

Listen to the Numbers

The world of audio entertainment has changed dramatically since SIRIUS and XM received their licenses in 1997.

Consumers today have a dizzying and ever-expanding array of options to choose from.

Now, XM and SIRIUS want to team up to offer a great new option. Each already provides over a hundred channels of music, talk and sports commercial-free. Together, XM and SIRIUS will offer more choices, including the best of both services. No one will need a new radio. No one will pay more for existing service, and some services will cost less.

That's why *USA Today* says, "SIRIUS and XM together makes sense for listeners." (2/23/07)

XM and SIRIUS: more choices, better prices.



237 Million

vehicles equipped with AM/FM radio



230 Million

personal computers that can access audio programming online



223 Million

weekly listeners to AM/FM radio



90 Million

iPods sold



14 Million

satellite radio subscribers



SIRIUS
SATELLITE RADIO

More Choices

when two innovators in audio entertainment team up

SIRIUS
SATELLITE RADIO

SIRIUS.com



XMradio.com

Even Better Together

The subject matter discussed in this communication will be addressed in a Joint Proxy Statement/Prospectus to be filed with the Securities and Exchange Commission. Stockholders are urged to read the Joint Proxy Statement/Prospectus regarding the proposed transaction when it becomes available, because it will contain important information. Stockholders will be able to obtain a free copy of the Joint Proxy Statement/Prospectus, as well as other filings containing information about SIRIUS and XM, without charge, at the Securities and Exchange Commission's Internet site (<http://www.sec.gov>). Copies of the Joint Proxy Statement/Prospectus and the Securities and Exchange Commission filings that will be incorporated may be obtained by directing a request to SIRIUS Satellite Radio Inc., 1221 Avenue of the Americas, New York, NY 10020, Attention: Investor Relations, or to XM Satellite Radio Holdings Inc., 1500 Eckington Place, NE Washington, DC 20002, Attention: Investor Relations. Information regarding SIRIUS' and XM's directors and executive officers and other participants in the proxy solicitation and a description of their direct and indirect interests, by security holdings or otherwise, will be available in the Joint Proxy Statement/Prospectus.