



The XM Customer Promise

An Open Letter from XM Satellite Radio

As you may have heard, XM and Sirius recently announced that they will merge to form the nation's premier audio entertainment service. This new company will be able to provide consumers with even better programming and more choices. This merger should be completed in late 2007. But between now and the merger date, we want to be sure that our 7.6 million customers, and anyone considering the purchase of XM Radio, know all the facts. This is our commitment to all of our customers – whether you are a current subscriber or plan to subscribe in the coming months.

Our Promise

-))) As long as you are an XM subscriber, your XM radio will continue to receive XM's great programming. And following the merger, we expect that these existing radios will be able to receive a mix of programming from both services to bring you even more choices.
-))) XM's programming, including Major League Baseball®, Oprah & Friends™, Bob Dylan, Opie & Anthony and commercial-free music channels, will not be interrupted by the merger. In the future, we will be able to offer the best of both companies' programming.
-))) As the #1 satellite radio service, XM is committed to providing the highest-quality audio entertainment and customer service available today. If you have any questions, please visit our website, xmradio.com, or call XM Listener Care at 1-800-XMRADIO (1-800-967-2346).

There has never been a better time to get an XM radio. Our car, home and portable radios are available at retail stores, online at xmradio.com, and as a factory-installed feature in many new cars and trucks. For special offers on XM, visit xmradio.com today.

We will continue to provide regular updates about the merger on xmradio.com. But rest assured that our commitment to our customers continues to be our #1 priority.

Sincerely,

Gary Parsons
Chairman
XM Satellite Radio

Hugh Panero
CEO
XM Satellite Radio

Nate Davis
President & COO
XM Satellite Radio

170 CHANNELS TO FIND WHAT TURNS YOU ON



Hardware and required \$12.95 monthly subscription sold separately. Other fees and taxes, including a one-time activation fee may apply. Subscription fee is consumer only. All fees and programming subject to change. Channels with frequent explicit language are indicated with an XL. Channel blocking is available for XM radio receivers by calling 1-800-XMRADIO. Subscriptions subject to Customer Agreement available at xmradio.com. Only available in the 48 contiguous United States. Hardware price and availability may vary by retailer. For a full listing of the XM commercial-free channels and advertising-supported channels, visit lineup.xmradio.com. Major League Baseball trademarks and copyrights are used with permission of Major League Baseball Properties, Inc. Visit the official website at MLB.com. ©2007 XM Satellite Radio Inc. All rights reserved. All other trademarks are the property of their respective owners.

The subject matter discussed in this advertisement 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.