

TO FCC COMMENTS

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TO FCC BOARD

As you know Liberty Media is trying to Control SiriusXm corporation by a person or group of persons (related or unrelated) and to achieve through one or more of the following by de jure:

De jure control should be by a person or group of persons owns such a number of shares as carries with it the right to a majority of the shareholders vote at a the meeting and in the election of the new Board of Directors with control or owns more than 80% of voting shares. If it left to 49% of SiriusXm shareholder the minority would feel a breach of fiduciary duty and damage to the company(SiriusXM).

The FCC or SEC or Justice Department can not conduct the general test for de jure control and was whether the shareholder enjoys "effective control" over the affairs and fortunes of the SiriusXM corporation, as manifested in the ownership of such a number of shares (bullions) as carries with it the right to a majority of the votes in the election of the board of directors.

To determining whether effective control exists, The FCC or SEC or Justice Department must consider factors :

- (a) the Siriusxm corporation's governing statute;
- (b) the share register of the corporation; and
- (c) any specific or unique limitation on either the majority shareholder's power to control the election of the board or the board's power to manage the business and affairs of the company, as manifested in either:
 - (i) the stating documents of the SiriusXM corporation; or
 - (ii) any unanimous shareholder agreement.

And All issue in the above letter.

The FCC or SEC or Justice Department have to know that control of the SiriusXM corporation remained with the common shareholders who had the power to wind up the corporation and to receive all the capital and surplus except the fixed amount payable to the preferred shareholders.

The FCC or SEC or Justice Department have to know the answers for questions that a shareholder's meeting may have the right to cast a deciding Vote does not give that person de jure control of the SiriusXM corporation where the deciding vote is conferred on that person, motion put before a meeting of the shareholders will fail unless it receives the unanimous consent of all the owners of voting shares.

In these circumstances, the person or persons (Malone and Liberty Media) holding the majority of the voting shares can be said to have de jure control over the corporation only if that person or persons own all the voting shares (more 80%) in SiriusXm due to this special circumstances.

FCC can not determine and should deny application because:

- (a) the percentage of ownership of voting shares (when such ownership is not more than 50 per cent) in relation to the holdings of other shareholders hard to determine and outcome is unknown for success the only satellite company.
- (b) ownership of a large debt of a SiriusXm corporation which may become payable on demand or a substantial investment in retractable preferred shares not known.

- (c) shareholder agreements including the holding of a casting vote;
 - (d) commercial or contractual relationships of the SiriusXM corporation, for example, economic dependence on a single supplier or customers?
 - (e) possession of a unique expertise that is required to operate the business?
- and
- (f) the influence that a family member, who is a shareholder, creditor, supplier, etc., of a corporation, may have over another family member who is a shareholder of the corporation?

The FCC or SEC or Justice Department have to know and conduct a hearing and have an answer for all questions:

- (a) is a question of fact, close family ties (between parents and children or between spouses) especially lend themselves to the development of significant influences?
- Generally, these Persons must demonstrate to FCC and SEC their economic independence and autonomy before escaping presumptions of fact which apply to related persons.

The FCC or SEC or Justice Department have to deny an application because:

IFRS 10 a single definition of control for all entities and The IASB will be how investment entities account for entities they control. The key principle in the the standard is that control exists, and consolidation is required, only if the investor possesses power over the investee, has exposure to variable returns from its involvement with the investee and has the ability to use its power over the investee to affect its returns. SiriusXM management will change and damage company structure, development and research.

The standard will affect SIRIUSXM and Liberty Media. However, changes can result in complex case.. Entities that are most likely to be affected potentially include Siriusxm investors in the following entities:

- entities with a dominant investor that does not possess a majority voting interest, where the remaining votes are held by widely-dispersed shareholders (de facto control or de jure control). structured entities;
- entities that issue or hold significant potential voting rights; and
- asset management entities. In difficult cases,

the precise facts and circumstances will affect the analysis under IFRS 10.

IFRS 10 does not provide 'bright lines' and requires consideration of many factors, FCC and SEC will be confuse with outcome right now and as the result the minority shareholder and future of the SiriusXM will be in jeopardy.

The new standard also sets out consolidation principles and guidance for measuring non-controlling interests, potential voting rights and accounting for loss of control. The FCC or SEC or Justice Department have to deny an application (Liberty Media) and can not put themselves in a middle of control for SIRIUSXM unless clear 80% of share purchase by Liberty Media and Merger hearing conducted and FCC look at all conflict of interest and Liberty Media pass the FCC and SEC test.

IFRS 10 links power and returns by introducing an additional requirement that on Liberty Media and Malone.

Reassessment of control will required due the facts and circumstances have changed and FCC or SEC or Justice Department have to answer

1. Assess purpose and design for SIRIUSXM?
2. Assess power ?

3. What activities significantly affect the investee's returns ('relevant activities')?

How are decisions about relevant (for FCC) activities will be made?

Do investor's rights provide ability to direct relevant activities?

Assess exposure to variable returns ?

Assess ability to use power to influence variable returns?

Principal/agent assessment ? De facto agent assessment ?

The asset manager at Siriusxm and the debt investor of Siriusxm each need to determine whether they are able to direct the activities that *most* significantly affect the investee's returns, including considering the purpose and design of the investee as well as each party's exposure to variability of returns.

Liberty Media Control and De jure change can destroy the value and purpose of Sirius XM to provide satellite radio.

Indicators relating to the practical ability to direct the SiriusXm investee will be affected

Non-contractual ability to appoint investee's key management personnel (KMP)

Non-contractual ability to direct investee to enter into significant transactions or veto such transactions

Ability to dominate the nomination of members to the investee's governing body or obtain proxies from other vote-holders

Investee's KMP, or majority of governing body, are related parties of the investor (for example, investee and investor share the same CEO)

Other indicators to consider:

Special relationship indicators

Investee's KMP are current or ex-employees of the investor

Exposure to variability

Greater exposure, or rights, to variability of returns provides greater incentive to obtain power.

Extent of exposure, in itself, is not determinative.

FCC or SEC or Justice Department *Factors to consider when assessment of control remains uncertain. (51%)*

Economic dependence on investor

- Funding
- Licenses or trademarks
- Guarantees
- Key management
- Critical services personnel
- Technology modifications
- Specialized knowledge of personnel change
- Supplies or raw materials contracts
- Other critical assets

Economic dependence alone does not lead to power .

Investees' activities as shown and.

FCC or SEC or Justice Department the *Factors to consider when assessment of control remains uncertain and Liberty application should deny.*

The are questions for differentiating substantive and protective rights. **It applies to all types of rights, including current voting rights and potential voting rights need to be answer by FCC, SEC or Justice Department and this another reason for the application to be deny or post pone.**

- Financial penalties or incentives?
- Exercise/conversion prices that deter exercise/conversion?
- Terms and conditions that prevent exercise of rights (for example, conditions that narrowly limit timing of exercise)?
- The lack of an explicit, reasonable mechanism through which holders can exercise their rights;
- Inability to obtain information needed to exercise rights?
- Operational barriers such as lack of expertise to replace existing management after gaining control?

Legal/regulatory requirements that prevent exercise ?

Do practical mechanisms exist for collective exercise of rights? No.

The more parties that need to agree, the less likely that the rights are substantive.

Independent board of directors may provide the required mechanism but in this condition (51% control) with no answers to all this Questions it would be wrong for FCC to make determination with no answers or hearings. **The license should not be transfer to Liberty Media until full control (80%) and no SEC or FCC independence compromise.**

The other questions Will be do the SIRIUS xm holder benefit from the exercise of those rights?

Potential voting rights are more likely to be substantive for FCC and shareholders if:

they are in the money; or more than 80%

the investor will benefit for other reasons from exercise (for example, realize synergies or dramatic increase offer in price).

FCC, SEC or Justice Department Have the Right to ask all those questions for the decisions about relevant activities of Liberty Media in the past (the stock was shorted), now and in the future, before substantive rights .

IFRS 10 is its articulation of the financial position of potential voting rights (that is, whether in or out of the money) as a factor to consider in assessing control of SiriusXM. Potential voting rights that are deeply out of the money can result in those rights being regarded as non-substantive. (option could play important part and FCC can not be the Jury for giving control to Liberty, because it cannot evaluate, nor trust to numbers.)

The Liberty Media application should be deny.

Do Siriusxm Protective rights will include in FCC decision process and what will happened if?

(a) lender's rights to restrict borrower's activities that adversely affect its SiriusXM credit risk to the lender's detriment?

(b) rights of a non-controlling shareholder to approve exceptional capital expenditure or debt/equity issues? and

(c) rights of a lender to seize assets upon default.?

The investee have to make decisions about relevant activities at special meetings and annual general meetings (AGM).

Next AGM is in eight months for SiriusXM also Shareholders that individually or collectively hold large % of the voting rights should they call a special meeting? **However, Voting rights**

cannot be substantive if the investee is subject to direction by a government, court, administrator, receiver, liquidator or regulator. FCC and SEC should review and deny an application to Liberty Media or have demanded purchase for all the share in a Sirius xm company. It will be devastating if Liberty will stop buying and unloading shares of Sirius Xm due, LTE penetration, Apple into music, poor Car sale, new informatics, telematics (RIM, INTEL). FCC should not be in the middle of this manipulation.

All the questions above in this letter, the public have the right to an answers and the shareholders rights in Sirius XM should be protected. Otherwise it is a scam to Sirius Shareholders and FCC should not be a part of this.

The Voting right now are NOT substantive (FCC and SEC review) and Liberty Media has no POWER. FCC should not rush to judgment and do diligent and thoughtful examination of all the fact and history of manipulation of Sirius Xm stock, be it by Liberty Media, Dish or hedge funds in Conspicuously bad purchase of SIRIUSXM and should deny application. This is a merger and merger required scrutiny and ANSWERS before it is obtain. Liberty Media is not above the law.

SiriusXm shareholders, FCC and SEC have the right to know and Liberty Media should respond:

Is investor exposed to downside risks and upside potential that investee was designed to create and pass on ?

Is investor involved in the design of the investee at inception ?

Do the terms of decisions made at investee's inception provide the investor with rights that provide power including Sirius ?

Do contractual arrangements established at inception provide investor with rights over closely-related activities?

Does investor hold rights over relevant activities that arise only upon the occurrence of contingent events ?

Does investor have a commitment to ensure that investee operates as designed?

Do other factors indicate that investor has power ?

SiriusXM and Liberty Media leverage, capital ratios, covenants and financing agreements may be affected as a result of changes to the balance sheet. Structuring efforts with special-purpose entities may no longer work under the new requirements. Such impacts should be reviewed in advance to understand how a SiriusXM balance sheet may be affected. Impacts on performance measures, such as interest cover, EBIT or EBITDA, should also be considered.

Liberty Media and SiriusXm should clearly communicate any significant changes to financial results and financial position to stakeholders as soon as possible. Timely assessment and management of the potential implementation and ongoing business impacts and IFRS 10 will help reduce unexpected business and reporting risks. By beginning this process early will allow Liberty Media and SiriusXm inform shareholder, FCC, public, SEC to the true intentions to stock and company(SiriusXm) direction and will give enough time to consider potential adoption strategies or to renegotiate agreements in order to reduce the impact of adoption and to achieve preferred classification outcomes for future arrangements and for success of the only Satellite radio.

FCC and SEC commission should demand both companies that

Interests in subsidiaries have to be disclose:

Information that enables users to:

Understand the composition of the SIRIUSXM and Liberty Media;

Understand the interest that non-controlling interests have in the SIRIUSXM activities and cash flows;

Evaluate the nature and extent of significant restrictions on the ability to access or use assets, and settle liabilities, of the SIRIUSXM;

Evaluate the nature of, and changes in, the risks associated with interests in consolidated structured entities;

Evaluate the consequences of changes in ownership interest in a subsidiary that do not result in a loss of control; and evaluate the consequences of losing control of a subsidiary during the reporting period.

The FCC and SEC look at the rest of the requirements and elaborate on these objectives:

(b) If the financial statements of a subsidiary are as of a date or for a period that is different from the consolidated financial statements:

the date of the end of the reporting period of the financial statements of that subsidiary; and the reason for using a different date or period. All have to be examine and answer by Liberty Media and SiriusXM.

(c) For each subsidiary that has non-controlling interests that are material:

the name of the subsidiary;?

the principal place of business (and country of incorporation if different from the principal place of business) of the subsidiary;?

the proportion of ownership interests held by non-controlling interests;?

the proportion of voting rights held by non-controlling interests, if different from the proportion of ownership interests held;?

the profit or loss allocated to non-controlling interests of the subsidiary during the reporting period;?

Accumulated non-controlling interests of the subsidiary at the end of the reporting period;

Dividends paid to non-controlling interests;?

Summarized financial information by Liberty Media to Sirius Shareholders about the assets, liabilities, profit or loss and cash flows of the subsidiary that enables users to understand the interest that non-controlling interests have in the group's activities and cash flows.

E.g. current assets, non-current assets, current liabilities, non-current liabilities, revenue, profit or loss and total comprehensive income all to be address.

(d) Significant restrictions (e.g. statutory, contractual and regulatory restrictions) on the ability to access or use the assets and settle the liabilities of the Liberty Media and SiriusXm, such as:

those that restrict the ability of a parent or its subsidiaries to transfer cash or other assets to (or from) other entities within the group;

guarantees or other requirements that may restrict dividends and other capital distributions being paid, or loans and advances being made or repaid, to (or from) other entities within the this two companies.

(e) Nature and extent to which protective rights of non-controlling interests can

significantly restrict the entity's ability to access or use the assets and settle the liabilities of the group.

This FCC and SEC should include and look at situations when:

a parent is obliged to settle liabilities of a subsidiary before settling its own liabilities; or approval of non-controlling interests is required either to access the assets or to settle the liabilities of a subsidiary.

(f) Carrying amounts in the consolidated financial statements of the assets and liabilities to which those restrictions apply.

(g) Terms of any contractual arrangements that could require the parent or its subsidiaries to provide financial support to a consolidated structured entity.

This includes events or circumstances that could expose the reporting entity to a loss (e.g. liquidity arrangements or credit rating triggers associated with obligations to purchase assets of the structured entity or provide financial support).

(h) If, during the reporting period, a parent or its subsidiaries has, without a contractual

obligation, provided support to a consolidated structured entity (e.g. purchasing assets of or instruments issued by the structured entity):

type and amount of support provided; and

This includes situations in which the parent or its subsidiaries assisted the structured entity in obtaining financial support.

reasons for providing the support.

(i) If, during the period, a parent or its subsidiaries has, without a contractual obligation, provided support to a previously-unconsolidated structured entity that resulted in control of the structured entity, an explanation of the factors in reaching that decision.

(j) Any current intentions to provide support to a consolidated structured entity.

This includes intentions to assist the structured entity in obtaining financial support.

(k) A schedule showing the effects, on equity attributable to owners of the parent, of changes in subsidiary ownership levels that did not result in loss of control.

(l) If control of a subsidiary was lost during the period:

gain/loss on loss of control;

portion of gain/loss attributable to measuring any investment retained in the former subsidiary at its fair value at the date when control is lost;

line item in profit or loss in which the gain or loss is recognized (if not presented separately).

Interests in unconsolidated structured entities

(a) Information that enables users of its financial statements to:

understand the nature and extent of interests in unconsolidated structured entities; and

evaluate the nature of, and changes in, the risks associated with interests in unconsolidated structured entities.

This includes information about an entity's exposure to risk from involvement that it had with unconsolidated structured entities in previous periods (e.g. sponsoring the structured entity), even if the entity no longer has any contractual involvement with the structured entity at the reporting date. FCC and SEC have to know prior to approval this merger and at present have to deny application.

The rest of the requirements elaborate on these objectives also:

(b) Qualitative and quantitative information about interests in unconsolidated structured entities.

This includes, but is not limited to, the nature, purpose, size and activities of the structured entity and how the structured entity is financed.

(c) If an entity has sponsored an unconsolidated structured entity for which it does not have an interest at the reporting date:

how it has determined which structured entities it has sponsored;

income from those structured entities during the reporting period, including a description of the types of income presented; and

IFRS 12 suggests a tabular format for this disclosure, which should be aggregated appropriately.

The carrying amount (at the time of transfer) of all assets transferred to those structured entities during the reporting period.

to Summarize :

How Carrying amounts of the assets and liabilities will be recognized in the financial statements relating to interests in unconsolidated structured entities?

How Line items in the statement of financial position in which those assets and liabilities will be recognized?

How Amount that best will represents the maximum exposure to loss from interests in unconsolidated structured entities?

This includes how the maximum exposure to loss will be determined. If the maximum exposure to loss from interests in unconsolidated structured entities cannot be quantified, will it be disclose

and all the facts and the reasons given?

In comparison of Liberty Media and SiriusXm are:

carrying amounts of assets and liabilities that relate to interests in unconsolidated structured entities; and maximum exposure to loss from those entities?

If, during the period, an entity has, without a contractual obligation, provided support to an unconsolidated structured entity in which it previously had or currently has an interest will FCC or SEC know

the type and amount of support provided; and

This includes assistance provided to the structured entity in obtaining financial support.

the reasons for providing the support.

(f) Any current intentions to provide support to an unconsolidated structured entity?

This includes intentions to assist the structured entity in obtaining financial support?

The FCC, SEC, Justice Dep., and public have the right to do everything possible to get answers to this questions and SiriusXM shareholders have the right to deny an application by Liberty Media in present form.

The transfer of FCC license is a blatant attempt by John C. Malone, Liberty Media Corporation and SiriusXm, to abuse fiduciary position and extracting hundreds of millions of dollars in unwarranted benefits from Siriusxm shareholders while actually *increasing* Malone personal and Liberty Media voting power over the Siriusxm entity (“New Siriusxm”). Among other things, Malone will be forcing SiriusXm to provide him with super-voting stock that increases his personal voting position in the new entity relative to his voting position, while freeing him of numerous voting and transfer restrictions that suppressed the value of his prior stake in Liberty Media and SiriusXm. The SiriusXm Minority gets absolutely nothing in exchange for these personal Malone and Liberty Media benefits.

Malone was able to extract these benefits by abusing his power as SiriusXm stock was shorted so to serve his personal desires rather than his fiduciary obligations. As explained herein, the SiriusXM Minority gets absolutely nothing in exchange for these personal benefits to Malone increase in control, other than Malone will destroy the satellite only radio.

Liberty Media as a majority shareholder in SiriusXm: the Transfer by FCC and SEC should a subject to entire fairness review and hearings. The Transfer also is subject to entire fairness review because Malone on both-sides of the Transfer, with significant voting power, and is extracting personal benefits as a result of his ability to abuse his decision-making power. Malone and Liberty cannot satisfy this standard because first, Malone’s conduct forcing the other SiriusXM directors to throw up their hands and concede the futility of arms-length bargaining, and second, the disclosures related to these transfer is obscure, rather than elucidate and the true nature is not known to Sirius shareholders.

Besides extracting benefits for himself and Liberty Media, Malone and Liberty Media also will requiring SiriusXm to transfer millions (cash) premium to the shareholders of Liberty Media. No cash transfer nor FCC license will be justified just because Liberty Media’s voting power increased. Further, the current Liberty Media stake in SiriusXM is depressing the stock of SiriusXm and effecting valuations for it by investors, depressing innovations, research and development. All things being equal, Liberty Media has little reason to be given SiriusXm FCC license.

Liberty Media control to buy All the share will be a clear and right approach for it if it done honest, transparent manner and will be beneficial for SiriusXm investors, shareholders, markets, and private equity and FCC and SEC. It will put full responsibility directly in Liberty Media and

Malone and will free the hand of SiriusXm shareholders from abusing power. SiriusXm shareholders want to know what will happened to stock SiriusXm, to assets, and to billion of debt into an entity. There should be No transfer(fcc license), and no merger (until hearing conducted). All stock control - yes(80%>). The real economic is simply unknown for assets, for debt and for SiriusXM balance sheet. This will and can dramatically effect SiriusXm shareholders, Siriusxm co., and SiriusXm consumers. A lot of unhappy shareholders and consumers will leave the company in droves. SEC must determine if Liberty Media and Malone and hedge fund shorted the stock in past deliberately and to help Liberty and Malone to get Siri stock (40%) for “nothing” and all on the back of Sirius Shareholders, who help to built this company and merger with XM. If did occur, than the merger and transfer should be deny. The transfer of FCC license will be unfair and it will overvalued Liberty and Malone Assets and will be harmful to Siriusxm for the following reasons and should be Deny:

Malone and Liberty Media will receive unfair benefit, super voting shares that provide him with disproportionate increase in SiriusXm voting power, harm SiriusXm’s value by imposing a direction different from SiriusXm team, and give Malone ability to extract in a short time substantial premium(cash on hand at SiriusXM) in a subsequent transaction and cause major lost of SiriusXm shareholders and consumers and as result a fail satellite radio company.

Liberty Media and Malone will be freed from standstill and control limitations with SiriusXm charter and could cause more damage by interfering in control (if no 80% control of stock)

SiriusXm will be saddled with billion of debt which Liberty could incurred solely to purchase additional SiriusXm shares and other ideas. Transfer of License by FCC would preempt in ongoing negotiations with SiriusXM, and which cannot otherwise be maintain ;

The Voting Rights of SiriusXm Shareholders will be diluted in unfair award of license with many investors and consumers not agree and leaving the company in disarray.

The SiriusXm shareholders will pay an unjustified premium in million to Malone and Liberty Media shareholders and all as the result of FCC transfer, with Malone will be able exerting increased personal power over SiriusXm voting power;

SiriusXm will pay and get into assets, which were cherry-picked by Malone or Liberty Media, And with negatively effect on satellite radio and all this will be as the result of unfair transfer by FCC.

The FCC transfer of license with no right by SiriusXm shareholders will effectively precluding any alternative negotiations, offers from private equities and SiriusXm shareholder Meetings.

In addition to unfair terms, the process through which Liberty Media and Malone achieved the Transfer will be unfair. To this end, SiriusXm board, special committee (and its financial advisors) did not consider the relative fairness of the Transfer of license from the SiriusXm shareholders and has not keep them inform, how it is intend to protect them. The SiriusXm Company is in position to generate 1 billion in Cash. Further, the SiriusXm board of directors responsibilities for negotiating the Transfer has not shown loyalty to the SiriusXM shareholders in May meeting and at present time.

SiriusXm Statement is misleading in regard of transfer of FCC license and fails to disclose in a full and fair way, the structural problems with the Transfer and other significant and material facts. FCC must deny Transfer of SiriusXM license to Liberty Media and should not put itself

in the middle of the complex dispute.

The effect of the Transfer will harm the SiriusXM shareholders by depriving them of their pro-rata share in building existing enterprise value of SiriusXM, while keeping SiriusXM shareholders subject to Malone's and Liberty Media voting power.

Thus, the Related FCC Transfer cannot conceivably pass the test of entire fairness. Malone and the other directors of Liberty Media and SiriusXm breaching their respective fiduciary duties by negotiating and approving the Transfer on terms and through a process that is manifestly unfair to the SiriusXM shareholders, consumers and members of SEC and FCC commission must Deny the Liberty Media application until all question in this letter can be answer.

Sincerely,

Alexander Bergmann

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