

PATENT ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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| SUBMISSION TYPE: | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | Termination and Release of Security Interest in Patent Rights |
| CONVEYING PARTY DATA | |
| Name | Execution Date |
| Morgan Stanley Senior Funding, Inc. | 08/27/2012 |
| 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 |
| PROPERTY NUMBERS Total: 15 | |
| Property Type | Number |
| Patent Number: | 5864579 |
| Patent Number: | 6223019 |
| Patent Number: | D576149 |
| Patent Number: | 5592471 |
| Patent Number: | 6892987 |
| Patent Number: | 5278863 |
| Patent Number: | 5319673 |
| Patent Number: | 5485485 |
| Patent Number: | 5794138 |
| Patent Number: | 6023616 |
| Patent Number: | 5745839 |
| Patent Number: | 5720039 |
| Patent Number: | 7251452 |
| Patent Number: | 7742750 |
| Patent Number: | 7995673 |

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CORRESPONDENCE DATA

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| ATTORNEY DOCKET NUMBER: | 016692/0052 |
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| NAME OF SUBMITTER: | Mindy M. Lok |
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| Total Attachments: 3 source=SiriusPRelease#page1.tif source=SiriusPRelease#page2.tif source=SiriusPRelease#page3.tif |
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**TERMINATION AND RELEASE OF SECURITY INTEREST
IN PATENT 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 Patents (as defined in the Security Agreement) listed on Schedule A hereto (the "Patent Collateral").

WHEREAS, the Security Agreement was recorded in the Patent Division of the United States Patent and Trademark Office on July 12, 2007 at Reel 19550 and Frame 157; and

WHEREAS, the Agent now desires to terminate and release the entirety of its security interest in the Patent Collateral.

NOW, THEREFORE, for good and valuable consideration including the satisfaction of all obligations, indebtedness and liabilities secured by the Patent 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 Patent Collateral, and any right, title or interest of the Agent in such Patent 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. KINN

Title:

VP

Schedule A

U.S. Patents and Patent Applications

| Title | Patent No./ Application No. |
|---|--|
| Digital radio satellite and terrestrial ubiquitous broadcasting system using spread spectrum modulation | 5,864,579 |
| Efficient High Latitude Service Area Satellite Mobile Broadcasting Systems | 6,223,019 |
| Headphones | D576,149 |
| Mobile Radio Receivers Using Time Diversity To Avoid Service Outages In Multichannel Broadcast Transmission Systems | 5,592,471 |
| Predicting, Bounding And Mitigating Satellite Attitude Disturbances Arising From Infrared Earth Sensors For Satellites In Inclined, Elliptical Orbits | 6,892,987 |
| Radio Frequency Broadcasting Systems And Methods Using Two Low-Cost Geosynchronous Satellites | 5,278,863 |
| Radio Frequency Broadcasting Systems And Methods Using Two Low-Cost Geosynchronous Satellites | 5,319,673 |
| Radio Frequency Broadcasting Systems And Methods Using Two Low-Cost Geosynchronous Satellites And Hemispherical Coverage Antennas | 5,485,485 |
| Satellite Broadcast System Receiver | 5,794,138 |
| Satellite Broadcast Receiver System | 6,023,616 |
| Satellite Multiple Access System With Distortion Cancellation And Compression Compensation | 5,745,839 |
| Satellite Multiple Access System With Distortion Cancellation And Compression Compensation | 5,720,039 |
| System And Method For Creating And Receiving Personalized Broadcasts | 7,251,452 |
| Systems And Methods For Antenna Diversity Combining For Satellite Radio Signals | 7,742,750 |
| Program And Data Alerts And Auxiliary Datastreams In A Multichannel Broadcast System | 7,995,673 |