

Response to FCC Form 312 Question 39

Sirius XM Radio Inc. is a defendant in a group of consolidated complaints seeking class action status 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.

Sirius XM Radio Inc. is a defendant in a shareholder derivative complaint filed in the Supreme Court of New York, County of New York. The complaint alleges that the decisions giving rise to the federal antitrust lawsuits (above) constituted a breach of loyalty by Sirius XM officers and directors. *Mark Fialkov Individual Retirement Account v. Sirius XM Radio*, No. 600041/2010.

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The Officers of Satellite CD Radio, Inc. are:

Mel Karmazin, President
David Frear, Treasurer
Patrick Donnelly, Secretary

The Directors of Satellite CD Radio, Inc. are:

Patrick Donnelly
Lawrence Gilberti

Satellite CD Radio, Inc. is a wholly-owned subsidiary of Sirius 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 the Sirius XM Radio Inc. 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 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
Chester A. Huber, Jr.
Mel Karmazin
John C. Malone

Gregory B. Maffei
John Mendel
James F. Mooney
Jack Shaw

The address of all Satellite CD Radio, Inc. and Sirius XM Radio Inc. officers and directors is:

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