

LIST OF STOCKHOLDERS, OFFICERS AND DIRECTORS
(Response to Item 40)

The Applicant, XM Radio Inc. (“XM Radio”), is a direct, wholly-owned subsidiary of XM Satellite Radio Inc. (“XM Satellite”), which in turn is a direct, wholly-owned subsidiary of Sirius XM Radio Inc. (“Sirius XM”).¹ XM Radio, XM Satellite, and Sirius XM are all U.S. corporations. XM Radio and XM Satellite have offices at 1500 Eckington Place, N.E., Washington, DC 20002. Sirius XM has offices at 1221 Avenue of the Americas, 36th Floor, New York, NY 10020.

An affiliate of Liberty Media Corporation, a Delaware corporation, holds preferred stock that is convertible into an approximately 40% ownership interest in Sirius XM. The address of Liberty Media Corporation is 12300 Liberty Boulevard, Englewood, CO 80112. Dr. John C. Malone, a U.S. citizen, owns shares of Liberty Media Corporation representing approximately 33% of the aggregate voting power of the company. Dr. Malone’s business address is 12300 Liberty Boulevard, Englewood, CO 80112.

No other entities or individuals hold a 10% or greater direct or indirect ownership or voting interest in Sirius XM.

The following chart lists the directors and executive officers of XM Radio:

NAME	TITLE
Mel Karmazin	Director; President
Patrick L. Donnelly	Director; Secretary
David J. Frear	Director; Treasurer

The address for all of the above directors and executive officers is c/o XM Radio Inc., 1500 Eckington Place, N.E., Washington, DC 20002.

¹ The Commission has consented to a *pro forma* transfer of control of XM Radio. See File No. SAT-T/C-20100322-00053, granted Apr. 8, 2010. Following completion of the restructuring approved there, XM Radio will be a direct, wholly-owned subsidiary of Sirius XM.