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US BANK/FCC MAR 21 2012

March 20, 2012

Via FedEx

Federal Communications Commission

c/o U.S. Bank Government Lockbox 979095

SL-MO-C2-GL

St Louis, MO 63101

Re: FCC Form 703 – Liberty Media Corporation

Dear Sir or Madam:

On behalf of applicant Liberty Media Corporation (“Liberty Media”), we are filing the enclosed documents:

1. FCC Form 703 application for FCC consent to transfer of *de facto* control. Exhibit A to the Form 703 consists of a description of the transfer of *de facto* control.
2. Request for Waiver of Electronic Filing and Transferor/Licensee Signature Requirements for Consent to Transfer of Control (“Waiver Request”). The Waiver Request is attached as Exhibit B to the Form 703 application.
3. FCC Form 159 containing credit card information for payment of associated application fee.

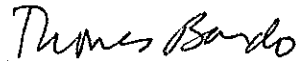
Federal Communications Commission

March 20, 2012

Page 2

In addition, we have enclosed an extra copy of these documents and would appreciate if you would date stamp that copy and return it to us in the enclosed stamped, self-addressed envelope. Thank for your assistance with this matter.

Sincerely,

A handwritten signature in cursive script, appearing to read "Thomas Bardo".

Thomas F. Bardo

Counsel for Liberty Media Corporation

TFB:gt

Enclosures

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE
FORM 159

Approved by OMB
3060-0589
Page No. 1 of 2

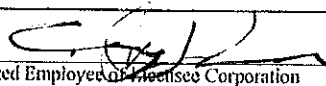
(1) LOCKBOX # 979095		SPECIAL USE ONLY	
		FCC USE ONLY	
SECTION A - PAYER INFORMATION			
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) Thomas F. Bardo		(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) \$60.00	
(4) STREET ADDRESS LINE NO. 1 Nelson Mullins Riley & Scarborough LLP			
(5) STREET ADDRESS LINE NO. 2 101 Constitution Avenue, NW, Suite 900			
(6) CITY Washington		(7) STATE DC	(8) ZIP CODE 20001
(9) DAYTIME TELEPHONE NUMBER (include area code) (202)712-2800		(10) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(11) PAYER (FRN) 0021613823		(12) FCC USE ONLY	
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE. IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(13) APPLICANT NAME Liberty Media Corporation			
(14) STREET ADDRESS LINE NO. 1 12300 Liberty Boulevard			
(15) STREET ADDRESS LINE NO. 2			
(16) CITY Englewood		(17) STATE CO	(18) ZIP CODE 80112
(19) DAYTIME TELEPHONE NUMBER (include area code) (720)875-5400		(20) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(21) APPLICANT (FRN) 0011487238		(22) FCC USE ONLY	
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(23A) CALL SIGN/OTHER ID WB2XCA	(24A) PAYMENT TYPE CODE EAE	(25A) QUANTITY 1	
(26A) FEE DUE FOR (PTC) \$60.00	(27A) TOTAL FEE \$60.00	FCC USE ONLY	
(28A) FCC CODE 1		(29A) FCC CODE 2	
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY	
(28B) FCC CODE 1		(29B) FCC CODE 2	
SECTION D - CERTIFICATION			
CERTIFICATION STATEMENT I, Thomas F. Bardo , certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief. SIGNATURE <u>Thomas F. Bardo</u> DATE <u>3/20/12</u>			
SECTION E - CREDIT CARD PAYMENT INFORMATION			
MASTERCARD ☐ VISA ☒ AMEX ☐ DISCOVER ☐			
ACCOUNT NUMBER 42379500 0995 5561		EXPIRATION DATE 05/12	
I hereby authorize the FCC to charge my credit card for the service(s) authorization herein described. SIGNATURE <u>Thomas F. Bardo</u> DATE <u>3/20/12</u>			

Approved by OMB
3060-0053
See reverse for public
burden estimate

UNITED STATES OF AMERICA
FEDERAL COMMUNICATIONS COMMISSION

PART I - APPLICATION FOR CONSENT TO TRANSFER CONTROL OF CORPORATION HOLDING STATION
LICENSE

(This application must be filed before Transfer of Control takes place)

1. (a) Name of corporate licensee XM Radio LLC (FRN: 0020921250)		
(b) Number and street address of corporate licensee		
(c) City	(d) State	(e) ZIP Code
(f) E-mail address of corporate licensee		
2. Call sign and radio service of each station Call sign - WB2XCA Service - XD		
3. (a) Fee Type Code EAE	(b) Fee Due \$60	(c) FCC Registration Number (FRN) 0011487238
4. (a) Name of transferee Liberty Media Corporation		
(b) To the attention of: Craig Troyer, Esq.		
(c) Number and street address of transferee 12300 Liberty Boulevard		
(d) City Englewood	(e) State CO	(f) ZIP Code 80112
(g) E-mail address of transferee craig@libertymedia.com		
5. Subsequent to the Transfer of Control, will the licensee corporation be the same corporate entity? That is, will it retain its present name, Corporate charter, State of incorporation, etc.? If "NO" give details on Page 3.		Yes X No
6. Subsequent to the Transfer of Control, will the licensee corporation be a representative of any foreign government? If "YES", give details on Page 3.		X
CERTIFICATION * Applicant waives any claim to the use of any particular frequency regardless of prior use by licensee or otherwise. * Applicant will have unlimited access to the radio equipment and will control access to exclude unauthorized persons. * Neither applicant nor any member thereof is a foreign government or representative thereof. * Applicant certifies that all statements made in this application and attachments are true, complete and made in good faith. * Neither the applicant nor any other party to the applicant is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5.301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862. Because of a conviction for possession or distribution of a controlled substance.		
WILLFUL FALSE STATEMENTS MADE ON THIS FORM 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 503).		
SIGNATURE  (Transferee signature) Authorized Employee of Licensee Corporation		DATE March 16, 2012
SIGNATURE VP & Deputy General Counsel Transferee of Control (Check One)		DATE
☐ Individual ☐ Partner ☒ Officer ☐ Other (Specify):		

Previous editions of this form are obsolete.

INSTRUCTIONS

This form applies only to stations authorized under Part 5 of the FCC Rules. This application must be filed where the only change is the transfer of control of the corporate licensee. If other changes are made or have been made, the appropriate application for modification of license should be filed.

1. Information entered for items 1 and 2 of Part I should be that of the current corporate licensee. If your answer differs from that of the current corporate licensee, an explanation should be provided.
2. Enter an e-mail address (if applicable) in items 1f and 4g where the FCC can send you mail regarding your application.
3. Enter current fee in item 3b. Current fees may be obtained by referring to the Office of Engineering and Technology's Fee Filing Guide at www.fcc.gov/fees/appfees.html or by requesting the "experimental license fees" at the FCC Consumer Information Bureau's toll free number, 1-888-CALLFCC (1-888-225-5322).
4. Enter the FCC Registration Number (FRN) in item 3c. If you do not have an FRN, apply for one using FCC Form 160 or at <https://svartifoss2.fcc.gov/cores/CoresHome.html>.
5. The information to be given in items 5 and 6 should be that information which will be true after the Transfer of Control has taken place.
6. The application must be signed and dated by an authorized employee of the licensee corporation and by the transferee of the control of the licensee corporation.
7. Complete items 1 and 2 of Part II. If item 1 differs from that of the current corporate licensee, an explanation should be provided.
8. FCC Form 159 (Fee Remittance Advice) must be submitted with this application.

WHERE TO FILE

a. BY MAIL:

Federal Communications Commission
Experimental Radio Service
P. O. Box 358320
Pittsburgh, PA 15251-5320

* b. BY HAND-DELIVERY OR COURIER SERVICE:

Federal Communications Commission
c/o Mellon Client Service Center
500 Ross Street
Room 154-0670
Pittsburgh, PA 15262

* Applications hand delivered or sent by courier should be placed in an inner envelope with address "a" and then submitted to address "b".

NOTICE TO INDIVIDUALS REQUIRED BY PRIVACY ACT OF 1974 AND THE PAPER WORK REDUCTION ACT OF 1995

We have estimated that each response to this collection of information will take average of thirty-six minutes. Our estimate includes the time to read instructions, look through existing records, gather and maintain required data, and actually complete and review the form or response. If you have any comments on this estimate, or on how we can improve the collection and reduce the burden it causes you, please write the Federal Communications Commission, AMD-PERM, Washington, DC 20554. Paperwork Reduction Project (3060-0053). We will also accept your comments via the Internet if you send them to jboley@fcc.gov. DO NOT SEND COMPLETED APPLICATIONS TO THIS ADDRESS.

You are not required to respond to a collection of information sponsored by the Federal government and the government may not conduct or sponsor this collection unless it displays a currently valid OMB control number or if we fail to provide you with this notice. This collection has been assigned an OMB control number of 3060-0053.

The FCC is authorized under the Communications Act of 1934, as amended, to collect the personal information we request in this form. We will use the information you provide to determine whether approving this application is in the public interest. If we believe there may be a violation or potential violation of an FCC statute, regulation, rule or order, your application may be referred to the Federal, state, or local agency responsible for investigating, prosecuting, enforcing or implementing the statute, rule, regulation or order. In certain cases, the information in your application may be disclosed to the Department of Justice or a court or adjudicative body when (a) the FCC; or (b) any employee of the FCC; or (c) the United States Government, is a party to a proceeding before the body or has an interest in the proceedings.

This notice is required by the Privacy Act of 1974, Public Law 93-579, December 31, 1974, 5 U.S.C. Section 552a(e)(3) and the Paperwork Reduction Act of 1995 Public Law 104-13, October 1, 1995. 44 U.S.C. 3507.

DETAILS / ADDITIONAL INFORMATION

UNITED STATES OF AMERICA
FEDERAL COMMUNICATIONS COMMISSION

PART II – AUTHORIZATION TO HOLD STATION LICENSE(S) AFTER TRANSFER OF CONTROL OF CORPORATION

1. Name and mailing address of corporate licensee

XM Radio LLC

2. Call sign and radio service of each station

Call sign: WB2XCA
Service: XD

DO NOT WRITE IN THIS BLOCK

CONDITIONS OF GRANT

The corporate licensee is hereby authorized to continue holding the radio station license(s) listed in Item 2 on the basis of the representations made in the application for this authorization.

This authorization is granted for the term of the outstanding license(s) for the station(s) listed in item 2.

DATE AUTHORIZED:



FEDERAL
COMMUNICATIONS
COMMISSION

**THIS AUTHORIZATION TO BE FILED WITH
CORPORATION'S RADIO STATION RECORDS**

EXHIBIT A

Description of the Transaction

This is one of a series of applications involved in the transfer of *de facto* control of Sirius XM Radio Inc. and its licensee subsidiaries to Liberty Media Corporation. A discussion of the transfer of *de facto* control is included in the attached narrative Application of Consent to Transfer of *De Facto* Control.

Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, DC 20554

Application of)
)
)

Liberty Media Corporation)

File Nos.

For Consent to Transfer of *De Facto*)
Control of Sirius XM Radio Inc.)
)

Docket No.

APPLICATION FOR CONSENT
TO TRANSFER OF *DE FACTO* CONTROL

Robert L. Hoegle
Timothy J. Fitzgibbon
Thomas F. Bardo
Nelson Mullins Riley & Scarborough LLP
101 Constitution Avenue, NW, Suite 900
Washington, D.C. 20001
(202) 712-2800

Counsel for Liberty Media Corporation

Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, DC 20554

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

APPLICATION FOR CONSENT
TO TRANSFER OF *DE FACTO* CONTROL

Liberty Media Corporation ("Liberty Media") respectfully submits this application for consent to the transfer of *de facto* control of Sirius XM Radio Inc. ("Sirius") and the various space station, satellite earth station, wireless, experimental and other Federal Communications Commission licenses and authorizations held by Sirius or its subsidiaries.¹ Liberty Media currently holds a substantial equity interest in Sirius pursuant to an Investment Agreement entered into in 2009. Certain restrictions set forth in the Investment Agreement, pursuant to which Liberty Media has not had *de facto* control over Sirius, expired on March 6, 2012.

¹ A list of the FCC licenses and authorizations held by Sirius and its subsidiaries is annexed as Exhibit 1. Sirius has refused to provide the passwords, signatures and other information required to prepare and file standard electronic applications for consent to transfer of *de facto* control because it does not believe that the applications are necessary or appropriate. Consequently, Liberty Media is filing paper copies of: (a) FCC Form 603 regarding the wireless licenses held by Sirius; (b) FCC Form 703 regarding the experimental licenses and authorizations held by Sirius; and (c) a request for waiver of the Commission's rules requiring electronic filing of those application forms and the inclusion of certain information and signatures from the transferor and/or licensee on those application forms. With respect to the satellite and international licenses held by Sirius, the International Bureau has advised that any applications for consent to transfer of *de facto* control being filed by Liberty Media without the Sirius passwords and other information should be filed electronically, using the Special Temporary Authorization ("STA") application form, rather than paper applications, and Liberty Media is filing those applications today as well.

Consequently, Liberty Media is filing this application to obtain Commission consent to the transfer of *de facto* control of Sirius from the current shareholders of Sirius to Liberty Media. Liberty Media commits to abide by the restrictions set forth herein precluding its *de facto* control over Sirius until the Commission acts upon this application, the application is withdrawn, or circumstances change and Liberty Media advises the Commission of the changed circumstances.

INTRODUCTION AND BACKGROUND

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.² The Investment Agreement recites that the Series B Preferred Shares would represent, on an as-converted basis, approximately 40% of the total outstanding common shares of Sirius. Investment Agreement at §3.2(c). The transaction, pursuant to which Liberty Radio acquired the preferred stock of Sirius, closed on March 6, 2009. To the best of Liberty Media's knowledge, no other shareholder of Sirius owns 5% of its outstanding common stock.

Following the announcement of the transaction in 2009, the Commission staff informally inquired as to whether the transaction constituted a transfer of *de facto* control of Sirius to Liberty Media. At that time, counsel for Sirius and Liberty Media reviewed in detail

² 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. 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.

with the Commission staff various provisions of the Investment Agreement, which precluded Liberty Media's *de facto* control of Sirius, as well as other provisions of the Investment Agreement and two related Certificates of Designation regarding the Series B-1 and B-2 Preferred Shares, respectively, which provided certain investor protections to Liberty Media.

The Investment Agreement includes certain provisions pursuant to which Liberty Radio agreed that "prior to the third anniversary of the Closing Date" (*i.e.* March 6, 2012) and subject to the provisions of Section 4.1(d), Liberty Radio and its Affiliates would not:

(1) "enter into or agree, offer, propose or seek...to enter into, or otherwise be involved in or part of, any acquisition transaction, merger or other business combination relating to all or part of the Company or any of the Company Subsidiaries or any acquisition transaction for all or part of the assets of the Company or any Company Subsidiary or any of their respective businesses;"

(2) "make, or in any way participate in, any 'solicitation' of 'proxies'...to vote or seek to advise or influence any person or entity with respect to the voting of, any voting securities" of Sirius;³ or

(3) "call or seek to call a meeting of the stockholders of the Company or any of the Company Subsidiaries or initiate any stockholder proposal for action by stockholders of the Company or any of the Company Subsidiaries, form, join or in any way participate in a 'group'...with respect to any voting securities of the Company, or seek, propose or otherwise act alone or in concert with others, to influence or control the management, board of directors or policies of the Company or any Company Subsidiaries," again provided "that this subsection shall not be deemed to restrict the Preferred Stock Directors from participating as members of the Board of Directors and any committees thereof in their capacity as such."

Investment Agreement, §4.1(c).

³ The Agreement states that "this subsection shall not be deemed to restrict (x) the Preferred Stock Directors from participating as members of the Board of Directors and any committees thereof in their capacity as such or (y) any Liberty Party from opposing publicly or privately, voting against and encouraging others to vote against any proposal of a third party regarding a merger or other business combination, or opposing publicly or privately any tender or exchange offer, regardless of whether such proposal or offer is supported by the Board of Directors." Investment Agreement, §4.1(c)(2). The Certificates of Designation regarding Liberty Media's Series B Preferred Shares provide that Liberty Media may designate a certain number of directors on the Sirius Board ("Preferred Stock Directors"), depending upon the number of Preferred Shares outstanding and the size of the Sirius Board. Currently, Liberty Media designates five of the 13 members of the Sirius Board of Directors.

The Investment Agreement also placed certain restrictions on Liberty Media's voting with respect to certain matters. Specifically, Liberty Media agreed that, prior to the third anniversary of the Closing:

(a) "Purchaser and each Liberty Party shall vote, or cause to be voted, or execute written consents with respect to, any shares of Common Stock that it Beneficially Owns (and which are entitled to vote on such matter) in favor of the election of each candidate designated, recommended or nominated for election by the Nominating and Corporate Governance Committee of the Board of Directors" of Sirius; and

(b) "Other than with respect to the right to designate the Preferred Stock Directors, neither Purchaser nor any Liberty Party shall (i) nominate or designate, (ii) vote for, or (iii) make, or in any way participate, directly or indirectly, in any 'solicitation' of 'proxies' to vote (as such terms are used in the rules of the SEC) or seek to advise or influence any person with respect to the voting of, any voting securities in respect of the election of, any candidate for election or appointment as a director except as provided in this Section 4.9."

Investment Agreement, §4.9. However, Section 4.9 does not "restrict the Preferred Stock Directors from participating as members of the Board of Directors and any committees thereof in their capacity as such." *Id.* In addition, the Certificates of Designations provide that the Series B Preferred Shares confer no right to vote for Sirius directors other than the Preferred Stock Directors. *See* Certificates of Designation at §11.

After reviewing these provisions and certain investor protections afforded to Liberty Media under the terms of the Investment Agreement and Certificates of Designations, the staff requested that Liberty Media confirm that it would not exercise *de facto* control of Sirius. By letter dated April 20, 2009, counsel for Liberty Media confirmed that, consistent with the provisions of the Investment Agreement and the Certificates of Designation, "Liberty Media and those parties defined as 'Liberty Parties' in the Investment Agreement will not exercise *de facto* control over Sirius and have no intention of doing so." The letter further stated that "[i]n the event that the facts and circumstances change in the future, Liberty Media will file those

applications with the FCC, if any, that are necessary and appropriate.” Letter from Robert L. Hoegle, Counsel for Liberty Media Corporation, to John Giusti, Acting Bureau Chief, International Bureau (Apr. 20, 2009).

The provisions of Section 4.1(c) and Section 4.9 of the Investment Agreement described above expired on March 6, 2012 (the third anniversary of the Closing Date of the transaction). Given the nature of those restrictions, their significance during the Commission staff’s informal inquiry in 2009, and the fact that they now have expired, Liberty Media is filing the current applications seeking consent to the transfer of *de facto* control of Sirius to Liberty Media.⁴ However, until such time as the Commission acts upon the applications for consent to the transfer of control to Liberty Media, the applications are withdrawn, or circumstances change and Liberty Media advises the Commission of the changed circumstances, Liberty Media represents to the Commission that it will: (a) continue to abide by the provisions of Section 4.1(c) of the Investment Agreement set forth above at 3 (“Standstill Restrictions”); (b) either abstain from voting any common shares or vote such common shares in accordance with the provisions of Section 4.9 of the Investment Agreement (together, “Voting Restrictions”); and (c) refrain from acquiring shares of the Common Stock

⁴ Liberty Media initially sought to file applications for consent to the transfer of *de facto* control of Sirius on or before March 6, 2012, but was unable to obtain from Sirius the passwords and other information needed to file electronic applications. On March 6, 2012, at the request of the Commission staff, Liberty Media filed a letter with the Commission stating that it would abide by certain provisions of the Investment Agreement and other restrictions until Commission staff communicated with Liberty Media regarding the appropriate means to file transfer of control applications without the passwords from Sirius. Liberty Media filed applications for consent to transfer of *de facto* control, or Liberty Media further advised the Commission. Sirius now has confirmed that it will not provide the passwords and signatures necessary to prepare and file standard electronic transfer of control applications because it disagrees that such applications are necessary or appropriate. Consequently, after consulting the Commission staff, Liberty Media is filing paper applications and the current waiver requests concerning the Sirius wireless and experimental licenses, and electronic applications concerning the satellite and international licenses using the International Bureau’s electronic STA application form, which does not require a password from Sirius.

of Sirius that would result in Liberty Media's Beneficial Ownership (as defined in Section 5.9(g) of the Investment Agreement) exceeding 49.9%.

APPLICATION

A. Description of 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.
- Atlanta National League Baseball Club, Inc. -- owns and operates the Atlanta Braves Major League Baseball franchise.
- 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 which 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 holds approximately 21% of Live Nation's outstanding common stock as of December 31, 2011.
- 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 AOL Inc. (1%), 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 which 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 HSN.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 58% 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.⁵

Liberty Interactive Form 10-K at I-8.

⁵ 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 58% 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. *See* Liberty Interactive Form 10-K at I-9.

B. Description of Sirius.

Sirius is a publicly traded Delaware company and holds numerous FCC satellite, earth station, wireless and other authorizations as listed in Exhibit 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. As of December 31, 2011, Sirius had over 21 million subscribers. *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.*

C. The Limitations in Sections 4.1(c) and 4.9 of the Investment Agreement Have Expired.

As noted above, when Liberty Media acquired the Series B Preferred Shares of Sirius in 2009, the Commission staff had inquired informally as to whether that acquisition constituted a transfer of *de facto* control of Sirius to Liberty Media. After a review of the limitations placed upon Liberty Media in Sections 4.1(c) and 4.9 of the Investment Agreement, the staff concluded that Liberty Media did not have *de facto* control over Sirius, which Liberty

Media confirmed in the April 20, 2009 letter. Although those provisions expired on March 6, 2012, Liberty Media has committed to abide by the Standstill Restrictions and the Voting Restrictions described above and to refrain from acquiring shares of the Common Stock of Sirius that would result in Liberty Media's Beneficial Ownership (as defined in Section 5.9(g) of the Investment Agreement) exceeding 49.9% until the Commission has acted upon Liberty Media's application for consent to the transfer of control of Sirius, the application is withdrawn, or circumstances change and Liberty Media advises the Commission of the changed circumstances.

Although not necessarily determinative, the size of a minority investor's ownership interest in a Commission licensee clearly is an "important element" in considering whether a party can exert *de facto* control over a Commission licensee. *See Benjamin L. Dubb*, 16 FCC 274, 289 (1951). For example, in the 2004 transaction between News Corporation Limited ("News Corp.") and Hughes Electronics Corporation ("Hughes"), News Corp. acquired a 34% interest in Hughes and its subsidiaries, including DirecTV. *See General Motors Corp. and Hughes Electronics Corp., Transferor, and the News Corporation Limited, Transferee*, 19 FCC Rcd. 473 (2004). The Commission noted that, as a result of the transaction: (1) no single shareholder would have a *de jure* controlling interest in Hughes either through a majority interest in voting stock or majority representation on the Hughes board; (2) News Corp. indirectly would control a 34% interest in Hughes; and (3) News Corp.'s former employee would serve as CEO of Hughes. *Id.* at ¶14. The FCC concluded that, "for purposes of the Communications Act," News Corp. would "exercise *de facto* control over Hughes" following completion of the transaction. *Id.*

The Commission reached a similar conclusion regarding *de facto* control in its 2008 order approving Liberty Media's acquisition of News Corp.'s ownership interest in DIRECTV. *See News Corp. and The DIRECTV Group, Inc., Transferors, and Liberty Media Corp., Transferee, for Authority to Transfer Control*, 23 FCC Rcd. 3265 (2008) ("*Liberty Media-DIRECTV Approval Order*"). Upon completion of that transaction, Liberty Media would hold a "40.36 percent interest in DIRECTV, making it the largest stockholder by far." *Id.* at ¶2. The Commission concluded that, "[b]y virtue of this interest, Liberty Media will have *de facto* control DIRECTV." *Id.* (emphasis added).

Here, the convertible Preferred Shares held by Liberty Media would constitute approximately 40% of the outstanding Common Stock of Sirius, by far the largest ownership interest held by any individual or entity. The remainder of the Sirius stock is widely held, such that no other person or entity holds 5% of the common stock of Sirius. Given the Commission's reliance in 2009 upon the provisions of Sections 4.1(c) and 4.9 of the Investment Agreement, the nature of those restrictions, and the fact that those restrictions expired on March 6, 2012, Liberty Media respectfully requests the Commission's consent to the transfer of *de facto* control of Sirius to Liberty Media.⁶

D. 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 facto* control of Sirius to Liberty Media will serve the public

⁶ In addition to holding the licenses identified in Exhibit 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 facto* 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 facto* control.

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., 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.*

At the outset, the proposed transfer of *de facto* 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 *de facto* 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 facto* control of Sirius XM will not adversely affect competition in the audio services marketplace.

Liberty Media is qualified to hold a *de facto* controlling interest in 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 2008.⁷ *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

⁷ Section 310(d) of the Communications Act requires that the Commission consider a transfer of control application as if the proposed transferee were applying for the licenses directly. *See, e.g., Application of Comcast Corp., General Electric Co. and NBC Universal, Inc., For Consent to Assign Licenses and Transfer of Control of Licenses*, 26 FCC Rcd. 4238 (2011), at ¶22 n.42. Liberty Media has provided the requisite "transferee" information in this narrative, as well as in the paper applications regarding the Sirius wireless and experimental licenses to which this narrative is attached, and in the electronic STA application forms regarding the Sirius satellite and international licenses and authorizations, to which this narrative also is attached. Because the Commission evaluates a transfer of control application based on the qualifications of the transferee, and Sirius has refused to cooperate in the filing of the applications, Liberty Media has not completed the transferor and licensee portions of the application forms, except to provide the licensee name and FRN. However, the licensee and the transferor information should be a matter of public record at the Commission.

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 facto* control of Sirius.

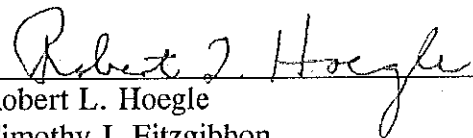
CONCLUSION

With convertible Preferred Shares equivalent to 40% of the outstanding common stock of Sirius, Liberty Media is by far the largest single shareholder of the Company, whose stock otherwise is widely held. The provisions of Sections 4.1(c) and 4.9 of the Investment Agreement, upon which the Commission relied in 2009 in concluding informally that Liberty Media did not have *de facto* control of Sirius, have expired. Grant of this application is in the public interest. For the reasons set forth above, Liberty Media respectfully requests that the Commission grant this application for consent to the transfer of *de facto* control of Sirius.

Respectfully submitted,

LIBERTY MEDIA CORPORATION

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March 20, 2012

EXHIBIT 1

FCC Licenses & Authorizations

Sirius XM Radio Inc.

Call Sign	Class	Expiration
WE2XOO ⁸	Experimental	6/1/2012
WE2XSS ¹	Experimental	7/17/2012
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
SES-STA-20120119-00079	Earth Station -STA	3/22/2012
E080185	Earth station	10/9/2023
E110172	Earth station	2/15/2027
E990291	Earth station	3/20/2026
S2710	Satellite	8/25/2017
WQK1298	Business Radio	5/29/2019

XM Radio LLC

Call Sign	Class	Expiration
S2118	Satellite	5/31/2014
S2119	Satellite	3/31/2014
S2616	Satellite	12/15/2014
S2617	Satellite	4/20/2013
S2786	Satellite	12/02/2018
E040204	Earth Station	8/6/2019
SES-STA-20120119-00078	Earth Station -STA	3/22/2012
E000724	Earth Station	1/22/2026
E000158	Earth Station	3/20/2026
WB2XCA	Experimental	9/1/2012
WQJP534	Wireless	10/1/2012

Satellite CD Radio LLC

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

⁸ This authorization previously was held by Sirius Satellite Radio Inc., and the FCC's electronic database still reflects this entity as the licensee for this authorization. Sirius XM Radio Inc. has filed a notification of the licensee's name change, but the FCC's electronic database has not yet been updated to reflect this change.

EXHIBIT B

Waiver Request

Liberty Media Corporation submits the attached request for a waiver of the FCC electronic filing and signature requirements for Office of Engineering and Technology applications.

Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, DC 20554

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

REQUEST FOR WAIVER OF ELECTRONIC FILING AND
TRANSFEROR/LICENSEE SIGNATURE REQUIREMENTS FOR
APPLICATIONS FOR CONSENT TO TRANSFER OF *DE FACTO* CONTROL

Pursuant to Sections 1.3 and 1.925 of the Commission's Rules, Liberty Media Corporation ("Liberty Media") respectfully requests a waiver of the Commission's rules to allow the filing of: (a) paper rather than electronic applications for consent to transfer of *de facto* control of certain wireless radio and experimental licenses or authorizations held by Sirius XM Radio Inc. ("Sirius") and/or its licensee subsidiaries; and (b) applications that do not contain certain transferor and/or licensee information or authorized signatures. The Commission should grant these waiver requests and accept the paper versions of the applications without the transferor and/or licensee information and authorized signatures because Sirius has refused to provide certain passwords, signatures and other information required in order to generate and file the electronic versions of the applications for consent to the transfer of *de facto* control to Liberty Media.¹

¹ A list of the FCC licenses and authorizations held by Sirius and/or its subsidiaries is annexed as Exhibit 1, and this waiver request applies to the wireless and experimental licenses included in that list. The International Bureau indicated that if Liberty Media is unable to obtain the passwords and other information from Sirius needed

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 below, Liberty Media is unable file standard electronic applications for consent to the transfer of *de facto* control of the licenses and authorizations held by Sirius because Sirius has refused to provide the passwords and other information needed to generate and file the electronic application forms. Consequently, Liberty Media respectfully requests a waiver of the electronic filing rules and any regulations requiring the inclusion of transferor and licensee information and signatures in the application forms. Simultaneously with this waiver request, Liberty Media is filing: (a) paper versions of FCC Form 603 and FCC Form

to file electronic versions of FCC Form 312, Liberty Media must use the electronic application form for a Special Temporary Authorization ("STA"), rather than filing paper applications, if it files applications for transfer of control of the satellite and earth station licenses and authorizations held by Sirius.

703, seeking consent to the transfer of *de facto* control of the wireless and experimental licenses and authorizations held by Sirius; and (b) separate electronic applications seeking consent to the transfer of *de facto* control of the satellite and earth station licenses held by Sirius, using the electronic STA application form.

As set forth more fully in a narrative exhibit to each of those applications, Liberty Media currently holds a substantial equity interest in Sirius, which it first acquired in 2009. At that time, the Commission staff had inquired informally as to whether Liberty Media's acquisition of that interest constituted a transfer of *de facto* control of Sirius to Liberty Media.² Counsel for Sirius and Liberty Media reviewed with the Commission staff certain limitations that were placed upon Liberty Media in the Investment Agreement in 2009, and the staff ultimately concluded that Liberty Media did not have *de facto* control over Sirius, which Liberty Media confirmed in a letter to the Commission dated April 20, 2009. However, the restrictions placed upon Liberty Media in the Investment Agreement expired on March 6, 2012, the third anniversary of the Closing Date in the Investment Agreement. Given the nature of those restrictions, the significance placed upon them by the Commission staff in the 2009 informal inquiry, and the fact that the restrictions have now expired, Liberty Media is seeking Commission consent to the transfer of *de facto* control of Sirius from the current shareholders of Sirius to Liberty Media.³

² Section 310(d) of the Communications Act, 47 U.S.C. §310(d), prohibits the transfer of control of any corporation holding a Commission license, "except upon application to the Commission and upon finding by the Commission that the public interest, convenience and necessity will be served thereby."

³ Liberty Media initially sought to file applications for consent to the transfer of *de facto* control of Sirius on or before March 6, 2012, but was unable to obtain from Sirius the passwords and other information needed to file the electronic applications. On March 6, 2012, at the request of the Commission staff, the Liberty Media filed a letter with the Commission stating that it would continue to abide by certain provisions of the Investment Agreement and other restrictions until the Commission staff communicated to Liberty Media its suggestions regarding the appropriate means to file transfer of control applications without the passwords from Sirius, Liberty

As set forth in Exhibit 1, Sirius and/or its subsidiaries currently hold certain wireless radio licenses issued by the Commission. Section 1.913 of the Commission's Rules requires applications for transfer of control of wireless licensees to be submitted on FCC Form 603 and to be filed electronically via the Commission's ULS system. However, the Commission's ULS system requires the use of a password belonging to the transferor in order to generate and file an electronic application on FCC Form 603. Because Sirius has refused to provide the password information to Liberty Media, the ULS filing system is not available for use by Liberty Media. Consequently, Liberty Media has set forth all of the information required of the transferee in FCC Form 603 in paper applications, copies of which are contained in Exhibit 2 hereto, and respectfully requests that the Commission waive the electronic filing requirements in Section 1.913 of the Rules and accept the paper applications in lieu of electronic filings. Liberty Media further requests that the Commission waive the signature requirements of Section 1.917 of the Commission's Rules and accept those applications for filing without the signature of an authorized representative of Sirius and/or its licensee subsidiaries.⁴

Sirius and/or its subsidiaries also hold certain experimental licenses and authorizations, as set forth in Exhibit 1. Section 5.59(e) of the Commission's rules requires applications for consent to transfer of control of an entity holding an experimental license to be filed on FCC

Media filed applications for consent to transfer of *de facto* control, or Liberty Media further advised the Commission. Sirius now has confirmed that it will not provide the passwords and signatures necessary to prepare and file standard electronic transfer of control applications. Consequently, Liberty Media is filing paper applications and the current waiver requests for the Sirius wireless and experimental licenses, and electronic applications for the satellite and earth station licenses using the International Bureau's electronic STA application form, which does not require a password from Sirius.

⁴ Because the Commission evaluates a transfer of control application based on the qualifications of the transferee, and Sirius has refused to cooperate in the filing of the applications, Liberty Media has not completed the transferor and licensee portions of the application forms other than providing the licensee name and FRN. However, the licensee and the transferor information required by the application forms should be a matter of public record at the Commission.

Form 703, and Section 5.55 requires applications concerning experimental licenses and authorizations to be submitted electronically. In addition, experimental license applications must be signed in accordance with Section 5.57. Again, Liberty Media cannot generate and file the electronic version of FCC Form 703 without certain password information that Sirius has refused to provide. Liberty Media has set forth all of the information required of the transferee on FCC Form 703 in paper applications, copies of which are contained in Exhibit 3 hereto. Liberty Media respectfully requests the Commission to waive its electronic filing and signature requirements and accept the paper applications in lieu of electronic applications bearing the signatures of the transferor and/or licensee.

Finally, Liberty Media understands that Sirius and/or its licensee subsidiaries have filed with the Commission certain pending applications and petitions and, following the filing of this application, may file additional applications or petitions with the Commission. Accordingly, Liberty Media requests that the FCC, in acting upon this application, include authority for the transfer of *de facto* 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 facto* control.

Liberty Media will pay all applicable Commission filing fees in connection with the paper applications described herein and the electronic transfer of control applications being filed with the International Bureau on the electronic STA application forms. Given its inability to use the Commission's standard electronic application filing systems absent cooperation by

Sirius, Liberty Media requests that the Commission waive its electronic application filing and signature rules and accept the attached paper applications for consent to *de facto* transfer of control of the various wireless and experimental licenses held by Sirius and/or its licensee subsidiaries without the signature of the transferor and/or licensee.

Respectfully submitted,

LIBERTY MEDIA CORPORATION

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March 20, 2012

EXHIBIT 1

FCC Licenses & Authorizations

Sirius XM Radio Inc.

Call Sign	Class	Expiration
WE2XOO ⁷	Experimental	6/1/2012
WE2XSS ¹	Experimental	7/17/2012
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
SES-STA-20120119-00079	Earth Station -STA	3/22/2012
E080185	Earth station	10/9/2023
E110172	Earth station	2/15/2027
E990291	Earth station	3/20/2026
S2710	Satellite	8/25/2017
WQK1298	Business Radio	5/29/2019

XM Radio LLC

Call Sign	Class	Expiration
S2118	Satellite	5/31/2014
S2119	Satellite	3/31/2014
S2616	Satellite	12/15/2014
S2617	Satellite	4/20/2013
S2786	Satellite	12/02/2018
E040204	Earth Station	8/6/2019
SES-STA-20120119-00078	Earth Station -STA	3/22/2012
E000724	Earth Station	1/22/2026
E000158	Earth Station	3/20/2026
WB2XCA	Experimental	9/1/2012
WQJP534	Wireless	10/1/2012

Satellite CD Radio LLC

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

⁷ This authorization previously was held by Sirius Satellite Radio Inc., and the FCC's electronic database still reflects this entity as the licensee for this authorization. Sirius XM Radio Inc. has filed a notification of the licensee's name change, but the FCC's electronic database has not yet been updated to reflect this change.

EXHIBIT 2

FCC Form 603
Main Form

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

Approved by OMB
See instructions for
public burden estimate

General Information

1) Application Purpose (Select only one) (TC)	
AA - Assignment of Authorization TC - Transfer of Control	AM - Amendment WD - Withdrawal NT - Required Notification (For Consummation of an Assignment or Transfer) EX - 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?	(Y) Yes No
3b) If the answer to 3a is 'Y', is this filing the lead application? 3b If the answer to 3a is Y is this filing the lead application?	(N) Yes No
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) Yes No
4) Are attachments (other than associated schedules) being filed with this application?	(Y) Yes No

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) Yes No
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) Yes No
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) Yes No
6b) If 6a is 'Y', enter the number of rule sections involved.	Number of Rule Sections: 2

Additional Transaction Information

7a) Has this application for Assignment of Authorization or Transfer of Control already occurred?	(N) Yes No
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:	☒ Voluntary () Involuntary
9a) Is this application a <i>pro forma</i> Assignment of Authorization or Transfer of Control?	(N) Yes No
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?	() Yes No
10a) Does this application involve the partitioning and/or disaggregation of geographic-area licenses? If 'Y', complete Schedule B and, if applicable, Schedule C.	(N) Yes No
10b) If 10a is 'N', does this application involve the partial assignment of site-based licenses?	(N) Yes No

11) How will/has the Assignment of Authorization or Transfer of Control be/been accomplished? Select One: ()		
☐ 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.): <u>expiration of investment agreement</u>		

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

12a) Enter 'Y' if this application for Assignment of Authorization or Transfer of Control involve any licenses that were originally granted before April 25, 2008, and that were awarded with bidding credits within the last five years and/or any licenses that were originally granted after April 25, 2008, and that were awarded with bidding credits within the last ten years? Otherwise, enter 'N'. 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. 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.	() Yes No
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?	() Yes No
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?	() Yes No

Competition Related Information

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?	() Yes No
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?	() Yes No
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)?	() Yes No

Broadband Radio Service and Educational Broadband Service Information

15a) Will the requested facilities be used to provide multichannel video programming service?	() Yes No
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? 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'.	() Yes No
16) Does the Assignee/Transferee comply with the programming requirements contained in Section 27.1203 of the Commission's Rules? 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'.	() Yes No

Assignor/Licensee Information

17) Assignor/Licensee is a(n): (Select One) ☐ Individual ☐ Unincorporated Association ☐ Trust ☐ Government Entity ☐ Corporation ☐ Limited Liability Company ☐ General Partnership ☐ Limited Partnership ☐ Limited Liability Partnership ☐ Consortium ☐ Other: _____			
18) FCC Registration Number (FRN): 0020921250			
19) First Name (if individual):	MI:	Last Name:	Suffix:
20) Legal Entity Name (if not an individual): XM Radio LLC			
21) Attention To:			
22) P.O. Box:	And /Or	23) Street Address:	
24) City:		25) State:	26) Zip Code:
27) Telephone Number:		28) Fax Number:	
29) E-Mail Address:			

30) Demographics of Assignor/Licensee (Optional):

Race: ☐ American Indian or Alaska Native ☐ Asian ☐ Black or African-American ☐ Native Hawaiian or Other Pacific Islander ☐ White	Ethnicity: ☐ Hispanic or Latino ☐ Not Hispanic or Latino	Gender: ☐ Male ☐ Female
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Assignor/Licensee Contact Representative (if other than Assignor/Licensee)☐ Check here if same as Assignor/Licensee

31) First Name:	MI:	Last Name:	Suffix:
32) Company Name:			
33) Attention To:			
34) P.O. Box:	And /Or	35) Street Address:	
36) City:		37) State:	38) Zip Code:
39) Telephone Number:		40) Fax Number:	
41) E-Mail Address:			

Transferor Information (for Transfers of Control only)

42) Transferor is a(n): (Select One)			
☐ Individual ☐ Unincorporated Association ☐ Trust ☐ Government Entity ☐ Corporation ☐ Limited Liability Company			
☐ General Partnership ☐ Limited Partnership ☐ Limited Liability Partnership ☐ Consortium			
☐ Other: _____			
43) FCC Registration Number (FRN): 0006345730			
44) First Name (if individual):		MI:	Last Name:
45) Legal Entity Name (if not an individual): Sirius XM Radio Inc.			
46) Attention To:			
47) P.O. Box:		And /Or	48) Street Address:
49) City:		50) State:	51) Zip Code:
52) Telephone Number:		53) Fax Number:	
54) E-Mail Address:			

55) Demographics of Transferor (Optional):

Race:	Ethnicity:	Gender:
☐ American Indian or Alaska Native	☐ Hispanic or Latino	☐ Male
☐ Asian	☐ Not Hispanic or Latino	☐ Female
☐ Black or African-American		
☐ Native Hawaiian or Other Pacific Islander		
☐ White		

Transferor Contact Representative (if other than Transferor)☐ Check here if same as Transferor.

56) First Name:		MI:	Last Name:	Suffix:
57) Company Name:				
58) Attention To:				
59) P.O. Box:		And /Or	60) Street Address:	
61) City:		62) State:	63) Zip Code:	
64) Telephone Number:		65) Fax Number:		
66) E-Mail Address:				

Assignee/Transferee Information

67) Assignee/Transferee is a(n): (Select One) () Individual () Unincorporated Association () Trust () Government Entity ☒ Corporation () Limited Liability Company () General Partnership () Limited Partnership () Limited Liability Partnership () Consortium () 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):				
73) Name of Real Party in Interest:				
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: cyt@libertymedia.com				

82) Demographics of Assignee/Transferee (Optional):

Race: () American Indian or Alaska Native () Asian () Black or African-American () Native Hawaiian or Other Pacific Islander () White	Ethnicity: () Hispanic or Latino () Not Hispanic or Latino	Gender: () Male () Female
--	---	--

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

() Check here if same as Assignee/Transferee.

83) First Name: Robert		MI:	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 Ave NW		
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
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? 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.e., DA or FCC Number, FCC Record citation if available, and release date). 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).	() <u>Yes</u> No

Basic Qualification Information

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? If 'Y', attach an exhibit explaining the circumstances.	(N) <u>Yes</u> No
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? If 'Y', attach an exhibit explaining the circumstances.	(N) <u>Yes</u> No
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? If 'Y', attach an exhibit explaining the circumstances.	(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:	MI:	Last Name:	Suffix:
------------------	-----	------------	---------

104) Title:

Signature:

105) Date:

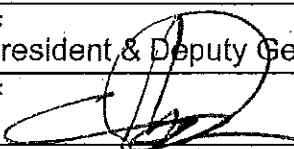
FAILURE TO SIGN THIS APPLICATION MAY RESULT IN DISMISSAL OF THE APPLICATION AND FORFEITURE OF ANY FEES PAID.

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. § 882, 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: 			108) Date: March 15, 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).			

Authorizations To Be Assigned or Transferred

[illegible]

FCC Form 603
Main Form

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

Approved by OMB
See Instructions for
public burden estimate

General Information

1) Application Purpose (Select only one) (TO)	
AA - Assignment of Authorization TC - Transfer of Control	AM - Amendment WD - Withdrawal NT - Required Notification (For Consummation of an Assignment or Transfer) EX - 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?	(Y) Yes No
3b) If the answer to 3a is 'Y', is this filing the lead application? 3b If the answer to 3a is 'Y' is this filing the lead application?	(Y) Yes No
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) Yes No
4) Are attachments (other than associated schedules) being filed with this application?	(Y) Yes No

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) Yes No
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) Yes No
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) Yes No
6b) If 6a is 'Y', enter the number of rule sections involved.	Number of Rule Sections: 2

Additional Transaction Information

7a) Has this application for Assignment of Authorization or Transfer of Control already occurred?	(N) Yes No
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:	☒ Voluntary () Involuntary
9a) Is this application a <i>pro forma</i> Assignment of Authorization or Transfer of Control?	(N) Yes No
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?	() Yes No
10a) Does this application involve the partitioning and/or disaggregation of geographic-area licenses? If 'Y', complete Schedule B and, if applicable, Schedule C.	(N) Yes No
10b) If 10a is 'N', does this application involve the partial assignment of site-based licenses?	(N) Yes No

11) How will/has the Assignment of Authorization or Transfer of Control been accomplished? Select One: ()		
☐ 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.): <u>expiration of investment agreement</u>		

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

12a) Enter 'Y' if this application for Assignment of Authorization or Transfer of Control involve any licenses that were originally granted before April 25, 2008, and that were awarded with bidding credits within the last five years and/or any licenses that were originally granted after April 25, 2008, and that were awarded with bidding credits within the last ten years? Otherwise, enter 'N'. 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. 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.	() <u>Yes</u> <u>No</u>
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?	() <u>Yes</u> <u>No</u>
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?	() <u>Yes</u> <u>No</u>

Competition Related Information

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?	() <u>Yes</u> <u>No</u>
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?	() <u>Yes</u> <u>No</u>
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)?	() <u>Yes</u> <u>No</u>

Broadband Radio Service and Educational Broadband Service Information

15a) Will the requested facilities be used to provide multichannel video programming service?	() <u>Yes</u> <u>No</u>
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? 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'.	() <u>Yes</u> <u>No</u>
16) Does the Assignee/Transferee comply with the programming requirements contained in Section 27.1203 of the Commission's Rules? 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'.	() <u>Yes</u> <u>No</u>

Assignor/Licensee Information

17) Assignor/Licensee is a(n): (Select One)					
☐ Individual ☐ Unincorporated Association ☐ Trust ☐ Government Entity ☐ Corporation ☐ Limited Liability Company					
☐ General Partnership ☐ Limited Partnership ☐ Limited Liability Partnership ☐ Consortium					
☐ 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:					
22) P.O. Box:		And /Or	23) Street Address:		
24) City:			25) State:	26) Zip Code:	
27) Telephone Number:			28) Fax Number:		
29) E-Mail Address:					

30) Demographics of Assignor/Licensee (Optional):

Race:	Ethnicity:	Gender:
☐ American Indian or Alaska Native	☐ Hispanic or Latino	☐ Male
☐ Asian	☐ Not Hispanic or Latino	☐ Female
☐ Black or African-American		
☐ Native Hawaiian or Other Pacific Islander		
☐ White		

Assignor/Licensee Contact Representative (if other than Assignor/Licensee)☐ Check here if same as Assignor/Licensee

31) First Name:		MI:	Last Name:		Suffix:
32) Company Name:					
33) Attention To:					
34) P.O. Box:		And /Or	35) Street Address:		
36) City:			37) State:	38) Zip Code:	
39) Telephone Number:			40) Fax Number:		
41) E-Mail Address:					

Transferor Information (for Transfers of Control only)

42) Transferor is a(n): (Select One)			
() Individual () Unincorporated Association () Trust () Government Entity () Corporation () Limited Liability Company			
() General Partnership () Limited Partnership () Limited Liability Partnership () Consortium			
() Other: _____			
43) FCC Registration Number (FRN): 0006345730			
44) First Name (if individual):		MI:	Last Name:
45) Legal Entity Name (if not an individual): Sirius XM Radio Inc.			
46) Attention To:			
47) P.O. Box:		And /Or	48) Street Address:
49) City:		50) State:	51) Zip Code:
52) Telephone Number:		53) Fax Number:	
54) E-Mail Address:			

55) Demographics of Transferor (Optional):

Race:	Ethnicity:	Gender:
() American Indian or Alaska Native	() Hispanic or Latino	() Male
() Asian	() Not Hispanic or Latino	() Female
() Black or African-American		
() Native Hawaiian or Other Pacific Islander		
() White		

Transferor Contact Representative (if other than Transferor)

() Check here if same as Transferor.

56) First Name:		MI:	Last Name:	Suffix:
57) Company Name:				
58) Attention To:				
59) P.O. Box:		And /Or	60) Street Address:	
61) City:		62) State:	63) Zip Code:	
64) Telephone Number:		65) Fax Number:		
66) E-Mail Address:				

Assignee/Transferee Information

67) Assignee/Transferee is a(n): (Select One)

() Individual () Unincorporated Association () Trust () Government Entity ☒ Corporation () Limited Liability Company
() General Partnership () Limited Partnership () Limited Liability Partnership () Consortium
() 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):

73) Name of Real Party in Interest:

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):**Race:**

() American Indian or Alaska Native
() Asian
() Black or African-American
() Native Hawaiian or Other Pacific Islander
() White

Ethnicity:

() Hispanic or Latino
() Not Hispanic or Latino

Gender:

() Male
() Female

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

() Check here if same as Assignee/Transferee.

83) First Name: Robert

MI:

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 Ave NW

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?	(☐) Yes ☒ 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?	(☐) Yes ☒ No
96) Is the Assignee/Post-transfer Licensee an alien or the representative of an alien?	(☐) Yes ☒ No
97) Is the Assignee/Post-transfer Licensee a corporation organized under the laws of any foreign government?	(☐) Yes ☒ 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?	(☐) Yes ☒ 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?	(☐) Yes ☒ No
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? 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.e., DA or FCC Number, FCC Record citation if available, and release date). 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).	(☐) Yes ☒ No

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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.
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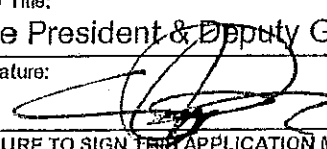
Typed or Printed Name of Party Authorized to Sign

103) First Name:	MI:	Last Name:	Suffix:
104) Title:			
Signature:			105) Date:
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: 			108) Date: March 15, 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).			

Authorizations To Be Assigned or Transferred

[illegible]

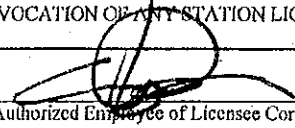
EXHIBIT 3

Approved by OMB
3060-0053
See reverse for public
burden estimate

UNITED STATES OF AMERICA
FEDERAL COMMUNICATIONS COMMISSION

PART 1 - APPLICATION FOR CONSENT TO TRANSFER CONTROL OF CORPORATION HOLDING STATION
LICENSE

(This application must be filed before Transfer of Control takes place)

1. (a) Name of corporate licensee Sirius XM Radio Inc. (FRN: 0006345730)		
(b) Number and street address of corporate licensee		
(c) City	(d) State	(e) ZIP Code
(f) E-mail address of corporate licensee		
2. Call sign and radio service of each station Call signs: WE2X00 WE2XSS Service: XD		
3. (a) Fee Type Code EAE	(b) Fee Due \$ 60	(c) FCC Registration Number (FRN) 0011487238
4. (a) Name of transferee Liberty Media Corporation		
(b) To the attention of Craig Troyer, Esq.		
(c) Number and street address of transferee 12300 Liberty Boulevard		
(d) City Englewood	(e) State CO	(f) ZIP Code 80112
(g) E-mail address of transferee craig@libertymedia.com		
5. Subsequent to the Transfer of Control, will the licensee corporation be the same corporate entity? That is, will it retain its present name, Corporate charter, State of Incorporation, etc.? If "NO" give details on Page 3.		Yes X No
6. Subsequent to the Transfer of Control, will the licensee corporation be a representative of any foreign government? If "YES", give details on Page 3.		X
CERTIFICATION		
* Applicant waives any claim to the use of any particular frequency regardless of prior use by licensee or otherwise. * Applicant will have unlimited access to the radio equipment and will control access to exclude unauthorized persons. * Neither applicant nor any member thereof is a foreign government or representative thereof. * Applicant certifies that all statements made in this application and attachments are true, complete and made in good faith * Neither the applicant nor any other party to the applicant is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5.301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862. Because of a conviction for possession of distribution of a controlled substance.		
WILLFUL FALSE STATEMENTS MADE ON THIS FORM 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 503).		
SIGNATURE  Authorized Employee of Licensee Corporation		(Transferee signature) DATE March 16, 2012
SIGNATURE VP & Deputy General Counsel Transferee of Control (Check One)		DATE
☐ Individual ☐ Partner ☒ Officer ☐ Other (Specify):		

INSTRUCTIONS

This form applies only to stations authorized under Part 5 of the FCC Rules. This application must be filed where the only change is the transfer of control of the corporate licensee. If other changes are made or have been made, the appropriate application for modification of license should be filed.

1. Information entered for items 1 and 2 of Part I should be that of the current corporate licensee. If your answer differs from that of the current corporate licensee, an explanation should be provided.
2. Enter an e-mail address (if applicable) in items 1f and 4g where the FCC can send you mail regarding your application.
3. Enter current fee in item 3b. Current fees may be obtained by referring to the Office of Engineering and Technology's Fee Filing Guide at www.fcc.gov/fees/appfees.html or by requesting the "experimental license fees" at the FCC Consumer Information Bureau's toll free number, 1-888-CALLFCC (1-888-225-5322).
4. Enter the FCC Registration Number (FRN) in Item 3c. If you do not have an FRN, apply for one using FCC Form 160 or at <https://svartifoss2.fcc.gov/cores/CoresHome.html>.
5. The information to be given in items 5 and 6 should be that information which will be true after the Transfer of Control has taken place.
6. The application must be signed and dated by an authorized employee of the licensee corporation and by the transferee of the control of the licensee corporation.
7. Complete items 1 and 2 of Part II. If item 1 differs from that of the current corporate licensee, an explanation should be provided.
8. FCC Form 159 (Fee Remittance Advice) must be submitted with this application.

WHERE TO FILE

a. BY MAIL:

Federal Communications Commission
Experimental Radio Service
P. O. Box 358320
Pittsburgh, PA 15251-5320

* b. BY HAND-DELIVERY OR COURIER SERVICE:

Federal Communications Commission
c/o Mellon Client Service Center
500 Ross Street
Room 154-0670
Pittsburgh, PA 15262

- * Applications hand delivered or sent by courier should be placed in an inner envelope with address "a" and then submitted to address "b".

NOTICE TO INDIVIDUALS REQUIRED BY PRIVACY ACT OF 1974 AND THE PAPER WORK REDUCTION ACT OF 1995

We have estimated that each response to this collection of information will take average of thirty-six minutes. Our estimate includes the time to read instructions, look through existing records, gather and maintain required data, and actually complete and review the form or response. If you have any comments on this estimate, or on how we can improve the collection and reduce the burden it causes you, please write the Federal Communications Commission, AMD-PERF, Washington, DC 20554. Paperwork Reduction Project (3060-0053). We will also accept your comments via the Internet if you send them to jholey@fcc.gov. DO NOT SEND COMPLETED APPLICATIONS TO THIS ADDRESS.

You are not required to respond to a collection of information sponsored by the Federal government and the government may not conduct or sponsor this collection unless it displays a currently valid OMB control number or if we fail to provide you with this notice. This collection has been assigned an OMB control number of 3060-0053.

The FCC is authorized under the Communications Act of 1934, as amended, to collect the personal information we request in this form. We will use the information you provide to determine whether approving this application is in the public interest. If we believe there may be a violation or potential violation of an FCC statute, regulation, rule or order, your application may be referred to the Federal, state, or local agency responsible for investigating, prosecuting, enforcing or implementing the statute, rule, regulation or order. In certain cases, the information in your application may be disclosed to the Department of Justice or a court or adjudicative body when (a) the FCC; or (b) any employee of the FCC; or (c) the United States Government, is a party to a proceeding before the body or has an interest in the proceedings.

This notice is required by the Privacy Act of 1974, Public Law 93-579, December 31, 1974, 5 U.S.C. Section 552a(e)(3) and the Paperwork Reduction Act of 1995 Public Law 104-13, October 1, 1995. 44 U.S.C. 3507.

DETAILS / ADDITIONAL INFORMATION

The authorizations included in this application previously were held by Sirius Satellite Radio Inc., and the FCC's electronic database may still reflect this entity as the licensee for these authorizations. Applicant understands that Sirius XM Radio Inc. has filed a notification of the licensee's name change, but the FCC electronic database may not be updated to reflect this name change.

UNITED STATES OF AMERICA
FEDERAL COMMUNICATIONS COMMISSION

PART II - AUTHORIZATION TO HOLD STATION LICENSE(S) AFTER TRANSFER OF CONTROL OF CORPORATION

1. Name and mailing address of corporate licensee

Sirius XM Radio Inc.

2. Call sign and radio service of each station

Call signs: WE2X00 WE2XSS
Service: XD

DO NOT WRITE IN THIS BLOCK

CONDITIONS OF GRANT

The corporate licensee is hereby authorized to continue holding the radio station license(s) listed in Item 2 on the basis of the representations made in the application for this authorization.

This authorization is granted for the term of the outstanding license(s) for the station(s) listed in item 2.

DATE AUTHORIZED:



FEDERAL
COMMUNICATIONS
COMMISSION

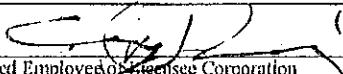
**THIS AUTHORIZATION TO BE FILED WITH
CORPORATION'S RADIO STATION RECORDS**

Approved by OMB.
3060-0053
See reverse for public
burden estimate

UNITED STATES OF AMERICA
FEDERAL COMMUNICATIONS COMMISSION

PART I - APPLICATION FOR CONSENT TO TRANSFER CONTROL OF CORPORATION HOLDING STATION
LICENSE

(This application must be filed before Transfer of Control takes place)

1. (a) Name of corporate licensee XM Radio LLC (FRN: 0020921250)		
(b) Number and street address of corporate licensee		
(c) City	(d) State	(e) ZIP Code
(f) E-mail address of corporate licensee		
2. Call sign and radio service of each station Call sign - WB2XCA Service - XD		
3. (a) Fee Type Code EAE	(b) Fee Due \$60	(c) FCC Registration Number (FRN) 0011487238
4. (a) Name of transferee Liberty Media Corporation		
(b) To the attention of: Craig Troyer, Esq.		
(c) Number and street address of transferee 12300 Liberty Boulevard		
(d) City Englewood	(e) State CO	(f) ZIP Code 80112
(g) E-mail address of transferee craig@libertymedia.com		
5. Subsequent to the Transfer of Control, will the licensee corporation be the same corporate entity? That is, will it retain its present name, Corporate charter, State of Incorporation, etc.? If "NO" give details on Page J.		Yes X
6. Subsequent to the Transfer of Control, will the licensee corporation be a representative of any foreign government? If "YES", give details on Page J.		No X
CERTIFICATION * Applicant waives any claim to the use of any particular frequency regardless of prior use by licensee or otherwise. * Applicant will have unlimited access to the radio equipment and will control access to exclude unauthorized persons. * Neither applicant nor any member thereof is a foreign government or representative thereof. * Applicant certifies that all statements made in this application and attachments are true, complete and made in good faith * Neither the applicant nor any other party to the applicant is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862. Because of a conviction for possession of distribution of a controlled substance.		
WILLFUL FALSE STATEMENTS MADE ON THIS FORM 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 503).		
SIGNATURE  (Transferee signature) Authorized Employee of Licensee Corporation		DATE March 16, 2012
SIGNATURE VP & Deputy General Counsel Transferee of Control (Check One)		DATE
☐ Individual ☐ Partner ☒ Officer ☐ Other (Specify):		

INSTRUCTIONS

This form applies only to stations authorized under Part 5 of the FCC Rules. This application must be filed where the only change is the transfer of control of the corporate licensee. If other changes are made or have been made, the appropriate application for modification of license should be filed.

1. Information entered for items 1 and 2 of Part I should be that of the current corporate licensee. If your answer differs from that of the current corporate licensee, an explanation should be provided.
2. Enter an e-mail address (if applicable) in items 1f and 4g where the FCC can send you mail regarding your application.
3. Enter current fee in item 3b. Current fees may be obtained by referring to the Office of Engineering and Technology's Fee Filing Guide at www.fcc.gov/fees/appfees.html or by requesting the "experimental license fees" at the FCC Consumer Information Bureau's toll free number, 1-888-CALLFCC (1-888-225-5322).
4. Enter the FCC Registration Number (FRN) in Item 3c. If you do not have an FRN, apply for one using FCC Form 160 or at <https://svartifoss2.fcc.gov/cores/CoresHome.html>.
5. The information to be given in items 5 and 6 should be that information which will be true after the Transfer of Control has taken place.
6. The application must be signed and dated by an authorized employee of the licensee corporation and by the transferee of the control of the licensee corporation.
7. Complete items 1 and 2 of Part II. If item 1 differs from that of the current corporate licensee, an explanation should be provided.
8. FCC Form 159 (Fee Remittance Advice) must be submitted with this application.

WHERE TO FILE

a. BY MAIL:

Federal Communications Commission
Experimental Radio Service
P. O. Box 358320
Pittsburgh, PA 15251-5320

* b. BY HAND-DELIVERY OR COURIER SERVICE:

Federal Communications Commission
c/o Mellon Client Service Center
500 Ross Street
Room 154-0670
Pittsburgh, PA 15262

* Applications hand delivered or sent by courier should be placed in an inner envelope with address "a" and then submitted to address "b".

NOTICE TO INDIVIDUALS REQUIRED BY PRIVACY ACT OF 1974 AND THE PAPER WORK REDUCTION ACT OF 1995

We have estimated that each response to this collection of information will take average of thirty-six minutes. Our estimate includes the time to read instructions, look through existing records, gather and maintain required data, and actually complete and review the form or response. If you have any comments on this estimate, or on how we can improve the collection and reduce the burden it causes you, please write the Federal Communications Commission, AMD-PERM, Washington, DC 20554. Paperwork Reduction Project (3060-0053). We will also accept your comments via the Internet if you send them to jboley@fcc.gov. DO NOT SEND COMPLETED APPLICATIONS TO THIS ADDRESS.

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The FCC is authorized under the Communications Act of 1934, as amended, to collect the personal information we request in this form. We will use the information you provide to determine whether approving this application is in the public interest. If we believe there may be a violation or potential violation of an FCC statute, regulation, rule or order, your application may be referred to the Federal, state, or local agency responsible for investigating, prosecuting, enforcing or implementing the statute, rule, regulation or order. In certain cases, the information in your application may be disclosed to the Department of Justice or a court or adjudicative body when (a) the FCC; or (b) any employee of the FCC; or (c) the United States Government, is a party to a proceeding before the body or has an interest in the proceedings.

This notice is required by the Privacy Act of 1974, Public Law 93-579, December 31, 1974, 5 U.S.C. Section 552a(e)(3) and the Paperwork Reduction Act of 1995 Public Law 104-13, October 1, 1995, 44 U.S.C. 3507.

DETAILS / ADDITIONAL INFORMATION

UNITED STATES OF AMERICA
FEDERAL COMMUNICATIONS COMMISSION

PART II - AUTHORIZATION TO HOLD STATION LICENSE(S) AFTER TRANSFER OF CONTROL OF CORPORATION

1. Name and mailing address of corporate licensee

XM Radio LLC

2. Call sign and radio service of each station

Call sign: WB2XCA
Service: XD

DO NOT WRITE IN THIS BLOCK

CONDITIONS OF GRANT

The corporate licensee is hereby authorized to continue holding the radio station license(s) listed in Item 2 on the basis of the representations made in the application for this authorization.

This authorization is granted for the term of the outstanding license(s) for the station(s) listed in item 2.

DATE AUTHORIZED:



FEDERAL
COMMUNICATIONS
COMMISSION

**THIS AUTHORIZATION TO BE FILED WITH
CORPORATION'S RADIO STATION RECORDS**