

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

|                              |  |
|------------------------------|--|
| <b>SUBMISSION TYPE:</b>      | NEW ASSIGNMENT   |
| <b>NATURE OF CONVEYANCE:</b> | Assignment and Assumption of Security Agreement recorded at Reel/Frame No. 3960/0817 |

**CONVEYING PARTY DATA**

| Name                      | Formerly | Execution Date | Entity Type                    |
|---------------------------|----------|----------------|--------------------------------|
| JPMorgan Chase Bank, N.A. |          | 06/30/2009     | National Association: NEW YORK |

**RECEIVING PARTY DATA**

|                        |                                     |
|------------------------|-------------------------------------|
| <b>Name:</b>           | U.S. Bank National Association      |
| <b>Street Address:</b> | 100 Wall Street, Suite 1600         |
| <b>City:</b>           | New York                            |
| <b>State/Country:</b>  | NEW YORK                            |
| <b>Postal Code:</b>    | 10005                               |
| <b>Entity Type:</b>    | National Association: UNITED STATES |

**PROPERTY NUMBERS Total: 136**

| Property Type        | Number  | Word Mark                    |
|----------------------|---------|------------------------------|
| Registration Number: | 2660543 | "EVERYTHING... ALL THE TIME" |
| Registration Number: | 2650866 | (TOP)20(ON)20                |
| Registration Number: | 2831400 | ??ASK!                       |
| Registration Number: | 3499925 | 1600                         |
| Registration Number: | 3224817 | 60/20 SPORTS                 |
| Registration Number: | 2582245 | AGUILA                       |
| Registration Number: | 3056030 | ALEGRIA                      |
| Registration Number: | 3046668 | AMERICA LEFT                 |
| Registration Number: | 3046669 | AMERICA RIGHT                |
| Registration Number: | 3066419 | ARTIST CONFIDENTIAL          |
| Registration Number: | 3308491 | ARTIST TO ARTIST             |
| Registration Number: | 2595310 | AUDIO VISIONS                |
| Registration Number: | 2722272 | BABBLE ON                    |

OP \$3415.00 2660543

|                      |         |                             |
|----------------------|---------|-----------------------------|
| Registration Number: | 3419944 | BASEBALL CONFIDENTIAL       |
| Registration Number: | 2633014 | BEYOND AM. BEYOND FM.       |
| Registration Number: | 2572164 | BEYOND JAZZ                 |
| Registration Number: | 2821513 | BLUEGRASS JUNCTION          |
| Registration Number: | 2622244 | BONE YARD                   |
| Registration Number: | 2660679 | BPM                         |
| Registration Number: | 3367177 | BROADMINDED                 |
| Registration Number: | 2712042 | CARICIA                     |
| Registration Number: | 2655860 | CHROME                      |
| Registration Number: | 2613210 | CINEMAGIC                   |
| Registration Number: | 3178614 | CLASSICAL CONFIDENTIAL      |
| Registration Number: | 2640784 | CROSS COUNTRY               |
| Registration Number: | 2586173 | DEEP TRACKS                 |
| Registration Number: | 3143496 | DIALED IN                   |
| Registration Number: | 3055999 | DOWNSTAGE CENTER            |
| Registration Number: | 3080287 | ENLIGHTEN                   |
| Registration Number: | 2618959 | ETHEL                       |
| Registration Number: | 2564380 | FINE TUNING                 |
| Registration Number: | 2964455 | FRED                        |
| Registration Number: | 2935874 | FUNGUS                      |
| Registration Number: | 3321544 | HEAR IT. CLICK IT. SAVE IT. |
| Registration Number: | 3318147 | HEAR MORE OF WHAT YOU LOVE  |
| Registration Number: | 3321771 | HIGH STANDARDS              |
| Registration Number: | 3080264 | HIGH VOLTAGE                |
| Registration Number: | 2676946 | HIGHWAY 15                  |
| Registration Number: | 2945687 | HIGHWAY 16                  |
| Registration Number: | 3370553 | HOME ICE                    |
| Registration Number: | 3211850 | HOME PLATE                  |
| Registration Number: | 3005181 | JAM ALERT                   |
| Registration Number: | 3517979 | LET US INFOTAIN YOU         |
| Registration Number: | 3262828 | LISTEN LARGE                |
| Registration Number: | 3226331 | LUCY                        |
| Registration Number: | 2613510 | LUNA                        |
| Registration Number: | 3415308 | MAKING THE TURN             |
| Registration Number: | 3396737 | MORNING BRIEFING            |

|                      |         |                                |
|----------------------|---------|--------------------------------|
| Registration Number: | 3006291 | NAVTRAFFIC                     |
| Registration Number: | 3349660 | NEXUS                          |
| Registration Number: | 3345695 | OFFSTAGE                       |
| Registration Number: | 2654778 | ON BROADWAY                    |
| Registration Number: | 2861907 | ON THE ROCKS                   |
| Registration Number: | 2660677 | OPEN ROAD                      |
| Registration Number: | 3394391 | OPINIONATED WITH CHRIS DIMARCO |
| Registration Number: | 3387111 | POTUS 08                       |
| Registration Number: | 3396741 | POTUS LIVE                     |
| Registration Number: | 3442994 | POWERSHIFT                     |
| Registration Number: | 3396739 | PRESS POOL                     |
| Registration Number: | 2687260 | RADIO TAJ                      |
| Registration Number: | 2667134 | RADIO TO THE POWER OF X        |
| Registration Number: | 2921305 | ROADY                          |
| Registration Number: | 3184854 | ROADYXT                        |
| Registration Number: | 2773239 | SKYFI                          |
| Registration Number: | 2624362 | SOUL STREET                    |
| Registration Number: | 2595311 | SPECIAL X                      |
| Registration Number: | 2618958 | SPIRIT                         |
| Registration Number: | 3482167 | TAKE 5                         |
| Registration Number: | 2918247 | THE BLEND                      |
| Registration Number: | 2660680 | THE FISH                       |
| Registration Number: | 2627752 | THE FLOW                       |
| Registration Number: | 2875999 | THE GROOVE                     |
| Registration Number: | 2613211 | THE HEART                      |
| Registration Number: | 2652379 | THE JOINT                      |
| Registration Number: | 2926537 | THE LOFT                       |
| Registration Number: | 2660678 | THE MOVE                       |
| Registration Number: | 2748047 | THE POWER                      |
| Registration Number: | 2851290 | THE RHYME                      |
| Registration Number: | 2687345 | THE TORCH                      |
| Registration Number: | 2988328 | THE ULTIMATE PLAYLIST          |
| Registration Number: | 3407319 | THE VIRUS                      |
| Registration Number: | 2998812 | THEN.. .AGAIN...LIVE!          |
| Registration Number: | 2826644 | UNSIGNED                       |

|                      |         |                              |
|----------------------|---------|------------------------------|
| Registration Number: | 2733082 | U-POP                        |
| Registration Number: | 3321032 | VERGE                        |
| Registration Number: | 2727741 | VOX                          |
| Registration Number: | 3334309 | WATERCOLORS                  |
| Registration Number: | 2564379 | WATERCOLORS                  |
| Registration Number: | 2947365 | WEATHER TO THE POWER OF X.   |
| Registration Number: | 2684430 | WEIRDNESS                    |
| Registration Number: | 3231316 | WHAT'S NEXT . . . NOW        |
| Registration Number: | 3415462 | WHERE EVERYONE IS AN INSIDER |
| Registration Number: | 3481912 | WHEREVER YOU ARE SATURDAYS   |
| Registration Number: | 2595889 | WORLD ZONE                   |
| Registration Number: | 2655819 | X COUNTRY                    |
| Registration Number: | 2556817 | XM                           |
| Registration Number: | 2547677 | XM                           |
| Registration Number: | 2851139 | XM CAFE                      |
| Registration Number: | 2613209 | XM CLASSICS                  |
| Registration Number: | 2652593 | XM COMEDY                    |
| Registration Number: | 3189976 | XM CONNECT&PLAY              |
| Registration Number: | 3501129 | XM FOR BUSINESS              |
| Registration Number: | 2702924 | XM KIDS                      |
| Registration Number: | 3117643 | XM LINER NOTES               |
| Registration Number: | 2666915 | XM MUSIC LAB                 |
| Registration Number: | 2964990 | XM NATION                    |
| Registration Number: | 3456163 | XM ON DECK                   |
| Registration Number: | 2583273 | XM PREVIEW                   |
| Registration Number: | 3361162 | XM PUBLIC RADIO              |
| Registration Number: | 3577995 | XM RADIO                     |
| Registration Number: | 2810210 | XM READY                     |
| Registration Number: | 3154577 | XM REFERENCE                 |
| Registration Number: | 2986996 | XM SIGNAL                    |
| Registration Number: | 3345612 | XM SPORTS NATION             |
| Registration Number: | 3016015 | XM2GO                        |
| Registration Number: | 2902875 | XMDIRECT                     |
| Registration Number: | 2572185 | XMLM                         |
| Registration Number: | 3184229 | XMPR                         |

|                      |          |   |
|----------------------|----------|---|
| Registration Number: | 3149163  | XMSKYBOX                                    |
| Registration Number: | 3345628  | XMSN  |
| Registration Number: | 2608188  | XMU   |
| Registration Number: | 3007285  | XMWX  |
| Registration Number: | 3419628  | XXM   |
| Registration Number: | 2732837  | XPERIENCE XM                                |
| Serial Number:       | 77407439 | EQ  |
| Serial Number:       | 77486027 | GET THERE FASTER                            |
| Serial Number:       | 78716222 | HELIX                                       |
| Serial Number:       | 77515418 | RECORD WHAT YOU LOVE, LISTEN WHEN YOU WANT! |
| Serial Number:       | 78613840 | REMORA                                      |
| Serial Number:       | 77384993 | SKYBUDS                                     |
| Serial Number:       | 77489925 | SKYKUBE                                     |
| Serial Number:       | 77515417 | THE BEST OF BOTH WORLDS!                    |
| Serial Number:       | 77537996 | XM MP3                                      |
| Serial Number:       | 77355259 | XM NAVWEATHER                               |
| Serial Number:       | 77489790 | XMP3  |
| Serial Number:       | 77413882 | XMQ   |

**CORRESPONDENCE DATA**

Fax Number: (714)755-8290  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
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Address Line 4: Costa Mesa, CALIFORNIA 92626

|                         |                 |
|-------------------------|-----------------|
| ATTORNEY DOCKET NUMBER: | 045494-0015     |
| NAME OF SUBMITTER:      | Rhonda DeLeon   |
| Signature:              | /Rhonda DeLeon/ |
| Date:                   | 07/23/2009      |

Total Attachments: 12  
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**ASSIGNMENT AND ASSUMPTION**

Reference is made to the Security Agreement, dated as of January 28, 2003, amended by the First Amendment to Security Agreement, dated as of June 12, 2003, and further amended by the Second Amendment to Security Agreement, dated as of March 6, 2009 (collectively, the "Credit Agreements"), among XM Satellite Radio Inc. (the "Grantor"), and JPMorgan Chase Bank, N.A., as the successor in interest to the Bank of New York (the "Existing Agent") (collectively, the "Intellectual Property Security Agreements"). Unless otherwise defined herein, terms defined in the Credit Agreement and used herein shall have the meanings given to them in the Credit Agreement.

WHEREAS, pursuant to the Security Agreement recorded with the U.S. Patent and Trademark Office on March 25, 2009 at Reel/Frame No. 022449/0587, the Grantor granted JPMorgan Chase Bank, N.A. a security interest in and to all of its right, title and interest in and to all of its Patents, including all goodwill associated with such Patents, and proceeds of any and all of the foregoing;

WHEREAS, pursuant to the Security Agreement recorded with the U.S. Patent and Trademark Office on March 26, 2009 at Reel/Frame No. 3960/0817, the Grantor granted the JPMorgan Chase Bank, N.A. a security interest in and to all of its right, title and interest in and to all of its Trademarks, including all goodwill associated with such Trademarks, and proceeds of any and all of the foregoing;

The Existing Agent hereby irrevocably assigns to U.S. Bank National Association (the "Successor Agent") without recourse, and the Successor Agent hereby assumes from the Existing Agent, the interest in and to the Existing Agent's rights and obligations under the Intellectual Property Security Agreements (the "Assigned Interest"), as of the Effective Date (as defined below).

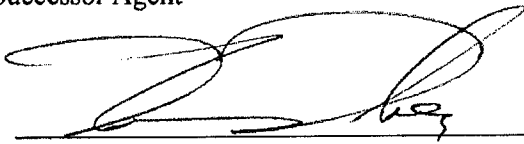
The effective date of this Assignment and Assumption shall be June 30, 2009 (the "Effective Date"). Following the execution of this Assignment and Assumption, it will be delivered to the Successor Agent for recording by the Successor Agent pursuant to the Credit Agreement and the Assignment with the United States Patent and Trademark Office.

From and after the Effective Date, (a) the Successor Agent shall be a party to the Credit Agreement and the Assignment and, to the extent provided in this Assignment and Assumption, have the rights and obligations of the Administrative Agent thereunder and under the other Loan Documents and shall be bound by the provisions thereof and (b) the Existing Agent shall, to the extent provided in this Assignment and Assumption, relinquish its rights and be released from its obligations under the Credit Agreement and the Assignment.

This Assignment and Assumption shall be governed by and construed in accordance with the laws of the State of New York.

IN WITNESS WHEREOF, the parties hereto have caused this Assignment and Assumption Agreement to be executed by their respective duly authorized officers.

**U.S. BANK NATIONAL ASSOCIATION,**  
as Successor Agent

By:   
Name: **Thomas E. Tabor**  
Title: **Vice President**

Accepted:

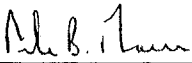
**JPMORGAN CHASE BANK, N.A.,**  
as Existing Agent

By: \_\_\_\_\_  
Name:  
Title:



Accepted:

**JPMORGAN CHASE BANK, N.A.,**  
as Existing Agent

By:   
Name: **Peter B. Thauer**  
Title: **Executive Director**

[Assignment and Assumption Signature Page]

**TRADEMARK**  
**REEL: 004030 FRAME: 0652**

SCHEDULE I  
to  
ASSIGNMENT AND ASSUMPTION

**PATENTS**

**U.S. Patents Issued**

| Title   | Application No. | Application Date | Patent No. | Issue Date |
|---|-----------------|------------------|------------|------------|
| Method and apparatus for continuous cross-channel interleaving  | 09/318,938      | 5/26/1999        | 6154452    | 11/28/2000 |
| Folded helix antenna design   | 09/434,236      | 11/5/1999        | 6229499    | 5/8/2001   |
| Method and apparatus for concatenated convolutional encoding and interleaving   | 09/433,861      | 11/4/1999        | 6229824    | 5/8/2001   |
| Dual coupled vehicle glass mount antenna system   | 09/438,814      | 11/10/1999       | 6232926    | 5/15/2001  |
| System for providing audio signals from an auxiliary audio source to a radio receiver via a dc power line                                       | 09/310,352      | 5/12/1999        | 6272328    | 8/7/2001   |
| Vehicle antenna assembly for receiving satellite broadcast signals  | 09/317,947      | 5/25/1999        | 6295033    | 9/25/2001  |
| Method and system for providing geographic specific services in a satellite communications network  | 09/433,863      | 11/4/1999        | 6347216    | 2/12/2002  |
| Method and apparatus for dispatch communications in a broadcast radio system  | 09/434,734      | 11/5/1999        | 6397076    | 5/28/2002  |
| Vehicle antenna assembly for receiving satellite broadcast signals  | 09/953,146      | 9/17/2001        | 6421020    | 7/16/2002  |
| Method and apparatus for selectively operating satellites in tundra orbits to reduce receiver buffering requirements for time diversity signals | 09/433,849      | 11/4/1999        | 6442385    | 8/27/2002  |
| System for and method of jointly optimizing the transmit antenna patterns of two geostationary satellites in a satellite broadcasting system    | 09/877,102      | 6/11/2001        | 6470058    | 10/22/2002 |
| Combination linearly polarized and quadrifilar antenna  | 09/875,728      | 6/6/2001         | 6483471    | 11/19/2002 |
| System for providing signals from an auxiliary audio source to a radio receiver using a wireless link   | 09/263,207      | 3/5/1999         | 6493546    | 12/10/2002 |
| Satellite digital audio radio service tuner architecture for reception of satellite and terrestrial signals                                     | 09/435,317      | 11/4/1999        | 6510317    | 1/21/2003  |
| Drooping helix antenna  | 09/968,821      | 10/2/2001        | 6535179    | 3/18/2003  |
| Glass-mountable antenna system with dc and rf coupling  | 09/844,699      | 4/30/2001        | 6538609    | 3/25/2003  |
| Digital audio service satellite receiver having switchable operating modes for stationary or mobile use   | 09/433,864      | 11/4/1999        | 6549774    | 4/15/2003  |
| Method and apparatus for customized selection of audio channels   | 09/918,881      | 7/31/2001        | 6553077    | 4/22/2003  |

| Title   | Application No. | Application Date | Patent No. | Issue Date |
|---|-----------------|------------------|------------|------------|
| Digital radio prepaid music recording system  | 09/434,751      | 11/5/1999        | 6563805    | 5/13/2003  |
| Method and apparatus for composite data stream storage and playback   | 09/433,862      | 11/4/1999        | 6564003    | 5/13/2003  |
| Method and apparatus for continuous cross-channel interleaving  | 09/688,824      | 10/17/2000       | 6614767    | 9/2/2003   |
| Combination linearly polarized and quadrifilar antenna sharing a common ground plane  | 10/114,360      | 4/2/2002         | 6621458    | 9/16/2003  |
| Electronically steerable antenna array using user-specified location data for maximum signal reception based on elevation angle                         | 09/388,371      | 9/1/1999         | 6640085    | 10/28/2003 |
| Through glass rf coupler system   | 10/108,349      | 3/29/2002        | 6661386    | 12/9/2003  |
| Method and apparatus for prompting a reverse channel response from receiver in a digital broadcast system   | 09/695,315      | 10/25/2000       | 6686880    | 2/3/2004   |
| Apparatus and method for transferring dc power and rf energy through a dielectric for antenna reception   | 09/982,112      | 10/19/2001       | 6686882    | 2/3/2004   |
| Low cost interoperable satellite digital audio radio service (sdars) receiver adapted to receive signals in accordance with advantageous frequency plan | 09/318,314      | 5/25/1999        | 6724827    | 4/20/2004  |
| Receiver architecture for sdars full band signal reception having an analog conversion to baseband stage  | 09/318,149      | 5/25/1999        | 6735416    | 5/11/2004  |
| Method and apparatus for digital audio playback using local stored content  | 09/874,741      | 6/5/2001         | 6785656    | 8/31/2004  |
| Combination satellite and terrestrial antenna   | 10/218,176      | 8/14/2002        | 6806838    | 10/19/2004 |
| System for providing signals from an auxiliary audio source to a radio receiver using a wireless link   | 10/289,255      | 11/7/2002        | 6810233    | 10/26/2004 |
| Low cost interoperable satellite digital audio radio service (sdars) receiver architecture  | 09/318,296      | 5/25/1999        | 6823169    | 11/23/2004 |
| Method and apparatus for controlling user access and decryption of locally stored content at receivers in a digital broadcast system                    | 09/695,081      | 10/25/2000       | 6834156    | 12/21/2004 |
| Method and apparatus for providing on-demand access of stored content at a receiver in a digital broadcast system                                       | 09/695,139      | 10/25/2000       | 6876835    | 4/5/2005   |
| Apparatus for and method of securely downloading and installing a program patch in a processing device  | 09/747,567      | 12/22/2000       | 6970565    | 11/29/2005 |
| Method and apparatus for backup power in a communication system   | 09/874,807      | 6/5/2001         | 6993316    | 1/31/2006  |
| System and method for distributing music and data   | 09/461,699      | 12/14/1999       | 7010263    | 3/7/2006   |
| System and method for detecting the connections of two antennae to a radio receiver   | 09/931,101      | 8/17/2001        | 7010264    | 3/7/2006   |
| Satellite digital audio radio receiver with instant replay capability   | 09/435,316      | 11/4/1999        | 7020217    | 3/28/2006  |
| Method and apparatus for content blocking   | 10/039,324      | 12/21/2001       | 7035628    | 4/25/2006  |

| Title  | Application No. | Application Date | Patent No. | Issue Date |
|--|-----------------|------------------|------------|------------|
| Method and apparatus for concatenated convolutional encoding and interleaving  | 09/849,237      | 5/7/2001         | 7058086    | 6/6/2006   |
| Method and apparatus for audio output combining  | 09/968,945      | 10/2/2001        | 7075946    | 7/11/2006  |
| System and method for multipoint distribution of satellite digital audio radio service                                 | 09/435,315      | 11/4/1999        | 7123875    | 10/17/2006 |
| Method and apparatus for selectively operating satellites in tundra orbits   | 10/171,619      | 6/13/2002        | 7136640    | 11/14/2006 |
| Method and apparatus for employing stored content at receivers to improve efficiency of broadcast system bandwidth use | 09/695,226      | 10/25/2000       | 7180917    | 2/20/2007  |
| Automatic on/off switch for vehicle power outlets  | 11/035,854      | 1/14/2005        | 7248152    | 7/24/2007  |
| Method and apparatus for continuous cross-channel interleaving   | 10/621,398      | 7/18/2003        | 7251281    | 7/31/2007  |
| Method and apparatus for wirelessly coupling a source signal to a radio frequency receiver                             | 10/803,762      | 3/18/2004        | 7260356    | 8/21/2007  |
| Method and apparatus for navigating, previewing and selecting broadband channels via a receiving user interface        | 10/247,743      | 9/20/2002        | 7263329    | 8/28/2007  |
| Method and apparatus for timing recovery in an ofdm system   | 10/036,870      | 12/26/2001       | 7269125    | 9/11/2007  |
| Method and apparatus for determining location in a satellite communication system                                      | 10/039,348      | 12/31/2001       | 7274327    | 9/25/2007  |
| Method and apparatus for selectively operating satellites in tundra orbits   | 11/543,916      | 10/6/2006        | 7406311    | 7/29/2008  |
| Antenna diversity system   | 10/866,838      | 6/14/2004        | 7447171    | 11/4/2008  |
| System and method for providing recording and playback of digital media content  | 10/831,343      | 4/26/2004        | 7454166    | 11/18/2008 |
| Interoperable Satellite Digital Audio Radio Service (SDARS) Receiver Architecture                                      | 09/318,031      | 5/25/1999        | 7505745    | 3/17/2009  |

### U.S. Patent Applications Pending

| Title  | Application Date | Application No. | Publication No. |
|--|------------------|-----------------|-----------------|
| Method and apparatus for implementing file transfers to receivers in a digital broadcast system  | 10/25/2000       | 09/695,228      | N/A             |
| Computer based multi-channel radio system and user interface   | 7/24/2003        | 10/626,244      | 20050020238     |
| Digital remodulation   | 12/15/2004       | 11/012,579      | 20060126716     |
| Method and system for converting streaming digital data to FM modulated data   | 1/14/2005        | 11/035,456      | 20060160486     |
| Method and system for hierarchical modulation and demodulation for digital radio   | 4/22/2005        | 11/112,658      | 20060239365     |
| Method and apparatus for concatenated convolutional encoding and interleaving  | 3/28/2006        | 11/390,499      | 20060280206     |
| Method and apparatus for providing digital media player with portable digital radio broadcast system receiver or integrated antenna and docking system | 9/30/2005        | 11/239,642      | 20070077882     |

| Title  | Application Date | Application No. | Publication No. |
|--|------------------|-----------------|-----------------|
| Method and apparatus for providing prepaid music card for deciphering recorded broadcast audio signals                 | 4/17/2006        | 11/379,040      | 20070098159     |
| Method and apparatus for employing stored content at receivers to improve efficiency of broadcast system bandwidth use | 10/26/2006       | 11/553,398      | 20070124794     |
| Broadcast signal interface device and method thereof   | 3/21/2007        | 11/723,748      | 20080032647     |
| Remote fm modulation antenna arrangement   | 8/31/2006        | 11/469,330      | 20080062053     |
| System and method for sending and receiving images via wireless audio channels   | 9/27/2006        | 11/528,971      | 20080125030     |
| System for insertion of locally cached information into a received broadcast stream                                    | 12/10/2007       | 12/000,198      | 20080163290     |
| System and method for mobile commerce  | 7/3/2008         | 12/167,295      | 20080268773     |
| Method and apparatus for selectively operating satellites in tundra orbits   | 7/3/2008         | 12/216,391      | 20080268837     |
| Vehicle message addressing   | 5/15/2008        | 12/120,877      | 20080287092     |
| Method and system of sharing a controller for a combined cellular phone and satellite radio                            | 5/15/2008        | 12/120,932      | 20080287122     |
| System for audio broadcast channel remapping and rebranding using content insertion                                    | 8/23/2007        | 11/892,475      | 20090053991     |




## TRADEMARKS/SERVICE MARKS:

### U.S. Trademarks Registered


| Trademark                    | Application No. | Application Date | Registration No. | Registration Date |
|------------------------------|-----------------|------------------|------------------|-------------------|
| "EVERYTHING... ALL THE TIME" | 76228711        | 22-MAR-2001      | 2660543          | 10-DEC-2002       |
| (TOP)20(ON)20                | 76330871        | 29-OCT-2001      | 2650866          | 12-NOV-2002       |
| ??ASK! & Design              | 76456277        | 02-OCT-2002      | 2831400          | 13-APR-2004       |
| <b>??Ask!</b>                |                 |                  |                  |                   |
| 1600                         | 77274252        | 07-SEP-2007      | 3499925          | 09-SEP-2008       |
| 60/20 SPORTS                 | 78870097        | 26-APR-2006      | 3224817          | 03-APR-2007       |
| AGUILA                       | 76330870        | 29-OCT-2001      | 2582245          | 18-JUN-2002       |
| ALEGRIA                      | 76600071        | 01-JUL-2004      | 3056030          | 31-JAN-2006       |
| AMERICA LEFT                 | 76584000        | 30-MAR-2004      | 3046668          | 17-JAN-2006       |
| AMERICA RIGHT                | 76584001        | 30-MAR-2004      | 3046669          | 17-JAN-2006       |
| ARTIST CONFIDENTIAL          | 76585538        | 07-APR-2004      | 3066419          | 07-MAR-2006       |
| ARTIST TO ARTIST             | 78604071        | 07-APR-2005      | 3308491          | 09-OCT-2007       |
| AUDIO VISIONS                | 76002565        | 17-MAR-2000      | 2595310          | 16-JUL-2002       |
| BABBLE ON*                   | 76281156        | 06-JUL-2001      | 2722272          | 03-JUN-2003       |
| BASEBALL CONFIDENTIAL        | 78611019        | 18-APR-2005      | 3419944          | 29-APR-2008       |
| BEYOND AM. BEYOND FM.        | 76203956        | 02-FEB-2001      | 2633014          | 08-OCT-2002       |

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|-----------------------------|-----------------|------------------|------------------|-------------------|
| BEYOND JAZZ                 | 76183814        | 21-DEC-2000      | 2572164          | 21-MAY-2002       |
| BLUEGRASS JUNCTION          | 76241591        | 17-APR-2001      | 2821513          | 09-MAR-2004       |
| BONE YARD                   | 76281216        | 06-JUL-2001      | 2622244          | 17-SEP-2002       |
| BPM                         | 76281174        | 06-JUL-2001      | 2660679          | 10-DEC-2002       |
| BROADMINDED                 | 78932656        | 19-JUL-2006      | 3367177          | 08-JAN-2008       |
| CARICIA                     | 76315600        | 21-SEP-2001      | 2712042          | 29-APR-2003       |
| CHROME                      | 76241585        | 17-APR-2001      | 2655860          | 03-DEC-2002       |
| CINEMAGIC                   | 76002567        | 17-MAR-2000      | 2613210          | 27-AUG-2002       |
| CLASSICAL CONFIDENTIAL      | 78712464        | 14-SEP-2005      | 3178614          | 28-NOV-2006       |
| CROSS COUNTRY               | 76228707        | 22-MAR-2001      | 2640784          | 22-OCT-2002       |
| DEEP TRACKS                 | 76002551        | 17-MAR-2000      | 2586173          | 25-JUN-2002       |
| DIALED IN                   | 78572140        | 22-FEB-2005      | 3143496          | 12-SEP-2006       |
| DOWNSTAGE CENTER            | 76584557        | 02-APR-2004      | 3055999          | 31-JAN-2006       |
| ENLIGHTEN                   | 76618883        | 01-NOV-2004      | 3080287          | 11-APR-2006       |
| ETHEL                       | 76281217        | 06-JUL-2001      | 2618959          | 10-SEP-2002       |
| FINE TUNING                 | 76002811        | 17-MAR-2000      | 2564380          | 23-APR-2002       |
| FRED                        | 76281215        | 06-JUL-2001      | 2964455          | 05-JUL-2005       |
| FUNGUS                      | 76572625        | 29-JAN-2004      | 2935874          | 29-MAR-2005       |
| HEAR IT. CLICK IT. SAVE IT. | 78871867        | 28-APR-2006      | 3321544          | 23-OCT-2007       |
| HEAR MORE OF WHAT YOU LOVE  | 78936860        | 25-JUL-2006      | 3318147          | 23-OCT-2007       |
| HIGH STANDARDS              | 78929481        | 14-JUL-2006      | 3321771          | 23-OCT-2007       |
| HIGH VOLTAGE                | 76605620        | 05-AUG-2004      | 3080264          | 11-APR-2006       |
| HIGHWAY 15*                 | 76315601        | 21-SEP-2001      | 2676946          | 21-JAN-2003       |
| HIGHWAY 16                  | 76572974        | 29-JAN-2004      | 2945687          | 03-MAY-2005       |
| HOME ICE                    | 78797992        | 24-JAN-2006      | 3370553          | 15-JAN-2008       |
| HOME PLATE                  | 78548931        | 18-JAN-2005      | 3211850          | 20-FEB-2007       |
| JAM ALERT                   | 76581308        | 16-MAR-2004      | 3005181          | 04-OCT-2005       |
| LET US INFOTAIN YOU         | 77359995        | 27-DEC-2007      | 3517979          | 14-OCT-2008       |
| LISTEN LARGE                | 78711602        | 13-SEP-2005      | 3262828          | 10-JUL-2007       |
| LUCY                        | 76572626        | 29-JAN-2004      | 3226331          | 10-APR-2007       |
| LUNA                        | 76281210        | 06-JUL-2001      | 2613510          | 27-AUG-2002       |
| MAKING THE TURN             | 77118044        | 28-FEB-2007      | 3415308          | 22-APR-2008       |
| MORNING BRIEFING            | 77276197        | 11-SEP-2007      | 3396737          | 11-MAR-2008       |
| NAVTRAFFIC                  | 76581307        | 16-MAR-2004      | 3006291          | 11-OCT-2005       |


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| NEXUS                            | 78696195        | 19-AUG-2005      | 3349660          | 04-DEC-2007       |
| OFFSTAGE                         | 78788193        | 10-JAN-2006      | 3345695          | 27-NOV-2007       |
| ON BROADWAY                      | 76002564        | 17-MAR-2000      | 2654778          | 26-NOV-2002       |
| ON THE ROCKS                     | 76281218        | 06-JUL-2001      | 2861907          | 13-JUL-2004       |
| OPEN ROAD                        | 76281155        | 06-JUL-2001      | 2660677          | 10-DEC-2002       |
| OPINIONATED WITH CHRIS DIMARCO   | 77198144        | 05-JUN-2007      | 3394391          | 11-MAR-2008       |
| POTUS 08                         | 77188220        | 23-MAY-2007      | 3387111          | 19-FEB-2008       |
| POTUS LIVE                       | 77279589        | 14-SEP-2007      | 3396741          | 11-MAR-2008       |
| POWERSHIFT                       | 78953057        | 16-AUG-2006      | 3442994          | 03-JUN-2008       |
| PRESS POOL                       | 77278810        | 13-SEP-2007      | 3396739          | 11-MAR-2008       |
| RADIO TAJ*                       | 76228815        | 22-MAR-2001      | 2687260          | 11-FEB-2003       |
| RADIO TO THE POWER OF X          | 76241576        | 17-APR-2001      | 2667134          | 24-DEC-2002       |
| ROADY                            | 76521619        | 10-JUN-2003      | 2921305          | 25-JAN-2005       |
| ROADYXT                          | 78639067        | 27-MAY-2005      | 3184854          | 12-DEC-2006       |
| SKYFI & Design<br><b>SKYFi))</b> | 76422857        | 19-JUN-2002      | 2773239          | 14-OCT-2003       |
| SOUL STREET                      | 76281214        | 06-JUL-2001      | 2624362          | 24-SEP-2002       |
| SPECIAL X                        | 76002805        | 17-MAR-2000      | 2595311          | 16-JUL-2002       |
| SPIRIT                           | 76281213        | 06-JUL-2001      | 2618958          | 10-SEP-2002       |
| TAKE 5                           | 78691494        | 12-AUG-2005      | 3482167          | 05-AUG-2008       |
| THE BLEND                        | 76572399        | 29-JAN-2004      | 2918247          | 11-JAN-2005       |
| THE FISH*                        | 76281219        | 06-JUL-2001      | 2660680          | 10-DEC-2002       |
| THE FLOW                         | 76241588        | 17-APR-2001      | 2627752          | 01-OCT-2002       |
| THE GROOVE                       | 76281212        | 06-JUL-2001      | 2875999          | 24-AUG-2004       |
| THE HEART                        | 76002824        | 17-MAR-2000      | 2613211          | 27-AUG-2002       |
| THE JOINT                        | 76002568        | 17-MAR-2000      | 2652379          | 19-NOV-2002       |
| THE LOFT                         | 76241586        | 17-APR-2001      | 2926537          | 15-FEB-2005       |
| THE MOVE                         | 76281173        | 06-JUL-2001      | 2660678          | 10-DEC-2002       |
| THE POWER                        | 76228703        | 22-MAR-2001      | 2748047          | 05-AUG-2003       |
| THE RHYME                        | 76281211        | 06-JUL-2001      | 2851290          | 08-JUN-2004       |
| THE TORCH*                       | 76281220        | 06-JUL-2001      | 2687345          | 11-FEB-2003       |
| THE ULTIMATE PLAYLIST            | 76592979        | 19-MAY-2004      | 2988328          | 23-AUG-2005       |
| THE VIRUS                        | 78962453        | 29-AUG-2006      | 3407319          | 01-APR-2008       |
| THEN.. .AGAIN...LIVE!            | 76584002        | 30-MAR-2004      | 2998812          | 20-SEP-2005       |
| UNSIGNED                         | 76183787        | 21-DEC-2000      | 2826644          | 23-MAR-2004       |
| U-POP*                           | 76315771        | 21-SEP-2001      | 2733082          | 01-JUL-2003       |

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| VERGE   | 78797988        | 24-JAN-2006      | 3321032          | 23-OCT-2007       |
| VOX*  | 76183817        | 21-DEC-2000      | 2727741          | 17-JUN-2003       |
| WATERCOLORS   | 77141180        | 27-MAR-2007      | 3334309          | 13-NOV-2007       |
| WATERCOLORS   | 76002801        | 17-MAR-2000      | 2564379          | 23-APR-2002       |
| WEATHER TO THE POWER OF X.  | 76532987        | 29-JUL-2003      | 2947365          | 10-MAY-2005       |
| WEIRDNESS*  | 76183789        | 21-DEC-2000      | 2684430          | 04-FEB-2003       |
| WHAT'S NEXT . . . NOW   | 78663542        | 05-JUL-2005      | 3231316          | 17-APR-2007       |
| WHERE EVERYONE IS AN INSIDER  | 77245010        | 02-AUG-2007      | 3415462          | 22-APR-2008       |
| WHEREVER YOU ARE SATURDAYS  | 77265825        | 28-AUG-2007      | 3481912          | 05-AUG-2008       |
| WORLD ZONE  | 76228702        | 22-MAR-2001      | 2595889          | 16-JUL-2002       |
| X COUNTRY   | 76228706        | 22-MAR-2001      | 2655819          | 03-DEC-2002       |
| XM & Design<br>                | 75827183        | 20-OCT-1999      | 2556817          | 02-APR-2002       |
| XM  | 75539388        | 20-AUG-1998      | 2547677          | 12-MAR-2002       |
| XM CAFE   | 76002570        | 17-MAR-2000      | 2851139          | 08-JUN-2004       |
| XM CLASSICS   | 76002566        | 17-MAR-2000      | 2613209          | 27-AUG-2002       |
| XM COMEDY   | 76241590        | 17-APR-2001      | 2652593          | 19-NOV-2002       |
| XM CONNECT&PLAY & Design<br> | 78539045        | 28-DEC-2004      | 3189976          | 26-DEC-2006       |
| XM FOR BUSINESS   | 77334969        | 21-NOV-2007      | 3501129          | 16-SEP-2008       |
| XM KIDS*  | 76002569        | 17-MAR-2000      | 2702924          | 01-APR-2003       |
| XM LINER NOTES  | 76581894        | 18-MAR-2004      | 3117643          | 18-JUL-2006       |
| XM MUSIC LAB*   | 76002804        | 17-MAR-2000      | 2666915          | 24-DEC-2002       |
| XM NATION   | 78313689        | 15-OCT-2003      | 2964990          | 05-JUL-2005       |
| XM ON DECK  | 76682995        | 16-OCT-2007      | 3456163          | 01-JUL-2008       |
| XM PREVIEW  | 76002810        | 17-MAR-2000      | 2583273          | 18-JUN-2002       |
| XM PUBLIC RADIO   | 76597679        | 16-JUN-2004      | 3361162          | 01-JAN-2008       |
| XM RADIO  | 78855286        | 06-APR-2006      | 3577995          | 17-FEB-2009       |
| XM READY & Design<br>        | 76492942        | 25-FEB-2003      | 2810210          | 03-FEB-2004       |
| XM REFERENCE  | 76604432        | 28-JUL-2004      | 3154577          | 10-OCT-2006       |



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| XM SIGNAL  | 76581865        | 19-MAR-2004      | 2986996          | 23-AUG-2005       |
| XM SPORTS NATION   | 78748380        | 07-NOV-2005      | 3345612          | 27-NOV-2007       |
| XM2GO  | 76581309        | 16-MAR-2004      | 3016015          | 15-NOV-2005       |
| XMDIRECT   | 76526167        | 26-JUN-2003      | 2902875          | 16-NOV-2004       |
| XMLM   | 76241581        | 17-APR-2001      | 2572185          | 21-MAY-2002       |
| XMPR   | 76597675        | 16-JUN-2004      | 3184229          | 12-DEC-2006       |
| XMSKYBOX   | 76581306        | 16-MAR-2004      | 3149163          | 26-SEP-2006       |
| XMSN   | 78756345        | 17-NOV-2005      | 3345628          | 27-NOV-2007       |
| XMU  | 76183784        | 21-DEC-2000      | 2608188          | 13-AUG-2002       |
| XMWX & Design<br> | 78329942        | 19-NOV-2003      | 3007285          | 18-OCT-2005       |
| XXM  | 77210458        | 20-JUN-2007      | 3419628          | 29-APR-2008       |
| XPERIENCE XM*  | 76203958        | 02-FEB-2001      | 2732837          | 01-JUL-2003       |

### U.S. Trademark Applications Pending

| Trademark  | Basis         | Application No. | Application Date |
|--|---------------|-----------------|------------------|
| EQ   | Intent to Use | 77407439        | 27-FEB-2008      |
| GET THERE FASTER   | Use Based     | 77486027        | 29-MAY-2008      |
| HELIX  | Intent to Use | 78716222        | 20-SEP-2005      |
| RECORD WHAT YOU LOVE, LISTEN WHEN YOU WANT!  | Intent to Use | 77515418        | 6-JUL-2008       |
| REMORA   | Intent to Use | 78613840        | 21-APR-2005      |
| SKYBUDS  | Intent to Use | 77384993        | 31-JAN-2008      |
| SKYKUBE  | Intent to Use | 77489925        | 03-JUN-2008      |
| THE BEST OF BOTH WORLDS!   | Intent to Use | 77515417        | 06-JUL-2008      |
| THE BEST OF BOTH WORLDS!   | Intent to Use | 77686149        | 09-MAR-2009      |
| XM MP3 & Design<br> | Intent to Use | 77537996        | 04-AUG-2008      |
| XM NAVWEATHER  | Intent to Use | 77355259        | 18-DEC-2007      |
| XMP3   | Intent to Use | 77489790        | 03-JUN-2008      |

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| XMQ       | Intent to Use | 77413882        | 05-MAR-2008      |