

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM301118

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	TRADEMARK SECURITY AGREEMENT

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
SIRIUS XM RADIO INC.		04/10/2014	CORPORATION: DELAWARE
SIRIUS XM CONNECTED VEHICLE SERVICES INC.		04/10/2014	CORPORATION: TEXAS

RECEIVING PARTY DATA

Name:	U.S. BANK NATIONAL ASSOCIATION
Street Address:	100 Wall Street, Suite 1600
City:	New York
State/Country:	NEW YORK
Postal Code:	10005
Entity Type:	NATIONAL BANKING ASSOCIATION: UNITED STATES

PROPERTY NUMBERS Total: 147

Property Type	Number	Word Mark
Registration Number:	2547677	XM
Registration Number:	2556817	XM
Registration Number:	2564379	WATERCOLORS
Registration Number:	2572164	BEYOND JAZZ
Registration Number:	2582245	AGUILA
Registration Number:	2583273	XM PREVIEW
Registration Number:	2586173	DEEP TRACKS
Registration Number:	2608188	XMU
Registration Number:	2613210	CINEMAGIC
Registration Number:	2622244	BONE YARD
Registration Number:	2643695	LIQUID METAL
Registration Number:	2650866	TOP 20 ON 20
Registration Number:	2652379	THE JOINT
Registration Number:	2654778	ON BROADWAY
Registration Number:	2660679	BPM
Registration Number:	2804490	
Registration Number:	2810210	XM READY
Registration Number:	2816802	OUTQ

TRADEMARK

Property Type	Number	Word Mark
Registration Number:	2821513	BLUEGRASS JUNCTION
Registration Number:	2875999	THE GROOVE
Registration Number:	2902875	XMDIRECT
Registration Number:	2918247	THE BLEND
Registration Number:	2926537	THE LOFT
Registration Number:	3006291	NAVTRAFFIC
Registration Number:	3025580	FACTION
Registration Number:	3046668	AMERICA LEFT
Registration Number:	3066419	ARTIST CONFIDENTIAL
Registration Number:	3071291	SIRIUS
Registration Number:	3080287	ENLIGHTEN
Registration Number:	3114505	SIRIUS
Registration Number:	3117441	SIRIUS SATELLITE RADIO
Registration Number:	3118724	CHILL
Registration Number:	3143496	DIALED IN
Registration Number:	3181371	SHADE 45
Registration Number:	3204232	SIRIUS
Registration Number:	3211850	HOME PLATE
Registration Number:	3231718	GAMEALERT
Registration Number:	3308491	ARTIST TO ARTIST
Registration Number:	3318147	HEAR MORE OF WHAT YOU LOVE
Registration Number:	3321032	VERGE
Registration Number:	3321544	HEAR IT. CLICK IT. SAVE IT.
Registration Number:	3321771	HIGH STANDARDS
Registration Number:	3334309	WATERCOLORS
Registration Number:	3337257	STILETTO
Registration Number:	3345612	XM SPORTS NATION
Registration Number:	3345628	XMSN
Registration Number:	3345695	OFFSTAGE
Registration Number:	3349660	NEXUS
Registration Number:	3361162	XM PUBLIC RADIO
Registration Number:	3367177	BROADMINDED
Registration Number:	3370553	HOME ICE
Registration Number:	3387111	POTUS 08
Registration Number:	3387126	DRIVER2CREW CHATTER
Registration Number:	3394391	OPINIONATED WITH CHRIS DIMARCO
Registration Number:	3396737	MORNING BRIEFING
Registration Number:	3396739	PRESS POOL
Registration Number:	3396741	POTUS LIVE

TRADEMARK

Property Type	Number	Word Mark
Registration Number:	3407319	THE VIRUS
Registration Number:	3407543	WELCOME TO THE BEST RADIO ON RADIO
Registration Number:	3415308	MAKING THE TURN
Registration Number:	3415462	WHERE EVERYONE IS AN INSIDER
Registration Number:	3419628	XXM
Registration Number:	3419944	BASEBALL CONFIDENTIAL
Registration Number:	3423257	SIRIUS READY
Registration Number:	3442994	POWERSHIFT
Registration Number:	3456163	XM ON DECK
Registration Number:	3478281	SIRIUS INTERNET RADIO
Registration Number:	3481912	WHEREVER YOU ARE SATURDAYS
Registration Number:	3482167	TAKE 5
Registration Number:	3485527	SIRIUS INV
Registration Number:	3489086	SIRIUS RADIO
Registration Number:	3499925	1600
Registration Number:	3501129	XM FOR BUSINESS
Registration Number:	3517979	LET US INFOTAIN YOU
Registration Number:	3550509	SIRIUS RADIO
Registration Number:	3555390	THE BEST RADIO ON RADIO
Registration Number:	3577995	XM RADIO
Registration Number:	3642129	WELCOME TO THE BEST RADIO ON RADIO
Registration Number:	3645079	STRATUS
Registration Number:	3687071	XMP3
Registration Number:	3699630	XM NAVWEATHER
Registration Number:	3702127	TRAVEL LINK
Registration Number:	3721692	SIRIUS XM HIGHLIGHTS
Registration Number:	3724320	GET THERE FASTER
Registration Number:	3768409	RECORD WHAT YOU LOVE, LISTEN WHEN YOU WA
Registration Number:	3780382	SKYFI
Registration Number:	3785884	THE POWER ALLEY
Registration Number:	3804057	MIRGE
Registration Number:	3818003	XM
Registration Number:	3831237	HAIR NATION
Registration Number:	3831238	LITHIUM
Registration Number:	3831239	THE BRIDGE
Registration Number:	3835500	
Registration Number:	3840032	THE SAVOY EXPRESS
Registration Number:	3845291	THE BLEND
Registration Number:	3863926	THE MORNING MASH UP

TRADEMARK

Property Type	Number	Word Mark
Registration Number:	3875552	POWERCONNECT
Registration Number:	3881554	XMP3I
Registration Number:	3881555	XMP3I
Registration Number:	3882401	ALT NATION
Registration Number:	3882402	KIDS PLACE LIVE
Registration Number:	3882403	CLASSIC VINYL
Registration Number:	3882404	ROAD DOG TRUCKING RADIO
Registration Number:	3882408	PRIME COUNTRY
Registration Number:	3882411	CLASSIC REWIND
Registration Number:	3953979	SIRIUS XM FANTASY SPORTS RADIO
Registration Number:	3974436	ELECTRIC AREA
Registration Number:	3974439	BOUNDARIES
Registration Number:	3984867	SIRIUS XM COLLEGE SPORTS NATION
Registration Number:	4045088	SIRIUSXM
Registration Number:	4054389	SKYDOCK
Registration Number:	4074540	AIR CANDY
Registration Number:	4082682	SIRIUSXM SATELLITE RADIO
Registration Number:	4120830	XMWX
Registration Number:	4185979	ROCKBAR 8
Registration Number:	4186104	RED, WHITE & BOOZE
Registration Number:	4186106	DIRTY DOG
Registration Number:	4186108	LUNA
Registration Number:	4199433	SIRIUSXM
Registration Number:	4199434	SIRIUSXM SATELLITE RADIO
Registration Number:	4249013	RUMBÓN
Registration Number:	4266997	PARTY MEGA MIX
Registration Number:	4267004	FLOW NACIÓN
Registration Number:	4267005	LATIDOS
Registration Number:	4267006	CARICIA
Registration Number:	4284948	LA MEZCLA
Registration Number:	4294445	YOGA
Registration Number:	4294451	EDGE
Registration Number:	4340809	SXM COMES ALIVE
Registration Number:	4346490	Y2KOUNTRY
Registration Number:	4443425	SIRIUSXM FLY
Registration Number:	4451484	SIRIUSXM READY
Registration Number:	4475973	SIRIUSXM MARINE
Registration Number:	3039449	ATX
Registration Number:	3052211	ATX

TRADEMARK

Property Type	Number	Word Mark
Registration Number:	3918073	IROUTE
Registration Number:	4295885	BROWSE BY VOICE
Serial Number:	85164882	SAFEVIEW
Serial Number:	85413762	SXM
Serial Number:	85413766	SXM
Serial Number:	85590152	TRIPVIEW
Serial Number:	85915417	MYSXM
Serial Number:	85915418	MY SXM
Serial Number:	85941009	KRISHNA DAS YOGA RADIO
Serial Number:	86121682	SIRIUSXM AVIATION
Serial Number:	86217416	SOUL TOWN
Registration Number:	2748047	THE POWER

CORRESPONDENCE DATA

Fax Number: 2127158000

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

Phone: 212.715.7670

Email: KLtrademark@kramerlevin.com

Correspondent Name: Kramer Levin Naftalis & Frankel LLP

Address Line 1: 1177 Avenue of the Americas

Address Line 4: New York, NEW YORK 10036

ATTORNEY DOCKET NUMBER: 099908-00240

NAME OF SUBMITTER: TANIA C. RAMOS

SIGNATURE: /TANIA C. RAMOS/

DATE SIGNED: 04/11/2014

Total Attachments: 8

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TRADEMARK SECURITY AGREEMENT

Trademark Security Agreement, dated as of April 10, 2014, by Sirius XM Radio Inc. and Sirius XM Connected Vehicle Services Inc. (individually, a “**Grantor**” and, collectively, the “**Grantors**”), in favor of U.S. BANK NATIONAL ASSOCIATION, in its capacity as Notes Collateral Agent pursuant to the Security Agreement (in such capacity, the “**Notes Collateral Agent**”).

WITNESSETH:

WHEREAS, the Grantors are party to a Security Agreement dated as of April 10, 2014 (as amended, amended and restated, supplemented or otherwise modified from time to time, the “**Security Agreement**”) in favor of the Notes Collateral Agent pursuant to which the Grantors are required to execute and deliver this Trademark Security Agreement.

NOW, THEREFORE, in consideration of the premises, the Grantors hereby agree with the Notes Collateral Agent as follows:

SECTION 1. Defined Terms. Unless otherwise defined herein, terms defined in the Security Agreement and used herein have the meaning given to them in the Security Agreement.

SECTION 2. Grant of Security Interest in Trademark Collateral. Each Grantor hereby pledges and grants to the Notes Collateral Agent for the benefit of the Secured Parties a lien on and security interest in and to all of its right, title and interest in, to and under all the following Collateral (excluding any Excluded Assets) of such Grantor:

- (a) registered Trademarks of such Grantor listed on Schedule I attached hereto.

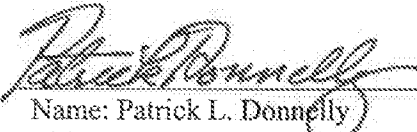
SECTION 3. The Security Agreement. The security interest granted pursuant to this Trademark Security Agreement is granted in conjunction with the security interest granted to the Notes Collateral Agent pursuant to the Security Agreement and the Grantors hereby acknowledge and affirm that the rights and remedies of the Notes Collateral Agent with respect to the security interest in the Trademarks made and granted hereby are more fully set forth in the Security Agreement. In the event that any provision of this Trademark Security Agreement is deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall control unless the Notes Collateral Agent shall otherwise determine.

SECTION 4. Termination. Upon the termination of the Security Agreement in accordance with Section 6.13 thereof, the Notes Collateral Agent shall, at the expense of such Grantor, execute, acknowledge, and deliver to the Grantors an instrument in writing in recordable form releasing the lien on and security interest in the Trademarks under this Trademark Security Agreement.

SECTION 5. Counterparts. This Trademark Security Agreement may be executed in any number of counterparts, all of which shall constitute one and the same instrument, and any party hereto may execute this Trademark Security Agreement by signing and delivering one or more counterparts.

[Signature pages follow.]

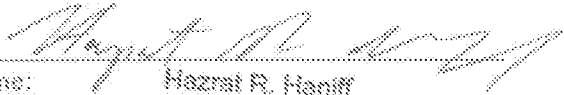
SIRIUS XM RADIO INC.

By: 
Name: Patrick L. Donnelly
Title: Secretary

SIRIUS XM CONNECTED VEHICLE SERVICES
INC.


By: 
Name: Patrick L. Donnelly
Title: Secretary

U.S. BANK NATIONAL ASSOCIATION,
as Notes Collateral Agent

By: 
Name: Hazrat R. Haniff
Title: Assistant Vice President

Schedule I
to
TRADEMARK SECURITY AGREEMENT
TRADEMARK REGISTRATIONS AND USE APPLICATIONS

Registrations:

Owner	Reg. No.	Mark
Sirius XM Radio Inc.	2,547,677	XM
Sirius XM Radio Inc.	2,556,817	XM & Design II
Sirius XM Radio Inc.	2,564,379	WATERCOLORS
Sirius XM Radio Inc.	2,572,164	BEYOND JAZZ
Sirius XM Radio Inc.	2,582,245	AGUILA
Sirius XM Radio Inc.	2,583,273	XM PREVIEW
Sirius XM Radio Inc.	2,586,173	DEEP TRACKS
Sirius XM Radio Inc.	2,608,188	XMU
Sirius XM Radio Inc.	2,613,210	CINEMAGIC
Sirius XM Radio Inc.	2,622,244	BONE YARD
Sirius XM Radio Inc.	2,643,695	LIQUID METAL
Sirius XM Radio Inc.	2,650,866	TOP 20 ON 20
Sirius XM Radio Inc.	2,652,379	THE JOINT
Sirius XM Radio Inc.	2,654,778	ON BROADWAY
Sirius XM Radio Inc.	2,660,679	BPM
Sirius XM Radio Inc.	2,748,047	THE POWER
Sirius XM Radio Inc.	2,804,490	Miscellaneous Design - Dog Logo 
Sirius XM Radio Inc.	2,810,210	XM READY & Design
Sirius XM Radio Inc.	2,816,802	OUTQ
Sirius XM Radio Inc.	2,821,513	BLUEGRASS JUNCTION
Sirius XM Radio Inc.	2,875,999	THE GROOVE
Sirius XM Radio Inc.	2,902,875	XMDIRECT
Sirius XM Radio Inc.	2,918,247	THE BLEND
Sirius XM Radio Inc.	2,926,537	THE LOFT
Sirius XM Radio Inc.	3,006,291	NAVTRAFFIC
Sirius XM Radio Inc.	3,025,580	FACTION
Sirius XM Radio Inc.	3,046,668	AMERICA LEFT
Sirius XM Radio Inc.	3,066,419	ARTIST CONFIDENTIAL
Sirius XM Radio Inc.	3,071,291	SIRIUS
Sirius XM Radio Inc.	3,080,287	ENLIGHTEN

Owner	Reg. No.	Mark
Sirius XM Radio Inc.	3,114,505	SIRIUS
Sirius XM Radio Inc.	3,117,441	SIRIUS SATELLITE RADIO
Sirius XM Radio Inc.	3,118,724	CHILL
Sirius XM Radio Inc.	3,143,496	DIALED IN
Sirius XM Radio Inc.	3,181,371	SHADE 45
Sirius XM Radio Inc.	3,204,232	SIRIUS (Stylized) (Black & White)
Sirius XM Radio Inc.	3,211,850	HOME PLATE
Sirius XM Radio Inc.	3,231,718	GAMEALERT
Sirius XM Radio Inc.	3,308,491	ARTIST TO ARTIST
Sirius XM Radio Inc.	3,318,147	HEAR MORE OF WHAT YOU LOVE
Sirius XM Radio Inc.	3,321,032	VERGE
Sirius XM Radio Inc.	3,321,544	HEAR IT. CLICK IT. SAVE IT.
Sirius XM Radio Inc.	3,321,771	HIGH STANDARDS
Sirius XM Radio Inc.	3,334,309	WATERCOLORS
Sirius XM Radio Inc.	3,337,257	STILETTO
Sirius XM Radio Inc.	3,345,612	XM SPORTS NATION
Sirius XM Radio Inc.	3,345,628	XMSN
Sirius XM Radio Inc.	3,345,695	OFFSTAGE
Sirius XM Radio Inc.	3,349,660	NEXUS
Sirius XM Radio Inc.	3,361,162	XM PUBLIC RADIO
Sirius XM Radio Inc.	3,367,177	BROADMINDED
Sirius XM Radio Inc.	3,370,553	HOME ICE
Sirius XM Radio Inc.	3,387,111	POTUS 08
Sirius XM Radio Inc.	3,387,126	DRIVER2CREW CHATTER
Sirius XM Radio Inc.	3,394,391	OPINIONATED WITH CHRIS DIMARCO
Sirius XM Radio Inc.	3,396,737	MORNING BRIEFING
Sirius XM Radio Inc.	3,396,739	PRESS POOL
Sirius XM Radio Inc.	3,396,741	POTUS LIVE
Sirius XM Radio Inc.	3,407,319	THE VIRUS
Sirius XM Radio Inc.	3,407,543	WELCOME TO THE BEST RADIO ON RADIO
Sirius XM Radio Inc.	3,415,308	MAKING THE TURN
Sirius XM Radio Inc.	3,415,462	WHERE EVERYONE IS AN INSIDER
Sirius XM Radio Inc.	3,419,628	XXM
Sirius XM Radio Inc.	3,419,944	BASEBALL CONFIDENTIAL
Sirius XM Radio Inc.	3,423,257	SIRIUS READY
Sirius XM Radio Inc.	3,442,994	POWERSHIFT
Sirius XM Radio Inc.	3,456,163	XM ON DECK
Sirius XM Radio Inc.	3,478,281	SIRIUS INTERNET RADIO

Owner	Reg. No.	Mark
Sirius XM Radio Inc.	3,481,912	WHEREVER YOU ARE SATURDAYS
Sirius XM Radio Inc.	3,482,167	TAKE 5
Sirius XM Radio Inc.	3,485,527	SIRIUS INV
Sirius XM Radio Inc.	3,489,086	SIRIUS RADIO
Sirius XM Radio Inc.	3,499,925	1600
Sirius XM Radio Inc.	3,501,129	XM FOR BUSINESS
Sirius XM Radio Inc.	3,517,979	LET US INFOTAIN YOU
Sirius XM Radio Inc.	3,550,509	SIRIUS RADIO
Sirius XM Radio Inc.	3,555,390	THE BEST RADIO ON RADIO
Sirius XM Radio Inc.	3,577,995	XM RADIO
Sirius XM Radio Inc.	3,642,129	WELCOME TO THE BEST RADIO ON RADIO
Sirius XM Radio Inc.	3,645,079	STRATUS
Sirius XM Radio Inc.	3,687,071	XMP3
Sirius XM Radio Inc.	3,699,630	XM NAVWEATHER
Sirius XM Radio Inc.	3,702,127	TRAVEL LINK
Sirius XM Radio Inc.	3,721,692	SIRIUS XM HIGHLIGHTS
Sirius XM Radio Inc.	3,724,320	GET THERE FASTER
Sirius XM Radio Inc.	3,768,409	RECORD WHAT YOU LOVE, LISTEN WHEN YOU WANT!
Sirius XM Radio Inc.	3,780,382	SKYFI
Sirius XM Radio Inc.	3,785,884	THE POWER ALLEY
Sirius XM Radio Inc.	3,804,057	MIRGE
Sirius XM Radio Inc.	3,818,003	XM & Design
Sirius XM Radio Inc.	3,831,237	HAIR NATION
Sirius XM Radio Inc.	3,831,238	LITHIUM
Sirius XM Radio Inc.	3,831,239	THE BRIDGE
Sirius XM Radio Inc.	3,835,500	Miscellaneous Design - Heart Logo 
Sirius XM Radio Inc.	3,840,032	THE SAVOY EXPRESS
Sirius XM Radio Inc.	3,845,291	THE BLEND
Sirius XM Radio Inc.	3,863,926	THE MORNING MASH UP
Sirius XM Radio Inc.	3,875,552	POWERCONNECT & Design
Sirius XM Radio Inc.	3,881,554	XMP3I (Stylized)
Sirius XM Radio Inc.	3,881,555	XMP3I
Sirius XM Radio Inc.	3,882,401	ALT NATION & Design
Sirius XM Radio Inc.	3,882,402	KIDS PLACE LIVE & Design
Sirius XM Radio Inc.	3,882,403	CLASSIC VINYL & Design
Sirius XM Radio Inc.	3,882,404	ROAD DOG TRUCKING RADIO & Design

Owner	Reg. No.	Mark
Sirius XM Radio Inc.	3,882,408	PRIME COUNTRY & Design
Sirius XM Radio Inc.	3,882,411	CLASSIC REWIND & Design
Sirius XM Radio Inc.	3,953,979	SIRIUS XM FANTASY SPORTS RADIO & Design
Sirius XM Radio Inc.	3,974,436	ELECTRIC AREA & Design
Sirius XM Radio Inc.	3,974,439	BOUNDARIES
Sirius XM Radio Inc.	3,984,867	SIRIUS XM COLLEGE SPORTS NATION & Design
Sirius XM Radio Inc.	4,045,088	SIRIUSXM
Sirius XM Radio Inc.	4,054,389	SKYDOCK
Sirius XM Radio Inc.	4,074,540	AIR CANDY
Sirius XM Radio Inc.	4,082,682	SIRIUSXM SATELLITE RADIO & Design
Sirius XM Radio Inc.	4,120,830	XMWX & Design
Sirius XM Radio Inc.	4,185,979	ROCKBAR 8 & Design
Sirius XM Radio Inc.	4,186,104	RED, WHITE & BOOZE & Design
Sirius XM Radio Inc.	4,186,106	DIRTY DOG & Design
Sirius XM Radio Inc.	4,186,108	LUNA & Design
Sirius XM Radio Inc.	4,199,433	SIRIUSXM
Sirius XM Radio Inc.	4,199,434	SIRIUSXM SATELLITE RADIO & Design
Sirius XM Radio Inc.	4,249,013	RUMBÓN & Design
Sirius XM Radio Inc.	4,266,997	PARTY MEGA MIX & Design
Sirius XM Radio Inc.	4,267,004	FLOW NACIÓN & Design
Sirius XM Radio Inc.	4,267,005	LATIDOS & Design
Sirius XM Radio Inc.	4,267,006	CARICIA & Design
Sirius XM Radio Inc.	4,284,948	LA MEZCLA & Design
Sirius XM Radio Inc.	4,294,445	YOGA & Design
Sirius XM Radio Inc.	4,294,451	EDGE Stylized
Sirius XM Radio Inc.	4,340,809	SXM COMES ALIVE & Design
Sirius XM Radio Inc.	4,346,490	Y2KOUNTRY
Sirius XM Radio Inc.	4,443,425	SIRIUSXM FLY
Sirius XM Radio Inc.	4,451,484	SIRIUSXM READY & Design
Sirius XM Radio Inc.	4,475,973	SIRIUSXM MARINE
Sirius XM Connected Vehicle Services Inc.	3,039,449	ATX
Sirius XM Connected Vehicle Services Inc.	3,052,211	ATX (Design)
Sirius XM Connected Vehicle Services Inc.	3,918,073	IROUTE
Sirius XM Connected Vehicle Services Inc.	4,295,885	BROWSE BY VOICE

Applications:

Owner	App. No.	Mark
Sirius XM Radio Inc.	85/164,882	SAFEVIEW
Sirius XM Radio Inc.	85/413,762	SXM
Sirius XM Radio Inc.	85/413,766	SXM & DESIGN
Sirius XM Radio Inc.	85/590,152	TRIPVIEW
Sirius XM Radio Inc.	85/915,417	MYSXM
Sirius XM Radio Inc.	85/915,418	MYSXM & Design
Sirius XM Radio Inc.	85/941,009	KRISHNA DAS YOGA RADIO & Design
Sirius XM Radio Inc.	86/121,682	SIRIUSXM AVIATION
Sirius XM Radio Inc.	86/217,416	SOUL TOWN & Design