

**COURT OF CHANCERY
OF THE
STATE OF DELAWARE**

WILLIAM B. CHANDLER III
CHANCELLOR

COURT OF CHANCERY COURTHOUSE
34 THE CIRCLE
GEORGETOWN, DELAWARE 19947

February 3, 2005

Seth D. Rigrotsky
Milberg Weiss Bershad &
Schulman LLP
919 N. Market Street, Suite 411
Wilmington, DE 19801

Edward P. Welch
Skadden, Arps, Slate, Meagher &
Flom LLP
P.O. Box 636
Wilmington, DE 19899

Robert D. Goldberg
Biggs & Battaglia
P.O. Box 1489
Wilmington, DE 19899

William M. Lafferty
Morris, Nichols, Arsht &
Tunnell
P.O. Box 1347
Wilmington, DE 19899

Re: *Allen, et al. v. News Corp., et al.*
Civil Action Nos. 979-N, 980-N, 981-N, 982-N, 984-N,
985-N, 986-N, 991-N, 994-N, 995-N, 996-N, 1003-N,
1018-N, 1026-N, 1033-N, 1034-N and 1036-N

Dear Counsel:

Presently before the Court are several motions. The disposition of those motions in this letter obviates the need for the teleconference previously scheduled for this afternoon. Upon careful consideration of the numerous submissions, the Court's rulings follow.

With respect to the motion to consolidate and the competing motions to be appointed lead counsel, upon good cause appearing and considering the factors outlined in *Hirt v. U.S. Timberlands Serv. Co.*, 2002 WL

1558342 (Del. Ch.), the motion to consolidate will be granted as explained below. The motion to approve Milberg Weiss Bershad & Schulman LLP as chair of plaintiffs' executive committee is granted with the following provision: Biggs & Battaglia, Chitwood & Harley LLP and Harnes Keller LLP shall all be added as "Of Counsel" within the proposed organizational structure. The Chair of plaintiffs' executive committee shall provide to the Court a new proposed consolidation order reflecting this ruling, and the proposed order will then be granted.

With respect to the motion to expedite proceedings filed in C.A. No. 1026-N (and all other cases to be consolidated therewith upon entry of the Order described above), the motion is hereby GRANTED, and the motion to stay discovery is DENIED. At this early stage, plaintiffs have demonstrated a "sufficiently colorable claim" that the disclosures contained in News' proxy materials are materially deficient or misleading and that there is a "possibility of a threatened irreparable injury," namely the loss of the ability by the Fox shareholders to have all pertinent information available at the time they decide whether to tender their shares into the exchange offer, if expedition is not granted.¹

¹ *U.S. Surgical Corp. v. Circon Corp.*, 1997 WL 33175025, at *2 (Del. Ch.).

A preliminary injunction hearing will be held on Wednesday, February 16, 2005, at 1:00 p.m. in the Court of Chancery Courthouse in Georgetown, Delaware. The final reply brief must be filed with the Court no later than 12:00 p.m. on February 15, 2005. The parties shall agree to a briefing and discovery schedule within these parameters.

IT IS SO ORDERED.

Very truly yours,

/s/ William B. Chandler III

William B. Chandler III

WBCIII:amf

xc: Marsha Alfree
Arline Simmons
Court Reporters