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		08/31/2012	National Association: UNITED STATES

RECEIVING PARTY DATA

Name:	Sirius XM Radio Inc.
Street Address:	1209 Orange Street
City:	Wilmington
State/Country:	DELAWARE
Postal Code:	19801
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 191

Property Type	Number	Word Mark
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:	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

CH $4790.00 3499925

Registration Number:	2660679	BPM
Registration Number:	3367177	BROADMINDED
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:	2660543	"EVERYTHING... ALL THE TIME"
Registration Number:	2564380	FINE TUNING
Registration Number:	2964455	FRED
Registration Number:	2935874	FUNGUS
Registration Number:	3724320	GET THERE FASTER
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:	2643695	LIQUID METAL
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

	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:	3875552	POWERCONNECT
Registration Number:	3442994	POWERSHIFT
Registration Number:	3396739	PRESS POOL
Registration Number:	3768409	RECORD WHAT YOU LOVE, LISTEN WHEN YOU WANT!
Registration Number:	2921305	ROADY
Registration Number:	2667134	RADIO TO THE POWER OF X
Registration Number:	3184854	ROADYXT
Registration Number:	3780382	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:	3845291	THE BLEND
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:	3840032	THE SAVOY EXPRESS
Registration Number:	2988328	THE ULTIMATE PLAYLIST
Registration Number:	3407319	THE VIRUS
Registration Number:	2998812	THEN.. .AGAIN...LIVE!
Registration Number:	2650866	TOP 20 ON 20
Registration Number:	3321032	VERGE
Registration Number:	2564379	WATERCOLORS
Registration Number:	3334309	WATERCOLORS

	2947365	WEATHER TO THE POWER OF X.
Registration Number:	3231316	WHAT'S NEXT . . . NOW
Registration Number:	3481912	WHEREVER YOU ARE SATURDAYS
Registration Number:	3415462	WHERE EVERYONE IS AN INSIDER
Registration Number:	2595889	WORLD ZONE
Registration Number:	2655819	X COUNTRY
Registration Number:	2547677	XM
Registration Number:	3818003	XM
Registration Number:	2556817	XM
Registration Number:	3016015	XM2GO
Registration Number:	2851139	XM CAFE
Registration Number:	2613209	XM CLASSICS
Registration Number:	2652593	XM COMEDY
Registration Number:	3189976	XM CONNECT&PLAY
Registration Number:	2902875	XMDIRECT
Registration Number:	3501129	XM FOR BUSINESS
Registration Number:	3117643	XM LINER NOTES
Registration Number:	2572185	XMLM
Registration Number:	2964990	XM NATION
Registration Number:	3699630	XM NAVWEATHER
Registration Number:	3456163	XM ON DECK
Registration Number:	3687071	XMP3
Registration Number:	3881554	XMP3I
Registration Number:	3881555	XMP3I
Registration Number:	3184229	XMPR
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:	3149163	XMSKYBOX
Registration Number:	3345628	XMSN
Registration Number:	3345612	XM SPORTS NATION
Registration Number:	2608188	XMU

	3007285	XMWX
Registration Number:	3419628	XMX
Registration Number:	3882401	ALT NATION
Registration Number:	3882411	CLASSIC REWIND
Registration Number:	3882403	CLASSIC VINYL
Registration Number:	3831237	HAIR NATION
Registration Number:	3882402	KIDS PLACE LIVE
Registration Number:	3831238	LITHIUM
Registration Number:	3804057	MIRGE
Registration Number:	3882408	PRIME COUNTRY
Registration Number:	3882404	ROAD DOG TRUCKING RADIO
Registration Number:	3831239	THE BRIDGE
Registration Number:	3863926	THE MORNING MASH UP
Registration Number:	3785884	THE POWER ALLEY
Registration Number:	3702127	TRAVEL LINK
Serial Number:	78716222	HELIX
Serial Number:	77384993	SKYBUDS
Serial Number:	77489925	SKYKUBE
Serial Number:	77515417	THE BEST OF BOTH WORLDS!
Serial Number:	77686149	THE BEST OF BOTH WORLDS!
Serial Number:	77537996	XM MP3
Serial Number:	85085319	XM SNAP
Registration Number:	4074540	AIR CANDY
Serial Number:	77855913	APOGEE TRAFFIC
Serial Number:	77682378	ARTIST IMPACT
Registration Number:	3974436	ELECTRIC AREA
Registration Number:	3974439	BOUNDARIES
Serial Number:	77895088	EVERLINKED
Serial Number:	77908923	OCTANE
Serial Number:	85057182	SAFEROUTE
Serial Number:	85164882	SAFEVIEW
Registration Number:	3953979	SIRIUS | XM FANTASY SPORTS RADIO
Registration Number:	3984867	SIRIUS XM COLLEGE SPORTS NATION
Registration Number:	4054389	SKYDOCK
Serial Number:	85179153	SKYVIEW

	77909197	THE SPECTRUM
Serial Number:	77235959	TRAVEL LINK
Serial Number:	85179156	TRIPVIEW
Registration Number:	3835500	
Serial Number:	78944016	SPEEDSTER
Registration Number:	3642129	WELCOME TO THE BEST RADIO ON RADIO
Registration Number:	3387126	DRIVER2CREW CHATTER
Registration Number:	3721692	SIRIUS | XM HIGHLIGHTS
Registration Number:	3407543	WELCOME TO THE BEST RADIO ON RADIO
Registration Number:	2804490	
Registration Number:	3033578	BENEATH THE NEEDLE
Registration Number:	3118724	CHILL
Registration Number:	3025580	FACTION
Registration Number:	3231718	GAMEALERT
Registration Number:	3121059	GET SIRIUS
Registration Number:	3029892	ORBITER
Registration Number:	2816802	OUTQ
Registration Number:	2972555	S>PLEX
Registration Number:	3181371	SHADE 45
Registration Number:	2914720	SIRIUS
Registration Number:	3114505	SIRIUS
Registration Number:	2481900	SIRIUS
Registration Number:	3071291	SIRIUS
Registration Number:	3204232	SIRIUS
Registration Number:	3114506	SIRIUS
Registration Number:	3478281	SIRIUS INTERNET RADIO
Registration Number:	3485527	SIRIUS INV
Registration Number:	3489086	SIRIUS RADIO
Registration Number:	3550509	SIRIUS RADIO
Registration Number:	3423257	SIRIUS READY
Registration Number:	3117441	SIRIUS SATELLITE RADIO
Registration Number:	2946527	S-SEEK
Registration Number:	3337257	STILETTO
Registration Number:	3645079	STRATUS
Registration Number:	3033577	TATTOO RADIO

	3278256	THE BEST RADIO ON RADIO
Registration Number:	3555390	THE BEST RADIO ON RADIO

CORRESPONDENCE DATA

Fax Number: 2124552502

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

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

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ATTORNEY DOCKET NUMBER:	016692/0052
NAME OF SUBMITTER:	Mindy M. Lok
Signature:	/mml/
Date:	09/11/2012

Total Attachments: 9

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TERMINATION AND RELEASE OF SECURITY INTEREST IN TRADEMARK RIGHTS

TERMINATION AND RELEASE dated as of August 31, 2012, from U.S. Bank National Association, as Collateral Agent (the "Agent") to Sirius XM Radio Inc. (the "Obligor").

WITNESSETH:

WHEREAS, pursuant to the Collateral Agreement, dated as of January 12, 2011, made by the Grantors (as defined therein) in favor of the Agent (the "Collateral Agreement"), a security interest was granted by the Grantors to the Agent in certain collateral, including the Trademark Collateral (as hereinafter defined);

WHEREAS, pursuant to the Patent and Trademark Security Agreement dated as of January 12, 2011, and other security agreements, each between the Agent and Obligor (the "Security Agreements"), Obligor reaffirmed its intent to grant a security interest to the Agent specifically in certain Trademark Collateral;

WHEREAS, the Security Agreements were recorded in the Trademark Division of the United States Patent and Trademark Office on January 14, 2011, at Reel 4454 and Frame 451; and August 24, 2009 at Reel 4051 and Frame 0877; 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 pursuant to the Collateral Agreement, 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 Obligor's right, title and interest of every kind and nature as of the date hereof in the Trademarks (including, without limitation, those items listed on Schedule A hereto). The term "Trademarks" shall have the meaning provided by reference in the Collateral Agreement and the Security Agreements.

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.

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

By: _____
Name: Gagendra Hiralal
Title: Assistant Vice President

STATE OF NY)
) ss.:
COUNTY OF NY)

On this 31st day of August, 2012, before me personally appeared Gagendra Hiralal to me known who, being by me duly sworn, did depose and say that he is an Assistant 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.

Notary Public
DAVID MASS
Notary Public - State
No. 01MA5012
Qualified in New Y
Commission Expires July 16, 2015

(Affix Seal Below)

Schedule A

U.S. Trademark Applications and Registrations

Title	Registration No./ Application No.
1600	3,499,925
60/20 SPORTS	3,224,817
AGUILA	2,582,245
ALEGRIA	3,056,030
AMERICA LEFT	3,046,668
AMERICA RIGHT	3,046,669
ARTIST CONFIDENTIAL	3,066,419
ARTIST TO ARTIST	3,308,491
AUDIO VISIONS	2,595,310
BASEBALL CONFIDENTIAL	3,419,944
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
BROADMINDED	3,367,177
CHROME	2,655,860
CINEMAGIC	2,613,210
CLASSICAL CONFIDENTIAL	3,178,614
CROSS COUNTRY	2,640,784
DEEP TRACKS	2,586,173
DIALED IN	3,143,496
DOWNSTAGE CENTER	3,055,999
ENLIGHTEN	3,080,287
ETHEL	2,618,959
"EVERYTHING... ALL THE TIME"	2,660,543
FINE TUNING	2,564,380
FRED	2,964,455
FUNGUS	2,935,874
GET THERE FASTER	3,724,320
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

Title	Registration No./ Application No.
LIQUID METAL	2,643,695
LISTEN LARGE	3,262,828
LUCY	3,226,331
LUNA	2,613,510
MAKING THE TURN	3,415,308
MORNING BRIEFING	3,396,737
NAVTRAFFIC	3,006,291
NEXUS	3,349,660
OFFSTAGE	3,345,695
ON BROADWAY	2,654,778
ON THE ROCKS	2,861,907
OPEN ROAD	2,660,677
OPINIONATED WITH CHRIS DIMARCO	3,394,391
POTUS 08	3,387,111
POTUS LIVE	3,396,741
POWERCONNECT & Design POWER CONNECT	3,875,552
POWERSHIFT	3,442,994
PRESS POOL	3,396,739
RECORD WHAT YOU LOVE, LISTEN WHEN YOU WANT!	3,768,409
ROADY	2,921,305
RADIO TO THE POWER OF X	2,667,134
ROADYXT	3,184,854
SKYFI	3,780,382
SOUL STREET	2,624,362
SPECIAL X	2,595,311
SPIRIT	2,618,958
TAKE 5	3,482,167
THE BLEND	2,918,247
THE BLEND	3,845,291
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
THE RHYME	2,851,290
THE SAVOY EXPRESS	3,840,032
THE ULTIMATE PLAYLIST	2,988,328
THE VIRUS	3,407,319

Title	Registration No./ Application No.
THEN...AGAIN... LIVE!	2,998,812
TOP 20 ON 20	2,650,866
VERGE	3,321,032
WATERCOLORS	2,564,379
WATERCOLORS	3,334,309
WEATHER TO THE POWER OF X	2,947,365
WHAT'S NEXT...NOW	3,231,316
WHEREVER YOU ARE SATURDAYS	3,481,912
WHERE EVERYOE IS AN INSIDER	3,415,462
WORLD ZONE	2,595,889
X COUNTRY	2,655,819
XM	2,547,677
XM & Design	3,818,003
XM & Design	2,556,817
XM2GO	3,016,015
XM CAFÉ	2,851,139
XM CLASSICS	2,613,209
XM COMEDY	2,652,593
XM CONNECT & PLAY & Design	3,189,976
XMDIRECT	2,902,875
XM FOR BUSINESS	3,501,129
XM LINER NOTES	3,117,643
XMLM	2,572,185
XM NATION	2,964,990
XM NAVWEATHER	3,699,630
XM ON DECK	3,456,163
XMP3	3,687,071
XMP3i & Design	3,881,554
XMP3I	3,881,555
XMPR	3,184,229
XM PREVIEW	2,583,273

Title	Registration No./ Application No.
XM PUBLIC RADIO	3,361,162
XM RADIO	3,577,995
XM READY & Design	2,810,210
XM REFERENCE	3,154,577
XM SIGNAL	2,986,996
XMSKYBOX	3,149,163
XMSN	3,345,628
XM SPORTS NATION	3,345,612
XMU	2,608,188
XMWX & Design	3,007,285
XMX	3,419,628
ALT NATION & Design	3,882,401
CLASSIC REWIND & Design	3,882,411
CLASSIC VINYL & Design	3,882,403
HAIR NATION	3,831,237
KIDS PLACE LIVE & Design	3,882,402
LITHIUM	3,831,238
MIRGE	3,804,057
PRIME COUNTRY & Design	3,882,408
ROAD DOG TRUCKING RADIO & Design	3,882,404
THE BRIDGE	3,831,239
THE MORNING MASH UP	3,863,926
THE POWER ALLEY	3,785,884
TRAVEL LINK	3,702,127

Title	Registration No./ Application No.
HELIX	78/716,222
SKYBUDS	77/384,993
SKYKUBE	77/489,925
THE BEST OF BOTH WORLDS!	77/515,417
THE BEST OF BOTH WORLDS!	77/686,149
XM MP3 & Design	77/537,996
XM SNAP	85/085,319
AIR CANDY	4,074,540
APOGEE TRAFFIC	77/855,913
ARTIST IMPACT	77/682,378
ELECTRIC AREA & Design	3,974,436
BOUNDARIES	3,974,439
EVERLINKED	77/895,088
OCTANE & Design	77/908,923
SAFEROUTE	85/057,182
SAFEVIEW	85/164,882
SIRIUS | XM FANTASY SPORTS RADIO & Design	3,953,979
SIRIUS XM COLLEGE SPORTS NATION & Design	3,984,867
SKYDOCK	4,054,389
SKYVIEW	85/179,153
THE SPECTRUM & Design	77/909,197
TRAVEL LINK	77/235,959
TRIPVIEW	85/179,156
Heart Logo	3,835,500
SPEEDSTER	78/944,016
WELCOME TO THE BEST RADIO ON RADIO	3,642,129
DRIVER2CREW CHATTER	3,387,126
SIRIUS | XM HIGHLIGHTS	3,721,692

Title	Registration No./ Application No.
WELCOME TO THE BEST RADIO ON RADIO	3,407,543
Dog Logo	2,804,490
BENEATH THE NEEDLE	3,033,578
CHILL	3,118,724
FACTION	3,025,580
GAMEALERT	3,231,718
GET SIRIUS	3,121,059
ORBITER	3,029,892
OUTQ	2,816,802
S>PLEX	2,972,555
SHADE 45	3,181,371
SIRIUS	2,914,720
SIRIUS	3,114,505
SIRIUS	2,481,900
SIRIUS	3,071,291
SIRIUS (Stylized) (Black & White) SIRIUS	3,204,232
SIRIUS (Stylized) (Blue) SIRIUS	3,114,506
SIRIUS INTERNET RADIO	3,478,281
SIRIUS INV	3,485,527
SIRIUS RADIO	3,489,086
SIRIUS RADIO	3,550,509
SIRIUS READY	3,423,257
SIRIUS SATELLITE RADIO	3,117,441
S-SEEK	2,946,527
STILETTO	3,337,257
STRATUS	3,645,079
TATTOO RADIO	3,033,577
THE BEST RADIO ON RADIO	3,278,256
THE BEST RADIO ON RADIO	3,555,390