

**PENDING LITIGATION**  
**(Response to Item 39)**

*State Consumer Investigations.* A Multistate Working Group of 32 State Attorneys General, led by the Attorney General of the State of Ohio, is investigating certain of Sirius XM's consumer practices. The investigation focuses on practices relating to the cancellation of subscriptions; automatic renewal of subscriptions; charging, billing, collecting, and refunding or crediting of payments from consumers; and soliciting customers.

A separate investigation into our consumer practices is being conducted by the Attorneys General of the State of Florida and the State of New York. Sirius XM is cooperating with these investigations and believes its consumer practices comply with all applicable federal and state laws and regulations.

*One Twelve, Inc. and Don Buchwald v. Sirius XM Radio Inc.* In March 2011, One Twelve, Inc., Howard Stern's production company, and Don Buchwald, Stern's agent, commenced an action against Sirius XM in the Supreme Court of the State of New York, County of New York. The action alleged that, upon the merger with XM, Sirius failed to honor our obligations under the performance-based compensation provisions of the prior agreement dated October 2004 with One Twelve and Buchwald, as agent; One Twelve and Buchwald each assert a claim of breach of contract. In April 2012, the Court granted Sirius XM's motion for summary judgment and dismissed with prejudice the suit. The Court found the agreement unambiguous. One Twelve and Buchwald have filed an appeal.

*Other Matters.* In the ordinary course of business, Sirius XM is a defendant in various other lawsuits and arbitration proceedings, including derivative actions; actions filed by subscribers, both on behalf of themselves and on a class action basis, actions filed by former employees, parties to contracts or leases, and owners of patents, trademarks, copyrights or other intellectual property. None of these other actions are, in Sirius XM's opinion, likely to have a material adverse effect on the company's business, financial condition or results of operations.