

BRITISH SKY BROADCASTING GROUP PLC
Form 424B3
June 22, 2004

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333-106837-07

Prospectus Supplement No. 3

(to Prospectus dated August 19, 2003)

US\$1,655,000,000

News Corporation Finance Trust II

0.75% Senior Exchangeable BUCSSM

(original liquidation preference US\$1,000 per BUCS)

**exchangeable into the ordinary shares of British Sky Broadcasting Group plc or
the cash value thereof and guaranteed on a senior basis by**

The News Corporation Limited

This prospectus supplement amends and supplements the prospectus dated August 19, 2003 relating to the resale by the holders of 0.75% Senior Exchangeable BUCSSM, or BUCS, of News Corporation Finance Trust II and the ordinary shares of British Sky Broadcasting Group plc, or BSKyB ordinary shares, issuable upon exchange of the BUCS.

This prospectus supplement should be read in conjunction with the prospectus dated August 19, 2003, which is to be delivered with this prospectus supplement. This prospectus supplement is not complete without, and may not be delivered or utilized except in connection with the

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prospectus. This prospectus supplement is qualified by reference to the prospectus, except to the extent that the information in this prospectus supplement supersedes the information contained in the prospectus. Capitalized terms used in this prospectus supplement and not otherwise defined herein have the meanings specified in the prospectus.

The table below sets forth information as of the date of this prospectus supplement about the original liquidation preference of BUCS beneficially owned and the number of BSkyB ordinary shares issuable upon exchange of the BUCS that may be offered under the prospectus by the selling security holders named in the table. All of the information set forth in the table has been provided by or on behalf of the selling security holders on or prior to the date of this prospectus supplement and, to our knowledge, is true and correct as of the date of this prospectus supplement. The selling security holders listed in the table below may have sold or transferred, in transactions exempt from the registration requirements of the Securities Act, some or all of their BUCS since the date on which the information was supplied to us as presented in the table. Information about selling security holders may change over time. Any changed information supplied to us will be set forth in future prospectus supplements.

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The table of selling security holders beginning on page 110 of the prospectus under the caption "Selling Security Holders" is hereby amended by this prospectus supplement no. 3 to read as follows.

Name and Address of Selling Security Holder	Aggregate Principal Amount At Maturity of BUCS That May Be Sold	Percentage of BUCS Outstanding	Number of BSkyB Ordinary Shares Owned Prior to Exchange	Number of BSkyB Ordinary Shares Registered Hereby (1)
AAM/Zazove International Convertible Fund L.P. 940 Southwood Boulevard, Number 200 Incline Village, NV 89451	\$ 400,000	*	0	30,836
ACIG Insurance Company 940 Southwood Boulevard, Number 200 Incline Village, NV 89451	300,000	*	0	23,127
Advantage Convertible Securities Fund 940 Southwood Boulevard, Number 200 Incline Village, NV 89451	350,000	*	0	26,982
AIG DKR SoundShore Oasis Holding Fund Ltd. c/o DKR Capital Partners LP 1281 East Main Street Stamford, CT 06902	9,600,000	*	0	740,064
AIG DKR SoundShore Overseas Holding Fund Ltd. c/o DKR Capital Partners LP 1281 East Main Street Stamford, CT 06902	6,825,000	*	0	526,139
Alcon 401(k) Retirement Plan 940 Southwood Boulevard, Number 200 Incline Village, NV 89451	1,100,000	*	0	84,799
Amaranth Fund L.P. Amaranth Group	85,000,000	5%	0	6,552,650

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1 American Lane				
Greenwich, CT 06831				
Attn: General Counsel				
American Fidelity Assurance Company	260,000	*	0	20,043
2000 Classen Center				
Oklahoma City, OK 73106				
American Founders Life Ins. Co.	400,000	*	0	30,836
8395 Keystone Crossing				
Indianapolis, IN 46240				
American Pioneer Life Ins. Co. of New York	90,000	*	0	6,938
6 International Drive				
Rye Brook, NY 10573-1068				
American Progressive Life & Health	90,000	*	0	6,938
6 International Drive				
Rye Brook, NY 10573-1068				
American Public Entity Excess Pool	90,000	*	0	6,938
29621 Northwestern Highway				
Southfield, MI 48034				

Name and Address of Selling Security Holder	Aggregate Principal Amount At Maturity of BUCS That May Be Sold	Percentage of BUCS Outstanding	Number of BSkyB Ordinary Shares Owned Prior to Exchange	Number of BSkyB Ordinary Shares Registered Hereby (1)
Auspicias Ltd. c/o Jefferies Asset Management Ltd. Uraniastrasse 12 CH-8023 Zurich, Switzerland	\$ 200,000	*	0	15,418
Bank Austria Cayman Islands, Ltd c/o Remius Capital Group, LLC 666 Third Avenue, 26th Floor New York, NY 10017	3,000,000	*	0	231,270
Bank Austria C29 BA 510-452448 Obere Donacsterasse 19 1090 Vienna, Austria	150,000	*	0	11,564
Barclays Global Investors c/o Forest Investment Management LLC 53 Forest Avenue Old Greenwich, CT 06870	350,000	*	0	26,982
Barep Convertible Arbitrage c/o Barep Asset Management 3 Rue Lafayette 750009 Paris, France	34,000,000	2%	0	2,621,060
Barep Convertible Arbitrage Enhanced c/o Barep Asset Management 3 Rue Lafayette 750009 Paris, France	12,000,000	*	0	925,080
Basso Global Convertible Holding Fund Ltd. M & C Corporate Services Ltd.	1,050,000	*	0	80,945

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P.O. Box 309GT Ugland House				
South Church Street, George Town				
Grand Cayman, Cayman Islands				
Basso Multi-Strategy Holding Fund Ltd.	1,350,000	*	0	104,072
M & C Corporate Services Ltd.				
P.O. Box 309GT Ugland House				
South Church Street, George Town				
Grand Cayman, Cayman Islands				
Beamtenversicherungskasse des Kantons Zurich	3,900,000	*	0	300,651
c/o State Street Switzerland				
Kassernen Str. 1				
CH-8004 Zurich, Switzerland				
Bernische Lehrerversicherungskasse	450,000	*	0	34,691
c/o CSAM				
P.O. Box 800				
CH-8070 Zurich, Switzerland				

Name and Address of Selling Security Holder	Aggregate Principal Amount At Maturity of BUCS That May Be Sold	Percentage of BUCS Outstanding	Number of BSkyB Ordinary Shares Owned Prior to Exchange	Number of BSkyB Ordinary Shares Registered Hereby (1)
Buckeye State Mutual Ins. Co 1 Heritage Place Piqua, OH 45356	\$ 30,000	*	0	2,313
CALAMOS Convertible Fund CALAMOS Investment Trust c/o CALAMOS Investments 1111 E. Warrenville Road Naperville, IL 60563	11,500,000	*	0	886,535
CALAMOS Global Convertible Fund CALAMOS Investment Trust c/o CALAMOS Investments 1111 E. Warrenville Road Naperville, IL 60563	700,000	*	0	53,963
CALAMOS Group Trust International Fund c/o CALAMOS Investments 1111 E. Warrenville Road Naperville, IL 60563	1,700,000	*	0	131,053
Catholic Family Life Ins. 1572 E. Capital Drive Milwaukee, WI 53211-0563	340,000	*	0	26,211
Catholic Relief Insurance Company of America 940 Southwood Boulevard, Number 200 Incline Village, NV 89451	600,000	*	0	46,254
Celina Mutual Ins. Co. 1 Insurance Square Celina, OH 45822-1690	40,000	*	0	3,084
Century National Insurance Co.	1,000,000	*	0	77,090

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12200 Sylvan St.

North Hollywood, CA 91606

Cheyne Fund LP	1,980,000	*	0	152,638
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13 Park Place

London, England SW1A1LP

Cheyne Leveraged Fund LP	1,225,000	*	0	94,435
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13 Park Place

London, England SW1A1LP

CI Global Convertible Capital Invest	350,000	*	0	26,982
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Obere Donacsterasse 19

1090 Vienna, Austria

CIP Limited Duration Company	238,000	*	0	18,347
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1 Cabot Square

London, England E144QJ

Name and Address of Selling Security Holder	Aggregate Principal Amount At Maturity of BUCS That May Be Sold	Percentage of BUCS Outstanding	Number of BSkyB Ordinary Shares Owned Prior to Exchange	Number of BSkyB Ordinary Shares Registered Hereby (1)
Citigroup Global Markets U.K. Equity Limited Citigroup Centre, Canada Square Canary Wharf London, England E145LB	\$ 30,000,000	2%	0	2,312,700
Citigroup Global Markets Limited Citigroup Centre, Canada Square Canary Wharf London, England E145LB	37,515,000	2%	0	2,892,031
Colonial Lloyds Insurance Co 2600 W. Freeway Fort Worth, TX 76102	20,000	*	0	1,542
Commerzbank AG Frankfurt Shearbourne House 119-121 Cannon Street London, England EC3V0HR	5,750,000	*	0	443,268
Commerzbank AG Frankfurt 119-121 Cannon Street London, England EC3V0HR	250,000	*	0	19,273
Commonwealth Dealers 8001 W. Broad Street Richmond, VA 23294	200,000	*	0	15,418
Concord Life Ins. Co. 307 N. Michigan Ave. Chicago, IL 60601	200,000	*	0	15,418
CQS Convertible & Quantitative Strategies Masterfund Ltd.	45,000,000	3%	20,404	3,469,050

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P.O. Box 309

Ugland House

South Church Street

Georgetown, Grand Cayman

Credit Suisse First Boston Europe Limited	58,500,000	4%	0	4,509,765
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1 Cabot Square

London, England E144QJ

CSA Fraternal Life Ins. Co.	140,000	*	0	10,793
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122 W. 22nd St.

Oakbrook, IL 60521

CS Alternative Strategy Limited	68,000	*	0	5,242
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13 Park Place

London, England SW1A1LP

Cumberland Ins. Co.	180,000	*	0	13,876
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633 Shiloh Pike

Bridgeton, NJ 08302

Name and Address of Selling Security Holder	Aggregate Principal Amount At Maturity of BUCS That May Be Sold	Percentage of BUCS Outstanding	Number of BSkyB Ordinary Shares Owned Prior to Exchange	Number of BSkyB Ordinary Shares Registered Hereby (1)
Cumberland Mutual Fire Ins. Co. 633 Shiloh Pike Bridgeton, NJ 08302	\$ 750,000	*	0	57,818
DBAG London 31 West 52nd Street, 4th Floor New York, NY 10019	10,000,000	*	0	770,900
DKR SoundShore Strategic Holding Fund Ltd. 29 Richmond Road Pembroke, HM 08, Bermuda	600,000	*	0	46,254
Educators Mutual Life Ins. 202 N. Price Street Lancaster, PA 17603	180,000	*	0	13,876
Employee s Retirement of N.O. Sewer/Water Board 940 Southwood Boulevard, Number 200 Incline Village, NV 89451	650,000	*	0	50,109
Fidelity Financial Trust: Fidelity Convertible Securities Fund c/o Dasha Tcherniakovskaia, Legal Product Manager FMR Corp. 82 Devonshire Street, E31C Boston, MA 02109-3614	15,000,000	*	0	1,156,350
Field Holdings, Inc. 940 Southwood Boulevard, Number 200 Incline Village, NV 89451	70,000	*	0	5,396
First Dakota Indemnity Co. 3900 W. 53rd St.	20,000	*	0	1,542

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Sioux Falls, SD 57109-1008

Forest Fulcrom Fund LLP	1,370,000	*	0	105,613
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53 Forest Avenue

Old Greenwich, CT 06870

Forest Global Convertible Fund	5,585,000	*	0	430,548
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53 Forest Avenue

Old Greenwich, CT 06870

Forest Multi-Strategy Master Fund on behalf of its Multi-Strategy Segregated Portfolio Series F	2,070,000	*	0	159,576
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53 Forest Avenue

Old Greenwich, CT 06870

Founders Insurance Company	50,000	*	0	3,855
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1645 E. Birchwood

Desplaines, IL 60018

Name and Address of Selling Security Holder	Aggregate Principal Amount At Maturity of BUCS That May Be Sold	Percentage of BUCS Outstanding	Number of BSkyB Ordinary Shares Owned Prior to Exchange	Number of BSkyB Ordinary Shares Registered Hereby (1)
Gaia Offshore Master Fund Ltd. 750 Lexington Avenue New York, NY 10022	\$ 8,000,000	*	0	616,720
Gemini Sammel Stiftung Zur Foderung der Personalvorsorge c/o Pictet & Cie 29 Boulevard Georges-Favon CH-1204 Geneva, Switzerland	400,000	*	0	30,836
GLG Global Convertible UCITS Fund c/o GLG Partners One Curzon St. London, England W1JSHB	5,650,000	*	0	435,559
GLG Global Convertible Fund c/o GLG Partners One Curzon St. London, England W1JSHB	24,700,000	1%	0	1,904,123
GLG Mangousta Fund c/o GLG Partners One Curzon St. London, England W1JSHB	800,000	*	0	61,672
GLG Market Neutral Fund c/o GLG Partners One Curzon St. London, England W1JSHB	43,950,000	3%	0	3,388,106
Goodville Mutual Casualty 625 W. Main	150,000	*	0	11,564

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New Holland, PA 17557

Grange Mutual Casualty Ins. Co.	320,000	*	0	24,669
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650 S. Front Street

Columbus, OH 43216-1218

Guarantee Trust Life Ins.	1,100,000	*	0	84,799
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1275 Milwaukee

Glenview, IL 60025

Hamilton Multi Strategy Master Fund, LP	20,000,000	1%	0	1,541,800
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415 Madison Avenue, 19th Floor

New York, NY 10017

Hannover Life Reassurance Company of America	650,000	*	0	50,109
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800 N. Magnolia

Orlando, FL 32803

Name and Address of Selling Security Holder	Aggregate Principal Amount At Maturity of BUCS That May Be Sold	Percentage of BUCS Outstanding	Number of BSkyB Ordinary Shares Owned Prior to Exchange	Number of BSkyB Ordinary Shares Registered Hereby (1)
HBK Master Fund L.P. c/o HBK Investment L.P. 300 Crescent Ct., #700 Dallas, TX 75201	\$ 368,000,000	22%	0	28,369,120
HFR Ed Global Master Trust Co. c/o P. Schoenfeld Asset Mgt LLC 1330 Avenue of the Americas New York, NY 10019	481,000	*	0	37,080
Indiana Lumbers Mutual Insurance Company P.O. Box 68600 Indianapolis, IN 46268	500,000	*	0	38,545
Integrity Mutual Ins. Co. P.O. Box 539 Appleton, WI 54912-0539	250,000	*	0	19,273
ISBA Mutual Ins. Co. 223 W. Ohio Street Chicago, IL 60610-9003	130,000	*	0	10,022
Jefferies Umbrella Fund Global Convertible Bond c/o Jefferies Asset Management Ltd. Uraniastrasse 12 CH-8023 Zurich, Switzerland	940,000	*	0	72,465
JMG Capital Partners LP 199 Avenue of the Stars, Suite 2530 Los Angeles, CA 90067	7,500,000	*	0	578,175
JMG Convertible Investments, LP	17,000,000	1%	0	1,310,530

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199 Avenue of the Stars, Suite 2530

Los Angeles, CA 90067

JMG Triton Offshore Fund, Ltd.	34,500,000	2%	0	2,659,605
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199 Avenue of the Stars, Suite 2530

Los Angeles, CA 90067

Koch Industries Inc. Master Pension Trust	400,000	*	0	30,836
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940 Southwood Boulevard, Number 200

Incline Village, NV 89451

Laurel Ridge Capital LP	4,000,000	*	0	308,360
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685 Third Avenue

Suite 2802

New York, NY 10017

Lincoln Memorial Life Ins Co	200,000	*	0	15,418
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805 Las Cinas Parkway

Austin, TX 78746

LDG Limited	150,000	*	0	11,564
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Washington Mall Phase 1,

Church Street, 3rd Floor

Hamilton, HM 11, Bermuda

Name and Address of Selling Security Holder	Aggregate Principal Amount At Maturity of BUCS That May Be Sold	Percentage of BUCS Outstanding	Number of BSkyB Ordinary Shares Owned Prior to Exchange	Number of BSkyB Ordinary Shares Registered Hereby (1)
LLT Limited Washington Mall Phase 1, Church Street, 3rd Floor Hamilton, HM 11, Bermuda	\$ 500,000	*	0	38,545
Lyxor Master Fund c/o Forest Investment Management LLC 53 Forest Avenue Old Greenwich, CT 06870	1,950,000	*	0	150,326
Main Street America Assurance Co. 55 West Street P.O. Box 2400 Keene, NH 03431-7000	600,000	*	0	46,254
Main Street America Financial 55 West Street P.O. Box 2400 Keene, NH 03431-7000	80,000	*	0	6,167
Main Street America Holdings 55 West Street P.O. Box 2400 Keene, NH 03431-7000	530,000	*	0	40,858
Marquette Indemnity and Life Ins Co. 1000 Des Pares Road Des Pares, MO 63131-2041	60,000	*	0	4,625
Martin Andersen Gracia Andersen Foundation, Inc. 940 Southwood Boulevard, Number 200	110,000	*	0	8,480

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Incline Village, NV 89451				
Medico Life Ins. Company	900,000	*	0	69,381
1515 S. 75th Street				
Omaha, NE 68124				
Medmarc Insurance Company	650,000	*	0	50,109
940 Southwood Boulevard, Number 200				
Incline Village, NV 89451				
Michigan Mutual Insurance Company	1,300,000	*	0	100,217
940 Southwood Boulevard, Number 200				
Incline Village, NV 89451				
Michigan Professional Insurance Exchange	90,000	*	0	6,938
21 Michigan Avenue, NE				
Suite 375				
Grand Rapids, MI 49503				
Mid America Life Insurance Co.	70,000	*	0	5,396
11808 Grant				
Omaha, NE 68164				
Mid-State Surety Co.	40,000	*	0	3,084
3400 E. La Fayette				
Detroit, MI 48207				

Name and Address of Selling Security Holder	Aggregate Principal Amount At Maturity of BUCS That May Be Sold	Percentage of BUCS Outstanding	Number of BSkyB Ordinary Shares Owned Prior to Exchange	Number of BSkyB Ordinary Shares Registered Hereby (1)
Morgan Stanley and Co International Ltd. 25 Cabot Square Canary Wharf London, England E144QA	\$ 41,950,000	3%	0	3,233,926
National Grange Mutual Insurance Co. 55 West Street P.O. Box 2400 Keene, NH 03431-7000	700,000	*	0	53,963
National Mutual Insurance Co. 1 Insurance Square Celina, OH 45822-1690	40,000	*	0	3,084
National Union Fire Insurance Company of Pittsburgh, PA c/o AIG Global Investment Corp. 175 Water Street, 24th Floor New York, NY 10041	2,900,000	*	0	223,561
NCMIC 1452 29th Street, Suite 200 West Des Moines, IA 50266-1307	1,050,000	*	0	80,945
New Era Life Insurance Co. 200 Westlake Park Boulevard Houston, TX 77079	290,000	*	0	22,356
Nisswa Master Fund Ltd. c/o Pine River Capital 800 Nicollet Mall, Suite 2710 Minneapolis, MN 55402	13,000,000	*	0	1,002,170

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Nomura International plc	149,000,000	9%	0	11,486,410
1 St. Martins De Grand				
London, England EC1AXNP				
Oklahoma Attorney Mutual Insurance	40,000	*	0	3,084
401 N. Hudson				
Oklahoma City, OK 73102				
Partners Group Alternative Strategies PCC LTD	400,000	*	0	30,836
3100 Tower Boulevard, Suite 1104				
Durham, NC 27707				
Pensionskasse der Antalis AG	60,000	*	0	4,625
c/o Bank Julius Baer & Co. Ltd.				
P.O. Box				
CH-8010 Zurich, Switzerland				
Pensionskasse der EMS-Dottikon AG	110,000	*	0	8,480
c/o Bank Julius Baer & Co. Ltd.				
P.O. Box				
CH-8010 Zurich, Switzerland				

Name and Address of Selling Security Holder	Aggregate Principal Amount At Maturity of BUCS That May Be Sold	Percentage of BUCS Outstanding	Number of BSkyB Ordinary Shares Owned Prior to Exchange	Number of BSkyB Ordinary Shares Registered Hereby (1)
Pensionskasse der EMS-Chemie AG c/o Bank Julius Baer & Co. Ltd. P.O. Box CH-8010 Zurich, Switzerland	\$ 70,000	*	0	5,396
Pensionskasse der Lonza AG c/o Bank Julius Baer & Co. Ltd. P.O. Box CH-8010 Zurich, Switzerland	140,000	*	0	10,793
Pensionskasse der Pluss-Stauffer AG c/o ZKB P.O. Box CH-8010 Zurich, Switzerland	60,000	*	0	4,625
Pensionskasse der Rockwell Automation AG c/o Bank Julius Baer & Co. Ltd. P.O. Box CH-8010 Zurich, Switzerland	80,000	*	0	6,167
Pensionskasse Vantico c/o Bank Julius Baer & Co. Ltd. P.O. Box CH-8010 Zurich, Switzerland	100,000	*	0	7,709
Personal Fursorgestiftung Der Gebaudeversicherung c/o Berner Kantonalbank Bundesplatz 8 CH-3001 Bern, Switzerland	230,000	*	0	17,731

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Personalvorsorge Der PV-Promea	150,000	*	0	11,564
c/o Bank Leu Ltd.				
P.O. Box				
CH-8022 Zurich, Switzerland				
Philanthropic Mutual Life Insurance Co.	80,000	*	0	6,167
401 Plymouth Road, Suite 100				
Plymouth Meeting, PA 19462				
The Philanthropic Mutual Life Ins. Co. Pension	160,000	*	0	12,334
401 Plymouth Road, Suite 100				
Plymouth Meeting, PA 19462				
PIMCO European Convertible Bond Fund	660,000	*	0	50,879
1400 Newport Center Drive				
Newport Beach, CA 92660				
Premera Blue Cross	2,300,000	*	0	177,307
7001 220th Street, SW				
P.O. Box 327				
Mount Lake Terrace, WA 98043				

Name and Address of Selling Security Holder	Aggregate Principal Amount At Maturity	Percentage of BUCS Outstanding	Number of BSkyB Ordinary Shares Owned Prior to Exchange	Number of BSkyB Ordinary Shares Registered Hereby (1)
PSAM Allegro Partners LP c/o P. Schoenfeld Asset Mgt LLC 1330 Avenue of the Americas New York, NY 10019	\$ 608,000	*	0	46,871
PSAM GPS Fund Ltd c/o P. Schoenfeld Asset Mgt LLC 1330 Avenue of the Americas New York, NY 10019	300,000	*	0	23,127
PSAM Panorama Fund Ltd c/o P. Schoenfeld Asset Mgt LLC 1330 Avenue of the Americas New York, NY 10019	2,819,000	*	0	217,317
PSAM Worldarb Fund Ltd c/o P. Schoenfeld Asset Mgt LLC 1330 Avenue of the Americas New York, NY 10019	380,000	*	0	29,294
Quattro Fund Ltd Quattro Global Capital, LLC 546 Fifth Avenue, 19th Floor New York, NY 10036	4,700,000	*	0	362,323
Quincy Mutual Fire Insurance Co. 57 Washington Street Quincy, MA 02169	900,000	*	0	69,381
Ramius Master Fund, LTD	3,000,000	*	0	231,270

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c/o Ramius Capital Group, LLC				
666 Third Avenue, 26th Floor				
New York, NY 10017				
Ramius Partners II, LP	1,000,000	*	0	77,090
c/o Ramius Capital Group, LLC				
666 Third Avenue, 26th Floor				
New York, NY 10017				
RCG Halifax Master Fund, LTD	500,000	*	0	38,545
c/o Ramius Capital Group, LLC				
666 Third Avenue, 26th Floor				
New York, NY 10017				
RCG Latitude Master Fund, LTD	4,000,000	*	0	308,360
c/o Ramius Capital Group, LLC				
666 Third Avenue, 26th Floor				
New York, NY 10017				
RCG MultiStrategy Master Fund, LTD	1,500,000	*	0	115,635
c/o Ramius Capital Group, LLC				
666 Third Avenue, 26th Floor				
New York, NY 10017				

Name and Address of Selling Security Holder	Aggregate Principal Amount At Maturity of BUCS That May Be Sold	Percentage of BUCS Outstanding	Number of BSkyB Ordinary Shares Owned Prior to Exchange	Number of BSkyB Ordinary Shares Registered Hereby (1)
Relay II Asset Holding c/o Forest Investment Management LLC 53 Forest Avenue Old Greenwich, CT 06870	\$ 200,000	*	0	15,418
Republic Mutual Insurance Co. 1 Insurance Square Celina, OH 45822-1690	20,000	*	0	1,542
S.A.C. Capital Associates, LLC P.O. Box 58 Victoria House The Valley, Anguilla	1,450,000	*	0	111,781
Salomon Brothers Asset Management Inc. 100 First Stamford Place, 2nd Floor Stamford, CT 06902	21,000,000	1%	0	1,618,890
San Diego County Employee Retirement Association 940 Southwood Boulevard, Number 200 Incline Village, NV 89451	2,000,000	*	0	154,180
San Francisco Employee s Retirement System 940 Southwood Boulevard, Number 200 Incline Village, NV 89451	2,500,000	*	0	192,725
Scor Life Re Convertible Program 15305 Dallas Parkway, Suite 700 Addison, TX 75001	350,000	*	0	26,982
SGAM Convertible Arbitrage Fund SGAM Alternative Investments	9,000,000	*	0	693,810

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2, Place de la Coupole

92078 Paris La Défense Cedex France

Siemens Convertibles European Markets	1,250,000	*	0	96,363
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13 Park Place

London, England SW1A1LP

Siemens Convertibles Global Markets	1,750,000	*	0	134,908
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13 Park Place

London, England SW1A1LP

South Dakota Retirement System	7,000,000	*	0	539,630
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4009 W. 49th Street, Suite 300

Sioux Falls, SD 57106

Spartan Partners LP	785,000	*	0	60,516
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c/o P. Schoenfeld Asset Mgt LLC

1330 Avenue of the Americas

New York, NY 10019

Name and Address of Selling Security Holder	Aggregate Principal Amount At Maturity of BUCS That May Be Sold	Percentage of BUCS Outstanding	Number of BSkyB Ordinary Shares Owned Prior to Exchange	Number of BSkyB Ordinary Shares Registered Hereby (1)
Sphinx Fund c/o TQA Investors LLC 405 Lexington Avenue New York, NY 10174	\$ 100,000	*	0	7,709
Sphinx Convertible Arbitrage Fund c/o Forest Investment Management LLC 53 Forest Avenue Old Greenwich, CT 06870	125,000	*	0	9,636
St. Albans Partners Ltd. 2049 Century Park East, #330 Los Angeles, CA 90067	11,000,000	*	0	847,990
Standard Mutual Insurance Co 1028 S. Grand Avenue West Springfield, IL 62704	190,000	*	0	14,147
StarVest Convertible Securities Fund Ltd. 940 Southwood Boulevard, Number 200 Incline Village, NV 89451	550,000	*	0	42,400
State National Insurance Co. 8220 Anderson Boulevard Fort Worth, TX 76120	100,000	*	0	7,709
Teachers Insurance and Annuity Association of America 730 Third Avenue New York, NY 10017	20,000,000	1%	0	1,541,800
TQA Master Fund, Ltd. 405 Lexington Avenue New York, NY 10174	13,600,000	*	0	1,048,424

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TQA Master Plus Fund, Ltd. 405 Lexington Avenue New York, NY 10174	6,900,000	*	0	531,921
Triborough Partners International Ltd. 225 West 34th Street Suite 1006 New York, NY 10122	4,436,000	*	0	341,971
Triborough Partners LLC 225 West 34th Street Suite 1006 New York, NY 10122	1,664,000	*	0	128,278
Tuscarora Wayne Mutual Insurance Co. P.O. Box 7 601 State Street Wyalusing, PA 18853-0007	80,000	*	0	6,167

Name and Address of Selling Security Holder	Aggregate Principal Amount At Maturity of BUCS That May Be Sold	Percentage of BUCS Outstanding	Number of BSkyB Ordinary Shares Owned Prior to Exchange	Number of BSkyB Ordinary Shares Registered Hereby (1)
UBS AG London 100 Liverpool Street London, England EC2M2RH	\$ 39,500,000	2%	0	3,045,055
UBS O Connor LLC f/b/o O Connor Global Convertible Arbitrage Master Ltd One North Wacker Drive, Floor 32 Chicago, IL 60606	5,000,000	*	0	385,450
UBS O Connor LLC f/b/o O Connor Global Convertible Portfolio One North Wacker Drive, Floor 32 Chicago, IL 60606	350,000	*	0	26,982
United National Insurance Co. 3 Bala Plaza East Suite 300 Bala Cynwyd, PA 19004	800,000	*	0	61,672
Westbay International Corp. c/o P. Schoenfeld Asset Mgt LLC 1330 Avenue of the Americas New York, NY 10019	451,000	*	0	34,768
Westward Insurance Company 940 Southwood Boulevard, Number 200 Incline Village, NV 89451	20,000	*	0	1,542
Westward Life Insurance Co. 4040 Paramount Boulevard P.O. Box 6025 Lakewood, CA 90714-6025	110,000	*	0	8,480

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Wisconsin Lawyers Mutual Insurance Co. 49 Kessle Court Madison, WI 53711	220,000	*	0	16,960
Wisconsin Mutual Insurance Co. 8201 Excelsior Drive Madison, WI 53711	130,000	*	0	10,022
World Insurance Co. 1108 Grant Omaha, NE 68164	440,000	*	0	33,920
Xavex Convertible Arbitrage 2 Fund 3100 Tower Boulevard, Suite 1104 Durham, NC 27707	400,000	*	0	30,836
Xavex Convertible Arbitrage 4 Fund c/o Forest Investment Management LLC 53 Forest Avenue Old Greenwich, CT 06870	160,000	*	0	12,334
Xavex Convertible Arbitrage 7 Fund c/o TQA Investors LLC 405 Lexington Avenue New York, NY 10174	450,000	*	0	34,691

Name and Address of Selling Security Holder	Aggregate Principal Amount At Maturity of BUCS That May Be Sold	Percentage of BUCS Outstanding	Number of BSkyB Ordinary Shares Owned Prior to Exchange	Number of BSkyB Ordinary Shares Registered Hereby (1)
Xavex Convertible Arbitrage 10 Fund 3100 Tower Boulevard, Suite 1104 Durham, NC 27707	\$ 800,000	*	0	61,672
Xavex Risk Arbitrage 5 Fund c/o P. Schoenfeld Asset Mgt LLC 1330 Avenue of the Americas New York, NY 10019	176,000	*	0	13,568
Zazove Convertible Arbitrage Fund, L.P. 940 Southwood Boulevard, Number 200 Incline Village, NV 89451	3,500,000	*	0	269,815
Zazove Convertible Securities Fund Inc. 940 Southwood Boulevard, Number 200 Incline Village, NV 89451	800,000	*	0	61,672
Zazove Global Convertible Fund, L.P. 940 Southwood Boulevard, Number 200 Incline Village, NV 89451	200,000	*	0	15,418
Zazove Hedged Convertible Fund, L.P. 940 Southwood Boulevard, Number 200 Incline Village, NV 89451	3,000,000	*	0	231,270
Zazove Income Fund L.P. 940 Southwood Boulevard, Number 200 Incline Village, NV 89451	2,000,000	*	0	154,180
Zuger Kantonalbank Banrerstr St.	70,000	*	0	5,396

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CH-6301 Zug, Switzerland

Zuger Kulturstiftung Landis & Gyr	70,000	*	0	5,396
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Zuger UB Baarerster 37

CH-6301 Zug, Switzerland

Zurich Institutional Benchmark	625,000	*	0	48,181
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c/o Forest Investment Management LLC

53 Forest Avenue

Old Greenwich, CT 06870

Zurich Institutional Benchmark Management c/o Quattro Fund	900,000	*	0	69,381
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Quattro Global Capital, LLC

546 Fifth Avenue, 19th Floor

New York, NY 10036

Zurich Institutional Benchmarks	320,000	*	0	24,669
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Master Fund c/o TQA Investors LLC

c/o TQA Investors LLC

405 Lexington Avenue

New York, NY 10174

Name and Address of Selling Security Holder	Aggregate Principal Amount At Maturity of BUCS That May Be Sold	Percentage of BUCS Outstanding	Number of BSkyB Ordinary Shares Owned Prior to Exchange	Number of BSkyB Ordinary Shares Registered Hereby (1)
Zurich Institutional Benchmarks Master Fund c/o Zazove Associates c/o Zazove Associates 940 Southwood Boulevard, Number 200 Incline Village, NV 89451	\$ 3,500,000	*	0	269,815
BUCS previously sold by selling security holders and not listed above	4,900,000	*	0	377,741
All other holders of BUCS or future transferees, pledgees, donees or successors and any such holders(2)	305,304,000	18%	0	23,535,885
Total	\$ 1,655,000,000	100%	20,404	127,583,950

* Less than one percent (1%)

(1) Represents the number of BSkyB ordinary shares issuable upon exchange of the BUCS. In addition to the shares issuable upon exchange, News Corporation may elect to deliver BSkyB ordinary shares upon redemption of the BUCS and, in the case of redemption at the option of the holder, may elect to deliver News Corporation preferred ordinary shares. The number of BSkyB ordinary shares or News Corporation preferred ordinary shares issuable upon redemption cannot be determined at this time and will be based

upon the average daily volume weighted average price of the BSKyB ordinary shares or the News Corporation preferred ordinary shares during the relevant measurement period preceding the redemption date.

- (2) Assumes for this purpose that such other holders of BUCS, or any future transferees, pledgees, donees or successors of or from such other holders of BUCS, do not beneficially own any BSKyB ordinary shares other than the BSKyB ordinary shares constituting the initial reference shares issuable upon exchange of the BUCS.

To the knowledge of News America and News Corporation, and based on certain representations made by the selling security holders, none of the selling security holders has held any position or office or had any other material relationship within the past three years with News America, the trust, News Corporation, BSKyB or any subsidiary guarantor, or any of their respective predecessors or affiliates.

Investing in the BUCS or the BSKyB Ordinary Shares issuable upon exchange of the BUCS involves risks. See the Risk Factors section beginning on page 7 of the prospectus to read about factors you should consider before purchasing the BUCS.

Neither the Securities and Exchange Commission, nor any state securities commission nor any other regulatory body has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus supplement or the accompanying prospectus. Any representation to the contrary is a criminal offense.

The date of this prospectus supplement is June 22, 2004.