
In rendering our Tax Opinion, we have examined, and relied upon the accuracy and completeness of all the facts, information, covenants and representations and warranties contained in originals or copies, certified or otherwise identified to our satisfaction, of the (i) request for rulings submitted to the Internal Revenue Service (the "Service") with respect to the Spin-Off and certain related transactions, including the exhibits attached thereto (the "Ruling Request"), as modified by all supplemental filings and the Ruling (as defined below); (ii) the checklist submitted with the Ruling Request pursuant to Rev. Proc. 96-30(2); (iii) private letter ruling issued by the Service to Liberty Media with respect to the Spin-Off and certain related transactions (the "Ruling"); (iv) letter by Liberty Media's investment advisor to Liberty Media (the "Bank Letter"), dated October 22, 2012, as supplemented and amended; (v) the Registration Statement on Form 10 of Spingo, as filed with the Securities and Exchange Commission (the "SEC," ~~as defined herein~~), and the exhibits attached thereto (the "Registration Statement"); (vi) all submissions to the SEC related to clause (v); (vii) all agreements listed on Schedule A attached hereto, including the "Reorganization Agreement"; and (viii) such other documents and records as we have deemed necessary or appropriate as a basis for the Tax Opinion set forth below.

In addition, as to certain facts material to our Tax Opinion, we have relied upon the representations and warranties of the parties to the Spin-Off, including the representations and warranties set forth in the Registration Statement, the Bank Letter, the Ruling, the Ruling Request, the SEC's private letter ruling, and the exhibits attached thereto, and the exhibits attached thereto (the "Registration Statement"); (vi) all submissions to the SEC related to clause (v); (vii) all agreements listed on Schedule A attached hereto, including the "Reorganization Agreement"; and (viii) such other documents and records as we have deemed necessary or appropriate as a basis for the Tax Opinion set forth below.

2. Tax Sharing Agreement, by and among, Liberty Media Corporation and Starz, dated as of [], and the exhibits attached thereto.
3. Services Agreement, by and among, Liberty Media Corporation and Starz, dated as of [].
4. Facilities Agreement by and between Starz and Liberty Property Holdings, Inc.
5. Lease Agreement by and between Starz and Liberty Property Holdings, Inc.