

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM441673

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
U.S. Bank National Association		09/01/2017	Corporation:
RECEIVING PARTY DATA			
Name:	Sirius XM Radio Inc.		
Street Address:	1221 Avenue of the Americas		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10036		
Entity Type:	Corporation: DELAWARE		
PROPERTY NUMBERS Total: 95			
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:	2748047	THE POWER	
Registration Number:	2804490		
Registration Number:	2816802	OUTQ	
Registration Number:	2821513	BLUEGRASS JUNCTION	
TRADEMARK			

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Property Type	Number	Word Mark
Registration Number:	2875999	THE GROOVE
Registration Number:	2926537	THE LOFT
Registration Number:	3006291	NAVTRAFFIC
Registration Number:	3025580	FACTION
Registration Number:	3066419	ARTIST CONFIDENTIAL
Registration Number:	3071291	SIRIUS
Registration Number:	3080287	ENLIGHTEN
Registration Number:	3114505	SIRIUS
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:	3321032	VERGE
Registration Number:	3367177	BROADMINDED
Registration Number:	3387126	DRIVER2CREW CHATTER
Registration Number:	3394391	OPINIONATED WITH CHRIS DIMARCO
Registration Number:	3396737	MORNING BRIEFING
Registration Number:	3396739	PRESS POOL
Registration Number:	3419944	BASEBALL CONFIDENTIAL
Registration Number:	3645079	STRATUS
Registration Number:	3702127	TRAVEL LINK
Registration Number:	3721692	SIRIUS XM HIGHLIGHTS
Registration Number:	3785884	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:	3840032	THE SAVOY EXPRESS
Registration Number:	3845291	THE BLEND
Registration Number:	3863926	THE MORNING MASH UP
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

Property Type	Number	Word Mark
Registration Number:	3882411	CLASSIC REWIND
Registration Number:	3953979	SIRIUSXM 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:	4617857	SXM
Registration Number:	4617858	SXM
Registration Number:	4797591	MYSXM
Registration Number:	4797592	MY SXM
Registration Number:	4550385	KRISHNA DAS YOGA RADIO
Registration Number:	4583361	SIRIUSXM AVIATION
Registration Number:	4631565	SOUL TOWN
Registration Number:	3918073	IROUTE
Registration Number:	4295885	BROWSE BY VOICE

CORRESPONDENCE DATA**Fax Number:** 2127158100

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

Phone: 212715-9205**Email:** kltrademark@kramerlevin.com**Correspondent Name:** Erica D. Klein**Address Line 1:** 1177 Avenue of the Americas**Address Line 2:** Kramer Levin Naftalis & Frankel**Address Line 4:** New York, NEW YORK 10036

NAME OF SUBMITTER:	Erica D. Klein
SIGNATURE:	/Erica D. Klein/
DATE SIGNED:	09/01/2017

Total Attachments: 6

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**TERMINATION AND RELEASE OF SECURITY INTEREST
IN TRADEMARKS**

This **TERMINATION AND RELEASE OF SECURITY INTEREST IN TRADEMARKS** (“Release”), dated as of September 1, 2017 is made by U.S. BANK NATIONAL ASSOCIATION, as Notes Collateral Agent (“Notes Collateral Agent”) in favor of Sirius XM Radio Inc., a Delaware corporation, Sirius XM Connected Vehicle Services Inc., a Texas corporation, and the other Grantors (each individually a “Grantor”, and collectively, the “Grantors”) named in that certain Security Agreement dated as of April 10, 2014 (as amended, amended and restated, supplemented or otherwise modified from time to time, the “Security Agreement”) by and among the Grantors, the Notes Collateral Agent, and others party thereto.

WHEREAS, pursuant to the Security Agreement, each Grantor assigned, pledged and granted to the Notes Collateral Agent, its successors and assigns, for the benefit of the Secured Parties, a security interest in all of such Grantors’ right, title and interest in, to and under all Intellectual Property then owned or at any time thereafter acquired by such Grantor or in which such Grantor then had or at any time thereafter may have acquired any right, title or interest, as collateral security for the prompt and complete payment and performance when due (whether at the stated maturity, by acceleration or otherwise) of certain Secured Obligations.

WHEREAS, pursuant to the Security Agreement, Grantors executed and delivered to Notes Collateral Agent, for the benefit of the Secured Parties, the Trademark Security Agreement recorded with the United States Patent and Trademark Office (“USPTO”) on April 11, 2014 at Reel 5258 Frame 0378 (“Trademark Security Agreement”), in which each Grantor pledged and granted 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 of the Trademarks of such Grantor listed on Schedule I attached to the Trademark Security Agreement.

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Notes Collateral Agent, on behalf of the Secured Parties, and Grantors agree as follows:

SECTION 1. Defined Terms. All capitalized terms used herein but not otherwise defined herein have the meanings given to them in the Security Agreement or the Trademark Security Agreement.

SECTION 2. Termination and Release. Notes Collateral Agent, on behalf of the Secured Parties, hereby:

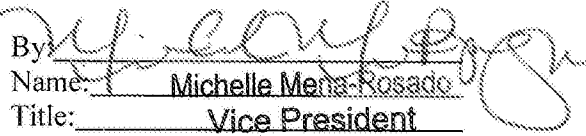
(a) terminates, cancels, discharges, and releases, and confirms its termination, cancellation, discharge, and release of, all liens on and security interests in and to all right, title and interest in, to, and under all Trademarks assigned, pledged and granted pursuant to the Security Agreement and/or the Trademark Security Agreement, including the Trademark registrations listed on Schedule A attached hereto;

(b) authorizes the recordation of this Release with the USPTO.

SECTION 3. Governing Law. This Release shall be governed by and construed in accordance with the provisions of Section 6.8 of the Security Agreement with respect to governing law, submission of jurisdiction, venue and waiver of jury trial, which such Section is incorporated herein by reference.


IN WITNESS WHEREOF, the Notes Collateral Agent, on behalf of the Secured Parties, has caused this Termination and Release of Security Interest in Trademarks to be duly executed as of the date first set forth above.

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

By: 
Name: Michelle Meng-Rosado
Title: Vice President

SCHEDULE A

Trademark 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.	2,816,802	OUTQ
Sirius XM Radio Inc.	2,821,513	BLUEGRASS JUNCTION
Sirius XM Radio Inc.	2,875,999	THE GROOVE
Sirius XM Radio Inc.	2,926,537	THE LOFT
Sirius XM Radio Inc.	3,006,291	NAVTRAFFIC
Sirius XM Radio Inc.	3,025,580	FACTION
Sirius XM Radio Inc.	3,066,419	ARTIST CONFIDENTIAL
Sirius XM Radio Inc.	3,071,291	SIRIUS
Sirius XM Radio Inc.	3,080,287	ENLIGHTEN
Sirius XM Radio Inc.	3,114,505	SIRIUS
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.	3,321,032	VERGE
Sirius XM Radio Inc.	3,367,177	BROADMINDED
Sirius XM Radio Inc.	3,387,126	DRIVER2CREW CHATTER

SCHEDULE A

(con't)

Owner	Reg. No.	Mark
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.	3,419,944	BASEBALL CONFIDENTIAL
Sirius XM Radio Inc.	3,645,079	STRATUS
Sirius XM Radio Inc.	3,702,127	TRAVEL LINK
Sirius XM Radio Inc.	3,721,692	SIRIUS XM HIGHLIGHTS
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.	3,840,032	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.	3,882,401	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
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

SCHEDULE A

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Owner	Reg. No.	Mark
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 Radio Inc.	4,617,857 (App. 85/413,762)	SXM
Sirius XM Radio Inc.	4,617,858 (App. 85/413,766)	SXM & DESIGN
Sirius XM Radio Inc.	4,797,591 (App. 85/915,417)	MYSXM
Sirius XM Radio Inc.	4,797,592 (App. 85/915,418)	MYSXM & Design
Sirius XM Radio Inc.	4,550,385 (App. 85/941,009)	KRISHNA DAS YOGA RADIO & Design
Sirius XM Radio Inc.	4,583,361 (App. 86/121,682)	SIRIUSXM AVIATION
Sirius XM Radio Inc.	4,631,565 (App. 86/217,416)	SOUL TOWN & Design
Sirius XM Connected Vehicle Services Inc.	3,918,073	IROUTE
Sirius XM Connected Vehicle Services Inc.	4,295,885	BROWSE BY VOICE