

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

)
	) IB Docket No. 12-282
	) DA 12-1569
Application of)
	) IBFS File Nos. SES-T/C-20120821-00776
Liberty Media Corporation	) SES-T/C-20120821-00777
	) SES-T/C-20120821-00792
For Consent to Transfer of <i>De Jure</i>	) SAT-T/C-20120817-00133
Control of Sirius XM Radio Inc.	) SAT-T/C-20120817-00134
	) SAT-T/C-20120817-00135
	) SAT-T/C-20120817-00136
)
	) ULS File Nos. 0005353974 and
	) 0005353880
)
	) Experimental License File Nos. 0019-EX-TU-
	) 2012, 0020-EX-TU-2012
)
)

**SUPPLEMENT TO LIBERTY MEDIA CORPORATION'S
APPLICATIONS FOR CONSENT TO TRANSFER OF CONTROL**

Pursuant to Section 1.65 of the Commission's Rules, Liberty Media Corporation ("Liberty Media") submits this supplement to the above-captioned applications for consent to transfer of control of Sirius XM Radio, Inc. ("Sirius") to update certain information contained in the applications. Among other things, the applications reported that, on August 8, 2012, Liberty Media had announced its intention "to effect a spinoff transaction that will result in the business of Starz, LLC, on the one hand, and the other businesses of Liberty Media, on the other hand, being held by two separate publicly traded corporations." Applications at 5, n.5. Liberty Media intends to consummate the spin-off transaction on or about January 11, 2013.

Liberty Media has formed Liberty Spinco, Inc. ("Spinco") for the spin-off transaction. The transaction will be effected as a *pro rata* dividend, on a one-for-one basis, of Spinco A

shares to holders of Liberty Media A shares and Spinco B shares to holders of Liberty Media B shares. Upon consummation of the transaction, Spinco will become a separate public company owned by the shareholders of Liberty Media, with the same officers and directors as Liberty Media. Spinco will hold all of the businesses, assets and liabilities of Liberty Media not associated with Starz, LLC, including Liberty Media's ownership interest in Sirius. Upon completion of the transaction, Spinco will be renamed Liberty Media Corporation, and the entity currently known as Liberty Media Corporation will be renamed Starz.

Although not material to the Applications, Liberty Media also updates the following information in its Applications:

In the Response to Question No. 40 set forth in Exhibit A to the Applications, Liberty Media reported that Dr. John C. Malone owns shares representing the power to direct approximately 39% of Liberty Media's aggregate voting power. As a result of recent share acquisitions, that percentage has increased to approximately 42%.

In the Applications at 8, n.6, Liberty Media reported that Liberty Interactive Corporation ("Liberty Interactive") had an approximately 26% equity interest in TripAdvisor, Inc. ("TripAdvisor") and had entered into a stockholders' agreement with Mr. Barry Diller which granted Mr. Diller the right to vote the TripAdvisor shares owned by Liberty Interactive. This information was based upon Liberty Interactive's most recent Form 10-K Report. As a result of intervening sales, Liberty Interactive's ownership interest was reduced. On December 11, 2012, Liberty Interactive reported that it had purchased a total of 4,799,848 shares of TripAdvisor common stock from Mr. Diller and the Diller-von Furstenberg Family Foundation. Further, the stockholders' agreement with Mr. Diller was terminated and, after giving effect to the transactions, Liberty Interactive holds shares representing approximately 22% of the equity and 57% of the total votes of all classes of TripAdvisor common stock.

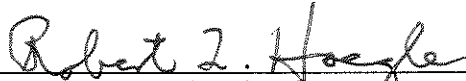
The spin-off transaction does not involve any substantial change in ownership or control. This supplement updates the information contained in the pending applications.

If any questions should arise concerning this supplement, please contact the undersigned counsel.

December 19, 2012

Respectfully submitted,

LIBERTY MEDIA CORPORATION

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