

**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, 36<sup>th</sup> Floor, New York, NY 10020.

As of December 31, 2013, Liberty Media Corporation (“Liberty Media”), a Delaware corporation, beneficially owned approximately 53% of the common stock of Sirius XM.<sup>1</sup> The address of Liberty Media is 12300 Liberty Boulevard, Englewood, CO 80112. Dr. John C. Malone, a United States citizen, owns shares of Liberty Media representing approximately 47.3% of the aggregate voting power of the company as of March 31, 2014.<sup>2</sup> 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:

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.

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<sup>1</sup> See *Sirius XM Radio, Inc., Transferor, and Liberty Media Corporation, Transferee, Applications for Consent to Transfer De Jure Control of Sirius XM Radio, Inc.*, 28 FCC Rcd 6 (IB 2013). Liberty Media’s beneficial ownership in Sirius XM may change from time to time based upon a variety of factors, including purchases of common stock by Sirius XM pursuant to its stock repurchase program and agreements between Liberty Media and Sirius XM to repurchase shares of common stock held by Liberty Media. Sirius XM does not anticipate that any such transactions, either individually or in the aggregate, will have the effect of reducing Liberty Media’s beneficial ownership in Sirius XM below 50%.

<sup>2</sup> Securities and Exchange Commission Form 10-K/A, Liberty Media Corporation (filed April 30, 2014) (available at <http://files.shareholder.com/downloads/ABEA-4CW8ZW/3157307353x0xS1104659-14-32176/1560385/filing.pdf>, last visited May 14, 2014).