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September 17, 2012

## VIA ELECTRONIC FILING

Mindel De La Torre, Esquire  
Chief, International Bureau  
Federal Communications Commission  
445 12<sup>th</sup> Street, S.W.  
Washington, D.C. 20554

Re: Applications of Liberty Media Corporation for Consent to Transfer of *De Jure* Control of Sirius XM Radio, Inc., File Nos. SES-T/C-20120821-00776, SES-T/C-20120821-00777, SES-T/C-20120821-00792, SAT-T/C-20120817-00133, SAT-T/C-20120817-00134, SAT-T/C-20120817-00135, SAT-T/C-20120817-00136; WTB-0005353974, WTB-0005353880, 0019-EX-TU-2012, and 0020-EX-TU-2012

Dear Ms. De La Torre:

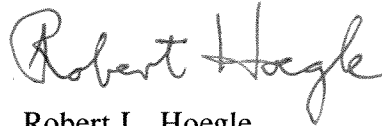
The above-referenced applications for consent to transfer of *de jure* control of Sirius XM Radio, Inc. ("Sirius") were submitted on August 17, 2012, but have not yet been accepted for filing. Consistent with Section 1.65 of the Commission's Rules, Liberty Media is submitting this letter to advise the Commission of certain changes in the information contained in the above-referenced applications.

The applications stated that, as of the filing date, Liberty Media "currently holds 12,500,000 Series B-1 Preferred Shares" of Sirius. Liberty Media also stated in the applications that, absent Commission approval, it would not convert Preferred Shares in quantities sufficient to own more than 50% of the outstanding common stock of Sirius. This is to report that Liberty Media today exercised its right to convert a portion of the Preferred Shares to common shares. As a result, Liberty Media now owns 6,250,100 Series B-1 Preferred Shares and a total of 1,863,203,483 common shares of Sirius (not including 41,087,753 shares that may be purchased under a forward purchase contract scheduled to be settled on October 10, 2012), representing approximately 32% of the outstanding common stock of Sirius.

Pending Commission review and approval of its applications, Liberty Media presently does not intend to take any action to replace directors of Sirius with its own designees prior to the next regularly scheduled annual meeting of the Sirius shareholders. However, under Sirius' bylaws, Liberty Media will be required to name its slate of nominees no later than March 13, 2013. The last annual meeting occurred on May 22, 2012.

If you have any questions about this matter, please contact me.

Respectfully submitted,



Robert L. Hoegle  
Counsel for Liberty Media Corporation

RLH:tjf

cc: Ruth Milkman, Esquire, Chief, Wireless Telecommunications Bureau  
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