

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 (“Liberty Media”), a Delaware corporation, beneficially owns approximately 49.8% of the common stock of Sirius XM.¹ The address of Liberty Media is 12300 Liberty Boulevard, Englewood, Colorado 80112. Dr. John C. Malone, a United States citizen, owns shares of Liberty Media representing approximately 43.1% of the aggregate voting power of the company as of January 8, 2013.² Dr. Malone’s business address is 12300 Liberty Boulevard, Englewood, Colorado 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:

James E. Meyer, President
Patrick Donnelly, Secretary
David 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 The Commission recently granted consent for Liberty Media to acquire *de jure* control of Sirius XM and its subsidiaries. *See Sirius XM Radio, Inc., Transferor, and Liberty Media Corporation, Transferee, Applications for Consent to Transfer De Jure Control of Sirius XM Radio, Inc.*, Order, IB Docket No. 12-282, DA 12-2067 (IB, rel. Jan. 3, 2013). In that proceeding, Liberty Media advised the Commission that within 60 days of receipt of Commission consent, the company intended to take steps to increase its ownership interest in Sirius XM to more than 50%. *See id.* at ¶ 4 & n.11.

² Securities and Exchange Commission Schedule 13D/A, Liberty Media Corporation (filed January 9, 2013).