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OTCQB Certification

I, Christopher W. Shean, Chief Financial Officer of Liberty Broadband Corporation ("the Company"), certify that:

a. The Company is registered or required to file periodic reporting with the SEC or is exempt from SEC registration as indicated below (check one):

- ☐ Company is registered under Section 12(g) of the Exchange Act
- ☐ Company is relying on Exchange Act Rule 12g3-2(b)
- ☐ Company is a bank that reports to a Bank Regulator under Section 12(i) of the Exchange Act
- ☐ Company is a bank that is non-SEC reporting but is current in its reporting to a Banking Regulator
- ☐ Company is reporting under Section 15(d) of the Exchange Act.
- ☒ Other (describe) The Company's Series A Liberty SiriusXM common stock, Series B Liberty SiriusXM common stock, Series C Liberty SiriusXM common stock, Series A Liberty Braves common stock, Series C Liberty Braves common stock, Series A Liberty Media common stock and Series C Liberty Media common stock have been registered under Section 12(b) of the Securities Exchange Act of 1934, as amended.

b. The Company is current in its reporting obligations as of the most recent fiscal year end and any subsequent quarters, and such information has been posted either on the SEC's EDGAR system or the OTC Disclosure & News Service, as applicable.

c. The Company Profile displayed on www.otcmarkets.com is current and complete as of April 18, 2016 and includes the total shares outstanding, authorized, and in the public float as of that date.

d. The following is a complete list of attorney(s) and law firm(s) who advised or assisted in the preparation of the Company's most recent annual report, including in-house counsel: (If no attorney assisted in putting together the disclosure, indicate the person or persons who prepared the disclosure and their relationship to the company.)

Baker Botts LLP
KPMG LLP

e. The following is a complete list of third party providers, including names and addresses, engaged by the Company, its officers, directors or controlling shareholders, during the period from the Company's prior fiscal year end to the date of this OTCQB Certification, to provide investor relations services, public relations services, or other related services to the Company including promotion of the Company or its securities:

Other than as set forth below, to the knowledge of the Company, prior to the date of this OTCQB Certification, none of the Company, its officers, its directors or its controling shareholders engaged any third party providers with respect to the matters listed above.

Sloane & Company LLC
7 Times Square Tower
17th Floor
New York, NY 10036

f. Listed below are the names, legal addresses and % of shares owned by all Officers, Directors and Control Persons (control persons are beneficial owners of more than five percent (5%) of any class of the issuer's equity securities). If any of the beneficial shareholders are corporate shareholders, the name and address of the person(s) owning or controlling such corporate shareholders and the resident agents of the corporate shareholders must also be included.

Name	Address (City and State only)	% Shares Owned
See Annex F.		

OTC Markets

Date: April 18, 2016

Name of Certifying CEO or CFO: Christopher W. Shean

Title: Chief Financial Officer

Signature: /s/ Christopher W. Shean
(Digital Signatures should appear as "/s/ [OFFICER NAME]")

Attachment A

The following information regarding beneficial ownership of the common stock of Liberty Media Corporation is taken from Amendment No. 2 to the company's Registration Statement on Form S-4, filed with the SEC on February 18, 2016. This information is given, and based on information known to the company, as of November 30, 2015, which is the last time the company prepared such beneficial ownership information.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

Security Ownership of Certain Beneficial Owners

The following table sets forth information concerning shares of our common stock beneficially owned by each person or entity known by us to own more than five percent of the outstanding shares of any series of our common stock. All of such information is based on publicly available filings.

The security ownership information is given as of November 30, 2015 and, in the case of percentage ownership information, is based upon (1) 102,096,296 shares of our Series A common stock (**LMCA**), (2) 9,870,966 shares of our Series B common stock (**LMCB**) and (3) 222,269,999 shares of our Series C common stock (**LMCK**), in each case, outstanding on that date. The percentage voting power is presented on an aggregate basis for all series of common stock.

Name and Address of Beneficial Owner	Title of Class	Amount and Nature of Beneficial Ownership	Percent of Class (%)	Voting Power (%)
John C. Malone	LMCA	1,202,487(1)	1.2	47.7
c/o Liberty Media Corporation	LMCB	9,455,341(1)	95.8	
12300 Liberty Boulevard	LMCK	19,571,988(1)	8.8	
Englewood, CO 80112				
BlackRock, Inc.	LMCA	6,637,621(2)	6.5	3.3
55 East 52nd Street	LMCB	—	—	
New York, NY 10022	LMCK	13,936,622(2)	6.3	
D. E. Shaw Kalon Portfolios, L.L.C.	LMCA	5,575,888(3)	5.5	2.8
1166 Avenue of the Americas, 9th Floor	LMCB	—	—	
New York, NY 10036	LMCK	7,978,606(4)	3.6	

(1) Information with respect to shares of our common stock beneficially owned by Mr. Malone, our Chairman of the Board, is also set forth in "—Security Ownership of Management."

(2) Based on Schedule 13G, dated January 12, 2015, filed by BlackRock, Inc. (**BlackRock**) which states BlackRock has sole voting power and sole dispositive power over 6,637,621 shares of our Series A common stock, and on Schedule 13G, dated January 12, 2015, filed by BlackRock which states BlackRock has sole voting power over 12,900,988 shares of our Series C common stock and sole dispositive power over 13,936,622 shares of our Series C common stock.

(3) Based on Amendment No. 1 to Schedule 13G, dated August 6, 2015, filed by D. E. Shaw Kalon Portfolios, L.L.C. which states that (i) D. E. Shaw Kalon Portfolios, L.L.C., D. E. Shaw Heliant Manager, L.L.C. and D. E. Shaw Heliant Adviser, L.L.C. have shared voting and dispositive power over 5,250,000 shares of our Series A common stock, (ii) D. E. Shaw & Co., L.L.C. has shared voting and dispositive power over 5,375,926 shares of our Series A common stock and (iii) D. E. Shaw & Co., L.P. and David E. Shaw have shared voting power over 5,464,726 shares of our Series A common stock and shared dispositive power over 5,575,888 shares of our Series A common stock.

(4) Based on Form 13F, dated November 16, 2015, filed by D. E. Shaw & Co., Inc., D. E. Shaw & Co., L.P., D. E. Shaw Investment Management, L.L.C., D. E. Shaw Heliant Advisor, L.L.C., D.E. Shaw Adviser II, L.L.C and D. E. Shaw Adviser, L.L.C. (collectively, **Shaw**) which states that with respect to 7,978,606 shares of LMCK, Shaw has shared investment power over 7,978,606 shares and sole voting power over 7,911,406 shares.

Security Ownership of Management

The following table sets forth information with respect to the ownership by each of our directors and named executive officers and by all of our directors and executive officers as a group of shares of (1) each outstanding series of our common stock (LMCA, LMCB and LMCK) and (2) the common stock, par value par value $0.001 per share (**SIRI**), of Sirius XM, in which we hold a majority interest. The security ownership information is given as of November 30, 2015, and, in the case of percentage ownership information, is based upon (1) 102,096,296 shares of LMCA, (2) 9,870,966 shares of LMCB and (3) 222,269,999 shares of LMCK, in each case, outstanding on that date. The security ownership information with respect to SIRI is given as of October 20, 2015, and, in the case of percentage ownership information, is based on 5,212,117,469 SIRI shares outstanding on that date. The percentage voting power is presented in the table below on an aggregate basis for all LMCA and LMCB shares.

Shares of restricted stock that have been granted pursuant to our incentive plans are included in the outstanding share numbers, for purposes of the table below and throughout this proxy statement/prospectus. Shares of common stock issuable upon exercise or conversion of options, warrants and convertible securities that were exercisable or convertible on or within 60 days after November 30, 2015, are deemed to be outstanding and to be beneficially owned by the person holding the options, warrants or convertible securities for the purpose of computing the percentage ownership of that person and for the aggregate percentage owned by the directors and named executive officers as a group, but are not treated as outstanding for the purpose of computing the percentage ownership of any other individual person. For purposes of the following presentation, beneficial ownership of shares of LMCB, though convertible on a one-for-one basis into shares of LMCA, are reported as beneficial ownership of LMCB only, and not as beneficial ownership of LMCA. So far as is known to us, the persons indicated below have sole voting and dispositive power with respect to the shares indicated as owned by them, except as otherwise stated in the notes to the table.

The number of shares indicated as owned by the persons in the table includes interests in shares held by the Liberty Media 401(k) Savings Plan as of November 30, 2015. The shares held by the trustee of the Liberty Media 401(k) Savings Plan for the benefit of these persons are voted as directed by such persons.

Name	Title of Series	Amount and Nature of Beneficial Ownership	Percent of Series (%)	Voting Power (%)
		(In thousands)		
John C. Malone	LMCA	1,202(1)(2)(3)(4)	1.2	47.7
Chairman of the Board and	LMCB	9,455(1)(2)(5)	95.8	
Director	LMCK	19,571(1)(2)(3)(4)(5)(6)	8.8	
	SIRI	267(3)	*	*
Gregory B. Maffei	LMCA	3,372(7)(9)	3.3	1.7
President, Chief Executive	LMCB	—	—	
Officer and Director	LMCK	6,813(6)(7)(9)	3.1	
	SIRI	534(10)	*	*
Robert R. Bennett	LMCA	760(8)(11)	*	*
Director	LMCB	—	—	
	LMCK	1,523(8)(11)	*	
	SIRI	—	—	—

Name	Title of Series	Amount and Nature of Beneficial Ownership (In thousands)	Percent of Series (%)	Voting Power (%)
Brian M. Deevy	LMCA	**(12)	*	*
Director	LMCB	—	—	
	LMCK	**(12)	*	
	SIRI	—	—	—
M. Ian G. Gilchrist	LMCA	2(7)(8)	*	*
Director	LMCB	—	—	
	LMCK	2(8)	*	
	SIRI	—	—	—
Evan D. Malone	LMCA	12(7)(8)	*	*
Director	LMCB	—	—	
	LMCK	26(7)(8)	*	
	SIRI	46(10)	*	*
David E. Rapley	LMCA	4(8)	*	*
Director	LMCB	—	—	
	LMCK	11(8)	*	
	SIRI	—	—	—
Larry E. Romrell	LMCA	21(7)(8)(13)	*	*
Director	LMCB	**(13)	*	
	LMCK	45(8)	*	
	SIRI	—	—	—
Andrea L. Wong	LMCA	4(8)	*	*
Director	LMCB	—	—	
	LMCK	11(8)	*	
	SIRI	—	—	—
Richard N. Baer	LMCA	73(7)(8)	*	*
Chief Legal Officer	LMCB	—	—	
	LMCK	146(7)(8)	*	
	SIRI	—	—	—
Albert E. Rosenthaler	LMCA	100(7)(8)	*	*
Chief Tax Officer	LMCB	—	—	
	LMCK	207(6)(7)(8)	*	
	SIRI	—	—	—
Christopher W. Shean	LMCA	167(7)(8)	*	*
Chief Financial Officer	LMCB	—	—	
	LMCK	349(6)(7)(8)	*	
	SIRI	—	—	—
All directors and executive officers as a group (12 persons)	LMCA	5,716(1)(2)(3)(4)(7)(8)(9)(11)(12)(13)	5.6	49.9
	LMCB	9,456(1)(2)(5)(13)	95.8	
	LMCK	28,705(1)(2)(3)(4)(5)(6)(7)(8)(9)(11)(12)	12.9	
	SIRI	847(3)(10)	*	*

* Less than one percent

** Less than 1,000 shares

(1) Includes 101,778 LMCA shares, 230,564 LMCB shares and 664,684 LMCK shares held by Mr. Malone's wife, Mrs. Leslie Malone, as to which shares Mr. Malone has disclaimed beneficial ownership.

(2) Includes 34,759 shares of LMCA and 108,687 shares of LMCB held by two trusts which are managed by an independent trustee, of which the beneficiaries are Mr. Malone's adult children and in which Mr. Malone has no pecuniary interest. Mr. Malone retains the right to substitute assets held by the trusts and has disclaimed beneficial ownership of the shares held by the trusts.

(3) Includes 612,907 shares of LMCA, 3,300,000 shares of LMCK and 267,141 shares of SIRI pledged to Fidelity Brokerage Services, LLC (**Fidelity**); 1,000,000 shares of LMCK pledged to Merrill Lynch, Pierce, Fenner & Smith Incorporated (**Merrill Lynch**) and 7,500,000 shares of LMCK pledged to Bank of America (**BoA**) in connection with margin loan facilities extended by Fidelity, Merrill Lynch and BoA.

(4) Includes 250,000 shares of LMCA and 440,000 shares of LMCK held by The Malone Family Land Preservation Foundation and 203,043 shares of LMCA and 161,536 shares of LMCK held by The Malone Family Foundation, as to which shares Mr. Malone has disclaimed beneficial ownership.

(5) Includes 490,597 shares of LMCB and 981,194 shares of LMCK held by a trust with respect to which Mr. Malone is the sole trustee and, with his wife, retains a unitrust interest in the trust.

(6) Includes shares held in the Liberty Media 401(k) Savings Plan as follows:

	LMCK
John C. Malone	354
Gregory B. Maffei	36,425
Albert E. Rosenthaler	6,664
Christopher W. Shean	13,144
Total	56,587

(7) Includes beneficial ownership of shares that may be acquired upon exercise of, or which relate to, stock options exercisable within 60 days after November 30, 2015.

	LMCA	LMCK
M. Ian G. Gilchrist	851	–
Gregory B. Maffei	1,598,883	3,230,873
Evan D. Malone	2,688	5,432
Larry E. Romrell	2,688	5,432
Richard N. Baer	53,176	107,428
Albert E. Rosenthaler	33,163	67,012
Christopher W. Shean	100,833	203,754
Total	1,792,282	3,619,931

(8) Includes restricted shares, none of which has vested, as follows:

	LMCA	LMCK
Robert R. Bennett	595	3,815
M. Ian G. Gilchrist	595	1,190
Evan D. Malone	595	3,815
David E. Rapley	595	3,815
Larry E. Romrell	595	3,815
Andrea L. Wong	595	3,815
Richard N. Baer	19,372	38,744
Albert E. Rosenthaler	19,091	38,182
Christopher W. Shean	19,091	38,182
Total	61,124	135,373

(9) Includes 59,032 shares of LMCA and 118,065 shares of LMCK held by the Maffei Foundation, as to which shares Mr. Maffei has disclaimed beneficial ownership.

(10) Includes beneficial ownership of shares that may be acquired upon exercise of, or which relate to, stock options exercisable within 60 days after November 30, 2015.

	SIRI
Gregory B. Maffei	527,564
Evan D. Malone	39,938
Total	567,502

(11) Includes 21,585 LMCA shares and 43,170 LMCK shares owned by Hilltop Investments, LLC, which is jointly owned by Mr. Bennett and his wife, Mrs. Deborah Bennett.

(12) Represents 247 shares of LMCA and 494 shares of LMCK held by the WJD Foundation, over which Mr. Deevy has sole voting power.

(13) Includes 17,436 shares of LMCA and 218 shares of LMCB pledged to Fidelity in connection with a margin loan facility extended by Fidelity to Mr. Romrell.

Changes in Control

We know of no arrangements, including any pledge by any person of our securities, the operation of which may at a subsequent date result in a change in control of our company.

Annex F – Liberty Media Corporation Attachment to OTCQB Certification*

Name	Address (City and State only)	% Shares Owned
John C. Malone (Chairman of the Board and Director)	c/o Liberty Media Corporation, 12300 Liberty Boulevard, Englewood, CO 80112	See Attachment A
Gregory B. Maffei (President, Chief Executive Officer and Director)		
Robert R. Bennett (Director)		
Brian M. Deevy (Director)		
M. Ian G. Gilchrist (Director)		
Evan D. Malone (Director)		
David E. Rapley (Director)		
Larry E. Romrell (Director)		
Andrea L. Wong (Director)		
Richard N. Baer (Chief Legal Officer)		
Albert E. Rosenthaler (Chief Tax Officer)		
Christopher W. Shean (Chief Financial Officer)		
BlackRock, Inc.	New York, NY	
D. E. Shaw Kalon Portfolios, L.L.C.	New York, NY	

* Please contact the company if additional information is required.