

Exhibit E

Response to Questions 40 and A20 (Ownership)

An affiliate of Liberty Media Corporation, a Delaware corporation, holds preferred stock which is convertible into an approximately 40% ownership interest in the transferee, Sirius XM Radio Inc. (“Sirius XM”). The address of Liberty Media Corporation is 12300 Liberty Boulevard, Englewood, Colorado 80112. Dr. John C. Malone, a United States citizen, owns shares of Liberty Media Corporation representing approximately 32.45% of the aggregate voting power of the company. Dr. Malone’s business address is 12300 Liberty Boulevard, Englewood, Colorado 80112.

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

The Executive Officers of Sirius XM Radio Inc. are:

Mel Karmazin, Chief Executive Officer
James E. Meyer, President, Operations and Sales
Scott Greenstein, President and Chief Content Officer
Patrick L. Donnelly, Executive Vice President, General Counsel and Secretary
David J. Frear, Executive Vice President and Chief Financial Officer
Dara Altman, Executive Vice President and Chief Administrative Officer

The Directors of Sirius XM Radio Inc. are:

Joan L. Amble
Leon D. Black
David J.A. Flowers
Lawrence F. Gilberti
Eddy W. Hartenstein
James P. Holden
Chester A. Huber, Jr.
Mel Karmazin
John C. Malone
Gregory B. Maffei
John Mendel
James F. Mooney
Jack Shaw

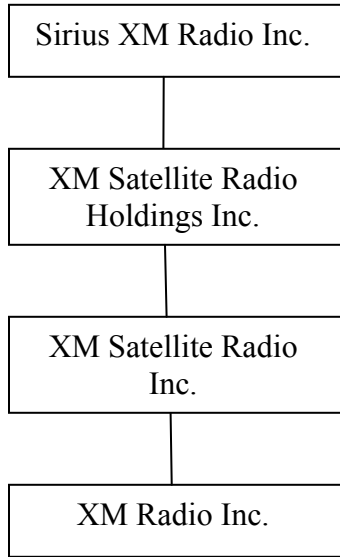
The address of all Sirius XM Radio Inc. officers and directors is:

1221 Avenue of the Americas
36th Floor
New York, NY 10020

Ownership Structure

Below are charts of the current and post-closing ownership structures for XM Radio Inc. All subsidiaries are wholly-owned.

Current XM Radio Inc. Ownership Structure



Post-Closing XM Radio Inc. Ownership Structure

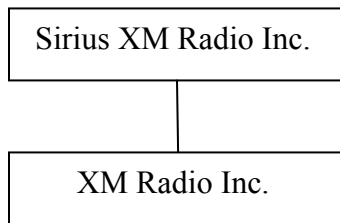


EXHIBIT F

Response to Question A21 (Description of the Transaction and Public Interest Statement)

XM Radio Inc. seeks Federal Communications Commission (“FCC” or “Commission”) consent to a *pro forma* transfer of control of all of the licenses and authorizations held by XM Radio Inc. FCC applications for the *pro forma* transfer of control of the following authorizations are being filed:

1. XM Radio Inc.’s space station authorizations, including special temporary authorizations and pending requests to operate terrestrial repeaters¹

S2118
S2119
S2616
S2617
S2786

2. XM Radio Inc.’s transmit/receive earth station authorizations

E000158
E000724
E040204

3. XM Radio Inc.’s wireless license

WQJP534

4. XM Radio Inc.’s experimental license

WB2XCA

XM Radio Inc. is currently indirectly owned and controlled by Sirius XM Radio Inc. through two wholly-owned subsidiaries: XM Satellite Radio Inc. and XM Satellite Radio Holdings Inc. Pursuant to a proposed transaction, these two subsidiaries will be merged with and into Sirius XM Radio Inc. As a result, XM Radio Inc. will become a direct wholly-owned subsidiary of Sirius XM Radio Inc.² The proposed change constitutes a

¹ The FCC has previously approved the transfer of control of existing grants of, and requests for, special temporary authority as part of the transfer of control of the satellite licenses. *See Sirius Satellite Radio Inc., Application for Transfer of Control of Station Authorization*, Order, 18 FCC Rcd 215, 217 n.16 (¶ 7 n.16) (2003); *see also Applications for Consent to the Transfer of Control of Licenses, XM Satellite Radio Holdings Inc. to Sirius Satellite Radio Inc.*, 23 FCC Rcd 12348, Appendix A, n. 1 (2008) (“Sirius XM Merger Order”).

² In order to effectuate the purposes of this *pro forma* transfer of control, the two steps of this transaction – merging XM Satellite Radio Inc. and XM Satellite Radio Holdings Inc. into Sirius XM Radio

non-substantial (*pro forma*) transfer of control because ultimate ownership and control of XM Radio Inc. will be exactly the same before and after the proposed transactions. The current and proposed ownership structures for XM Radio Inc. are depicted in Exhibit E.

Grant of this *pro forma* transfer of control application will serve the public interest. The ability to make non-substantial changes in corporate structure enhances the flexibility of Sirius XM Radio Inc.'s capital structure without any adverse effects on competition. Moreover, this application raises no new issue related to XM Radio Inc.'s legal qualifications because the Commission has previously approved the ultimate ownership and control of XM Radio Inc. by Sirius XM Radio Inc.³

XM Radio Inc. requests that the FCC expeditiously grant this application for a non-substantial transfer of control without prior public notice. XM Radio Inc. will supplement, as necessary, any applications that are pending upon the consummation of the proposed transaction to reflect the *pro forma* change in ownership.⁴ To the extent that any pending applications, or any other applications for new facilities or for renewal or modification of existing facilities, are granted to XM Radio Inc. prior to the closing of the proposed transaction, XM Radio Inc. requests that the grant of this application include consent with respect to all such subsequently granted authorizations. Further, XM Radio Inc. requests that grant of this application include authority for the *pro forma* transfer of control of any special temporary authorizations held by XM Radio Inc., or applications for special temporary authority that are pending, at the time of the consummation of the proposed *pro forma* transfer of control.

Inc. – may or may not occur simultaneously. In the event the merger of one of the intermediate holding companies with and into Sirius XM Radio Inc. occurs more than 60 days after the date of FCC authorization, XM Radio Inc. will seek an extension of the closing deadline specified in Section 25.119(f) of the Commission's rules, 47 C.F.R. § 25.119(f).

³ See Sirius XM Merger Order.

⁴ See 47 C.F.R. § 1.65.

Response to Question 39

Sirius XM Radio Inc. is a defendant in a group of consolidated complaints seeking class action status brought pursuant to federal antitrust and state consumer protection laws in the U.S. District Court for the Southern District of New York. The lead case is *Carl Blessing v. Sirius XM Radio Inc.*, No. 09-10035. The related cases are: *Scerbo v. Sirius XM Radio, Inc.*, No. 09-10209; *Bonsignore v. Sirius XM Radio Inc.*, No. 10-526; *Balaguera v. Sirius XM Radio Inc.*, No. 10-01058; *Cronin v. Sirius XM Radio Inc.*, No. 09-10468.

Sirius XM Radio Inc. is a defendant in a shareholder derivative complaint filed in the Supreme Court of New York, County of New York. The complaint alleges that the decisions giving rise to the federal antitrust lawsuits (above) constituted a breach of loyalty by Sirius XM officers and directors. *Mark Fialkov Individual Retirement Account v. Sirius XM Radio*, No. 600041/2010.