

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	RELEASE BY SECURED PARTY

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Liberty Media Corporation		08/24/2009	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Sirius XM Radio Inc.
Street Address:	1221 Avenue of the Americas
City:	New York
State/Country:	NEW YORK
Postal Code:	10020
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 43

Property Type	Number	Word Mark
Serial Number:	76489492	
Serial Number:	77201550	
Serial Number:	76592954	BENEATH THE NEEDLE
Serial Number:	76596769	CHILL
Serial Number:	77249326	DRIVER2CREW CHATTER
Serial Number:	76596768	FACTION
Serial Number:	76597347	GAMEALERT
Serial Number:	75838490	GET SIRIUS
Serial Number:	76489478	IT'S_ON
Serial Number:	77609727	MIRGE
Serial Number:	76582341	ORBITER
Serial Number:	76506915	OUTQ
Serial Number:	77669976	POWER ALLEY
Serial Number:	76977535	S>PLEX

CH \$1090.00 76489492

Serial Number:	76610364	SHADE 45
Serial Number:	78943158	SIR
Serial Number:	78943148	SIR SIRIUS INTERNET RADIO
Serial Number:	75769598	SIRIUS
Serial Number:	75778346	SIRIUS
Serial Number:	75432324	SIRIUS
Serial Number:	75979592	SIRIUS
Serial Number:	75796898	SIRIUS
Serial Number:	75796884	SIRIUS
Serial Number:	78943154	SIRIUS INTERNET RADIO
Serial Number:	77024941	SIRIUS INV
Serial Number:	75778344	SIRIUS RADIO
Serial Number:	75777847	SIRIUS RADIO
Serial Number:	76297378	SIRIUS READY
Serial Number:	75796701	SIRIUS SATELLITE RADIO
Serial Number:	77661457	SKYDOCK
Serial Number:	78944016	SPEEDSTER
Serial Number:	76512418	S-SEEK
Serial Number:	78892447	STILETTO
Serial Number:	78944014	STRATUS
Serial Number:	76592953	TATTOO RADIO
Serial Number:	78864406	THE BEST RADIO ON RADIO
Serial Number:	78978431	THE BEST RADIO ON RADIO
Serial Number:	77235959	TRAVEL LINK
Serial Number:	77235967	TRAVEL LINK
Serial Number:	77246821	WELCOME TO THE BEST RADIO ON RADIO
Serial Number:	77246807	WELCOME TO THE BEST RADIO ON RADIO
Serial Number:	77473169	WELCOME TO THE BEST RADIO ON RADIO
Serial Number:	76391107	YOU'LL NEVER WANT TO LEAVE YOUR CAR

CORRESPONDENCE DATA

Fax Number: (212)259-2427

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

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Email: amy.waldron@bakerbotts.com

Correspondent Name: Amy Waldron, Trademark Paralegal

TRADEMARK
REEL: 004051 FRAME: 0773

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ATTORNEY DOCKET NUMBER: 019015.0484

NAME OF SUBMITTER: Amy M. Waldron, Trademark Paralegal

Signature: /Amy M. Waldron/

Date: 08/24/2009

Total Attachments: 5
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RELEASE OF SECURITY INTERESTS IN PATENTS AND TRADEMARKS

Dated: August 24, 2009

WHEREAS, pursuant to a Patent and Trademark Security Agreement dated as of February 17, 2009 (the "Security Agreement"; the terms defined therein being used herein as therein defined), among Sirius XM Radio Inc., the Subsidiary Guarantors referred to therein and Liberty Media Corporation, as Administrative Agent and Collateral Agent for the Lenders under the Credit Agreement, the Loan Parties granted security interests in, and liens upon, certain patents, patent applications, trademarks, trademark applications, and related rights to the Collateral Agent for the benefit of the Term Loan Secured Parties;

WHEREAS, an executed copy of the Security Agreement was recorded in the United States Patent and Trademark Office as follows:

<u>Document Name:</u>	<u>Database:</u>	<u>Recorded Date:</u>	<u>Reel</u>	<u>Frame</u>
Security Agreement	Trademark	February 17, 2009	003936	0926
Security Agreement	Patent	February 17, 2009	022266	0682

WHEREAS, the Borrower has requested that the Collateral Agent release and reassign its interest in the patents and patent applications more fully identified in Schedule I and the registered trademarks and trademark applications more fully identified in Schedule II annexed hereto and made a part hereof, together with the goodwill of the business symbolized thereby;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, the Collateral Agent hereby:

1. releases and reassigns to each respective Loan Party any and all liens, security interests, right, title, and interest of the Collateral Agent pursuant to the Security Agreement in such Loan Party's patents and patent applications more fully identified in Schedule I and such Loan Party's registered trademarks and trademark applications more fully identified in Schedule II annexed hereto and made a part hereof, together with the goodwill of the business symbolized thereby and any other collateral set forth in the Security Agreement, without recourse or representation or warranty, express or implied, of any kind; and

2. authorizes and requests that the United States Patent and Trademark Office note and record the existence of the releases hereby given.

This Release shall be governed by and construed in accordance with the law of the State of New York.

(signature page follows)

IN WITNESS WHEREOF, the Collateral Agent has caused this Release of Security Interest in Patents and Trademarks to be executed by its duly authorized corporate officer as of the date first written above.

LIBERTY MEDIA CORPORATION



By:


Name: David J.A. Flowers
Title: Senior Vice President &
Treasurer

NY02:664587.5

TRADEMARK
REEL: 004051 FRAME: 0776

List of Trademarks and Trademark Applications

Mark	Owner	Filing Date	App. No.	Reg. Date	Reg. No.	Exp. Date
DOG LOGO 	Sirius XM Radio Inc.	2/14/03	76/489,492	1/13/04	2,804,490	1/13/14
HEART LOGO 	Sirius XM Radio Inc.	6/8/07	77/201,550	n/a	n/a	n/a
BENEATH THE NEEDLE	Sirius XM Radio Inc.	5/19/04	76/592,954	12/27/05	3,033,578	12/27/15
CHILL	Sirius XM Radio Inc.	6/14/04	76/596,769	7/25/06	3,118,724	7/25/16
DRIVER2CREW CHATTER	Sirius XM Radio Inc.	8/7/07	77/249,326	2/19/08	3,387,126	2/19/18
FACTION	Sirius XM Radio Inc.	6/14/04	76/596,768	12/13/05	3,025,580	12/13/15
GAMEALERT	Sirius XM Radio Inc.	6/15/04	76/597,347	4/17/07	3,231,718	4/17/17
GET SIRIUS	Sirius XM Radio Inc.	11/2/99	75/838,490	7/25/06	3,121,059	7/25/16
IT'S_ON	Sirius XM Radio Inc.	2/14/03	76/489,478	2/10/04	2,812,561	2/10/14
MIRGE	Sirius XM Radio Inc.	11/7/08	77/609,727	n/a	n/a	n/a
ORBITER	Sirius XM Radio Inc.	3/22/04	76/582,341	12/13/05	3,029,892	12/13/15
OUTQ	Sirius XM Radio Inc.	4/16/03	76/506,915	2/24/04	2,816,802	2/24/14
POWER ALLEY	Sirius XM Radio Inc.	2/13/09	77/669,976	n/a	n/a	n/a
S>PLEX	Sirius XM Radio Inc.	12/17/01	76/977,535	7/19/05	2,972,555	7/19/15
SHADE 45	Sirius XM Radio Inc.	9/7/04	76/610,364	12/5/06	3,181,371	12/5/16
SIR	Sirius XM Radio Inc.	8/2/06	78/943,158	n/a	n/a	n/a
SIR SIRIUS INTERNET RADIO	Sirius XM Radio Inc.	8/2/06	78/943,148	n/a	n/a	n/a

Mark	Owner	Filing Date	App. No.	Reg. Date	Reg. No.	Exp. Date
SIRIUS	Sirius XM Radio Inc.	8/6/99	75/769,598	3/21/06	3,071,291	3/21/16
SIRIUS	Sirius XM Radio Inc.	8/18/99	75/778,346	7/11/06	3,114,505	7/11/16
SIRIUS	Sirius XM Radio Inc.	2/11/98	75/432,324	12/28/04	2,914,720	12/28/14
SIRIUS	Sirius XM Radio Inc.	2/11/98	75/979,592	8/28/01	2,481,900	8/28/11
SIRIUS (STYLIZED) (BLACK & WHITE) SIRIUS	Sirius XM Radio Inc.	9/10/99	75/796,898	1/30/07	3,204,232	1/30/17
SIRIUS (STYLIZED) (BLUE) SIRIUS	Sirius XM Radio Inc.	9/10/99	75/796,884	7/11/06	3,114,506	7/11/16
SIRIUS INTERNET RADIO	Sirius XM Radio Inc.	8/2/06	78/943,154	7/29/08	3,478,281	7/29/18
SIRIUS INV	Sirius XM Radio Inc.	10/19/06	77/024,941	8/12/08	3,485,527	8/12/18
SIRIUS RADIO	Sirius XM Radio Inc.	8/18/99	75/778,344	8/19/08	3,489,086	8/19/18
SIRIUS RADIO	Sirius XM Radio Inc.	8/17/99	75/777,847	12/23/08	3,550,509	12/23/18
SIRIUS READY	Sirius XM Radio Inc.	8/8/01	76/297,378	5/6/08	3,423,257	5/6/18
SIRIUS SATELLITE RADIO	Sirius XM Radio Inc.	9/10/99	75/796,701	7/18/06	3,117,441	7/18/16
SKYDOCK	Sirius XM Radio Inc.	2/2/09	77/661,457	n/a	n/a	n/a
SPEEDSTER	Sirius XM Radio Inc.	8/3/06	78/944,016	n/a	n/a	n/a
S-SEEK	Sirius XM Radio Inc.	5/7/03	76/512,418	5/3/05	2,946,527	5/3/15

Mark	Owner	Filing Date	App. No.	Reg. Date	Reg. No.	Exp. Date
STILETTO	Sirius XM Radio Inc.	5/25/06	78/892,447	11/13/07	3,337,257	11/13/17
STRATUS	Sirius XM Radio Inc.	8/3/06	78/944,014	n/a	n/a	n/a
TATTOO RADIO	Sirius XM Radio Inc.	5/19/04	76/592,953	12/27/05	3,033,577	12/27/15
THE BEST RADIO ON RADIO	Sirius XM Radio Inc.	4/19/06	78/864,406	12/30/08	3,555,390	12/30/18
THE BEST RADIO ON RADIO	Sirius XM Radio Inc.	4/19/06	78/978,431	8/7/07	3,278,256	8/7/17
TRAVEL LINK	Sirius XM Radio Inc.	7/23/07	77/235,959	n/a	n/a	n/a
TRAVEL LINK	Sirius XM Radio Inc.	7/23/07	77/235,967	n/a	n/a	n/a
WELCOME TO THE BEST RADIO ON RADIO	Sirius XM Radio Inc.	8/3/07	77/246,821	4/1/08	3,407,543	4/1/18
WELCOME TO THE BEST RADIO ON RADIO	Sirius XM Radio Inc.	8/3/07	77/246,807	n/a	n/a	n/a
WELCOME TO THE BEST RADIO ON RADIO	Sirius XM Radio Inc.	5/13/08	77/473,169	n/a	n/a	n/a
YOU'LL NEVER WANT TO LEAVE YOUR CAR	Sirius XM Radio Inc.	4/3/02	76/391,107	1/28/03	2,680,715	1/28/13