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March 22, 2012

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Mindel De La Torre, Esquire
Chief, International Bureau
Federal Communications Commission
445 12th Street, S.W.
Washington, DC 20554

Re: Application of Liberty Media Corporation for Consent to Transfer of *De Facto* Control of Sirius XM Radio Inc., File Nos. SES-STA-20120320-00280, SES-STA-20120320-00281, SES-STA-20120320-00282, SAT-STA-20120320-00053, SAT-STA-20120320-00054, SAT-STA-20120320-00055, SAT-STA-20120320-00056¹

Dear Ms. De La Torre:

Sirius XM Radio Inc. ("Sirius XM") is in receipt of applications that Liberty Media Corporation ("Liberty Media") submitted to the Commission on March 20, 2012. The applications note that certain provisions in a 2009 Investment Agreement expired on March 6, 2012 and that, consequently, Liberty Media is filing to obtain Commission consent to the transfer of *de facto* control of Sirius XM to Liberty Media.

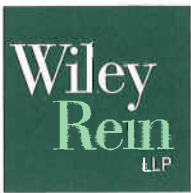
Sirius XM disagrees that the expiration of certain provisions in the 2009 Investment Agreement changes control of Sirius XM, and intends to file a formal response seeking dismissal or denial of the applications. Sirius XM continues to be controlled by its Board of Directors, CEO and existing management. Liberty Media's preferred stock, representing an approximately 40% equity interest, and other minority protections remain unchanged.

Sincerely,

Richard E. Wiley

cc: William T. Lake, Chief, Media Bureau
Sarah Whitesell, Deputy Chief, Media Bureau
Hillary DeNigro, Division Chief, Industry Analysis Division, Media Bureau

¹ File numbers for the wireless and experimental applications are not yet available.



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