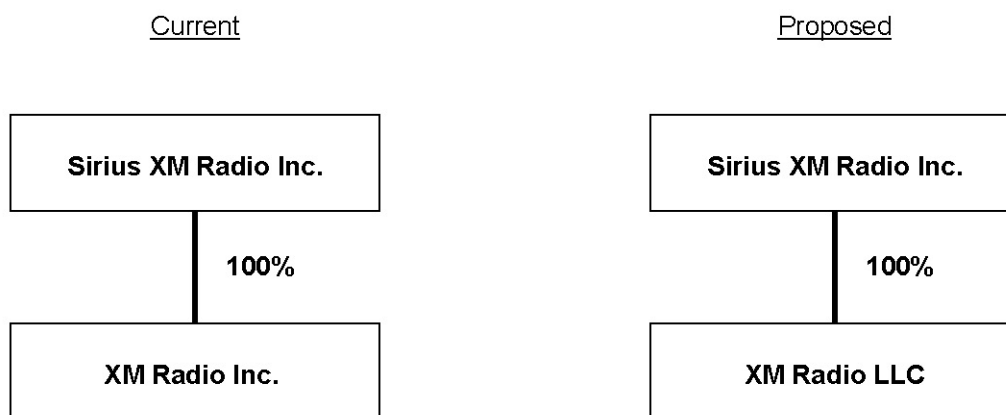


Description of the Transaction and Public Interest Statement

Sirius XM Radio Inc. (“Sirius XM”) seeks Federal Communications Commission (“FCC” or “Commission”) consent to a *pro forma* assignment of all of the licenses and authorizations held by XM Radio Inc. XM Radio Inc. is currently directly owned and controlled by Sirius XM. Pursuant to the proposed corporate reorganization, XM Radio Inc. will be converted to a limited liability company and renamed XM Radio LLC. The proposed change constitutes a non-substantial (*pro forma*) assignment because ultimate ownership and control of all licenses and authorizations will be exactly the same before and after the proposed transaction.



Grant of this *pro forma* assignment 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 approved the ultimate ownership and control of these licenses and authorizations by Sirius XM,¹ and there have been no material changes in ownership since the date of the Sirius XM Merger Order.

Sirius XM requests that the FCC expeditiously grant this application for a non-substantial assignment without prior public notice. Sirius XM will supplement, as necessary, any applications that are pending upon the consummation of the proposed transaction to reflect the *pro forma* assignment.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 XM Radio Inc. prior to the closing of the proposed transaction, 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* assignment

¹ See *Applications for Consent to the Transfer of Control of Licenses, XM Satellite Radio Holdings Inc. to Sirius Satellite Radio Inc.*, 23 FCC Rcd 12348 (2008) (“Sirius XM Merger Order”). Sirius XM directly holds satellite, earth station, wireless, and experimental authorizations. These authorizations are not affected by the proposed transaction.

² See 47 C.F.R. § 1.65.

of any special temporary authorizations held by XM Radio Inc., or applications for special temporary authority that are pending, at the time of the consummation of the proposed *pro forma* assignment.

FCC applications for the *pro forma* assignment of the following authorizations are being filed:

1. XM Radio Inc.'s space station authorizations, including special temporary authorizations and pending requests to operate terrestrial repeaters³

S2118
S2119
S2616
S2617
S2786

2. XM Radio Inc.'s transmit/receive earth station authorizations

E000158
E000724
E040204

3. XM Radio Inc.'s wireless license

WQJP534

4. XM Radio Inc.'s experimental license

WB2XCA

³ The FCC has previously approved the transfer of control of existing grants of, and requests for, special temporary authority as part of the transfer of control of the satellite licenses. *See Sirius Satellite Radio Inc., Application for Transfer of Control of Station Authorization*, Order, 18 FCC Rcd 215, 217 n.16 (¶ 7 n.16) (2003); *see also Sirius XM Merger Order*, Appendix A, n. 1 (2008).

Ownership Information

Pursuant to the proposed corporate reorganization, XM Radio LLC will be a wholly owned subsidiary of Sirius XM Radio Inc. ("Sirius XM"). When the transaction is complete, XM Radio LLC will hold all the licenses and authorizations currently held by XM Radio Inc.

An affiliate of Liberty Media Corporation, a Delaware corporation, holds preferred stock which is convertible into an approximately 40% 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 32.45% of the aggregate voting power of the company. 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 XM Radio LLC will be:

Mel Karmazin, President
Patrick L. Donnelly, Secretary
David J. Frear, Treasurer

The Executive Officers of Sirius XM Radio Inc. are:

Mel Karmazin, Chief Executive Officer
James E. Meyer, President, Operations and Sales
Scott Greenstein, President and Chief Content Officer
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

The Directors of Sirius XM Radio Inc. are:

Joan L. Amble
Leon D. Black
David J.A. Flowers
Lawrence F. Gilberti
Eddy W. Hartenstein
James P. Holden
Mel Karmazin
John C. Malone
Gregory B. Maffei
James F. Mooney
Jack Shaw
Carl E. Vogel

Vanessa A. Wittman

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

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