.K. Newspaper Matters. Amplify, the Company's digital education business concentrating on the K-12 learning market, operates with three distinct divisions each focusing on a separate area of business.



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Amplify Insight, Amplify's data and analytics division, which formerly operated as Wireless Generation, Inc., commenced operations in 2000 and was acquired in fiscal 2011. Amplify Insight provides premium data and analytics services to enable real-time individualized instruction.

Amplify Learning, which is creating innovative digital curricula for K-12 education designed to enhance teaching and learning in English Language Arts, Science and Math.

Amplify Access, which is developing an open, tablet-based distribution platform that integrates its existing assessment and analytics tools and services with its digital curricula as well as third-party content and interactive applications.

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**NEWS CORPORATION**

**NOTES TO THE UNAUDITED CONSOLIDATED AND COMBINED FINANCIAL STATEMENTS**

The Company's corporate Strategy and Creative group was formed to identify new products and services across its businesses to increase revenues and profitability and to target and assess potential acquisitions and investments.

The Company's operating segments have been determined in accordance with its internal management structure, which is organized based on operating activities and has aggregated its newspaper and information services business with its integrated marketing services business into one reportable segment due to their similarities. The Company evaluates performance based upon several factors, of which the primary financial measure is Segment EBITDA.

Segment EBITDA is defined as revenues less operating expenses and selling, general and administrative expenses. Segment EBITDA does not include: Depreciation and amortization; impairment and restructuring charges; equity earnings of affiliates; interest, net; other, net; income tax benefit and net income attributable to noncontrolling interests. The Company believes that information about Segment EBITDA assists all users of its Financial Statements by allowing them to evaluate changes in the operating results of the Company's portfolio of businesses separate from non-operational factors that affect net income (loss), thus providing insight into both operations and the other factors that affect reported results.

Total Segment EBITDA is a non-GAAP measure and should be considered in addition to, not as a substitute for, net income (loss), cash flow and other measures of financial performance reported in accordance with GAAP. In addition, this measure does not reflect cash available to fund requirements and excludes items, such as depreciation and amortization and impairment and restructuring charges, which are significant components in assessing the Company's financial performance.

Management believes that Segment EBITDA is an appropriate measure for evaluating the operating performance of the Company's business. Segment EBITDA provides management, investors and equity analysts a measure to analyze operating performance of the Company's business and its enterprise value against historical data and competitors' data, although historical results, including Segment EBITDA, may not be indicative of future results (as operating performance is highly contingent on many factors, including customer tastes and preferences). The following table reconciles Total Segment EBITDA to Net income (loss) attributable to News Corporation stockholders.

**Table of Contents****NEWS CORPORATION****NOTES TO THE UNAUDITED CONSOLIDATED AND COMBINED FINANCIAL STATEMENTS**

	For the three months ended September 30,	
	2013	2012
	(in millions)	
<b>Revenues:</b>		
News and Information Services	\$ 1,495	\$ 1,666
Cable Network Programming	132	
Digital Real Estate Services	90	81
Book Publishing	328	352
Other	27	34
<b>Total Revenues</b>	<b>2,072</b>	<b>2,133</b>
<b>Segment EBITDA:</b>		
News and Information Services	\$ 133	\$ 126
Cable Network Programming	29	
Digital Real Estate Services	44	35
Book Publishing	43	40
Other	(108)	(112)
<b>Total Segment EBITDA</b>	<b>141</b>	<b>89</b>
Depreciation and amortization	(141)	(125)
Impairment and restructuring charges	(27)	(115)
Equity earnings of affiliates	13	26
Interest, net	17	11
Other, net	(441)	3
Loss before income tax benefit	(438)	(111)
Income tax benefit	476	28
Net income (loss)	38	(83)
Less: Net income attributable to noncontrolling interests	(11)	(9)
Net income (loss) attributable to News Corporation stockholders	\$ 27	\$ (92)

	As of September 30,	As of June 30,
	2013	2013
	(in millions)	
<b>Total assets:</b>		
News and Information Services	\$ 7,670	\$ 7,552
Cable Network Programming	1,392	1,414
Digital Real Estate Services	402	393
Book Publishing	1,355	1,355
Other	2,953	2,430
Investments	2,571	2,499
<b>Total assets</b>	<b>\$ 16,343</b>	<b>\$ 15,643</b>



**Table of Contents****NEWS CORPORATION****NOTES TO THE UNAUDITED CONSOLIDATED AND COMBINED FINANCIAL STATEMENTS**

	As of September 30, of June 30, 2013 2013 (in millions)	
Goodwill and intangible assets, net:		
News and Information Services	\$ 2,662	\$ 2,657
Cable Network Programming	1,186	1,170
Digital Real Estate Services	79	77
Book Publishing	599	605
Other	387	402
Total goodwill and intangible assets, net	\$ 4,913	\$ 4,911

**NOTE 13. ADDITIONAL FINANCIAL INFORMATION*****Receivables, net***

Receivables are presented net of an allowance for returns and doubtful accounts, which is an estimate of amounts that may not be collectible. In determining the allowance for returns, management analyzes historical returns, current economic trends and changes in customer demand and acceptance of the Company's products. Based on this information, management reserves a certain portion of revenues that provide the customer with the right of return. The allowance for doubtful accounts is estimated based on historical experience, receivable aging, current economic trends and specific identification of certain receivables that are at risk of not being collected.

Receivables, net consist of:

	As of September 30, of June 30, 2013 2013 (in millions)	
Receivables	\$ 1,596	\$ 1,510
Allowances for returns and doubtful accounts	(170)	(175)
Receivables, net	\$ 1,426	\$ 1,335

The Company's receivables did not contain significant concentrations of credit risk as of September 30, 2013 or June 30, 2013 due to the wide variety of customers, markets and geographic areas to which the Company's products and services are sold.

**Table of Contents****NEWS CORPORATION****NOTES TO THE UNAUDITED CONSOLIDATED AND COMBINED FINANCIAL STATEMENTS****Other Current Assets**

The following table sets forth the components of Other current assets:

	At September 30, 2013	At June 30, 2013
	(in millions)	
Inventory <sup>(a)</sup>	\$ 275	\$ 301
Assets held for sale <sup>(b)</sup>		89
Deferred tax assets	55	55
Prepayments and other current assets	202	206
<b>Total Other current assets</b>	<b>\$ 532</b>	<b>\$ 651</b>

<sup>(a)</sup> Inventory at September 30, 2013 and June 30, 2013 was primarily comprised of books, programming rights, newsprint, printing ink and plate material for the Company's publishing operations.

<sup>(b)</sup> Assets held for sale at June 30, 2013 was comprised primarily of the net assets of the Dow Jones Local Media Group.

**Other Non-Current Assets**

The following table sets forth the components of Other non-current assets:

	As of September 30, 2013	As of June 30, 2013
	(in millions)	
Royalty advances to authors	\$ 258	\$ 248
Notes receivable <sup>(a)</sup>	116	108
Deferred tax assets	134	139
Other	109	103
<b>Total Other non-current assets</b>	<b>\$ 617</b>	<b>\$ 598</b>

<sup>(a)</sup> Notes receivable relates to the Company's sale of its former U.K. newspaper division headquarters.



**Table of Contents****NEWS CORPORATION****NOTES TO THE UNAUDITED CONSOLIDATED AND COMBINED FINANCIAL STATEMENTS*****Other Current Liabilities***

The following table sets forth the components of Other current liabilities:

	As of September 30, 2013	As of June 30, 2013
	(in millions)	
Current tax payable	\$ 72	\$ 28
Current deferred income tax	61	61
Royalties and commissions payable	177	154
Other	163	189
<b>Total Other current liabilities</b>	<b>\$ 473</b>	<b>\$ 432</b>

***Other, net***

The following table sets forth the components of Other, net:

	For the three months ended September 30,	
	2013	2012
	(in millions)	
Foreign tax refund payable to 21st Century Fox <sup>(a)</sup>	\$ (483)	\$
Gain on third party pension contribution <sup>(b)</sup>	37	
Other, net	5	3
<b>Total Other, net</b>	<b>\$ (441)</b>	<b>\$ 3</b>

<sup>(a)</sup> See Note 11 Income Taxes

<sup>(b)</sup> See Note 10 Pension and Other Postretirement Benefits

**NOTE 14. SUBSEQUENT EVENTS**

In October 2013, the Company entered into a Credit Agreement (the "Credit Agreement") which provides for an unsecured \$650 million five-year revolving credit facility (the "Facility") to the Company for general corporate purposes. The Facility has a sublimit of \$100 million available for issuances of letters of credit. Under the Credit Agreement, the Company may request increases in the amount of the Facility up to a maximum amount of \$900 million. Subject to certain conditions stated in the Credit Agreement, the Company may borrow, prepay and reborrow amounts under the Facility during the term of the Credit Agreement. All amounts under the Credit Agreement are due on October 23, 2018, unless the commitments are terminated earlier either at the request of the Company or, if an event of default occurs, by the designated agent at the request or with the consent of the lenders (or automatically in the case of certain bankruptcy-related events). The Company may request that the commitments be extended under certain circumstances as set forth in the Credit Agreement for up to two additional one-year periods.



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Additionally, interest on borrowings is based on either (a) a Eurodollar Rate formula or (b) the Base Rate formula, each as set forth in the Credit Agreement.

The Credit Agreement contains certain customary affirmative and negative covenants and events of default, with customary exceptions, including limitations on the ability of the Company and the Company's subsidiaries to engage in transactions with affiliates, incur liens, merge into or consolidate with any other entity, incur subsidiary debt or dispose of all or substantially all of its assets or all or substantially all of the stock of its subsidiaries taken as a whole. In addition, the Credit Agreement requires the Company to maintain an adjusted operating income leverage ratio of not more than 3.0 to 1.0 and an interest coverage ratio of not less than 3.0 to 1.0. If any of the events of default occur and are not cured within applicable grace periods or waived, any unpaid amounts under the Credit Agreement may be declared immediately due and payable.

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**NEWS CORPORATION**

**NOTES TO THE UNAUDITED CONSOLIDATED AND COMBINED FINANCIAL STATEMENTS**

The applicable margin and the commitment fee are based on the pricing grid in the Credit Agreement which varies based on the Company's adjusted operating income leverage ratio. Initially the Company will be paying a commitment fee of 0.25% on any undrawn balance and an applicable margin of 0.50% for a Base Rate borrowing and 1.50% for a Eurodollar Rate borrowing.

As of the date of this filing, the Company has not borrowed any funds under the Facility.

**Table of Contents****ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

*This document, including the following discussion and analysis, contains statements that constitute forward-looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended (the Exchange Act), and Section 27A of the Securities Act of 1933, as amended. All statements that are not statements of historical fact are forward-looking statements. The words expect, estimate, anticipate, predict, believe and similar expressions and variations thereof are intended to identify forward-looking statements. These statements appear in a number of places in this discussion and analysis and include statements regarding the intent, belief or current expectations of the Company, its directors or its officers with respect to, among other things, trends affecting the Company's financial condition or results of operations and the outcome of contingencies such as litigation and investigations. Readers are cautioned that any forward-looking statements are not guarantees of future performance and involve risks and uncertainties. More information regarding these risks, uncertainties and other important factors that could cause actual results to differ materially from those in the forward-looking statements is set forth under the heading Risk Factors in Part II, Item 1A in this Quarterly Report on Form 10-Q. The Company does not ordinarily make projections of its future operating results and undertakes no obligation (and expressly disclaims any obligation) to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law. Readers should carefully review this document and the other documents filed by the Company with the Securities and Exchange Commission (the SEC). This section should be read together with the unaudited Consolidated and Combined Financial Statements of News Corporation and related notes set forth elsewhere herein and News Corporation's Annual Report on Form 10-K for the fiscal year ended June 30, 2013 as filed with the SEC on September 20, 2013 (the 2013 Form 10-K).*

**INTRODUCTION**

News Corporation (together with its subsidiaries, News Corporation or the Company) is a global diversified media and information services company comprised of businesses across a range of media, including: news and information services, cable network programming in Australia, digital real estate services, book publishing, digital education and pay-TV distribution in Australia.

**The Separation and Distribution**

On June 28, 2013 (the Distribution Date), the Company completed the separation of its businesses (the Separation) from Twenty-First Century Fox, Inc. (21st Century Fox). As of the effective time of the Separation, all of the outstanding shares of the Company were distributed to 21st Century Fox stockholders based on a distribution ratio of one share of Company Class A or Class B Common Stock for every four shares of 21st Century Fox Class A or Class B Common Stock, respectively, held of record as of June 21, 2013 (the Record Date). Following the Separation, the Company's Class A and Class B Common Stock began trading independently on The NASDAQ Global Select Market (NASDAQ), and CHESS Depository Interests representing the Company's Class A and Class B Common Stock began trading on the Australian Securities Exchange (ASX). In connection with the Separation, the Company entered into the separation and distribution agreement (the Separation and Distribution Agreement) and certain other related agreements which govern the Company's relationship with 21st Century Fox following the Separation. (See Note 8 to the unaudited Consolidated and Combined Financial Statements of News Corporation for further information).

Subsequent to the Distribution Date, the Company's financial statements as of June 30, 2013 and as of and for the three months ended September 30, 2013 are presented on a consolidated basis as the Company became a separate consolidated group. The Company's consolidated statement of operations for the three months ended September 30, 2013 reflects the Company's operations as a stand-alone company. The Company's consolidated balance sheets as of June 30, 2013 and September 30, 2013 consist of the Company's consolidated balances, subsequent to the Separation.

Prior to the Separation, the Company's combined financial statements were prepared on a stand-alone basis derived from the consolidated financial statements and accounting records of 21st Century Fox. The Company's financial statements for the three months ended September 30, 2012 have been prepared on a combined basis and presented as carve-out financial statements as the Company was not a separate consolidated group prior to the Distribution Date. These statements reflect the combined historical results of operations and cash flows of 21st Century Fox's publishing businesses, its education division and other Australian assets.

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Prior to the Separation, the Company's combined statement of operations included allocations of general corporate expenses for certain support functions that were provided on a centralized basis by 21st Century Fox and not recorded at the business unit level, such as expenses related to finance, human resources, information technology, facilities, and legal, among others. These expenses were allocated to the Company on the basis of direct usage when identifiable, with the remainder allocated on a pro rata basis of combined revenues, operating income, headcount or other measures of the Company. Management believes the assumptions underlying the combined financial statements, including the assumptions regarding allocating general corporate expenses from 21st Century Fox are reasonable. Nevertheless, the combined financial statements may not include all of the actual expenses that would have been incurred by the Company and may not reflect the Company's combined results of operations and cash flows had it been a stand-alone company during the period presented. Actual costs that would have been incurred if the Company had been a stand-alone company would depend on multiple factors, including organizational structure and strategic decisions made in various areas, including information technology and infrastructure.

The consolidated and combined financial statements will be referred to as the *Financial Statements* herein. The consolidated and combined statements of operations will be referred to as the *Statements of Operations* herein. The consolidated balance sheets will be referred to as the *Balance Sheets* herein.

The Financial Statements have been prepared in accordance with generally accepted accounting principles in the United States of America (GAAP).

For purposes of the Company's Financial Statements for periods prior to the Separation, income tax expense has been recorded as if the Company filed tax returns on a stand-alone basis separate from 21st Century Fox. This separate return methodology applies the accounting guidance for income taxes to the stand-alone financial statements as if the Company was a stand-alone enterprise for the periods prior to the Distribution Date. Therefore, cash tax payments for periods prior to the Separation may not be reflective of the Company's actual tax balances. Prior to the Separation, the Company's operating results were included in 21st Century Fox's consolidated U.S. federal and state income tax returns. The calculation of the Company's income taxes involves considerable judgment and the use of both estimates and allocations.

Management's discussion and analysis of financial condition and results of operations is intended to help provide an understanding of News Corporation's financial condition, changes in financial condition and results of operations. This discussion is organized as follows:

***Overview of the Company's Business*** This section provides a general description of the Company's businesses, as well as developments that have occurred to date during fiscal 2014 that the Company believes are important in understanding its results of operations and financial condition or to disclose known trends.

***Results of Operations*** This section provides an analysis of the Company's results of operations for the three months ended September 30, 2013 and 2012. This analysis is presented on both a consolidated or combined basis and a segment basis. In addition, a brief description is provided of significant transactions and events that have an impact on the comparability of the results being analyzed.

***Liquidity and Capital Resources*** This section provides an analysis of the Company's cash flows for the three months ended September 30, 2013 and 2012 as well as a discussion of the Company's financial arrangements and outstanding commitments both firm and contingent, that existed as of September 30, 2013.

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**OVERVIEW OF THE COMPANY'S BUSINESSES**

The Company manages and reports its businesses in the following five segments:

**News and Information Services** The News and Information Services segment includes the global product offerings of *The Wall Street Journal* and *Barron's* publications, The Wall Street Journal Digital Network ( WSJDN ) and the Company's suite of information services, including DJX, Dow Jones Newswires and Factiva. In addition to WSJ.com and Barrons.com, WSJDN includes MarketWatch, AllThingsD and related services. The Company launched DJX in April 2013 as a bundle of underlying products, including Factiva, Dow Jones Newswires (including the new DJ Dominant wire), certain Private Markets products (e.g., Venturesource, LP Source), certain Risk & Compliance products, WSJ.com and Barrons.com. The Company also owns, among other publications, *The Australian*, *The Daily Telegraph*, *Herald Sun* and *The Courier Mail* in Australia, *The Times*, *The Sunday Times*, *The Sun* and *The Sun on Sunday* in the U.K. and the *New York Post* in the U.S. This segment also includes the integrated marketing services business, News America Marketing ( NAM ), a leading provider of free-standing coupon inserts, in-store marketing products and digital marketing solutions. NAM's customers include many of the largest consumer packaged goods advertisers in the U.S. and Canada.

**Cable Network Programming** The Cable Network Programming segment consists of FOX SPORTS Australia, the leading sports programming provider in Australia with seven standard definition television channels, high definition versions of five of these channels, an interactive viewing application, several IPTV channels and broadcast rights to live sporting events in Australia including: National Rugby League, the domestic football league, English Premier League, Super 15 and international rugby, international cricket as well as the National Football League ( NFL ). Prior to the November 2012 acquisition of the portion of FOX SPORTS Australia that it did not own, the Company accounted for its investment in FOX SPORTS Australia under the equity method of accounting. The Company now owns 100% of FOX SPORTS Australia and its results are included within this new segment.

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**Book Publishing** The Book Publishing segment consists of HarperCollins which is one of the largest English-language consumer publishers in the world, with particular strengths in general fiction, nonfiction, children's and religious publishing, and an industry leader in digital publishing. HarperCollins includes over 60 branded publishing imprints including Avon, Harper, HarperCollins Children's Publishers, William Morrow and Christian publishers Zondervan and Thomas Nelson, and publishes works by well-known authors such as J.R.R. Tolkien, Paulo Coelho, Rick Warren and Agatha Christie and popular titles such as *The Hobbit*, *Goodnight Moon* and *To Kill a Mockingbird*.

**Other** The Other segment consists of Amplify, the corporate Strategy and Creative Group, general corporate overhead expenses and costs related to the U.K. Newspaper Matters. Amplify focuses on three areas of business: data and analytics; digital curriculum; and distribution platforms for education. The Company's corporate Strategy and Creative Group has been formed to identify new products and services across its businesses to increase revenues and profitability and to target and assess potential acquisitions and investments.

**News and Information Services**

Revenue at the News and Information Services segment is derived from the sale of advertising space, circulation and subscriptions, as well as licensing. Adverse changes in general market conditions for advertising may continue to affect revenues. Circulation and subscription revenues can be greatly affected by changes in the prices of the Company's and/or competitors' products, as well as by promotional activities.



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Operating expenses include costs related to paper, production, distribution, editorial and commissions. Selling, general and administrative expenses include promotional expenses, salaries, employee benefits, rent and other routine overhead.

The News and Information Services segment's advertising volume, circulation and the price of paper are the key variables whose fluctuations can have a material effect on the Company's operating results and cash flow. The Company has to anticipate the level of advertising volume, circulation and paper prices in managing its businesses to maximize operating profit during expanding and contracting economic cycles. The Company continues to be exposed to risks associated with paper used for printing. Paper is a basic commodity and its price is sensitive to the balance of supply and demand. The Company's expenses are affected by the cyclical increases and decreases in the price of paper. The News and Information Services segment's products compete for readership and advertising with local and national competitors and also compete with other media alternatives in their respective markets. Competition for circulation and subscriptions is based on the content of the products provided, pricing and, from time to time, various promotions. The success of these products also depends upon advertisers' judgments as to the most effective use of their advertising budgets. Competition for advertising is based upon the reach of the products, advertising rates and advertiser results. Such judgments are based on factors such as cost, availability of alternative media, distribution and quality of readership demographics.

Like other newspaper groups, the Company faces challenges to its traditional print business model from new media formats and shifting consumer preferences. The Company is also exposed to the impact of long-term structural movements in advertising spending, in particular, the move in classified advertising from print to digital. These new media formats could impact the Company's overall performance, positively or negatively.

As a multi-platform news provider, the Company recognizes the importance of maximizing revenues from new media, both in terms of paid-for content and in new advertising models, and continues to invest in its digital products. The development of technologies such as smartphones, tablets and similar devices and their related applications provides continued opportunities for the Company to make its journalism available to a new audience of readers, introduce new or different pricing schemes, develop its products to continue to attract advertisers and/or affect the relationship between publisher and consumer. The Company continues to develop and implement strategies to exploit its content in new media channels, including the implementation of digital subscriptions.

### **Cable Network Programming**

The Cable Network Programming segment consists of FOX SPORTS Australia which offers the following channels: FOX SPORTS 1, FOX SPORTS 2, FOX SPORTS 3, FOX FOOTY, FOX SPORTS NEWS, FUEL TV and SPEED. Revenue is derived from monthly affiliate fees received from cable and satellite television systems and other distribution systems based on the number of subscribers.

FOX SPORTS Australia competes primarily with ESPN, the FTA channels and certain telecommunications companies in Australia.

The most significant operating expenses of the Cable Network Programming segment are the acquisition and production expenses related to programming and the expenses related to operating the technical facilities of the broadcast operations. Other expenses include marketing and promotional expenses related to improving the market visibility and awareness of the channels and its programming. Additional expenses include salaries, employee benefits, rent and other routine overhead expenses.

### **Digital Real Estate Services**

The Digital Real Estate Services segment sells online advertising services on its residential real estate and commercial property sites. Significant expenses associated with these sites include development costs, advertising and promotional expenses, salaries, employee benefits and other routine overhead expenses.

Consumers are increasingly turning to the Internet and mobile devices for real estate information. The Digital Real Estate Services segment's success depends on its continued innovation to provide products and services that make its websites and mobile applications useful for consumers and real estate and mortgage professionals and attractive to its advertisers.

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### **Book Publishing**

The Book Publishing segment derives revenues from the sale of general fiction, nonfiction, children's and religious books in the U.S. and internationally. The revenues and operating results of the Book Publishing segment are significantly affected by the timing of releases and the number of its books in the marketplace. The book publishing marketplace is subject to increased periods of demand in the summer months and during the end-of-year holiday season. This marketplace continues to change due to technical innovations, electronic book devices and other factors. Each book is a separate and distinct product, and its financial success depends upon many factors, including public acceptance.

Major new title releases represent a significant portion of the Book Publishing segment's sales throughout the fiscal year. Print-based consumer books are generally sold on a fully returnable basis, resulting in the return of unsold books. In the domestic and international markets, the Book Publishing segment is subject to global trends and local economic conditions.

Operating expenses for the Book Publishing segment include costs related to paper, printing, authors' royalties, editorial, promotional, art and design expenses. Selling, general and administrative expenses include salaries, employee benefits, rent and other routine overhead.

The book publishing business has been affected in recent years by new electronic distribution methods and models and the Company expects that electronic books (e-books) will represent an increasing portion of book publishing revenues in coming years.

### **Other**

The Other segment primarily consists of Amplify, the corporate Strategy and Creative Group, general corporate overhead expenses and costs related to the U.K. Newspaper Matters. Amplify, the Company's digital education business concentrating on the K-12 learning market, is focused on transforming teaching and learning by creating and scaling digital innovations in three areas:

Amplify Insight, Amplify's data and analytics division, which formerly operated under the brand Wireless Generation Inc. (Wireless Generation), commenced operations in 2000 and was acquired in fiscal 2011. Amplify Insight provides powerful assessment products and services to support staff and technology development, including student assessment tools and analytic technologies, intervention programs, enterprise education information systems, and professional development and consulting services.

Amplify Learning, Amplify's nascent digital curriculum business, is developing new content in English Language Arts, Science and Math, including software that will combine interactive, game-like experiences with rigorous analytics, all driven by adaptive technologies that respond to individual students' needs as they evolve. Amplify Learning's digital curriculum will incorporate the new Common Core State Standards that are expected to be implemented in 45 states beginning with the 2014-2015 school year.

Amplify Access, Amplify's distribution platform business, which is developing new distribution and delivery mechanisms. This consists of an open tablet-based distribution platform that will offer curated third-party as well as proprietary curricular and extracurricular content, sophisticated analytic capabilities, a tablet, and 4G connectivity through a subscription-based bundle optimized for the K-12 market to facilitate personalized instruction and enable anywhere, anytime learning.

Significant expenses associated with the Company's digital education business include salaries, employee benefits and other routine overhead. The Company's corporate Strategy and Creative group was formed to identify new products and services across the Company's businesses to increase revenues and profitability and to target and assess potential acquisitions and investments.

### **Other Business Developments**

In September 2013, the Company sold the Dow Jones Local Media Group, which operates eight daily and 15 weekly newspapers in seven states.



**Table of Contents****RESULTS OF OPERATIONS****Results of Operations For the three months ended September 30, 2013 versus the three months ended September 30, 2012**

The following table sets forth the Company's operating results for the three months ended September 30, 2013 as compared to the three months ended September 30, 2012.

	For the three months ended September 30,			
	2013	2012	Change	% Change
	(in millions, except %)			
<b>Revenues:</b>				
Advertising	\$ 958	\$ 1,041	\$ (83)	(8)%
Circulation and Subscription	679	608	71	12%
Consumer	311	326	(15)	(5)%
Other	124	158	(34)	(22)%
<b>Total Revenues</b>	<b>2,072</b>	<b>2,133</b>	<b>(61)</b>	<b>(3)%</b>
<b>Operating expenses</b>				
Selling, general and administrative	(636)	(710)	74	(10)%
Depreciation and amortization	(141)	(125)	(16)	13%
Impairment and restructuring charges	(27)	(115)	88	(77)%
Equity earnings of affiliates	13	26	(13)	(50)%
Interest, net	17	11	6	55%
Other, net	(441)	3	(444)	**
<b>Loss before income tax benefit</b>	<b>(438)</b>	<b>(111)</b>	<b>(327)</b>	<b>**</b>
Income tax benefit	476	28	448	**
<b>Net income (loss)</b>	<b>38</b>	<b>(83)</b>	<b>121</b>	<b>**</b>
Less: Net income attributable to noncontrolling interests	(11)	(9)	(2)	22%
<b>Net income (loss) attributable to News Corporation</b>	<b>\$ 27</b>	<b>\$ (92)</b>	<b>\$ 119</b>	<b>**</b>

\*\* not meaningful

**Revenues** Revenues decreased 3% for the three months ended September 30, 2013 as compared to the corresponding period of fiscal 2013.

The revenue decrease was mainly due to lower revenues at the News and Information Services segment of \$171 million from lower revenues at the Australian newspapers reflecting the continued challenging economic environment; the impact of foreign currency fluctuations; and lower revenues at Dow Jones primarily from lower Institutional product revenues; the disposal of the Dow Jones Local Media Group and lower other revenues. Also contributing to the decrease were lower revenues at the Book Publishing segment of \$24 million. These revenue decreases were partially offset by the inclusion of revenues resulting from the consolidation of FOX SPORTS Australia in November 2012 of \$132 million and increased revenues at the Digital Real Estate segment of \$9 million.

**Operating Expenses** Operating expenses decreased 3% for the three months ended September 30, 2013 as compared to the corresponding period of fiscal 2013, primarily due to lower operating expenses at the News and Information Services and Book Publishing segments of \$125 million and \$21 million, respectively. The decreased operating expenses were primarily due to lower production and manufacturing costs resulting from reduced revenues and the impact of cost containment initiatives. These decreases in operating expenses were partially offset by the inclusion of operating expenses resulting from the consolidation of FOX SPORTS Australia of \$97 million and increased operating expenses at the Other segment of \$10 million.

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***Selling, general and administrative expenses*** Selling, general and administrative expenses decreased 10% for the three months ended September 30, 2013 as compared to the corresponding period of fiscal 2013, primarily due to lower expenses

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at the News and Information Services and Other segments of \$53 million and \$21 million, respectively. The decrease at the News and Information Services segment was primarily due to the impact of cost savings initiatives and the decrease at the Other segment was primarily due to lower fees and costs related to the U.K. Newspaper Matters, partially offset by higher expenses at Amplify.

**Depreciation and amortization** Depreciation and amortization increased 13% for the three months ended September 30, 2013 as compared to the corresponding period of fiscal 2013, primarily due to the inclusion of expenses resulting from the consolidation of FOX SPORTS Australia of approximately \$9 million and higher depreciation expense at the News and Information Services segment of \$7 million primarily due to accelerated depreciation at the U.K. newspapers for changes in the useful lives of leased facilities which the Company will be exiting in fiscal 2014.

**Impairment and restructuring charges** During the three months ended September 30, 2013, the Company recorded restructuring charges of \$27 million, of which \$23 million related to the newspaper businesses. The restructuring charges recorded in the first quarter of fiscal 2014 were primarily for employee termination benefits.

During the three months ended September 30, 2012, the Company recorded restructuring charges of \$115 million, of which \$112 million related to the newspaper businesses. The restructuring charges primarily related to the reorganization of the Australian newspaper businesses which was announced at the end of fiscal 2012 and the continued reorganization of the U.K. newspaper business. The restructuring charges recorded in the first quarter of fiscal 2013 were primarily for employee termination benefits in Australia and contract termination payments in the U.K.

**Equity earnings of affiliates** Equity earnings of affiliates decreased \$13 million for the three months ended September 30, 2013 as compared to the corresponding period of fiscal 2013, primarily due to the consolidation of FOX SPORTS Australia and the sale of the Company's investment in SKY Network Television Ltd., partially offset by the Company's increased ownership interest in Foxtel and lower losses at other equity affiliates.

	For the three months ended September 30,			
	2013	2012	Change	% Change
	(in millions, except %)			
Foxtel <sup>(a)</sup>	\$ 13	\$ 5	\$ 8	**
Pay television and cable network programming equity affiliates <sup>(b)</sup>		22	(22)	(100)%
Other equity affiliates		(1)	1	(100)%
Total Equity earnings of affiliates	\$ 13	\$ 26	\$ (13)	(50)%

\*\* not meaningful

<sup>(a)</sup> The Company owned 25% of Foxtel through November 2012. In November 2012, the Company increased its ownership in Foxtel to 50% as a result of the CMH acquisition. In accordance with ASC 350, the Company amortized \$16 million related to excess cost over the Company's proportionate share of its investment's underlying net assets allocated to finite-lived intangible assets during the three months ended September 30, 2013. Such amortization is reflected in Equity earnings of affiliates in the Statements of Operations.

<sup>(b)</sup> Includes equity earnings of FOX SPORTS Australia and SKY Network Television Ltd. The Company acquired the remaining interest in FOX SPORTS Australia in November 2012 as a result of the CMH acquisition and sold its investment in SKY Network Television Ltd. in March 2013. The results of FOX SPORTS Australia have been included within the Cable Network Programming segment in the Company's consolidated results of operations since November 2012.

**Interest, net** Interest, net for the three months ended September 30, 2013 increased \$6 million as compared to the corresponding period of fiscal 2013, primarily due to increased interest income from the note receivable from Foxtel due to an increased investment in Foxtel as a result of the acquisition of CMH in November 2012. (See Note 4 to the unaudited Consolidated and Combined Financial Statements of News Corporation).

**Table of Contents****Other, net**

	For the three months ended September 30,	
	2013	2012
	(in millions)	
Foreign tax refund payable to 21st Century Fox <sup>(a)</sup>	\$ (483)	\$
Gain on third party pension contribution <sup>(b)</sup>	37	
Other, net	5	3
Total Other, net	\$ (441)	\$ 3

(a) The Company has previously filed refund claims for certain losses, pertaining to periods prior to the Separation, in a foreign jurisdiction that have been subject to litigation. In the first quarter of fiscal 2014, the foreign tax authority determined that it would not appeal a favorable ruling received by the Company in July 2013 and therefore, a portion of the uncertain matter has been resolved in the quarter. As a result, the Company received a refund of taxes plus interest of \$555 million in October 2013 and recorded a tax benefit, net of applicable taxes, of \$483 million in the Statements of Operations. Pursuant to the Tax Sharing and Indemnification Agreement, refunds received related to these matters are to be remitted to 21st Century Fox. Accordingly, the Company recorded an expense to Other, net of \$483 million for the payable to 21st Century Fox in the Statements of Operations for the three months ended September 30, 2013. (See Note 11 to the unaudited Consolidated and Combined Financial Statements of News Corporation).

(b) During the first quarter of fiscal 2014, a \$37 million contribution was made by a third party to one of the Company's pension plans in connection with the sale of a business in a prior period. The contribution was contractually stipulated in the sale agreement and was made on behalf of former employees who retained certain pension benefits. This resulted in a gain being recognized in Other, net in the Statements of Operations during the three months ended September 30, 2013. (See Note 10 to the unaudited Consolidated and Combined Financial Statements of News Corporation).

**Income tax benefit** The Company's effective income tax rate for the three months ended September 30, 2013 was higher than the statutory rate primarily due to the impact of the refund from a foreign jurisdiction matter, certain non-taxable indemnification payments received from 21st Century Fox and other permanent differences. In addition, the Company's effective tax rate is dependent on the mix of pre-tax book income or loss between jurisdictions and the overall level of pre-tax book income, including the impact of non-recurring items. (See Note 11 to the unaudited Consolidated and Combined Financial Statements of News Corporation).

The Company's effective income tax rate for the three months ended September 30, 2012 was lower than the statutory rate, primarily due to its foreign operations which are subject to lower tax rates and permanent differences.

**Net income (loss)** Net income of \$38 million for the three months ended September 30, 2013 improved as compared to a net loss of \$83 million for the corresponding period of fiscal 2013, primarily due to lower impairment and restructuring charges of \$88 million, lower fees and costs related to the U.K. Newspaper Matters of \$44 million and lower expenses due to the reduction in circulation volumes and cost savings initiatives, partially offset by lower revenues of \$61 million.

**Net income attributable to noncontrolling interests** Net income attributable to noncontrolling interests increased by \$2 million for the three months ended September 30, 2013 as compared to the corresponding period of fiscal 2013, due to higher results at REA Group.

**Segment Analysis**

Segment EBITDA is defined as revenues less operating expenses and selling, general and administrative expenses. Segment EBITDA does not include: Depreciation and amortization, impairment and restructuring charges, equity earnings of affiliates, interest, net, other, net, income tax benefit and net income attributable to noncontrolling interests. Management believes that Segment EBITDA is an appropriate measure for evaluating the operating performance of the Company's business segments because it is the primary measure used by the Company's chief operating decision maker to evaluate the performance and allocate resources within the Company's businesses. Segment EBITDA provides management, investors and equity analysts a measure to analyze operating performance of each of the Company's business segments and its enterprise value against historical data and competitors' data, although historical results may not be indicative of future results (as operating performance is highly contingent on many factors, including customer tastes and preferences).



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Total Segment EBITDA is a non-GAAP measure and should be considered in addition to, not as a substitute for, net income (loss), cash flow and other measures of financial performance reported in accordance with GAAP. In addition, this measure does not reflect cash available to fund requirements and excludes items, such as depreciation and amortization and impairment and restructuring charges, which are significant components in assessing the Company's financial performance. The following table reconciles Total Segment EBITDA to Net income (loss).

	For the three months ended September 30,			
	2013	2012	Change	% Change
	(in millions, except %)			
Revenues	\$ 2,072	\$ 2,133	\$ (61)	(3)%
Operating expenses	(1,295)	(1,334)	39	(3)%
Selling, general and administrative expenses	(636)	(710)	74	(10)%
Total Segment EBITDA	141	89	52	58%
Depreciation and amortization	(141)	(125)	(16)	13%
Impairment and restructuring charges	(27)	(115)	88	(77)%
Equity earnings of affiliates	13	26	(13)	(50)%
Interest, net	17	11	6	55%
Other, net	(441)	3	(444)	**
Loss before income tax benefit	(438)	(111)	(327)	**
Income tax benefit	476	28	448	**
Net income (loss)	\$ 38	\$ (83)	\$ 121	**

\*\* not meaningful

	For the three months ended September 30,			
	2013		2012	
	Revenues	Segment EBITDA	Revenues	Segment EBITDA
	(in millions)			
News and Information Services	\$ 1,495	\$ 133	\$ 1,666	\$ 126
Cable Network Programming	132	29		
Digital Real Estate Services	90	44	81	35
Book Publishing	328	43	352	40
Other	27	(108)	34	(112)
Total	\$ 2,072	\$ 141	\$ 2,133	\$ 89

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**News and Information Services** (72% of the Company's consolidated revenues in the first three months of fiscal 2014 and 78% of the Company's combined revenues in the first three months of fiscal 2013)

	For the three months ended September 30,			
	2013	2012	Change	% Change
	(in millions, except %)			
<b>Revenues:</b>				
Advertising	\$ 842	\$ 960	\$ (118)	(12)%
Circulation and Subscription	566	600	(34)	(6)%
Other	87	106	(19)	(18)%
<b>Total Revenues</b>	<b>1,495</b>	<b>1,666</b>	<b>(171)</b>	<b>(10)%</b>
Operating expenses	(936)	(1,061)	125	(12)%
Selling, general and administrative	(426)	(479)	53	(11)%
<b>Segment EBITDA</b>	<b>\$ 133</b>	<b>\$ 126</b>	<b>\$ 7</b>	<b>6%</b>

For the three months ended September 30, 2013, revenues at the News and Information Services segment decreased \$171 million, or 10%, as compared to the three months ended September 30, 2012, primarily due to lower advertising revenues of \$118 million. The decrease in advertising revenues was primarily due to lower advertising revenues at the Australian newspapers of \$101 million resulting from the continued challenging economic environment in Australia and the negative impact of foreign exchange fluctuations; lower advertising revenues at Dow Jones of \$15 million, primarily due to the disposal of the Dow Jones Local Media Group; and lower advertising revenues at the U.K. newspapers of \$10 million, primarily resulting from the absence of Olympic-related revenue in the three months ended September 30, 2013. The decrease was partially offset by increased advertising revenues at the integrated marketing services business of \$9 million, primarily due to higher in-store marketing revenues.

Circulation and subscription revenues decreased \$34 million as compared to the corresponding period of fiscal 2013. The decrease was primarily due to decreased revenues at the Australian newspapers of \$14 million principally resulting from the negative impact of foreign exchange fluctuations as decreased revenues due to lower print circulation volume were offset by cover price increases. Revenues decreased \$9 million at the U.K. Newspapers principally resulting from lower print circulation volume, partially offset by price increases and increased digital subscription revenues. Dow Jones revenues decreased \$7 million primarily due to lower Institutional product revenue, partially offset by increased circulation revenues at *The Wall Street Journal* and at WSJ.com.

Other revenues decreased \$19 million primarily resulting from lower other revenues at Dow Jones of \$8 million, principally resulting from lower third party printing and content distribution revenues and lower revenues at the Australian newspapers and U.K. newspapers of \$6 million and \$4 million, respectively.

For the three months ended September 30, 2013, Segment EBITDA at the News and Information Services segment increased \$7 million, or 6%, as compared to the corresponding period of fiscal 2013, primarily due to a \$17 million increase at the U.K. newspapers due to decreased production costs and Olympic-related promotional spending in the prior period that did not recur in the current period and promotional, editorial and distribution cost savings, offset by increased costs, largely promotional spend and sports rights acquisition, associated with the August 2013 launch of the paid-for Sun digital product, Sun+; a \$10 million increase at the integrated marketing service business primarily due to higher revenues as noted above and decreased production costs partially offset by increased retail commission costs; and a \$7 million increase as a result of the absence of losses from The Daily which was shutdown in December 2012. These increases were partially offset by a decrease at the Australian newspapers of \$27 million principally due to lower advertising revenues as noted above, partially offset by lower production costs and the impact of cost savings initiatives. Dow Jones had minimal impact on the change in Segment EBITDA at the News and Information Services segment as the lower revenues noted above, were offset by lower expenses resulting from lower production costs and the impact of cost savings initiatives.

**Table of Contents***News Corp Australia*

Revenues at the Australian newspapers for the three months ended September 30, 2013 decreased 22%, as compared to the three months ended September 30, 2012, primarily due to lower advertising revenues and the negative impact of foreign exchange fluctuations. The strengthening of the U.S. dollar against the Australian dollar resulted in a revenue decrease of \$58 million for the three months ended September 30, 2013 as compared to the corresponding period of fiscal 2013.

*News U.K.*

For the three months ended September 30, 2013, revenues at the U.K. newspapers decreased 6% as compared to the three months ended September 30, 2012, primarily due to lower advertising revenues principally as the result of Olympic-related advertising revenue in the prior period that did not recur in the current period. Circulation and subscription revenues decreased primarily due to lower print circulation volume, partially offset by price increases and increased digital subscription revenues. The strengthening of the U.S. dollar against the British pound resulted in a revenue decrease of \$7 million for the three months ended September 30, 2013 as compared to the corresponding period of fiscal 2013.

*Dow Jones*

Revenues at Dow Jones for the three months ended September 30, 2013 decreased 7% as compared to the three months ended September 30, 2012, primarily due to the sale of the Dow Jones Local Media Group in September 2013 of \$14 million, lower Institutional product revenues of \$11 million, lower other revenues of \$8 million, principally resulting from lower third party printing and content distribution revenues. The revenue decreases were partially offset by increased circulation revenues at *The Wall Street Journal* and at WSJ.com of \$9 million.

*News America Marketing*

For the three months ended September 30, 2013, revenues at the integrated marketing services business increased 3% as compared to the three months ended September 30, 2012, primarily due to increased revenues for in-store advertising.

**Cable Network Programming** (7% of the Company's consolidated revenues in the first three months of fiscal 2014 and 0% of the Company's combined revenues in the first three months of fiscal 2013)

	<b>For the three months ended September 30,</b>		
	<b>2013</b>	<b>2012</b>	<b>Change</b>
	<b>(in millions)</b>		
<b>Revenues:</b>			
Advertising	\$ 26	\$	\$ 26
Circulation and Subscription	104		104
Other	2		2
<b>Total Revenues</b>	<b>132</b>		<b>132</b>
Operating expenses	(97)		(97)
Selling, general and administrative	(6)		(6)
<b>Segment EBITDA</b>	<b>\$ 29</b>	<b>\$</b>	<b>\$ 29</b>

For the three months ended September 30, 2013, revenues at the Cable Network Programming segment were \$132 million and Segment EBITDA was \$29 million which reflects the consolidation of FOX SPORTS Australia beginning in November 2012 due to the acquisition of CMH.

On a stand-alone basis, revenues at FOX SPORTS Australia for the three months ended September 30, 2013 was consistent with revenue for the corresponding period of fiscal 2013 as increases in advertising and subscription revenues on a local currency basis were offset by the negative impact of changes in foreign currency fluctuations. On a stand-alone basis, Segment EBITDA at FOX SPORTS Australia for the three months ended September 30, 2013 decreased 31% as compared to the corresponding period of fiscal 2013 primarily