

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Termination and Release of Security Interest in Trademark Rights		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
U.S. Bank National Association, as Agent		10/28/2010	National Association: UNITED STATES
RECEIVING PARTY DATA			
Name:	XM Satellite Radio Inc.		
Street Address:	1221 Avenue of the Americas, 36th Floor		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10020		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 122			
Property Type	Number	Word Mark	
Registration Number:	3780382	SKYFI	
Registration Number:	2643695	LIQUID METAL	
Serial Number:	77537996	XM MP3	
Serial Number:	78716222	HELIX	
Registration Number:	2921305	ROADY	
Registration Number:	2947365	WEATHER TO THE POWER OF X.	
Registration Number:	2964990	XM NATION	
Registration Number:	2810210	XM READY	
Registration Number:	2902875	XMDIRECT	
Registration Number:	3007285	XMWX	
Registration Number:	3499925	1600	
Registration Number:	3224817	60/20 SPORTS	
Registration Number:	3056030	ALEGRIA	
Registration Number:	3046668	AMERICA LEFT	

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TRADEMARK
 REEL: 004307 FRAME: 0305

Registration Number:	3046669	AMERICA RIGHT
Registration Number:	3066419	ARTIST CONFIDENTIAL
Registration Number:	3308491	ARTIST TO ARTIST
Registration Number:	3419944	BASEBALL CONFIDENTIAL
Registration Number:	3367177	BROADMINDED
Registration Number:	3178614	CLASSICAL CONFIDENTIAL
Registration Number:	3143496	DIALED IN
Registration Number:	3055999	DOWNSTAGE CENTER
Registration Number:	3080287	ENLIGHTEN
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:	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:	3415308	MAKING THE TURN
Registration Number:	3396737	MORNING BRIEFING
Registration Number:	3006291	NAVTRAFFIC
Registration Number:	3349660	NEXUS
Registration Number:	3345695	OFFSTAGE
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:	3184854	ROADYXT
Registration Number:	3482167	TAKE 5
Registration Number:	2918247	THE BLEND
Registration Number:	2988328	THE ULTIMATE PLAYLIST

Registration Number:	3407319	THE VIRUS
Registration Number:	2998812	THEN...AGAIN...LIVE!
Registration Number:	3321032	VERGE
Registration Number:	3334309	WATERCOLORS
Registration Number:	3231316	WHAT'S NEXT . . . NOW
Registration Number:	3415462	WHERE EVERYONE IS AN INSIDER
Registration Number:	3481912	WHEREVER YOU ARE SATURDAYS
Registration Number:	3687071	XMP3
Registration Number:	3189976	XM CONNECT&PLAY
Registration Number:	3501129	XM FOR BUSINESS
Registration Number:	3117643	XM LINER NOTES
Registration Number:	3699630	XM NAVWEATHER
Registration Number:	3456163	XM ON DECK
Registration Number:	3361162	XM PUBLIC RADIO
Registration Number:	3577995	XM RADIO
Registration Number:	3154577	XM REFERENCE
Registration Number:	2986996	XM SIGNAL
Registration Number:	3345612	XM SPORTS NATION
Registration Number:	3016015	XM2GO
Registration Number:	3184229	XMPR
Registration Number:	3149163	XMSKYBOX
Registration Number:	3345628	XMSN
Registration Number:	3419628	XXM
Registration Number:	3724320	GET THERE FASTER
Registration Number:	3768409	RECORD WHAT YOU LOVE, LISTEN WHEN YOU WANT!
Serial Number:	77384993	SKYBUDS
Serial Number:	77489925	SKYKUBE
Serial Number:	77515417	THE BEST OF BOTH WORLDS!
Registration Number:	2660543	"EVERYTHING... ALL THE TIME"
Registration Number:	2650866	TOP 20 ON 20
Registration Number:	2831400	???ASK!
Registration Number:	2582245	AGUILA
Registration Number:	2595310	AUDIO VISIONS
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:	2655860	CHROME
Registration Number:	2613210	CINEMAGIC
Registration Number:	2640784	CROSS COUNTRY
Registration Number:	2586173	DEEP TRACKS
Registration Number:	2618959	ETHEL
Registration Number:	2564380	FINE TUNING
Registration Number:	2964455	FRED
Registration Number:	2613510	LUNA
Registration Number:	2654778	ON BROADWAY
Registration Number:	2861907	ON THE ROCKS
Registration Number:	2660677	OPEN ROAD
Registration Number:	2667134	RADIO TO THE POWER OF X
Registration Number:	2624362	SOUL STREET
Registration Number:	2595311	SPECIAL X
Registration Number:	2618958	SPIRIT
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:	2826644	UNSIGNED
Registration Number:	2564379	WATERCOLORS
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:	2583273	XM PREVIEW
Registration Number:	2572185	XMLM
Registration Number:	2608188	XMU

CORRESPONDENCE DATA

Fax Number: (212)455-2502

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: (212) 455-7976

Email: ksolomon@stblaw.com

Correspondent Name: Mindy M. Lok, Esq.

Address Line 1: Simpson Thacher & Bartlett LLP

Address Line 2: 425 Lexington Avenue

Address Line 4: New York, NEW YORK 10017

ATTORNEY DOCKET NUMBER:	016692/0031
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NAME OF SUBMITTER:	Mindy M. Lok
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Signature:	/ml/
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Date:	10/29/2010
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Total Attachments: 9

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TERMINATION AND RELEASE OF SECURITY INTEREST IN TRADEMARK RIGHTS

TERMINATION AND RELEASE dated as of October ²⁸ 2010, from U.S. Bank National Association, a U.S. national association, as agent (the "Agent") for certain banks and other financial institutions (the "Lenders"), to XM Satellite Radio Inc. ("Grantor"), a Delaware corporation.

WITNESSETH:

WHEREAS, pursuant to the Second Supplemental Indenture to the Indenture, dated as of June 30, 2009, among Grantor, certain subsidiaries of Grantor and Agent, a security interest (the "Security Interest") was granted to the Agent in the Trademark Collateral (as hereinafter defined), and certain short-form trademark security agreements reaffirming such grant was recorded in the Trademark Division of the United States Patent and Trademark Office on 7/23/09 at reel/frame 4030/0730 and reel/frame 4030/0644; and

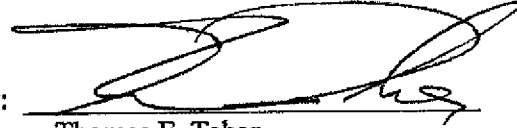
WHEREAS, the Agent now desires to terminate and release the entirety of its Security Interest in the Trademark Collateral;

NOW, THEREFORE, for good and valuable consideration including the satisfaction of all obligations, indebtedness and liabilities secured by the Trademark Collateral, the receipt and adequacy of which are hereby acknowledged, and upon the terms set forth in this Termination and Release, the Agent hereby states as follows:

1. Definitions. The term "Trademark Collateral," as used herein, shall mean all of the Grantor's right, title and interest of every kind and nature as of the date hereof in the trademarks listed on Schedule A hereto.
2. Release of Security Interest. The Agent hereby terminates, releases and discharges its Security Interest in the Trademark Collateral, and any right, title or interest of the Agent in such Trademark Collateral shall hereby cease and become void.
3. Further Assurances. The Agent hereby agrees to duly execute, acknowledge, procure and deliver any further documents and to do such other acts as may be reasonably necessary to effect the release of the Security Interest contemplated hereby.
4. Acknowledgement. The Agent hereby acknowledges and agrees that Grantor and its respective successors and assigns may rely upon this Termination and Release. The Agent represents and warrants that it has not transferred or assigned all or any part of its Security Interest in the Trademark Collateral, and that it has all necessary authority to execute the releases and discharges and all other rights set forth herein.

IN WITNESS WHEREOF, the undersigned has executed this Termination and Release
by its duly authorized officer as of the date first above written.

U.S. BANK NATIONAL ASSOCIATION

A handwritten signature in black ink, appearing to be 'Tabor', written over a horizontal line.

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

STATE OF NEW YORK)
)
COUNTY OF NEW YORK)

ss.:

On this 27th day of October, 2010, before me personally appeared Thomas E. Tabor to me known who, being by me duly sworn, did depose and say that he is a Vice President of U.S. Bank National Association, described herein and which executed the foregoing instrument, and that he signed his name thereto pursuant to the authority granted by U.S. Bank National Association.

(Affix Seal Below)



Notary Public

DAVID MASSA
Notary Public - State of New York
No. 01MA5013620
Qualified in New York County
Commission Expires July 15, 2011

Schedule A

U.S. Trademark Applications and Registrations

Title	Reg. No./ App. No.
SKYFI	3,780,382
LIQUID METAL	2,643,695
XM MP3	77/537,996
HELIX	78/716,222
ROADY	2,921,305
WEATHER TO THE POWER OF X	2,947,365
XM NATION	2,964,990
XM READY AND DESIGN	2,810,210
XMDIRECT	2,902,875
XMWX AND DESIGN	3,007,285
1600	3,499,925
60/20 SPORTS	3,224,817
ALEGRIA	3,056,030
AMERICAN LEFT	3,046,668
AMERICAN RIGHT	3,046,669
ARTIST CONFIDENTIAL	3,066,419
ARTIST TO ARTIST	3,308,491
BASEBALL CONFIDENTIAL	3,419,944
BROADMINDED	3,367,177

Title	Reg. No./ App. No.
CLASSICAL CONFIDENTIAL	3,178,614
DIALED IN	3,143,496
DOWNSTAGE CENTER	3,055,999
ENLIGHTEN	3,080,287
FUNGUS	2,935,874
HEAR IT. CLICK IT. SAVE IT.	3,321,544
HEAR MORE OF WHAT YOU LOVE	3,318,147
HIGH STANDARDS	3,321,771
HIGH VOLTAGE	3,080,264
HIGHWAY 16	2,945,687
HOME ICE	3,370,553
HOME PLATE	3,211,850
JAM ALERT	3,005,181
LET US INFOTAIN YOU	3,517,979
LISTEN LARGE	3,262,828
LUCY	3,226,331
MAKING THE TURN	3,415,308
MORNING BRIEFING	3,396,737
NAVTRAFFIC	3,006,291
NEXUS	3,349,660
OFFSTAGE	3,345,695
OPINIONATED WITH CHRIS DIMARCO	3,394,391

Title	Reg. No./ App. No.
POTUS 08	3,387,111
POTUS LIVE	3,396,741
POWERSHIFT	3,442,994
PRESS POOL	3,396,739
ROADYXT	3,184,854
TAKE 5	3,482,167
THE BLEND	2,918,247
THE ULTIMATE PLAYLIST	2,988,328
THE VIRUS	3,407,319
THEN...AGAIN...LIVE!	2,998,812
VERGE	3,321,032
WATERCOLORS	3,334,309
WHAT'S NEXT...NOW	3,231,316
WHERE EVERYONE IS AN INSIDER	3,415,462
WHEREVER YOU ARE SATURDAYS	3,481,912
XMP3	3,687,071
XM CONNECT&PLAY AND DESIGN	3,189,976
XM FOR BUSINESS	3,501,129
XM LINER LOTES	3,117,643
XM NAVWEATHER	3,699,630
XM ON DECK	3,456,163
XM PUBLIC RADIO	3,361,162

Title	Reg. No./ App. No.
XM RADIO	3,577,995
XM REFERENCE	3,154,577
XM SIGNAL	2,986,996
XM SPORTS NATION	3,345,612
XM2GO	3,016,015
XMPR	3,184,229
XMSKYBOX	3,149,163
XMSN	3,345,628
XX	3,419,628
GET THERE FASTER	3,724,320
RECORD WHAT YOU LOVE, LISTEN WHEN YOU WANT!	3,768,409
SKYBUDS	77/384,993
SKYKUBE	77/489,925
THE BEST OF BOTH WORLDS!	77/515,417
"EVERYTHING...ALL THE TIME"	2,660,543
TOP 20 ON 20	2,650,866
??ASK!	2,831,400
AGUILA	2,582,245
AUDIO VISIONS	2,595,310
BEYOND AM. BEYOND FM.	2,633,014
BEYOND JAZZ	2,572,164
BLUEGRASS JUNCTION	2,821,513

Title	Reg. No./ App. No.
BONE YARD	2,622,244
BPM	2,660,679
CHROME	2,655,860
CINEMAGIC	2,613,210
CROSS COUNTRY	2,640,784
DEEP TRACKS	2,586,173
ETHEL	2,618,959
FINE TUNING	2,564,380
FRED	2,964,455
LUNA	2,613,510
ON BROADWAY	2,654,778
ON THE ROCKS	2,861,907
OPEN ROAD	2,660,677
RADIO TO THE POWER OF X	2,667,134
SOUL STREET	2,624,362
SPECIAL X	2,595,311
SPIRIT	2,618,958
THE FLOW	2,627,752
THE GROOVE	2,875,999
THE HEART	2,613,211
THE JOINT	2,652,379
THE LOFT	2,926,537

Title	Reg. No./ App. No.
THE MOVE	2,660,678
THE POWER	2,748,047
THE RHYME	2,851,290
UNSIGNED	2,826,644
WATERCOLORS	2,564,379
WORLD ZONE	2,595,889
X COUNTRY	2,655,819
XM AND DESIGN	2,556,817
XM	2,547,677
XM CAFÉ	2,851,139
XM CLASSICS	2,613,209
XM COMEDY	2,652,593
XM PREVIEW	2,583,273
XMLM	2,572,185
XMU	2,608,188