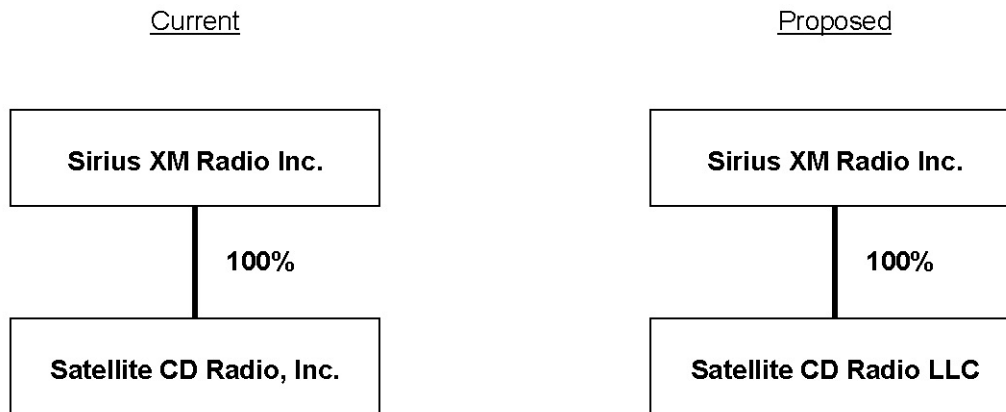


## EXHIBIT F

### Response to Question A21 (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 Satellite CD Radio, Inc. Satellite CD Radio, Inc. is currently directly owned and controlled by Sirius XM. Pursuant to the proposed corporate reorganization, Satellite CD Radio, Inc. will be converted to a limited liability company and renamed Satellite CD 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,<sup>1</sup> 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.<sup>2</sup> 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 Satellite CD

<sup>1</sup> 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.

<sup>2</sup> See 47 C.F.R. § 1.65.

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

Satellite CD Radio, Inc. currently operates two space station authorizations that will be assigned as part of this *pro forma* transaction:

S2105

S2812

## **Exhibit E**

### **Response to Questions 40 and A20 (Ownership)**

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

Mel Karmazin, President  
Patrick Donnelly, Secretary  
David 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 Satellite CD Radio LLC and Sirius XM Radio Inc. officers and directors is:**

1221 Avenue of the Americas  
36<sup>th</sup> Floor  
New York, NY 10020

### **Response to Question 39**

Sirius XM Radio Inc. is a defendant in a group of consolidated class action complaints brought pursuant to federal antitrust and state consumer protection laws in the U.S. District Court for the Southern District of New York. The lead case is *Carl Blessing v. Sirius XM Radio Inc.*, No. 09-10035. The related cases are: *Scerbo v. Sirius XM Radio, Inc.*, No. 09-10209; *Bonsignore v. Sirius XM Radio Inc.*, No. 10-526; *Balaguera v. Sirius XM Radio Inc.*, No. 10-01058; *Cronin v. Sirius XM Radio Inc.*, No. 09-10468. On May 12, 2011, Sirius XM reached an agreement to settle the pending case. In connection with the settlement, Sirius XM did not admit any wrongdoing, any violation of statute or law, or the truth of any claims or allegations of the plaintiffs. This settlement is contingent upon final approval by the U.S. District Court for the Southern District of New York.