

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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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
Morgan Stanley Senior Funding, Inc.		08/27/2012	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Sirius XM Radio Inc. (formerly known as Sirius Satellite Radio Inc.)		
Street Address:	1209 Orange Street		
City:	Wilmington		
State/Country:	DELAWARE		
Postal Code:	19801		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 30			
Property Type	Number	Word Mark	
Registration Number:	3835500		
Serial Number:	78944016	SPEEDSTER	
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	

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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
Registration Number:	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.

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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:	016692/0052
NAME OF SUBMITTER:	Mindy M. Lok
Signature:	/mml/
Date:	09/04/2012

Total Attachments: 3

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

TERMINATION AND RELEASE dated as of August 27, 2012, from Morgan Stanley Senior Funding, Inc., as Collateral Agent (the "Agent") under the Security Agreement referred to below to Sirius XM Radio Inc. (formerly known as Sirius Satellite Radio Inc.) (the "Obligor").

WITNESSETH:

WHEREAS, pursuant to the Patent and Trademark Security Agreement, dated as of June 20, 2007, among the Obligor, Satellite CD Radio Inc. (together with the Obligor, the "Loan Parties") and the Agent (the "Security Agreement"), the Loan Parties granted security interests to Agent in certain collateral, including the Trademarks (as defined in the Security Agreement) listed on Schedule A hereto (the "Trademark Collateral").

WHEREAS, the Security Agreement was recorded in the Trademark Division of the United States Patent and Trademark Office on July 12, 2007 at Reel 3579 and Frame 591; 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 Security Agreement, the receipt and adequacy of which are hereby acknowledged, and upon the terms set forth in this Termination and Release, 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. The execution and delivery of this Termination and Release shall be without recourse to, or representation or warranty by, the Agent.

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

MORGAN STANLEY SENIOR FUNDING, INC.

By: 



Name: STEPHEN B. KING

Title: VP

Signature Page -- Sirius Termination and Release of Security Interest in Trademark Rights

Schedule A

U.S. Trademarks Registrations and Applications

Title	Registration No./ Application No.
Heart Logo 	3,835,500
SPEEDSTER	78/944,016
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

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RECORDED: 09/04/2012

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