



Sirius XM Radio Inc.
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July 02, 2012

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Federal Communications Commission
Bureau / Office

ORIGINAL

VIA HAND DELIVERY

Mindel De La Torre, Bureau Chief
International Bureau
Federal Communications Commission
445 12th Street, SW
Washington, DC 20554

2012 ANNUAL REPORT

**Re: Sirius XM Radio Inc., Satellite CD Radio LLC and XM Radio LLC
Annual Status Report for Satellite Digital Audio Radio Service
July 1, 2011 – June 30, 2012**

Dear Ms. De La Torre:

Pursuant to Section 25.144(c) of the Commission's rules, 47 C.F.R. § 25.144(c), Sirius XM Radio Inc. ("Sirius XM"), on behalf of itself and its wholly-owned subsidiaries Satellite CD Radio LLC and XM Radio LLC¹ submits this letter to satisfy the annual status reporting requirement for satellite digital audio radio service ("satellite radio") systems for the period July 1, 2011 – June 30, 2012.

Sirius XM and its subsidiaries currently provide service from a fleet of seven satellite radio spacecraft. Satellite CD Radio LLC is the licensee for the FM-1, FM-2, and FM-3 satellites (licensed collectively under call sign S2105), which are licensed to provide service from non-geostationary orbits and the geostationary FM-5 satellite (call sign S2710), which is licensed to provide service from the nominal 96° W.L. orbital location. XM Radio LLC is the licensee for XM-3 (call sign S2617), which is licensed to provide service from the nominal 85° W.L. orbital location, XM-5 (call sign S2786), which is licensed to provide service from the nominal 85° W.L. orbital location and is currently operating as an in-orbit spare, and XM-4 (call sign S2616), which is licensed to provide service from the nominal 115° W.L. orbital location.

¹ Sirius Satellite Radio Inc. and XM Satellite Radio Holdings Inc. received the Commission's approval to merge on July 25, 2008. See *Applications for Consent to the Transfer of Control of License, XM Satellite Radio Holdings Inc., Transferor, To Sirius Satellite Radio Inc., Transferee*, Memorandum Opinion and Order and Report and Order, 23 FCC Rcd 12,348 (2008). On June 23, 2011, the FCC granted Sirius XM's request for the *pro forma* assignment of the satellite authorizations held by (a) XM Radio Inc. to XM Radio LLC (File Nos. SAT-ASG-20110617-00111, SES-ASG-20110621-00766) and (b) Satellite CD Radio, Inc. to Satellite CD Radio LLC (File Nos. SAT-ASG-20110617-00109, SAT-ASG-20110617-00110). Those assignments were consummated on August 17, 2011.

Status Of Space Station Construction And Anticipated Launch Dates, Including Any Major Problems Or Delays Encountered (47 C.F.R. § 25.144(c)(1))

Satellite CD Radio LLC holds an authorization to launch and operate FM-6 (call sign S2812) as a geo-stationary satellite at the 116.15° W.L. orbital location.² Sirius XM has completed construction of FM-6 and anticipates launch in 2013.

A Listing Of Any Non-Scheduled Space Station Outages For More Than Thirty Minutes And The Cause(s) Of Such Outages (47 C.F.R. § 25.144(c)(2))

There are no outages to report.

Identification Of Any Space Station Not Available For Service Or Otherwise Not Performing To Specifications, The Cause(s) Of These Difficulties And The Date Any Space Station Was Taken Out Of Service Or The Malfunction Identified (47 C.F.R. § 25.144(c)(3))

XM Radio LLC is the licensee for XM-1 (call sign S2118) and XM-2 (call sign S2119), which are not currently in active service, but are authorized as in-orbit spares and are both positioned at the nominal 115° W.L. orbital location. XM-1 and XM-2 are currently able to operate within the parameters of the Commission's authorization. However, as previously disclosed to the Commission, both satellites suffer from premature and progressive solar array degradation common to all Boeing spacecraft with solar array concentrators (i.e., the first five launched Boeing 702 spacecraft and the first launched Boeing geo-mobile (GEM) spacecraft).³ Boeing first identified this condition to XM Radio LLC in August 2001.

² See IBFS File Nos. SAT-LOA-20104009-00072 and SAT-MOD-20110525-00099. The Commission previously approved the launch and operation of FM-6 as a non-geostationary satellite. See IBFS File No. SAT-MOD-20080521-00110 (grant stamped Sept. 17, 2008, with conditions).

³ See XM Radio Inc., Annual Status Report, at 3 (June 28, 2006).

Ms. Mindel De La Torre

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If there are any questions concerning this report, please contact the undersigned.

Very truly yours,



James S. Blitz

Vice President, Regulatory Counsel

cc: Columbia Operations Center, FCC



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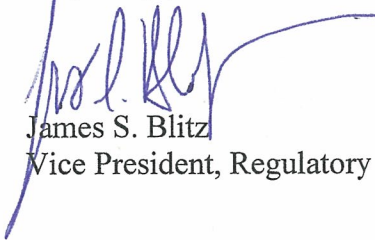
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Very truly yours,

A handwritten signature in blue ink, appearing to read "James S. Blitz", with a long horizontal flourish extending to the right.

James S. Blitz
Vice President, Regulatory Counsel

cc: Columbia Operations Center, FCC