



News Corporation

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LAURA A. O'LEARY
CORPORATE SECRETARY

July 23, 2010

Jing Zhao
160 Maidenhair Court
San Ramon, CA 94582

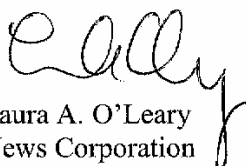
Re: Stockholder Proposal

Dear Mr. Zhao:

In accordance with Rule 14a-8(m)(3) of the Securities Exchange Act of 1934, as amended, enclosed is a copy of your stockholder proposal and the Company's statement in opposition as it may appear in Proposal No. 3 of the Company's proxy statement. This statement may be included in the Company's definitive proxy statement to be filed with the Securities and Exchange Commission on or about August 2010 and will be publicly available.

If you have any concerns about the statement in opposition, please do not hesitate to contact me.

Sincerely,



Laura A. O'Leary
News Corporation

PROPOSAL NO. 3

STOCKHOLDER PROPOSAL CONCERNING THE ESTABLISHMENT OF A HUMAN RIGHTS COMMITTEE

Mr. Jing Zhao, 160 Maidenhair Ct., San Ramon, CA 94582, who is the owner of 260 shares of Class B Common Stock, has given notice that he intends to present for action at the Annual Meeting the resolution set forth below. In accordance with the applicable proxy regulations, the proposal and supporting statements, for which the Company accepts no responsibility, is set forth below:

Whereas, mindful of the misuse of media and information by the Chinese government to monitor media, to restrict and manipulate information, and to arrest and severely punish Chinese people for expressing and exercising their free speech and free association rights (for example, I was born in Beijing and graduated from Tsinghua University; I was deprived of Chinese citizenship in 1996 without any document because I refused to publish a "self-criticism" at People's Daily),

Whereas, recognizing the responsibilities and obligations that these major abuses of human rights place on News Corporation doing business in China in ways that could contribute to these abuses, and,

Whereas, taking into account the fact that U.S. laws prohibit the involvement and support of U.S. companies in major human rights abuses taking place in foreign nations (specifically in China),

Therefore, be it resolved that the following proposal be adopted by News Corporation: News Corporation will establish a Human Rights Committee with the responsibility to review and approve all policies and actions taken by the Company that might affect human rights observance in countries where it does business, or where its products and technologies are being used. This Committee will include high-level officials of News Corporation and respected outside human rights experts who are in a position to help News Corporation understand the human rights impacts of their activities abroad (especially in China), and frame approaches that will assure that News Corporation does not contribute to human rights abuses by foreign governments.

The Board's Statement in Opposition to Proposal No. 3

The Board recommends that stockholders vote against this Proposal No. 3 as it has determined that the establishment of a committee with the sole focus of human rights is not warranted and is not in the best interests of the Company or its stockholders.

The Company and the Board have deep respect and appreciation for the importance of human rights issues and take the Company's responsibilities as a good corporate citizen seriously, as the promotion of creativity, free expression and access to information are at the core of the Company's business. As a diversified global media company, News Corporation devotes significant resources to the creation and distribution of compelling content, aiming to make it available to everyone. The Company has been a leader in bringing content to underserved or ignored regions and populations around the globe, and is proud that its news outlets frequently report on regions under authoritarian regimes and cover a broad range of human rights topics.

The Company does not believe that a separate committee focused on human rights is necessary to further enhance the Company's commitment to human rights and freedom of expression issues. The geographic scope and diversity of the Company's businesses are extensive. Our business leaders, with their knowledge of the Company's business operations and the legislative and regulatory landscape of the countries in which they operate, are in the best position to assess and make informed judgments as to the practices and policies that are most likely to ensure that we act consistently with our responsibilities

as a good corporate citizen. The Company and the Board believe it is essential to embed corporate ethics and human rights values in its management and employees on an ongoing basis, and those values then inform the business judgments that are made on a day-to-day basis.

For these reasons, the Board recommends a vote "AGAINST" this proposal.

THE BOARD UNANIMOUSLY RECOMMENDS A VOTE "AGAINST" THIS STOCKHOLDER PROPOSAL CONCERNING THE ESTABLISHMENT OF A HUMAN RIGHTS COMMITTEE.