

ROCK 'N' REWARD

UP TO \$100* BACK WITH RADIO PURCHASE & SUBSCRIPTION.

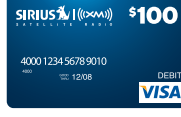


HOW TO GET YOUR ROCK 'N' REWARD VISA®:

Be a new subscriber, activate any SIRIUS or XM radio by 3/27/10, with an "Everything" or "Everything Plus The Best of" subscription, and be eligible for up to a \$100 SIRIUS | XM Rewards Visa® Prepaid Card. Available by phone order only and mention REWARDS VISA OFFER. Early cancellation fee for failure to maintain original Package or Plan.

FOLLOW THESE EASY STEPS:

1. Choose which programming package you want from the chart listed below.
2. Call our Listener Care Center to activate before March 27, 2010.
 - a. If you have an XM radio call: 1-800-XM RADIO (800-967-2346)
 - b. If you have a SIRIUS radio call: 1-888-539-SIRIUS (7474)
3. Let the Listener Care Representative know that you want to take advantage of this great offer by referencing the Reward Visa Offer.
4. The SIRIUS | XM Rewards Visa Prepaid Card will be mailed to you automatically from MetaBank™ once payment is made in full.
5. For your Visa Rewards card balance, text alerts and other card information please visit www.siriusxmrewards.com/prepaid.

Programming Package	Recurring Service Plan	Value of your SIRIUS XM Rewards Visa® Prepaid Card
SIRIUS or XM "Everything"	1 Year	
SIRIUS or XM "Everything Plus the Best of"		
SIRIUS or XM "Everything"	2 Years	
SIRIUS or XM "Everything Plus the Best of"		
SIRIUS or XM "Everything Plus the Best of"	2 Years	

For more information log onto www.siriusxmrewards.com.

* OFFER DETAILS: New SIRIUS or XM subscribers only. Activate a prepaid recurring 12-month or 24-month SIRIUS or XM "Everything" or SIRIUS or XM "Everything Plus The Best of" subscription plan between 1/31/10 and 3/27/10, at the standard monthly rate (\$12.95/mo for a SIRIUS or XM "Everything" Package or \$16.99/mo for "The Best of" Package) and be eligible for a SIRIUS|XM Rewards Visa Prepaid Card. Activation fee of \$15/SIRIUS or \$14.99/XM, and other fees and taxes will apply to your subscription. Early termination fee of \$75 applies for failure to maintain the full first term of the Package or Service Plan you choose at inception. Allow 4-6 weeks for fulfillment following payment in full. Limit one per household and per billing address on this offer. Available by phone order only. Ask for the REWARD VISA: Call XM at 1-800-XM RADIO (800-967-2346) or SIRIUS at 1-888-539-SIRIUS (7474). ADDITIONAL DETAILS: Service will automatically renew for additional periods of the same length as the Plan you choose, at the then current renewal rate unless you cancel. Hardware sold separately. Pricing and programming are subject to change. Check www.siriusxmrewards.com for the latest updates. This offer is not available on Carmax, Carmax.com, other automotive and commercial accounts. Subscriptions governed by, as applicable, SIRIUS Terms & Conditions available at SIRIUS.com or the XM Customer Agreement available at xmradio.com, except that the terms regarding an early termination fee for this promotion shall supersede. SIRIUS U.S. Satellite Service available only to those at least 18 years of age in the 48 contiguous USA, DC, and PR (with coverage limitations). (SIRIUS Internet Radio Service is available in all areas of PR). XM Radio U.S. Service available only to those at least 18 years of age in the 48 contiguous USA and DC. CARD DETAILS: Use your card everywhere Visa debit cards are accepted. Your SIRIUS|XM Rewards Visa Prepaid Card cannot be redeemed for cash at an ATM, is not refillable, returnable, or refundable. Use your card soon after activation because your card is subject to an Account Maintenance Fee, applied each month after six months, until the balance of the account is \$0.00. See your new SIRIUS|XM Rewards Visa Prepaid Card Cardholder Agreement for further details. This offer may be modified or terminated at any time. SIRIUS|XM Rewards Visa Prepaid Card is issued by MetaBank™ pursuant to a license from Visa U.S.A. Inc.