

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

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

Liberty Media Corporation, a Delaware corporation, has filed an Amendment to its Schedule 13D (the “Schedule 13D Amendment”) disclosing that it beneficially owns 3,203,666,978 shares of Sirius XM common stock as of September 17, 2012. This amount includes (i) 1,293,509,076 shares of common stock issuable upon the conversion of all of the outstanding shares of Sirius XM’s B-1 Preferred Stock, (ii) 5,866,666 shares of Common Stock issuable upon the exchange of \$11 million aggregate principal amount of Sirius XM’s 7% Exchangeable Senior Subordinated Notes due 2014 (the “Exchange Notes”) beneficially owned by Liberty Media and (iii) the 41,087,753 shares that may be purchased upon physical settlement under a forward contract. This amount represents approximately 49.5% of the outstanding shares of Sirius XM’s common stock (as calculated pursuant to Rule 13d-3 of the Securities Exchange Act of 1934, as amended). 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 40.7% of the aggregate voting power of the company as of May 31, 2012.¹ 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 executive officers and members of the board of managers of XM Radio are:

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

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

¹ Securities and Exchange Commission Schedule 14A, Liberty Media Corporation (filed July 5, 2012), at 5. Liberty Media has filed an application for consent to transfer control of Sirius XM. See “Liberty Media Corporation Seeks FCC Consent to Transfer *De Jure* Control of Sirius XM Radio Inc.,” DA 12-1569 (October 2, 2012).