

**APPLICATION FOR *PRO FORMA* TRANSFER OF CONTROL OF
SIRIUS XM RADIO INC. LICENSES AND AUTHORIZATIONS**

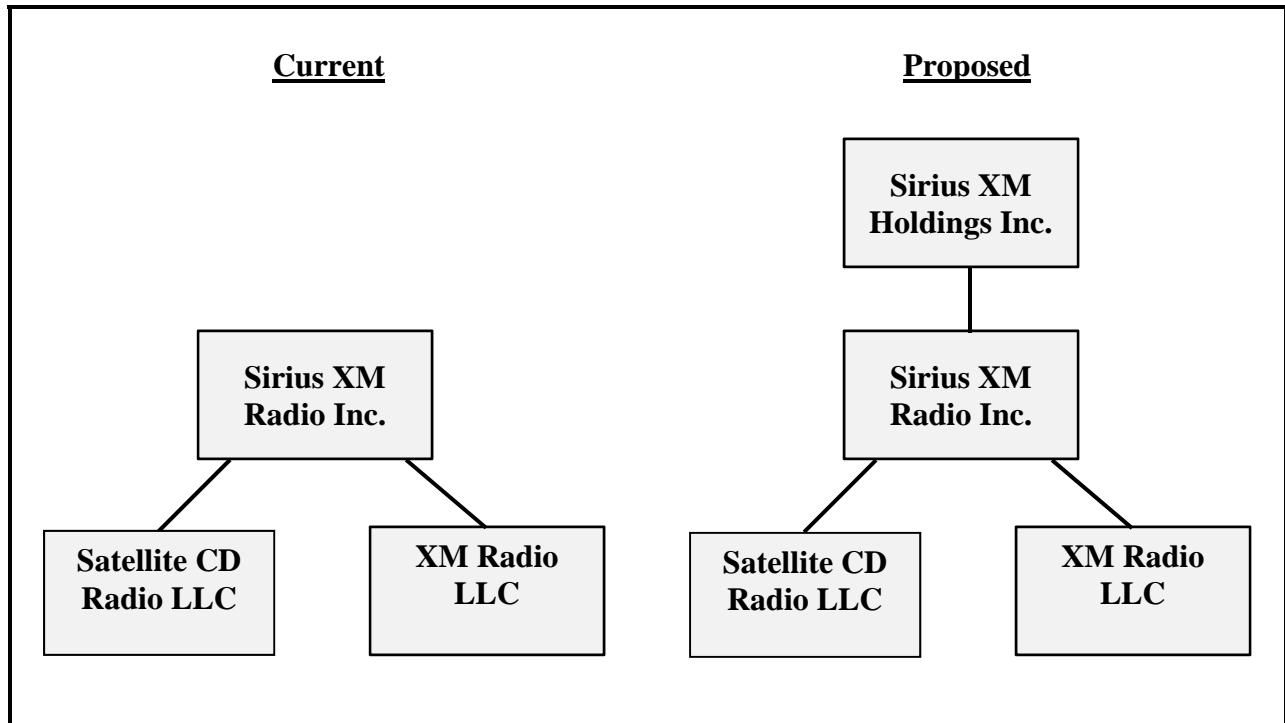
**I. DESCRIPTION OF THE PROPOSED REORGANIZATION AND PUBLIC
INTEREST STATEMENT- RESPONSE TO QUESTIONS 43 AND A.21**

Sirius XM Radio Inc. (“Sirius XM”) seeks the Commission’s consent to a *pro forma* transfer of control of all of the licenses and authorizations held by Sirius XM Radio Inc. and its wholly-owned subsidiaries Satellite CD Radio LLC and XM Radio LLC (together with Sirius XM Radio Inc., the “Sirius XM Licensees”) to Sirius XM Holdings Inc. (“Holdings”) as a part of a corporate reorganization. Pursuant to the proposed reorganization, Sirius XM will become a wholly-owned subsidiary of Holdings. The proposed change constitutes a non-substantial (*pro forma*) transfer of control because ultimate ownership and control of the licenses and authorizations held by the Sirius XM Licensees will remain the same before and after the proposed reorganization.

Pursuant to the proposed reorganization, Sirius XM plans to rearrange its operations into a holding company structure. Initially, Sirius XM will incorporate Holdings as a Delaware corporation and a direct, wholly-owned subsidiary of Sirius XM. In turn, Holdings will form Sirius XM Merger Sub Inc. (“Merger Sub”), a Delaware corporation and direct, wholly-owned subsidiary of Holdings. Then, Merger Sub will be merged with and into Sirius XM. Sirius XM will survive the merger as a direct, wholly-owned subsidiary of Holdings.

The proposed restructuring will insert a new holding company at the top of the Sirius XM ownership chain without any change in ultimate ownership or control of the Sirius XM Licensees. At the time of their formation, Holdings and Merger Sub will conduct no business operations, have no assets, and have a nominal amount of stock outstanding. Each share of Sirius XM stock will be converted into and be exchanged for, on a share-for-share basis, one share of the common stock of Holdings. Each share of Merger Sub common stock issued and outstanding before the reorganization and held by Holdings will become a share of the common stock of the surviving subsidiary, Sirius XM, and Merger Sub will cease to exist. Although Sirius XM will become a direct wholly-owned subsidiary of Holdings, Sirius XM’s existing operations, assets and liabilities will not be reorganized and there will be no change to existing Sirius XM subsidiaries.

The following diagram shows the company's current and proposed structure:



Grant of this *pro forma* transfer of control application will serve the public interest. The ability to make non-substantial changes in corporate structure enhances the flexibility of Sirius XM's capital structure without any adverse effects on competition. Moreover, the Commission has previously permitted the *pro forma* assignment of the licenses and authorizations held by the subsidiaries of Sirius XM when ultimate ownership and control remained unchanged.¹

Sirius XM requests that the FCC expeditiously grant this application for a non-substantial transfer of control without prior public notice. Sirius XM Radio Inc. will supplement, as necessary, any applications that are pending upon the consummation of the proposed reorganization to reflect the *pro forma* transfer.² To the extent that any pending applications, or any other applications for new facilities or for renewal or modification of existing facilities, are granted to the Sirius XM Licensees prior to completing the proposed reorganization, Sirius XM requests that the grant of this application include consent with respect to all such subsequently granted authorizations. Further, Sirius XM requests that grant of this application include authority for the *pro forma* transfer of any special temporary authorizations held by the Sirius XM Licensees or applications for special temporary authority that are pending, at the time of the consummation of the proposed *pro forma* transfer.

¹ See, e.g., *Policy Branch Information; Actions Taken*, Report No. SAT-00789, DA 11-1108, File Nos. SAT-ASG-20110617-00109 and SAT-ASG-20110617-00111 (Jun. 24, 2011); *Satellite Communications Services Information; Actions Taken*, Report No. SES-01362, File No. SES-ASG-20110621-00766 (Jul. 6, 2011).

² See 47 C.F.R. § 1.65.

The Sirius XM Licensees hold 24 licenses and authorizations that will be transferred as part of this *pro forma* reorganization:

Satellite Authorizations

Call Sign	Licensee
S2105	Satellite CD Radio LLC
S2118	XM Radio LLC
S2119	XM Radio LLC
S2616	XM Radio LLC
S2617	XM Radio LLC
S2710	Sirius XM Radio Inc.
S2786	XM Radio LLC
S2812	Satellite CD Radio LLC

Earth Station Licenses

Call Sign	Licensee
E990291	Sirius XM Radio Inc.
E000158	XM Radio LLC
E000724	XM Radio LLC
E040204	XM Radio LLC
E040363	Sirius XM Radio Inc.
E060276	Sirius XM Radio Inc.
E060277	Sirius XM Radio Inc.
E060363	Sirius XM Radio Inc.
E080168	Sirius XM Radio Inc.
E080185	Sirius XM Radio Inc.
E110172	Sirius XM Radio Inc.

Wireless Licenses

Call Sign	Licensee
WQKI298	Sirius XM Radio Inc.
WQJP534	XM Radio LLC
WQPD459	Sirius XM Radio Inc.

Experimental Licenses

Call Sign	Licensee
WE2XSS	Sirius XM Radio Inc.
WB2XCA	XM Radio LLC

II. RESPONSE TO QUESTIONS 40 AND A20 (OWNERSHIP)

As described above, the ultimate ownership and control of the Sirius XM Licensees will not change as a result of the reorganization.

Liberty Media Corporation, a Delaware corporation, holds an approximate 50.7% ownership interest in Sirius XM. The address of Liberty Media Corporation is 12300 Liberty Boulevard, Englewood, Colorado 80112. Dr. John C. Malone, a United States citizen, owns shares of Liberty Media Corporation representing approximately 40% of the aggregate voting power of the company.³ Dr. Malone's business address is 12300 Liberty Boulevard, Englewood, Colorado 80112.

No other entities or individuals own a 10% or greater direct or indirect interest in Sirius XM.

The Executive Officers and Members of the Board of Managers of Satellite CD Radio LLC and XM Radio LLC are:

James E. Meyer, President
Patrick Donnelly, Secretary
David Frear, Treasurer

The Executive Officers of Sirius XM Radio Inc. are:

James E. Meyer, Chief Executive Officer
Scott Greenstein, President and Chief Content Officer
Stephen Cook, Executive Vice President, Sales and Automotive
Patrick L. Donnelly, Executive Vice President, General Counsel and Secretary
David J. Frear, Executive Vice President and Chief Financial Officer
Dara Altman, Executive Vice President and Chief Administrative Officer
Enrique Rodriguez, Executive Vice President, Sales and Product

The Directors of Sirius XM Radio Inc. are:

Eddy W. Hartenstein
James E. Meyer
Joan L. Amble
Mark D. Carleton
David J. A. Flowers
James P. Holden
Gregory B. Maffei
Evan D. Malone
James F. Mooney
Robin S. Pringle
Carl E. Vogel
Vanessa A. Wittman
David Zaslav

³ Liberty Media Corporation, Annual Report (Form 10-K) at I-28 (Feb. 28, 2013).

The address of all Sirius XM Radio Inc., Satellite CD Radio LLC and XM Radio LLC officers and directors is:

1221 Avenue of the Americas
36th Floor
New York, NY 10020

III. RESPONSE TO QUESTION 39

State Consumer Investigations. A Multistate Working Group of 32 State Attorneys General, led by the Attorney General of the State of Ohio, is investigating certain of Sirius XM's consumer practices. The investigation focuses on practices relating to the cancellation of subscriptions; automatic renewal of subscriptions; charging, billing, collecting, and refunding or crediting of payments from consumers; and soliciting customers.

A separate investigation into our consumer practices is being conducted by the Attorneys General of the State of Florida and the State of New York. Sirius XM is cooperating with these investigations and believes its consumer practices comply with all applicable federal and state laws and regulations.

Other Matters. In the ordinary course of business, Sirius XM is a defendant in various other lawsuits and arbitration proceedings, including derivative actions; actions filed by subscribers, both on behalf of themselves and on a class action basis, actions filed by former employees, parties to contracts or leases, and owners of patents, trademarks, copyrights or other intellectual property. None of these other actions are, in Sirius XM's opinion, likely to have a material adverse effect on the company's business, financial condition or results of operations.