

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	Termination and Release of Security Interest in Trademark Rights

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
The Bank of New York Mellon (f/k/a The Bank of New York), as Collateral Agent		11/29/2010	CORPORATION: NEW YORK

**RECEIVING PARTY DATA**

<b>Name:</b>	XM Satellite Radio Inc.
<b>Street Address:</b>	1221 Avenue of the Americas, 36th Floor
<b>City:</b>	New York
<b>State/Country:</b>	NEW YORK
<b>Postal Code:</b>	10020
<b>Entity Type:</b>	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 52**

Property Type	Number	Word Mark
Registration Number:	2643695	LIQUID METAL
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:	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.

OP \$1315.00 2643695

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
NAME OF SUBMITTER:	Mindy M. Lok
Signature:	/ml/
Date:	11/30/2010

Total Attachments: 6  
source=XMLRTR#page1.tif  
source=XMLRTR#page2.tif  
source=XMLRTR#page3.tif  
source=XMLRTR#page4.tif  
source=XMLRTR#page5.tif  
source=XMLRTR#page6.tif

**TERMINATION AND RELEASE OF SECURITY INTEREST  
IN TRADEMARK RIGHTS**

TERMINATION AND RELEASE dated as of November ~~29~~ 2010, from The Bank of New York Mellon (f/k/a The Bank of New York), a New York corporation, as Collateral 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 that certain Security Agreement dated as of January 28, 2003 among XM Satellite Radio Inc., XM Satellite Radio Holdings Inc., XM Equipment Leasing LLC, and The Bank of New York Mellon (the "Security Agreement"), 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 1/29/03 and recorded at reel/frame 2658/0018, and on 4/15/04 and recorded at reel/frame 2828/0569; and

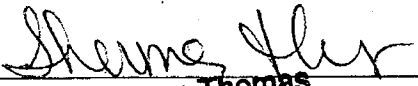
WHEREAS, the Agent now desires to terminate and release the entirety of its Security Interest in the Trademark Collateral;

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. Pursuant to Section 8(b) of the Security Agreement, 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.

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


THE BANK OF NEW YORK MELLON

By:   
Name: **Sherma Thomas**  
Title: **Senior Associate**

STATE OF New York )  
 )  
COUNTY OF New York )

ss.:

On this 29<sup>th</sup> day of November, 2010, before me personally appeared Sherma Thomas to me known who, being by me duly sworn, did depose and say that he/she is a Senior Associate of The Bank of New York Mellon, described herein and which executed the foregoing instrument, and that he/she signed his/her name thereto pursuant to the authority granted by The Bank of New York Mellon.



Notary Public

DANIEL C. MARCEL  
Notary Public, State of New York  
No 01MA6220648  
Qualified in Westchester County  
Commission Expires April 19, 2014

(Affix Seal Below)

Schedule A

U.S. Trademark Applications and Registrations

Title	Reg. No./ App. No.
LIQUID METAL	2,643,695
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
"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
BONE YARD	2,622,244
BPM	2,660,679
CHROME	2,655,860

Title	Reg. No./ App. No.
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
THE MOVE	2,660,678
THE POWER	2,748,047



Title	Reg. No./ App. No.
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