

# Reference Copy Only. Do Not Mail to the FCC as an Application.

Submitted: 08/17/2012 at 15:29:20

File Number: 0005353974

**FCC Form 603**  
Main Form

**FCC Application for Assignments of Authorization and Transfers of Control:**  
**Wireless Telecommunications Bureau**  
**Public Safety and Homeland Security Bureau**

Approved by OMB  
3060 - 0800  
See instructions for  
public burden estimate

**General Information**

1) Application Purpose (Select only one) ( TC )	
<b>AA</b> - Assignment of Authorization <b>TC</b> - Transfer of Control	<b>AM</b> - Amendment <b>WD</b> - Withdrawal
<b>NT</b> - Required Notification (For Consummation of an Assignment or Transfer) <b>EX</b> - Request for Extension of Time (To Consummate an Assignment or Transfer)	
2) If this application is for an Amendment (AM) or Withdrawal (WD), enter the File Number of the pending or consented to application currently on file with the FCC.	File Number: _____
3a) Is this application for Assignment of Authorization or Transfer of Control part of a series of applications involving other wireless license(s) held by the Licensee, affiliates of the Licensee (e.g., parents, subsidiaries, or commonly-controlled entities), or third parties that are not included on this application and for which Commission approval or notification is required?	( N ) <u>Yes</u> <b>No</b>
3b) If the answer to 3a is 'Y', is this filing the lead application?	( ) <u>Yes</u> <b>No</b>
3c) If the answer to 3b is 'N', provide the File Number of the lead application.	File Number: _____
3d) Does this transaction for Assignment of Authorization or Transfer of Control involve the assignment or transfer of non-wireless licenses/authorizations for which Commission approval or notification is required?	( Y ) <u>Yes</u> <b>No</b>
4) Are attachments (other than associated schedules) being filed with this application?	( Y ) <u>Yes</u> <b>No</b>

**Fees and Waivers**

5a) Is the Applicant exempt from FCC application fees? If 'Y', attach an exhibit demonstrating how the Applicant is exempt from FCC application fees.	( N ) <u>Yes</u> <b>No</b>
5b) Is a waiver/deferral of the FCC application fees being requested and the application fees are not being submitted in conjunction with this application? If 'Y', attach a date-stamped copy of the request for waiver/deferral of the FCC application fees.	( N ) <u>Yes</u> <b>No</b>
6a) Does this application include a request for waiver of the Commission's Rules (other than a request for application fee waivers)? If 'Y', attach an exhibit specifying the rule section(s) for which a waiver is being requested and including a justification for the waiver request.	( Y ) <u>Yes</u> <b>No</b>
6b) If 6a is 'Y', enter the number of rule sections involved.	Number of Rule Sections: <u>1</u>

**Additional Transaction Information**

7a) Has this application for Assignment of Authorization or Transfer of Control already occurred?	( N ) <u>Yes</u> <b>No</b>
7b) If the response to Item 7a is 'Y', provide the date the event occurred:	(MM/DD/YYYY) _____
8) The Assignment of Authorization or Transfer of Control is:	( X ) <u>Voluntary</u> ( ) <u>Involuntary</u>
9a) Is this application a <i>pro forma</i> Assignment of Authorization or Transfer of Control?	( N ) <u>Yes</u> <b>No</b>
9b) If Item 9a is 'Y', is this a post-consummation notification that is being filed under the Commission's forbearance procedures pursuant to Section 1.948(c)(1) of the Commission's Rules?	( ) <u>Yes</u> <b>No</b>
10a) Does this application involve the partitioning and/or disaggregation of geographic-area licenses? If 'Y', complete Schedule B and, if applicable, Schedule C.	( ) <u>Yes</u> <b>No</b>
10b) If 10a is 'N', does this application involve the partial assignment of site-based licenses?	( ) <u>Yes</u> <b>No</b>

11) How will/has the Assignment of Authorization or Transfer of Control be/been accomplished? Select One: ( O )

Sale or other assignment of assets                      Court order                      Reorganization or liquidation

Transfer of stock or other ownership interests

Other (voting trust agreement, management contract, etc.): share purchases and conversion \_\_\_\_\_

**Designated Entity Information** (If 12a, 12b or 12c is 'Y', Schedule A is required to be completed.)

<p>12a) Enter 'Y' if this application for Assignment of Authorization or Transfer of Control involve any licenses that were originally granted before April 25, 2006, and that were awarded with bidding credits within the last five years and/or any licenses that were originally granted after April 25, 2006, and that were awarded with bidding credits within the last ten years? Otherwise, enter 'N'.</p> <p>The initial grant date is the date that the license was originally granted by the Commission after an auction, even if the license was acquired in the secondary market. The initial grant date is not the date on which the Commission granted an assignment or transfer of control of the license.</p> <p>If the response to this item is 'Y', the licenses may be subject to the FCC's unjust enrichment rules. See Section 1.2111(d), (e) of the Commission's Rules. If the response to 12a is 'Y', Schedule A must be completed.</p>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
<p>12b) Does this application for Assignment of Authorization or Transfer of Control involve any licenses that were originally subject to the Commission's installment payment plan?</p>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
<p>12c) Does this application for Assignment of Authorization or Transfer of Control involve any licenses that were originally granted pursuant to closed bidding within the last five years?</p>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No

**Competition Related Information**

<p>13) Does this application for Assignment of Authorization or Transfer of Control involve a license(s) that may be used for interconnected mobile voice and/or data services that would, if assigned or transferred, create a geographic overlap with another license(s) in which the Assignee/Transferee already holds direct or indirect interests (of 10 percent or more), either as a Licensee or spectrum lessee/sublessee, and that also could be used to provide interconnected mobile voice and/or data services?</p>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
<p>14a) Does the Assignee/Transferee hold direct or indirect interests (of 10 percent or more) in any entity that already has access to 10 MHz or more spectrum in the Cellular Radiotelephone, broadband PCS, or Specialized Mobile Radio (SMR) services through license(s), lease(s), or sublease(s) in the same geographic area?</p>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
<p>14b) Would/does this application for Assignment of Authorization or Transfer of Control reduce the number of entities providing service (using spectrum in any of the three services listed in Item 14a) in the affected market(s)?</p>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No

**Broadband Radio Service and Educational Broadband Service Information**

<p>15a) Will the requested facilities be used to provide multichannel video programming service?</p>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
<p>15b) If 15a is 'Y', does the Assignee/Transferee operate, control or have an attributable interest (as defined in Section 27.1202 of the Commission's Rules) in a cable television system whose franchise area is located within the geographic area of the requested facilities?</p> <p>If 'Y', provide an exhibit explaining how the Assignee/Transferee complies with Section 27.1202 of the Commission's Rules or justifying a waiver of that rule. If a waiver of the Commission's Rule(s) is being requested, 6a must be answered 'Y'.</p>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
<p>16) Does the Assignee/Transferee comply with the programming requirements contained in Section 27.1203 of the Commission's Rules?</p> <p>If 'N', provide an exhibit explaining how the Assignee/Transferee complies with Section 27.1203 of the Commission's Rules or justifying a waiver of that rule. If a waiver of the Commission's Rule(s) is being requested, 6a must be answered 'Y'.</p>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No

**Assignor/Licensee Information**

17) Assignor/Licensee is a(n): (Select One)				
<input type="checkbox"/> Individual	<input type="checkbox"/> Unincorporated Association	<input type="checkbox"/> Trust	<input type="checkbox"/> Government Entity	
<input checked="" type="checkbox"/> Corporation	<input type="checkbox"/> Limited Liability Company			
<input type="checkbox"/> General Partnership	<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Limited Liability Partnership	<input type="checkbox"/> Consortium	
<input type="checkbox"/> Other: _____				
18) FCC Registration Number (FRN): 0006345730				
19) First Name (if individual):		MI:	Last Name:	
Suffix:				
20) Legal Entity Name (if not an individual): Sirius XM Radio Inc.				
21) Attention To: James S. Blitz				
22) P.O. Box:		<b>And /Or</b>	23) Street Address: 1221 Avenue of the Americas, 36th Floor	
24) City: New York			25) State: NY	26) Zip Code:10020
27) Telephone Number: (202)380-1383			28) Fax Number: (202)380-4981	
29) E-Mail Address: james.blitz@siriusxm.com				

**30) Demographics of Assignor/Licensee (Optional):**

<b>Race:</b>	<b>Ethnicity:</b>	<b>Gender:</b>
<input type="checkbox"/> American Indian or Alaska Native	<input type="checkbox"/> Hispanic or Latino	<input type="checkbox"/> Male
<input type="checkbox"/> Asian	<input type="checkbox"/> Not Hispanic or Latino	<input type="checkbox"/> Female
<input type="checkbox"/> Black or African-American		
<input type="checkbox"/> Native Hawaiian or Other Pacific Islander		
<input type="checkbox"/> White		

**Assignor/Licensee Contact Representative**

31) First Name:Jennifer		MI:	Last Name:Hindin	
Suffix:				
32) Company Name: Wiley Rein LLP				
33) Attention To:				
34) P.O. Box:		<b>And /Or</b>	35) Street Address: 1776 K Street, NW	
36) City: Washington			37) State: DC	38) Zip Code: 20006
39) Telephone Number: (202)719-4975			40) Fax Number: (202)719-7049	
41) E-Mail Address: jhindin@wileyrein.com				

**Transferor Information** (for Transfers of Control only)

42) Transferor is a(n): (Select One)			
<input type="checkbox"/> Individual	<input type="checkbox"/> Unincorporated Association	<input type="checkbox"/> Trust	<input type="checkbox"/> Government Entity
<input checked="" type="checkbox"/> Corporation	<input type="checkbox"/> Limited Liability Company		
<input type="checkbox"/> General Partnership	<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Limited Liability Partnership	<input type="checkbox"/> Consortium
<input type="checkbox"/> Other: _____			
43) FCC Registration Number (FRN): 0006345730			
44) First Name (if individual):	MI:	Last Name:	Suffix:
45) Legal Entity Name (if not an individual): Sirius XM Radio Inc			
46) Attention To: James S. Blitz			
47) P.O. Box:	And /Or	48) Street Address: 1221 Avenue of the Americas, 36th Floor	
49) City: New York		50) State: NY	51) Zip Code: 10020
52) Telephone Number: (202)380-1383		53) Fax Number: (202)380-4981	
54) E-Mail Address: james.blitz@siriusxm.com			

**55) Demographics of Transferor (Optional):**

<b>Race:</b>	<b>Ethnicity:</b>	<b>Gender:</b>
<input type="checkbox"/> American Indian or Alaska Native	<input type="checkbox"/> Hispanic or Latino	<input type="checkbox"/> Male
<input type="checkbox"/> Asian	<input type="checkbox"/> Not Hispanic or Latino	<input type="checkbox"/> Female
<input type="checkbox"/> Black or African-American		
<input type="checkbox"/> Native Hawaiian or Other Pacific Islander		
<input type="checkbox"/> White		

**Transferor Contact Representative**

56) First Name: Jennifer	MI:	Last Name: Hindin	Suffix:
57) Company Name: Wiley Rein LLP			
58) Attention To:			
59) P.O. Box:	And /Or	60) Street Address: 1776 K Street, NW	
61) City: Washington		62) State: DC	63) Zip Code: 20006
64) Telephone Number: (202)719-4975		65) Fax Number: (202)719-7049	
66) E-Mail Address: jhindin@wileyrein.com			

**Assignee/Transferee Information**

67) Assignee/Transferee is a(n): (Select One)			
<input type="checkbox"/> Individual	<input type="checkbox"/> Unincorporated Association	<input type="checkbox"/> Trust	<input type="checkbox"/> Government Entity
<input checked="" type="checkbox"/> Corporation	<input type="checkbox"/> Limited Liability Company		
<input type="checkbox"/> General Partnership	<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Limited Liability Partnership	<input type="checkbox"/> Consortium
<input type="checkbox"/> Other: _____			
68) FCC Registration Number (FRN): 0011487238			
69) First Name (if individual):	MI:	Last Name:	Suffix:
70) Legal Entity Name (if not an individual): Liberty Media Corporation			
71) Attention To: Craig Troyer, Esq.			
72) Real Party in Interest FCC Registration Number (FRN): 0011487238			
73) Name of Real Party in Interest: Liberty Media Corporation			
74) P.O. Box:	And /Or	75) Street Address: 12300 Liberty Boulevard	
76) City: Englewood	77) State: CO	78) Zip Code: 80112	
79) Telephone Number: (720)875-5400	80) Fax Number: (720)875-5382		
81) E-Mail Address: craig@libertymedia.com			

**82) Demographics of Assignee/Transferee (Optional):**

<b>Race:</b>	<b>Ethnicity:</b>	<b>Gender:</b>
<input type="checkbox"/> American Indian or Alaska Native	<input type="checkbox"/> Hispanic or Latino	<input type="checkbox"/> Male
<input type="checkbox"/> Asian	<input type="checkbox"/> Not Hispanic or Latino	<input type="checkbox"/> Female
<input type="checkbox"/> Black or African-American		
<input type="checkbox"/> Native Hawaiian or Other Pacific Islander		
<input type="checkbox"/> White		

**Assignee/Transferee Contact Representative (if other than Assignee/Transferee)**

83) First Name: Robert	MI: L	Last Name: Hoegle	Suffix: Esq
84) Company Name: Nelson Mullins Riley & Scarborough LLP			
85) Attention To:			
86) P.O. Box:	And /Or	87) Street Address: 101 Constitution Avenue, NW, Suite 900	
88) City: Washington	89) State: DC	90) Zip Code: 20001	
91) Telephone Number: (202)712-2816	92) Fax Number: (202)712-2836		
93) E-Mail Address: bob.hoegle@nelsonmullins.com			

**Ownership Disclosure Information**

94a) Is the Assignee/Transferee required to file FCC Form 602, Ownership Disclosure Information for the Wireless Telecommunications Services?	( N ) <u>Yes</u> No
94b) If 94a is 'Y', provide the File Number of the FCC Form 602 that is required to be submitted in conjunction with this application or is already on file with the FCC.	File Number: _____

**Alien Ownership Information (If any answer is 'Y', provide an attachment explaining the circumstances)**

95) Is the Assignee/Post-transfer Licensee a foreign government or the representative of any foreign government?	( N ) <u>Yes</u> No
96) Is the Assignee/Post-transfer Licensee an alien or the representative of an alien?	( N ) <u>Yes</u> No
97) Is the Assignee/Post-transfer Licensee a corporation organized under the laws of any foreign government?	( N ) <u>Yes</u> No
98) Is the Assignee/Post-transfer Licensee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	( N ) <u>Yes</u> No
99a) Is the Assignee/Post-transfer Licensee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country?	( N ) <u>Yes</u> No
<p>99b) If 99a is 'Y', has the Assignee/Post-transfer Licensee received a ruling(s) under Section 310(b)(4) of the Communications Act with respect to the same radio service(s) and geographic coverage area(s) involved in this application?</p> <p>If the answer to 99b is 'Y', include in the exhibit required by Item 99a the citation(s) of the declaratory ruling(s) received by the Assignee/Post-transfer Licensee (<i>i.e.</i>, DA or FCC Number, FCC Record citation if available, and release date).</p> <p>If 99b is 'N', attach to this filing a date-stamped copy of a request for a foreign ownership ruling pursuant to Section 310(b)(4) of the Communications Act. It is not necessary to file a request for a foreign ownership ruling if the Applicant includes in the exhibit required by Item 99a a showing that the requested license(s) is exempt from the provisions of Section 310(b)(4).</p>	( ) <u>Yes</u> No

**Basic Qualification Information**

<p>100) Has the Assignee/Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, or construction permit denied by the Commission?</p> <p>If 'Y', attach an exhibit explaining the circumstances.</p>	( N ) <u>Yes</u> No
<p>101) Has the Assignee/Transferee or any party to this application, or any party directly or indirectly controlling the Assignee/Transferee ever been convicted of a felony by any state or federal court?</p> <p>If 'Y', attach an exhibit explaining the circumstances.</p>	( N ) <u>Yes</u> No
<p>102) Has any court finally adjudged the Assignee/Transferee, or any party directly or indirectly controlling the Assignee/Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition?</p> <p>If 'Y', attach an exhibit explaining the circumstances.</p>	( N ) <u>Yes</u> No

**Assignor/Transferor Certification Statements**

- 1) The Assignor/Transferor certifies either that (1) the authorization will not be assigned or that control of the license(s) will not be transferred until the consent of the Federal Communications Commission has been given, or (2) prior Commission consent is not required because the transaction is subject to streamlined notification procedures for *pro forma* assignments and transfers by telecommunications carriers. See Section 1.948(c) (1) of the Commission's Rules.
- 2) The Assignor/Transferor certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
- 3) The Assignor/Transferor certifies that it is not in default on any payment for Commission licenses and that it is not delinquent on any non-tax debt owed to any federal agency.

**Typed or Printed Name of Party Authorized to Sign**

103) First Name: See Exhibit 1	Mi.	Last Name: See Exhibit 1	Suffix:
104) Title: See Exhibit 1			
Signature: See Exhibit 1 See Exhibit 1			105) Date: 08/17/2012

**FAILURE TO SIGN THIS APPLICATION MAY RESULT IN DISMISSAL OF THE APPLICATION AND FORFEITURE OF ANY FEES PAID.  
WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).**

**Assignee/Transferee Certification Statements**

1)	The Assignee/Transferee certifies either that (1) the authorization(s) will not be assigned or that control of the license(s) will not be transferred until the consent of the Federal Communications Commission has been given, or (2) prior Commission consent is not required because the transaction is subject to streamlined notification procedures for <i>pro forma</i> assignments and transfers by telecommunications carriers. See Section 1.948(c)(1) of the Commission's Rules.
2)	The Assignee/Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.
3)	The Assignee/Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership or attribution rules.* *If the Assignee/Transferee has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.
4)	The Assignee/Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor/Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against the Assignor/Transferor prior to this assignment/transfer.
5)	The Assignee/Transferee certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
6)	The Assignee/Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the Commission's Rules for the definition of "party to the application" as used in this certification.
7)	The Assignee/Transferee certifies that it is not in default on any payment for Commission licenses and that it is not delinquent on any non-tax debt owed to any federal agency.

**Typed or Printed Name of Party Authorized to Sign**

106) First Name: Craig	MI:	Last Name: Troyer	Suffix:
107) Title: Vice President & Deputy General Counsel			
Signature: Craig Troyer			108) Date: 08/17/2012
<b>FAILURE TO SIGN THIS APPLICATION MAY RESULT IN DISMISSAL OF THE APPLICATION AND FORFEITURE OF ANY FEES PAID.</b>			
<b>WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).</b>			

**Authorizations To Be Assigned or Transferred**

108) Call Sign	109) Radio Service Code	110) Location Number	111) Path Number (Microwave only)	112) Frequency Number	113) Lower or Center Frequency (MHz)	114) Upper Frequency (MHz)	115) Constructed Yes / No
WQKI298	IG - Industrial/Business Pool, Conventional						Y
WQPD459	IG - Industrial/Business Pool, Conventional						Y

Attachment(s):

Type	Description	Date Entered
P	<u>Application Update</u>	09/17/2012
W	<u>Waiver Request</u>	08/17/2012
O	<u>Application for Consent to Transfer of De Jure Control</u>	08/16/2012
O	<u>Exhibit 1</u>	08/16/2012

Before the  
**FEDERAL COMMUNICATIONS COMMISSION**  
Washington, DC 20554

Application of	)	
Liberty Media Corporation	)	File Nos.
For Consent to Transfer of <i>De Jure</i>	)	Docket No.
Control of Sirius XM Radio Inc.	)	
	)	

**LIBERTY MEDIA'S REQUEST FOR WAIVER OF TRANSFEROR/LICENSEE  
SIGNATURE REQUIREMENTS FOR APPLICATIONS FOR  
CONSENT TO TRANSFER OF *DE JURE* CONTROL**

Liberty Media Corporation ("Liberty Media") requests the limited waiver of the Federal Communication Commission's ("Commission") rules as set forth herein. Liberty Media is filing an Application for Consent to Transfer of *De Jure* Control ("Application") of Sirius XM Radio Inc. ("Sirius") and the space station, satellite earth station, wireless, experimental and other FCC licenses<sup>1</sup> and authorizations held by Sirius and/or its subsidiaries. As described in Exhibit 1, which was prepared by Sirius, Sirius has declined to execute the Application. Sirius has represented that it will cooperate fully with the Commission's evaluation of the Application. *Id.*

More specifically, Liberty Media respectfully requests, pursuant to Sections 1.3 and 1.925 of the Commission's Rules, a waiver of the Commission's rules to allow the electronic filing of Form 312, Form 603 and Form 703 applications for consent to transfer of *de jure* control of the Sirius FCC licenses and authorizations without the transferor and/or licensee

<sup>1</sup> A list of the FCC licenses and authorizations held by Sirius and/or its subsidiaries and subject to this waiver request is annexed as Schedule 1.

electronic signatures. Each of the applications includes all transferor/licensee information. Sirius has reviewed the transferor/licensee portions of the Form 312 applications, and Sirius has prepared the transferor/licensee portions of the Form 603 and Form 703 applications. The Commission should grant this waiver request and accept the application forms without the transferor and/or licensee authorized electronic signatures because the application forms include all transferor/licensee information and Sirius has agreed to cooperate fully with the Commission in its evaluation of the applications. Liberty Media respectfully submits that this approach will conserve the Commission's administrative resources and enable each Commission Bureau to consider its respective electronic applications in the normal course.

Section 1.3 of the Commission's Rules states that the Commission may waive any provision of its Rules, either on its own motion or in response to a petition demonstrating "good cause" for the waiver requested. 47 C.F.R. §1.3. The Commission generally finds that good cause exists for a waiver of its rules "where the particular facts make strict compliance inconsistent with the public interest" under the circumstances presented, and "when the relief requested would not undermine the policy objective of the rule in question." *See, e.g., Enhanced 911 Calling Systems*, 20 FCC Rcd. 7709 (2005), at ¶9. The party seeking a waiver must show that, due to "unique or unusual factual circumstances," application of the rule would be "inequitable, unduly burdensome or contrary to the public interest," or would leave the applicant with "no reasonable alternative." *See* 47 C.F.R. §1.925(b); *see also WAIT Radio v. FCC*, 418 F.2d 1153 (D.C. Cir. 1969), *appeal after remand*, 459 F.2d 1203 (D.C. Cir. 1972), *cert. denied*, 409 U.S. 1027 (1972) (agency discretion to proceed through general rules "is intimately linked to the existence of a safety valve procedure for consideration of an application for exemption based on special circumstances").

As set forth in the Application, Liberty Media is seeking Commission consent to the transfer of *de jure* control of Sirius from the current shareholders of Sirius to Liberty Media. Liberty Media already owns 47.3% of the total outstanding shares of Sirius common stock on an as-converted basis<sup>2</sup> and has stated in its Application that it will have purchased sufficient shares of Sirius' common stock and will convert its Preferred Shares such that the transfer of control will be completed within 60 days of Commission consent. However, Liberty Media will not convert its Preferred Shares in sufficient quantities to own more than 50% of the outstanding common stock of Sirius until the Commission grants its *de jure* transfer of control applications.

Here, Liberty Media is unable to file the necessary electronic applications for consent to the transfer of *de jure* control of the Sirius FCC licenses and authorizations with electronic transferor and/or licensee signatures because as described in Exhibit 1 Sirius declines to execute the application forms and become a party to the applications. Consequently, in order to file the application forms required to obtain Commission consent, Liberty Media respectfully requests a waiver of the following Commission regulations requiring transferor and/or licensee signatures of application forms:

- Section 1.917 requiring electronic signatures for wireless license applications (47 C.F.R. §1.917);
- Section 5.57 requiring electronic signatures for experimental authorization applications (47 C.F.R. §5.57); and
- Section 25.112(a) requiring electronic signatures for satellite and earth station license applications (47 C.F.R. §25.112(a)).

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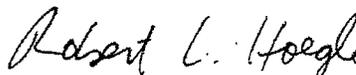
<sup>2</sup> Pursuant to a second forward purchase contract into which Liberty Media entered, Liberty Media intends to acquire 41,087,753 common shares on the settlement date, which is scheduled for October 14, 2012. As explained in the Application, Liberty Media will own 48% of the total outstanding shares of Sirius (on an as-converted basis) after the October 14 settlement date.

### Conclusion

Liberty Media respectfully requests that the Commission waive its application signature rules and accept the application forms for filing. Each of the application forms includes all of the required information for the transferor/licensee which Sirius has confirmed or provided. Only Sirius' signature as a party to the application forms is lacking, for the reasons described in Exhibit 1. Grant of this waiver request is fully justified to enable Commission review of the application forms required of Liberty Media. Further, such grant will conserve the Commission's administrative resources and permit use of the Commission's standard electronic application filing systems.

Respectfully submitted,

LIBERTY MEDIA CORPORATION



Robert L. Hoegle, Esquire *TJB*  
Timothy J. Fitzgibbon, Esquire  
Thomas F. Bardo, Esquire

Nelson Mullins Riley & Scarborough LLP  
101 Constitution Avenue, N.W., Suite 900  
Washington, D.C. 20001  
(202) 712-2800

August 16, 2012

Schedule 1

FCC LICENSES & AUTHORIZATIONS

**Sirius XM Radio Inc.**

<b>Call Sign</b>	<b>Class</b>	<b>Expiration</b>
E040363	Earth station	10/19/2019
E060276	Earth station	9/5/2021
E060277	Earth station	10/3/2021
E060363	Earth station	10/30/2021
E080168	Earth station	2/17/2024
E080185	Earth station	10/9/2023
E110172	Earth station	2/15/2027
E990291	Earth station	3/20/2026
S2710	Satellite	8/25/2017
WQKI298	Business radio	5/29/2019
WQPD459	Business radio	4/13/2022
WE2XSS	Experimental	

**XM Radio LLC**

<b>Call Sign</b>	<b>Class</b>	<b>Expiration</b>
S2118	Satellite	5/31/2014
S2119	Satellite	3/31/2014
S2616	Satellite	12/15/2014
S2617	Satellite	4/20/2013
S2786	Satellite	12/2/2018
E040204	Earth station	8/6/2019
E000724	Earth station	1/22/2026
E000158	Earth station	3/20/2026
WQJP534	Wireless	10/1/2012
WB2XCA	Experimental	9/1/2012

**Satellite CD Radio LLC**

<b>Call Sign</b>	<b>Class</b>	<b>Expiration</b>
S2105	Satellite	2/11/2017
S2812	Satellite	

Before the  
FEDERAL COMMUNICATIONS COMMISSION  
Washington, DC 20554

Application of	)	
	)	
Liberty Media Corporation	)	File Nos.
	)	
For Consent to Transfer of <i>De Jure</i>	)	Docket No.
Control of Sirius XM Radio Inc.	)	
	)	

APPLICATION FOR CONSENT  
TO TRANSFER OF *DE JURE* CONTROL

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Before the  
FEDERAL COMMUNICATIONS COMMISSION  
Washington, DC 20554

Application of	)	
Liberty Media Corporation	)	File Nos.
For Consent to Transfer of <i>De Jure</i> Control of Sirius XM Radio Inc.	)	Docket No.

APPLICATION FOR CONSENT  
TO TRANSFER OF *DE JURE* CONTROL

Liberty Media Corporation (“Liberty Media”) respectfully submits this application for consent to the transfer of *de jure* control of Sirius XM Radio Inc. (“Sirius”) and the various space station, satellite earth station, wireless, experimental and other Federal Communications Commission (“FCC”) licenses and authorizations held by Sirius or its subsidiaries.<sup>1</sup> Liberty Media already owns 47.3% of the total outstanding shares of Sirius common stock on an as-converted basis and intends to purchase sufficient additional common shares of Sirius such that, upon conversion of the Preferred Shares that it already owns, Liberty Media will own more than 50% of the outstanding common shares of Sirius, thereby exercising *de jure* control over Sirius. As set forth herein, Liberty Media’s acquisition of *de jure* control over Sirius will serve the public interest, convenience and necessity.

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<sup>1</sup> A list of the FCC licenses and authorizations held by Sirius and its subsidiaries is annexed as Schedule 1.

## INTRODUCTION AND BACKGROUND

### I. Liberty Media's Current Ownership Interest In Sirius

Liberty Radio, LLC ("Liberty Radio"), an indirect wholly-owned subsidiary of Liberty Media, entered into an Investment Agreement with Sirius, dated February 17, 2009 ("Investment Agreement"), pursuant to which Sirius issued to Liberty Radio: (a) 1,000,000 shares of convertible Series B-1 Preferred Stock; and (b) 11,500,000 shares of convertible Series B-2 Preferred Stock.<sup>2</sup> The Series B-2 Preferred Shares subsequently were converted to Series B-1 Preferred Shares, such that Liberty Media currently holds 12,500,000 Series B-1 Preferred Shares. The Preferred Shares, which are convertible at the discretion of Liberty Media into common shares of Sirius, represent approximately 40% of the total outstanding common shares of Sirius on an as-converted basis.

In addition to the Preferred Shares, as Liberty Media previously reported to the Commission, it purchased 60,350,000 additional shares of Sirius common stock in open market purchases on May 8 and 9, 2012 and had entered into a forward purchase contract for 302,198,700 additional common shares of Sirius, which purchase closed on July 11, 2012. Since then, Liberty Media purchased 89,970,000 additional shares of Sirius common stock in open market purchases on August 10, 13 and 14, 2012. Pursuant to a second forward purchase contract into which Liberty Media entered, Liberty Media intends to acquire 41,087,753 common shares on the settlement date, which is scheduled for October 14, 2012. Together with the Preferred Shares, Liberty Media presently owns 47.3% of the total

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<sup>2</sup> Sirius filed the Investment Agreement with the Securities and Exchange Commission on March 10, 2009, as Exhibit 4.55 to its Form 10-K Report for the year ended December 31, 2008.

outstanding shares of Sirius (on an as-converted basis) and will own 48% of the total outstanding shares of Sirius (on an as-converted basis) after the October 14 settlement date.<sup>3</sup>

II. Liberty Media's Previous Applications for Consent to Transfer of *De Facto* Control

On March 20, 2012, Liberty Media filed a series of applications, seeking consent to the transfer of *de facto* control of Sirius to Liberty Media. See IBFS File Nos. SAT-STA-20120320-00053, SAT-STA-20120320-00054, SAT-STA-20120320-00055, SAT-STA-20120320-00056, SES-STA-20120320-00280, SES-STA-20120320-00281, SES-STA-20120320-00282, ULS File Nos. 0005137812 and 0005137854, Experimental License File Nos. 0007-EX-TC-2012, 0008-EX-TC-2012, 0009-EX-TC-2012.<sup>4</sup> However, the International Bureau and Office of Engineering and Technology dismissed the Form 312 and Form 703 transfer of *de facto* control applications in response to a Petition to Dismiss or Deny filed by Sirius. See Letter dated May 4, 2012 to Robert L. Hoegle (DA 12-717) ("Bureau Decision"). The Bureau Decision concluded that Liberty Media had not established that it "intends to take actions, such as the conversion of preferred to common stock and installation of a board majority, that would constitute exercise of *de facto* or *de jure* control" over Sirius. *Id.* at 3. The Wireless Telecommunications Bureau also dismissed the Form 603 transfer of *de facto* control applications, concluding that Liberty Media did not "sufficiently describe how and

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<sup>3</sup> Sirius reported that there were 3,833,253,534 shares of Sirius common stock outstanding on August 3, 2012. See *Sirius XM Radio Inc. Form 10-Q Quarterly Report as filed with the Securities and Exchange Commission on August 7, 2012.*

<sup>4</sup> Because Sirius had refused to provide the passwords and other information required to utilize the FCC's electronic application filing systems, Liberty Media also filed a request to waive certain FCC rules to allow the submission of manual Form 603 and Form 703 transfer of control application forms. See *Liberty Media Request for Waiver of Electronic Filing and Transferor/Licensee Signature Requirements for Applications for Consent to Transfer of De Facto Control.*

when the proposed transaction is expected to occur.” See WTB Notices of Dismissal, Reference Nos. 5370148 & 5370149, dated May 10, 2012 (“WTB Dismissal Notices”).

On May 30, 2012, Liberty Media petitioned for reconsideration of the Bureau Decision and the WTB Dismissal Notices. See Liberty Media Petition for Reconsideration of Dismissal of Applications for Consent to Transfer of *De Facto* Control, filed May 30, 2012 (“Liberty Media Petition”). Among other things, the Liberty Media Petition informed the Commission of Liberty Media’s additional purchases of Sirius common stock and provided specific information regarding the actions that Liberty Media intended to take to assert *de facto* control over Sirius. Liberty Media stated that it intended to continue purchasing Sirius common shares in the open market, depending upon the market price and other conditions, and that it might purchase sufficient additional common shares of Sirius to enable Liberty Media to exercise *de jure* control over Sirius. See Liberty Media Petition at 16. Liberty Media further stated that, in the event that it decided to purchase sufficient shares to exercise *de jure* control over Sirius, it would amend the pending applications to seek consent to the transfer of *de jure* control if the Commission accepted and had not yet granted those applications.

### III. Liberty Media’s Application for Consent to Transfer of *De Jure* Control

However, because the Bureau Decision and the WTB Dismissal Letters dismissed Liberty Media’s applications for consent to transfer of *de facto* control, there are no pending applications to amend. As a result, Liberty Media is filing this application for FCC consent to the transfer of *de jure* control of Sirius to Liberty Media and is simultaneously withdrawing the Liberty Media Petition. Liberty Media intends to purchase sufficient additional shares of Sirius common stock such that, upon conversion of its Preferred Shares, it will own more than 50% of the total outstanding shares of Sirius, giving it *de jure* control of Sirius including the

ability to control the membership of the Sirius Board of Directors. Liberty Media intends to purchase such additional common shares of Sirius as soon as practicable, subject to market conditions. However, Liberty Media will not convert its Preferred Shares in sufficient quantities to own more than 50% of the outstanding common stock of Sirius until the Commission grants this application. Consistent with its certifications in the accompanying applications, Liberty Media will have purchased sufficient shares of Sirius' common stock and will convert its Preferred Shares such that the transfer of control will be completed within 60 days of Commission consent.

## APPLICATION

### I. Description of the Parties

#### A. Liberty Media

Liberty Media, the applicant and proposed transferee, is a Delaware corporation holding ownership interests in a broad range of businesses. Liberty Media's consolidated wholly-owned subsidiaries include the following:

- Starz, LLC -- provides premium subscription video programming to U.S. multichannel video programming distributors, including cable operators, satellite television providers and telecommunications companies. Starz provides sixteen different programming networks, including the Starz channel and its five multiplex channels, the Encore channel and its seven multiplex channels, MoviePlex, IndiePlex, and RetroPlex, most of which are available in both standard definition and high definition feeds. Starz also licenses the subscription video on demand services, Starz on Demand, Encore on Demand, and MoviePlex on Demand.<sup>5</sup>
- Atlanta National League Baseball Club, Inc. -- owns and operates the Atlanta Braves Major League Baseball franchise.

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<sup>5</sup> On August 8, 2012, Liberty Media announced that it intends to effect a spinoff transaction that will result in the business of Starz, LLC, on the one hand, and the other businesses of Liberty Media, on the other hand, being held by two separate publicly traded corporations.

- TruePosition, Inc. -- develops and markets technology for locating wireless phones and other wireless devices, enabling wireless carriers, application providers and other enterprises to provide E-911 services domestically and other location-based services to mobile users both domestically and worldwide.

*See Liberty Media Corporation Form 10-K for the Fiscal Year Ended December 31, 2011, filed with the Securities and Exchange Commission on Feb. 23, 2012 ("Liberty Media Form 10-K"), at I-4 to I-6.*

Liberty Media also has ownership interests in entities that are accounted for as equity or cost investments, including the following:

- Live Nation Entertainment -- Live Nation is organized into five business segments: concert promotion and venue operations, sponsorship, ticketing solutions, e-commerce and artist management. Liberty Media held approximately 25.6% of Live Nation's outstanding common stock as of June 30, 2012.
- Barnes & Noble, Inc. -- Barnes & Noble, the world's largest bookseller and a Fortune 500 company, operates bookstores in 50 states and conducts its online business through BN.com. Liberty Media holds certain preferred shares of Barnes & Noble stock convertible into an approximate 17% equity interest in Barnes & Noble.

Liberty Media Form 10-K at I-3, I-7. Liberty Media also holds non-attributable ownership interests in other entities, including Crown Media Holdings, Inc. (3%), Sprint Nextel Corporation (1%), Time Warner Cable Inc. (1%), Time Warner Inc. (1%) and Viacom Inc. (1%).

On September 23, 2011, Liberty Interactive Corporation ("Liberty Interactive") completed the split-off of Liberty Media into a separate publicly traded company. Following the split-off, Liberty Media and Liberty Interactive operate as separate publicly-traded companies. Because Liberty Media and Liberty Interactive share certain executive officers and directors and there are certain overlapping ownership interests, they may be deemed to hold

attributable ownership interests in each other under the Commission's ownership attribution rules.

Liberty Interactive owns interests in subsidiaries and other companies that primarily are engaged in the video and online commerce industries. Liberty Interactive's consolidated subsidiaries include:

- QVC, Inc. -- markets and sells a wide variety of consumer products in the U.S. and several foreign countries, primarily by means of televised shopping programs and via the Internet through its domestic and international websites.
- Provide Commerce, Inc. -- operates an e-commerce marketplace of branded websites offering high quality, perishable products shipped directly from the supplier to the consumer.
- Backcountry.com, Inc. -- operates an e-commerce marketplace for outdoor adventure, cycling and action sports gear and clothing. Liberty Interactive holds an 87.5% ownership interest in Backcountry.

*See Liberty Interactive Corporation, Form 10-K for the Fiscal Year Ended December 31, 2011, filed with the Securities and Exchange Commission on Feb. 23, 2012 ("Liberty Interactive Form 10-K"), at I-4 to I-6.*

Liberty Interactive also has ownership interests in entities which are accounted for as equity or cost investments, including:

- HSN, Inc. -- HSN is a retailer and interactive lifestyle network offering an assortment of products through television home shopping programming and HSH.com. Liberty Interactive holds approximately 34% of HSN's outstanding common stock and has the right to nominate 20% of the members of HSN's board of directors.
- Expedia, Inc. -- Expedia is among the world's leading travel services companies, making travel products and services available to leisure and corporate travelers through a diversified portfolio of brands, including Expedia.com, Hotels.com, Venere.com, Vacations and a range of other domestic and international brands and businesses. Liberty Interactive holds an approximate 26% equity interest and 60% voting interest in

Expedia. Liberty Interactive has entered into governance arrangements pursuant to which Mr. Barry Diller, Chairman of the Board and Senior Executive Officer of Expedia, may vote Liberty Interactive's shares of Expedia subject to certain limitations.<sup>6</sup>

Liberty Interactive Form 10-K at I-8.

B. Sirius

Sirius is a publicly traded Delaware company and holds numerous FCC satellite, earth station, wireless and other authorizations as listed in Schedule 1. Sirius provides music, sports, entertainment, comedy, talk, news, traffic and weather audio channels in the United States on a subscription fee basis through two proprietary satellite radio systems -- the Sirius system and the XM system. The programming offered by Sirius includes the following: (1) music, including an extensive selection of genres ranging from rock, pop and hip-hop to country, dance, jazz, Latin and classical; (2) sports, including games/matches of the National Football League, Major League Baseball, NASCAR, National Basketball Association, National Hockey League, PGA Tour, and NCAA Division I football and basketball games; (3) talk and entertainment, including popular talk personalities such as Oprah Winfrey and Martha Stewart, comedy channels and religious programming; and (4) news and information, including a range of national, international and financial news from BBC World Service News, Bloomberg Radio, CNBC, CNN, FOX News, HLN, MSNBC, NPR and World Radio Network. *See Sirius XM Radio Inc. Form 10-K for the Fiscal Year Ended December 31, 2011, filed with the Securities and Exchange Commission on Feb. 9, 2012, at 1-2.* As of June 30, 2012, Sirius had

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<sup>6</sup> Effective December 20, 2011, Expedia completed the spin-off of TripAdvisor, Inc. ("TripAdvisor"), an online travel research company, as an independent public company. Liberty Interactive holds an approximate 26% equity interest and 60% voting interest in TripAdvisor. Liberty Interactive has entered into a stockholders' agreement pursuant to which Mr. Diller may vote Liberty Interactive's shares of TripAdvisor common stock, subject to certain limitations.

over 22,000,000 subscribers. *See Sirius XM Radio Inc. Form 8-K, filed with the Securities and Exchange Commission on Aug. 7, 2012, at Ex. 99.1.*

II. Grant of This Application Will Serve the Public Interest.

Under Section 310(d) of the Communications Act, the Commission must determine whether the transfer of *de jure* control of Sirius to Liberty Media will serve the public interest, convenience and necessity. *See* 47 U.S.C. §310(d). The public interest analysis requires the Commission to determine initially whether the transaction violates the Communications Act, other applicable statutes, or the Commission's rules. *See, e.g., News Corp. and The DIRECTV Group Inc., Transferors, and Liberty Media Corporation, Transferee*, 23 FCC Rcd. 3265 (2008) ("*Liberty Media-DIRECTV Approval Order*"), at ¶22. If the transaction does not violate a statute or regulation, the Commission will consider whether the transaction will result in public interest harms by frustrating or impairing the objectives or the implementation of the Communications Act. *Id.* The Commission then will balance the proposed transaction's potential public interest harms and potential public interest benefits. *Id.*

The public interest evaluation also encompasses the broad aims of the Communications Act, which generally include preserving and enhancing competition in relevant markets, accelerating private-sector deployment of advanced services, ensuring a diversity of information and services to the public, and managing spectrum in the public interest. *See, e.g., Applications of Comcast Corp., General Electric Co. and NBC Universal, Inc., for Consent to Assign Licenses and Transfer Control of Licensees*, 26 FCC Rcd. 4238 (2011), at ¶23 (citations omitted). Under the Commission's balancing process, where the potential harms posed by a transaction are great, the potential benefits must be great. Conversely, where the potential harms are small or nonexistent, the potential benefits need only be of a

similar scale. See, e.g., *Applications for Consent to the Assignment and/or Transfer of Control of Licenses, Adelphia Communications Corp., Assignors and Transferors, Comcast Corp. and Time Warner Inc., Assignees and Transferees*, 21 FCC Rcd. 8203 (2006), at ¶300.

The proposed transfer of *de jure* control of Sirius to Liberty Media does not violate the Communications Act or any Commission rules or policies. It does not implicate any aggregation, cross-ownership, multiple ownership, antitrust or similar restrictions in the Communications Act, the Commission's rules, or the antitrust statutes. Liberty Media's potential acquisition of control of Sirius will not adversely affect the "well-recognized public interest benefits" cited by the Commission in approving the Sirius-XM merger. See *Applications for Consent to the Transfer of Control of Licenses from XM Satellite Radio Holdings Inc., Transferor, to Sirius Satellite Radio Holding, Inc., Transferee*, 23 FCC Rcd. 12348 (2008), at ¶¶83, 88.

The Media Bureau recently noted that the audio services "marketplace has evolved since the [Sirius-XM] merger closed, and consumers now have additional audio entertainment choices:"

Indeed, it appears that since the *Merger Order* new audio services have emerged as viable consumer alternatives, including smartphone Internet streaming applications that can be used in mobile environments such as automobiles equipped with user-friendly interfaces. For example, Pandora Media Inc...which provides audio services via Internet streaming and smartphone apps; has demonstrated remarkable growth in popularity in the years since the merger. Other examples of apps that have emerged as alternatives since the *Merger Order* include Rhapsody, Slacker, Last.fm, and iheartradio. Ford, Toyota, MINI, GM, Mercedes-Benz, and Hyundai are introducing Internet-based streaming services in their vehicles. In addition, data suggest that HD radio has increased since the merger.

See *Applications for Consent to the Transfer of Control of Licenses, XM Satellite Radio Holding Inc., Transferor, to Sirius Satellite Radio Inc., Transferee*, 26 FCC Rcd. 10539

(Med. Bur. 2011), at ¶7 (notes omitted). Liberty Media's acquisition of *de jure* control of Sirius XM will not adversely affect competition in the audio services marketplace.

Liberty Media is qualified to control Sirius-XM. Liberty Media and its current and previous subsidiaries have held numerous classes of FCC licenses. The FCC approved Liberty Media's qualifications to exercise *de facto* control of DIRECTV in 2008. *See Liberty Media-DIRECTV Approval Order*.

In accordance with the provisions of the Investment Agreement, Liberty Media made a substantial investment in Sirius in 2009 in return for an equity interest in the company. The Commission has recognized that it is "axiomatic" that an investment should "fairly reflect the benefits that [the investor] expects to receive in return for its investment." *See, e.g., Applications of GWI PCS, Inc. For Authority to Construct and Operate Broadband PCS Systems Operating on Frequency Block C*, 12 FCC Rcd. 6441 (WTB 1997), at ¶9. Likewise, the Commission has recognized that it is in the public interest for the Commission's transfer of control procedures to facilitate investment in entities licensed by the Commission and to permit investors to recognize the full value of their investments. *See, e.g., AmericaSky Corp., Application for Authority for Transfer of Control*, 11 FCC Rcd. 21134 (Int'l Bur. 1996), at ¶20. Therefore, Liberty Media respectfully requests grant of its application for transfer of *de jure* control of Sirius.<sup>7</sup>

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<sup>7</sup> In addition to holding the licenses identified in Schedule 1 hereto, Liberty Media understands that Sirius and/or its licensee subsidiaries have filed with the Commission certain pending applications and petitions and may file additional applications or petitions with the Commission in the future. Accordingly, Liberty Media requests that the Commission, in acting upon this application, include authority for the transfer of *de jure* control of: (1) any license or authorization issued to Sirius and/or its licensee subsidiaries during the pendency of this application prior to grant of the application or during the period specified in the Commission's rules for consummation following approval; and (2) any applications, petitions or other filings that have been filed by Sirius and/or its licensee subsidiaries and that are pending at the time of the consummation of the proposed transfer of *de jure* control.

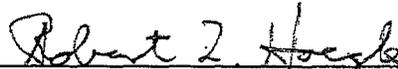
CONCLUSION

For the reasons set forth above, grant of this application will serve the public interest, convenience and necessity. Liberty Media respectfully requests that the Commission grant this application for consent to the transfer of *de jure* control of Sirius to Liberty Media, so that Liberty Media may convert a sufficient number of the Preferred Shares to own more than 50% of the outstanding common stock of Sirius.

Respectfully submitted,

LIBERTY MEDIA CORPORATION

BY:

  
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August 16, 2012

Schedule 1

**FCC LICENSES & AUTHORIZATIONS**

**Sirius XM Radio Inc.**

Call Sign	Class	Expiration
E040363	Earth station	10/19/2019
E060276	Earth station	9/5/2021
E060277	Earth station	10/3/2021
E060363	Earth station	10/30/2021
E080168	Earth station	2/17/2024
E080185	Earth station	10/9/2023
E110172	Earth station	2/15/2027
E990291	Earth station	3/20/2026
S2710	Satellite	8/25/2017
WQKI298	Business radio	5/29/2019
WQPD459	Business radio	4/13/2022
WE2XSS	Experimental	

**XM Radio LLC**

Call Sign	Class	Expiration
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S2119	Satellite	3/31/2014
S2616	Satellite	12/15/2014
S2617	Satellite	4/20/2013
S2786	Satellite	12/2/2018
E040204	Earth station	8/6/2019
E000724	Earth station	1/22/2026
E000158	Earth station	3/20/2026
WQJP534	Wireless	10/1/2012
WB2XCA	Experimental	9/1/2012

**Satellite CD Radio LLC**

Call Sign	Class	Expiration
S2105	Satellite	2/11/2017
S2812	Satellite	

## **EXHIBIT 1**

Sirius XM intends to cooperate fully with the FCC in its evaluation of Liberty Media's applications. Sirius XM has not signed the licensee and transferor portions of the applications because it is not in possession of all the facts required to make the certifications.