

Exhibit 1



INTERNATIONAL

TASNEEM CHIPTY Vice President

Ph.D. Economics,
Massachusetts Institute of
Technology

B.A. Mathematics and
Economics, with honors,
Wellesley College

Dr. Chipty is an expert in the area of industrial organization and econometrics. She has assisted numerous clients in the entertainment industry, including cable television operators, content providers, terrestrial and satellite radio companies, as well as sports leagues. She has designed and conducted numerous economic and econometric analyses in cases involving antitrust liability and damages. She has also provided expert consultation to businesses involved in licensing negotiations, rate setting hearings, and breach of contract matters. Dr. Chipty has extensive experience working with data, including company financials. She has published articles in scholarly journals, and is author of a nationally recognized article on vertical foreclosure in the cable television industry. She is also an experienced public speaker. Prior to joining CRA, Dr. Chipty served on the faculties of a number of different universities, where she taught courses in antitrust and regulation, industrial organization, and econometrics.

REPRESENTATIVE CONSULTING EXPERIENCE

Dr. Chipty has been a consultant with CRA International since 1999.

Antitrust Liability, Mergers, and Acquisitions

She has worked on a wide range set of cases involving class certification, antitrust liability, mergers and acquisitions, and damage analyses.

- Examined the effects of vertical integration between cable system operators and program service providers in the cable television industry to determine whether integrated program services tend to foreclose or exclude their rivals from distribution.
- Assisted a successful merger between two telecommunications equipment manufacturers, including submitting a report on behalf of the parties to the Department of Justice. With Dr. Stanely Besen and Dr. Andrew Dick.
- Submitted an expert report to the European Commission, DG Competition Bureau, on behalf of the European Liner Affairs Association, analyzing the impact of shipping conferences on carriers' ability to collude on prices. With Dr. Nils Von Hinten Reed and Professor Fiona Scott Morton.

- Assisted a generic drug manufacturer in its successful acquisition of the branded drug, including giving a presentation to the Federal Trade Commission explaining the likely effects of the deal. With Professor Steven C. Salop.
- Advised a National Football League team in an antitrust liability against a cable television operator, in a matter involving allegations of refusal to deal.
- Provided expert advice to a physician group with a financial interest in an ambulatory surgical center in a lawsuit involving allegations of collusion and monopolization.
- Developed an econometric approach to analyze patterns of discounting and led a team that analyzed the discounts observed in defendants' customer contracts, on behalf of plaintiffs in a case involving allegations of predatory bundling of mainframe software.

Damages

Dr. Chipty has also calculated damages in matters involving allegations of patent infringement, breach of contract, conspiracy, fraudulent advertising, and vertical foreclosure. Examples of her work in this area are described below:

- Provided expert advice to cable operator Media One, Inc. in a damage calculation for a matter involving fraudulent advertising.
- Designed an approach for damage calculations in a case involving alleged piracy of satellite cable program signals.
- Worked on behalf of Spanish Broadcasting Systems, Inc. to calculate damages in a radio antitrust matter involving allegations of vertical foreclosure.
- Calculated damages and provided written testimony to a software company in a breach of contract claim against the Department of Defense.

Intellectual Property and Innovation

Dr. Chipty has experience valuing intellectual property and structuring incentives for innovation. Examples of her work in this area are described below:

- Provided expert advice and calculations to a regional sports programming network in negotiations with a cable operator for an appropriate affiliate fee.
- Provided expert consultation to cable program service provider HBO, in order to assess reasonable fees for music performance rights, for use in both business negotiations as well as litigation.
- Provided business consultation to a satellite radio provider, in order to assess reasonable fees for music performance rights, for use in both business negotiations as well as litigation.

- Assisted a national sports league in assessing the ability of local economy to support a professional sports team, including the ability of the local media markets to generate the necessary revenues from sports coverage.
- Performed sales, profitability, and present value analyses to determine economic damages, including the calculation of lost profits, reasonable royalty, and prejudgement interest in a patent infringement case against a tobacco company.
- Provided litigation support for plaintiffs' in a civil RICO case against certain tobacco manufacturers and associations involving allegations of conspiracy to suppress information and to suppress innovation. Dr. Chipty led the CRA team on behalf of the Department of Justice in *U.S. v. Phillip Morris, et. al.*

Econometrics and Statistics

Dr. Chipty is an expert in the area of econometrics and has been successful at using econometric arguments to both construct affirmative arguments in litigation as well as criticizing the use of econometrics by opposing experts. Examples of Dr. Chipty's work in this area are described below:

- Developed and drafted a report on behalf of defendants in the *In Re: Monosodium Glutamate Litigation* in support of a defendants' motion to dismiss plaintiff's expert testimony based upon improper use of econometrics.
- Used advanced regression analysis to demonstrate that the pattern of prices and sales in the marketplace was consistent with dumping strategies on the part of foreign rivals, in a series of antidumping cases brought before the International Trade Commission involving cold rolled steel, corrosion resistant steel, and structural steel beams.
- Used advanced statistical techniques along with a large volume of administrative data, on behalf of United Parcel Service, to evaluate the Postal Service's expert testimony on variable costs.
- Led a team to collect data and develop an econometric model to analyze the impact of a proposed government sale of that metal on market price, on behalf of an international metal supplier.

ACADEMIC EXPERIENCE

Dr. Chipty has served on the faculties of a number of different universities where she conducted research on the strategic use of vertical integration for market foreclosure, the role of firm size in bilateral business negotiations, and the effects of regulations on firm behavior. She has taught graduate and undergraduate level courses in industrial organization, antitrust and regulation, microeconomic theory, as well as courses in econometrics and statistics. Dr. Chipty also supervised graduate and undergraduate student dissertations and served on a number of department and university committees.

Massachusetts Institute of Technology – Visiting Associate Professor of Economics, 2005

Brandeis University – Assistant Professor of Economics at Brandeis's Graduate School of International Economics and Finance, 1997-1999

Osaka University – Visiting Foreign Scholar, 1995

Ohio State University – Assistant Professor of Economics, 1993 - 1997

TriState Research Partnership

Researcher, 1997–1999. In this Department of Health and Human Resources funded collaboration that included the states of Massachusetts, Alabama, and Florida, Dr. Chipty worked with state governments to design research experiments, develop econometric models, and process large *administrative* databases, in an effort to understand the structure, administration, and impact of minimum standards regulations.

Selected Publications, Reports, and Presentations

Publications and Reports

"Vertical Integration, Market Foreclosure, and Consumer Welfare in the Cable Television Industry," *American Economic Review*, Vol. 91, No. 3, June 2001, pp. 428–453.

"The Role of Buyer Size in Bilateral Bargaining: A Study of the Cable Television Industry" (with Christopher Snyder), *Review of Economics and Statistics*, May 1999, 81(2): 326–340.

"Economic Effects of Quality Regulations in the Daycare Industry," *American Economic Review*, Vol. 85, No. 2, May 1995, pp. 419–424.

"Horizontal Integration for Bargaining Power: Evidence from the Cable Television Industry," *Journal of Economics and Management Strategy*, Vol. 4, No. 2, Summer 1995, pp. 375–397.

"A Marginal Cost Transfer Pricing Methodology," *Tax Notes*, Nov. 26, 1990 (with Ann Dryden Witte, Wellesley College and NBER).

The Journal of Economic Literature, June 1992, Vol. XXX, No. 2, Book Review of Frank Cowell, *Cheating the Government* (with Ann Dryden Witte, Wellesley College and NBER) (Cambridge, MIT Press, 1990).

"An Empirical Study of the Effects of Information Provision on Prices and Observable Quality in the Market for Child Care," (with Ann Dryden Witte).

"Antidumping and Countervailing Orders: A Study of the Market for Corrosion-Resistant Steel," (with Brian L. Palmer).

"Strategies of Auctioneers and the Value of Time in Outcry Auctions" (with Lucia Dunn and Stephen Cosslett).

"Firms' Responses to Minimum Standards Regulations: An Empirical Investigation" (with Ann Dryden Witte), NBER Working Paper # 6104.

"Effects of Information Provision in a Vertically Differentiated Market" (with Ann Dryden Witte), NBER Working Paper # 6493.

"Unintended Consequences? Welfare Reform and the Working Poor" (with Ann Dryden Witte, Magaly Queralt, and Harriet Griesinger), NBER Working Paper # 6798.

Presentations

Invited presentations the Federal Trade Commission and the Department of Justice.

Invited seminars at Rutgers University; Harvard University; UCLA; University of Florida; University of Michigan; University of Tennessee; and Wellesley College.

Conference presentations at the George Mason University Antitrust Symposium; the National Bureau of Economics Research; the Econometrics Society Meetings; University of Michigan's Conference on Telecommunications; Telecommunications Research Policy Conference; American Enterprise Institute's Conference on Telecommunications Policy.

REFEREE

American Economic Review

Economic Journal

Economic Inquiry

Journal of Business and Economic Statistics

Journal of Development Economics

Journal of Economic Education

Journal of Economics and Management Science

Journal of Industrial Economics

Journal of Labor Economics

Journal of Money Credit and Banking

Journal of Political Economy

Journal of Public Economics

Review of Economics and Statistics

National Science Foundation

MEMBERSHIPS

American Economic Association

American Bar Association

HONORS

National Science Foundation Fellowship, 1989–1992

Wellesley College Trustee Scholarship for graduate study, 1989

Phi Beta Kappa, 1988

Exhibit 2: Digital Audio Channels on DISH, DirecTV, and Comcast, By Tier of Service

DISH Service	Count of Sirius Channels
Total Sirius Channels on DISH	64
America's Top 60	0
America's Top 60 Plus	0
Dish Family	0
DishHD Bronze	0
DishLatino	0
DishLatino Plus	0
America's Top 120	59
America's Top 180	59
America's "Everything" Pak	59
DishLatino Dos	59
DishLatino Max	59
DishLatino "Everything" Pak	59
DishHD Gold	64
DishHD Platinum	64
DishHD Silver	64
DirecTV Service	Count of XM Channels
Total XM Channels on DirecTV	73
HD Package	0
Family Choice	2
Seleccion Extra	7
Total Choice	49
Seleccion Mas	56
Total Choice Plus	67
Total Choice Premier	67
DirecTV Titanium	70
Seleccion Premier	72
Seleccion Ultra	72
Comcast Service	Count of Music Choice Channels
Total Music Choice Channels on Comcast	47
Non-Digital Basic Cable Service	0
Digital Cable Service	46

Notes:

- 1) Sirius and XM offer fewer channels on DISH and DirecTV than they do on their satellite radio services. Reported channel counts were compiled by CRA and are based primarily upon a complete listing of Sirius and XM channels on DISH and DirecTV, obtained from the DISH website on 9/27/06 and 10/5/06, from allamericandish.com on 10/29/06 and from the DirecTV website as of 9/27/06, 9/29/06 and 10/5/06. See Appendices 1 and 2 for the actual listings.
- 2) Channel counts represent total music channels provided by each company, for each tier of service.
- 3) The Music Choice channel count is obtained from a sampling of Comcast Cable areas as of October 10, 2006. (See Exhibit 5 for details.)
- 4) The DISH HD channel counts come from a phone call with a DISH customer service representative on 9/29/06 and are corroborated by information from www.allamericandish.com, last visited on 10/29/06.

Sources:

<http://www.dishnetwork.com>; <http://www.directv.com>; <http://www.comcast.com>; www.allamericandish.com; and a telephone call with a DISH customer service representative on 9/29/06.

**THIS EXHIBIT CONTAINS
CONFIDENTIAL INFORMATION AND
THEREFORE WAS NOT INCLUDED.**

**THIS EXHIBIT CONTAINS
CONFIDENTIAL INFORMATION AND
THEREFORE WAS NOT INCLUDED.**

**THIS EXHIBIT CONTAINS
CONFIDENTIAL INFORMATION AND
THEREFORE WAS NOT INCLUDED.**

**THIS EXHIBIT CONTAINS
CONFIDENTIAL INFORMATION AND
THEREFORE WAS NOT INCLUDED.**

Exhibit 5 - Comcast Music Choice Channel Availability Across Comcast's Top 20 DMAs

Top 20 DMAs By Comcast Homes Passed	Number of Principal Communities Sampled	% of Comcast Homes Passed within DMA	Average Number of Music Choice Channels on Lowest Digital Tier		Change by Tier?
			Available	Unavailable	
1 Chicago, IL	3	51%	46		
2 Philadelphia, PA	5	53%	47		
3 San Francisco-Oakland-San Jose, CA	6	51%	45		
4 Boston, MA-Manchester, NH	7	51%	46		
5 Detroit, MI	3	55%	44		Yes
6 Washington, DC (Hagerstown, MD)	4	56%	46		
7 Miami-Fort Lauderdale, FL	2	81%	45		
8 Seattle-Tacoma, WA	1	62%	45		
9 Pittsburgh, PA	2	52%	47		
10 New York, NY	2	55%	46		
11 Atlanta, GA	2	80%	47		
12 Baltimore, MD	2	64%	46		
13 Los Angeles, CA	2	51%	46		
14 Sacramento-Stockton-Modesto, CA	1	54%	47		
15 Denver, CO	1	77%	47		
16 Hartford & New Haven, CT	4	56%	44		
17 West Palm Beach-Fort Pierce, FL	3	64%	Service Unavailable		Yes
18 Portland, OR	1	53%	40		
19 Minneapolis-St. Paul, MN	1	100%	46		
20 Harrisburg-Lancaster-Lebanon-York, PA	3	53%	47		Yes

Average Number of Music Choice Channels 46

Notes:

- 1) The Factbook City, State, and Zip Code fields were used to search the Comcast Website if the Principal Community and the geographic information listed matched each other. Otherwise, the US Postal Service main post office zipcode closest to the Principal Community was used to search the Comcast website.
- 2) Missing homes passed were calculated using the average basic cable penetration ratio across all Comcast DMAs.
- 3) "Average Number of Music Choice Channels on Lowest Digital Tier Available" is calculated as the weighted average of channels in the Principal Communities within the DMA. The weights are the numbers of homes passed in the principal communities.
- 4) "Average Music Choice Channel Count" is the weighted average of Music Choice channels across the DMAs. The weights are the homes passed sampled in the DMAs.
- 5) "Change by Tier" indicates whether the number of Music Choice channels offered varies by tier of service. Offerings vary by tier of service in three communities sampled: one in the Detroit, MI; one in Portland; and one in Harrisburg-Lancaster-Lebanon-York PA.
- 6) According to its website, Comcast does not offer services in Plymouth, MA, Beverly, MA was sampled instead.
- 7) In two communities of the Washington DC DMA and one community of the Pittsburgh, PA DMA, channels are not listed by tier of service; as such, their change of channel count by tier of service cannot be verified.
- 8) According to its website, Comcast does not offer services in York, PA, Chambersburg, PA was sampled instead.
- 9) A Comcast Customer Service Representative confirmed that channels 900-944 in Seattle, WA are Music Choice (phone call on October 10, 2006).
- 10) Factbook identifies West Palm Beach-Fort Pierce, FL as a Comcast area. However, information is unavailable on the Comcast website.

Sources:

<http://www.comcast.com>; www.usps.com; 2006 Television & Cable Factbook, Electronic Edition.

Exhibit 8: Annual Producer Price Indices for Cable Networks

	2003	2004	2005	2006	Change 2005-2006
PPI	100	101.4	104.3	106.2	1.83%

Notes:

1) The Annual Producer Price Indices ("PPIs") for 2003 to 2005 are from the Bureau of Labor Statistics ("BLS"). The 2006 PPI is calculated as the average of the monthly PPIs from January through September of 2006. I understand that the June through September 2006 PPIs are still preliminary and may be revised by the BLS.

2) The Cable Networks PPI is based on NAICS code 515210 and covers "establishments primarily engaged in operating studios and facilities for the broadcasting of programs on a subscription or fee basis. The broadcasting programming is typically narrowcast in nature (e.g. limited format, such as news, sports, education, or youth-oriented). These establishments produce programming in their own facilities or acquire programming from external sources. The programming material is usually delivered to a third party, such as cable systems or direct-to-home satellite systems, for transmission to viewers."

Sources:

Bureau of Labor Statistics Website - PPIs, <http://www.bls.gov/ppi/home.htm>, series ID: PCU515210515210; NAICS website at <http://www.census.gov/epcd/naics02/def/NDEF515.HTM>.

Appendix 1

Music Channel GUIDE

POP

- 6001 SIRIUS Hits
Top 40 Hits
- 6002 Starlite
Lite Pop
- 6003 SIRIUS Love
Love Songs
- 6004 Movin' Easy
Easy Listening
- 6005 SIRIUS Gold
The '50s
- 6006 '60s Vibrations
The '60s
- 6007 Totally '70s
The '70s
- 6008 Big '80s
The '80s
- 6009 The Pulse
The '90s & Now
- 6010 The Bridge
Mellow Rock
- 6011 BBC Radio 1
New Music From The U.K.
- 6012 Super Shuffle
SIRIUS Super Mix
- 6013 Elvis
All Elvis Presley

- 6031 Radio Margaritaville
Escape to Margaritaville
- 6032 Reggae Rhythms
Reggae

ROCK

- 6014 Classic Vinyl
Early Classic Rock
- 6015 Classic Rewind
Later Classic Rock
- 6016 The Vault
Deeper Classic Rock
- 6017 Jam On
Jam Bands
- 6018 The Spectrum
Adult Album Rock
- 6019 Buzzsaw
Classic Hard Rock
- 6020 Octane
Pure Hard Rock
- 6021 Alt Nation
Alternative Rock
- 6022 First Wave
Classic Alternative
- 6023 Hair Nation
'80s Hair Bands
- 6024 SIRIUS Disorder
Eclectic/Free Form
- 6025 Underground Garage
Little Steven's Underground Garage
- 6026 Left Of Center
Indie/College Rock
- 6027 Hard Attack
Heavy Metal
- 6028 Faction
Punk, Hip-Hop Hard Rock Mix
- 6030 The Coffee House
Acoustic Coffee House Music

ELECTRONIC/DANCE

- 6033 Area 33
Trance & Progressive House
- 6034 Boombox
Breakbeats/Old Skool
- 6035 Chill
Smooth Electronic
- 6036 The Beat
Dance Hits
- 6037 The Strobe
Disco/Classic Dance

HIP-HOP/R&B

- 6040 Hip-Hop Nation
Nonstop Hip-Hop 24/7
- 6043 Back Spin
Old Skool Rap
- 6045 Shade 45
Shady's Uncut Hip-Hop
- 6050 Hot Jamz
R&B/Hip-Hop Hits
- 6051 Heart & Soul
R&B Hits
- 6053 Soul Town
Classic Soul & Motown


COUNTRY

- 6060 New Country
Today's Country Hits
- 6061 Prime Country
'80s & '90s Country Hits
- 6062 The Roadhouse
Classic Country
- 6063 Outlaw Country
Outlaw Country
- 6065 Bluegrass
Bluegrass















CHRISTIAN

- 6066 Spirit
Christian Hits
- 6067 Revolution
Christian Rock
- 6068 Praise
Gospel

Appendix 1




(Music Channel GUIDE)

JAZZ/BLUES		CLASSICAL	
6070	 Planet Jazz Contemporary Jazz	6080	 Symphony Hall Symphonic & Chamber Music
6071	 Jazz Café Smooth Jazz	6085	 Classical Voices Classical Voice
6072	 Pure Jazz Classic Jazz	6086	 SIRIUS Pops Classical Pops
6073	 Spa 73 New Age	LATIN & INTERNATIONAL	
6074	 SIRIUS Blues Blues	6090	 Universo Latino Latin Pop Mix
STANDARDS		6092	 Rumbon Reggaeton/Tropical
6075	 Standard Time Standards/Swing	6098	 The Globe World Music
6077	 Broadway's Best Broadway Show Music	FAMILY & KIDS	
		6116	 Kids Stuff Kids Music

DishHOME Interactive TV


Channel 100



- View your bill
- Pay your bill
- Add programming
- Enjoy real-time interactive features


Online Customer Support Center

www.dishnetwork.com



- View your bill
- Pay your bill
- Add movie packages
- Get technical help

If you are billed for DISH Network services by a third-party provider, you may not have access to all features.



DIRECTV - XM Satellite Radio



Tune It In

Kickin' country. Smooth soul. Rock 'n' roll. With up to 73 XM Satellite Radio channels, including music, news, entertainment and even lifestyle audio programming there's something for everyone.

Channel Lineup



XM: Aguila, Channel 871

Welcome to the ranch! *Aguila* is a celebration of the many flavors of regional Mexican music...banda, norteno, grupo, mariachi, tejano, ranchera, and cumbia. *Aguila* El Orgullo Mexicano! Artists – Vicente "Chente" Fernandez, Joan Sebastian, Ramon Ayala, Jenni Rivera, Los Tigres del Norte, Los Tucanes de Tijuana

Coming up:

- Aguila
- Aguila
- Aguila



XM: America, Channel 808

America focuses on the history and the tradition of country music plus a blatant dose of patriotism and a sense of pride in what America stands for. *America* plays some newer music as well from traditional country stars and mixes in a lot of the history and stories behind the songs. Artists – Alabama, Merle Haggard, Willie Nelson, Loretta Lynn, Johnny Cash, Barbara Mandrell

Coming up:

- America
- America
- America



XM: Audio Visions, Channel 856

Audio Visions is a place of peace in a sometimes too-crazy world. It's a visit to a beautiful world where you are surrounded by nature, inspired by poetry, filled with joy, and soothed by dreamy, flowing, electronic, and acoustic music and voices. Artists – Enya, Brian Eno, Tangerine Dream, Kevin Braheny, Mark Isham, Suzzane Ciani

Coming up:

- Audio Visions
- Audio Visions
- Audio Visions



XM: Beyond Jazz, Channel 852

This is the world's only authentic modern jazz radio station. *Beyond Jazz* plays the greats of the jazz fusion era, the stars of

Coming up:

- Beyond Jazz

modern electric and acoustic jazz, the new jazz singers, the jazzy jambands, acid jazz, techno-jazz and whatever jazz has to offer in the future.

Artists – Pat Metheny, John Scofield, Herbie Hancock, Charlie Hunter, Weather Report, Joshua Redman

Beyond Jazz

Beyond Jazz



XM: Big Tracks, Channel 837

From mullets to air guitars, *Big Tracks* picks up where *Top Tracks* leaves off...these are the biggest classic rock hits from the mid 70s through the early 90s.

Artists – Journey, The Cars, REO Speedwagon, Bryan Adams, Boston, Tom Petty

Coming up:

Big Tracks

Big Tracks

Big Tracks



XM: Bluegrass Junction, Channel 812

Bluegrass Junction is the home of Steam Powered Radio, bringing you the earliest bluegrass recordings mixed in with the latest efforts from the next generation with deep respect for those who brought us to the dance.

Artists – Bill Monroe, Flatt & Scruggs, New Grass Revival, Seldom Scene, Ricky Skaggs, Alison Krauss & Union Station

Coming up:

Bluegrass Junction

Bluegrass Junction

Bluegrass Junction



XM: Bluesville, Channel 854

Bluesville is like a beginning course in art history. We play music of the forefathers and mothers from the 20s and 30s and we play the most contemporary blues acts of today, without forgetting all the great artists in between.

Artists – BB King, Buddy Guy, Stevie Ray Vaughn, Etta James, Muddy Waters, Robert Cray

Coming up:

Bluesville

Bluesville

Bluesville



XM: Boneyard - XL, Channel 830

This is the heyday of the 80s hard rock, the European hard rock bands, their American counterparts, 80s hair bands plus all the new tunes from those artists. Mix it all together with a slightly bent and irreverent attitude and you have Da' *Boneyard*.

Artists – AC/DC, Guns N' Roses, Ozzy Osbourne, Van Halen, Metallica, Bon Jovi

Coming up:

Boneyard - XL

Boneyard - XL

Boneyard - XL

XL – May include frequent explicit language. The DIRECTV System has a feature which allows restricted access to channels.



XM: BPM, Channel 859

BPM plays pure, mainstream dance music...the biggest remixes and club hits from all over America, plus some pop and

Coming up:

BPM

BPM

Top 40 crossovers. This is the music you hear in stadiums and arenas and at the hottest clubs coast to coast.
 Artists – Paul Van Dyk, Kristine W, Ian Van Dahl, Madonna, Daft Punk, Amber

BPM



XM: Caliente, Channel 872
 Your tropical taste is on *Caliente* with a great mix of salsa, merengue and bachata. Your Caribbean vacation is waiting for you...*Caliente Tu Sabor Del Caribe*.
 Artists – Marc Anthony, Gilberto Santa Rosa, El Gran Combo, Oscar D'Leon, Juan Luis Guerra, Monchy y Alexandra

Coming up:
 Caliente
 Caliente
 Caliente



XM: Caricia, Channel 875
 An affectionate excursion into classic romantic love songs. *Caricia* takes you back to the days when you fell in love for the first time.
 Artists – Julio Iglesias, Camilo Sesto, Jose Jose, Raphael, Dyango, Los Yonics

Coming up:
 Caricia
 Caricia
 Caricia



XM: Chrome, Channel 861
 Break out the bell bottoms and get ready for *Chrome*...nothing but the biggest disco hits from the late 70s plus some classic dance, funk and freestyle from the 80s. It's like walking right in to Studio 54!
 Artists – The Bee Gees, Donna Summer, KC & the Sunshine Band, Kool & the Gang, Diana Ross, the Village People

Coming up:
 Chrome
 Chrome
 Chrome



XM: Cinemagic, Channel 822
Cinemagic invites listeners to escape into the audio presentations of movies. Relive your favorite movies by listening to the music and some of the most memorable scenes from those films.
 Soundtracks – Star Wars, Lord of the Rings, Batman, Raiders of the Lost Ark, King Kong, Titanic

Coming up:
 Cinemagic
 Cinemagic
 Cinemagic



XM: Deep Tracks, Channel 840
 Forget everything you knew about classic rock. *Deep Tracks* goes deeper & madsh; playing the nuggets rarely heard on FM radio...the landmark songs, the lost gems and classic concerts from the 60s through the 70s. Plus, exclusive weekly shows with Bob Dylan, Tom Petty and the Grateful Dead.
 Artists – The Beatles, The Doors, Jethro Tull, The Grateful Dead, Yes, Jimi Hendrix

Coming up:
 Deep Tracks
 Deep Tracks
 Deep Tracks



XM: Enlighten, Channel 828
 Southern gospel's roots go back more than a

Coming up:

century with a rich history based on four-part harmony. *Enlighten* features family groups, trios, quartets and soloists from a wide range of Southern gospel artists. The church doors are always open on *Enlighten*. Artists – Ivan Parker, Gold City, Happy Goodmans, Gaither Vocal Band, McKameys, Greater Vision

Enlighten
Enlighten
Enlighten



XM: Escape, Channel 820

Escape plays instrumental arrangements of the great popular melodies from the past 60 years, along with an occasional vocal recording of a melody with a message. Artists – Andy Williams, The Carpenters, Chet Atkins, Ray Conniff, Percy Faith, Neil Diamond

Coming up:
Escape
Escape
Escape



XM: Ethel, Channel 834

Ethel is where new alternative rock lives...the biggest hits from the newest modern rock superstars mixed with 90s flashbacks. Artists – Foo Fighters, Coldplay, Weezer, Audioslave, My Chemical Romance, Blink 182

Coming up:
Ethel
Ethel
Ethel



XM: Fine Tuning, Channel 855

Fine Tuning plays the world's most interesting music. There's a method to the freeform nature at Fine Tuning. Some fans say we sound like their home music library. Others love the abstract and eclectic balance. You'll hear great players and superb melodies from around the genres and around the world done by key and programmed just for your taste. Artists – Philip Glass, The Chieftains, Mannheim Steamroller, Al DiMeola, Peter Gabriel, Kitaro

Coming up:
Fine Tuning
Fine Tuning
Fine Tuning



XM: Flight 26, Channel 818

Flight 26 plays a great mix of modern hits from the 90s and now. All the new music you love without the rap or teen music mixed with the best modern pop hits from the past fifteen years. Artists – Dave Matthews Band, Gwen Stefani, Goo Goo Dolls, Matchbox Twenty, Sheryl Crow, James Blunt

Coming up:
Flight 26
Flight 26
Flight 26



XM: Frank's Place, Channel 853

The Great American Songbook, *Frank's Place* celebrates the incomparable American song style under the leadership of radio personality Jonathan Schwartz. It provides an unmatched showcase for the music and lyrics that have earned these

Coming up:
Frank's Place
Frank's Place
Frank's Place

songs a special place in world of music.
Artists – Frank Sinatra, Ella Fitzgerald,
Tony Bennett, Nat King Cole, Rosemary
Clooney, Bing Crosby



XM: Fred, Channel 839

Fred is an audio history of alternative music. We take you from the early roots of Alternative, through the New Wave of the 80s into the early 90s...music long since banished from FM radio stations.
Artists – The Cure, Talking Heads, The Police, Psychedelic Furs, The Clash, The Smiths

Coming up:

- Fred
- Fred
- Fred



XM: Fuego, Channel 870

The home of Reggaeton is *Fuego* playing the hottest sounds in Latin music today...reggaeton, Latin hip hop and rap. Dembow is the beat and *Fuego* is the channel...*Fuego* Donde Vive El Reggaeton.
Artists – Daddy Yankee, Don Omar, Tego Calderon, Ivy Queen, Wisin y Yandel, Zion y Lennox

Coming up:

- Fuego
- Fuego
- Fuego



XM: High Voltage - XL, Channel 879

Beware ... this is radio like you've never heard it before. Irreverent, uncensored, so good you won't want to stop listening. Opie and Anthony in the morning with Ron and Fez in the afternoon.

Coming up:

- High Voltage - XL
- High Voltage - XL
- High Voltage - XL

XL – May include frequent explicit language. The DIRECTV System has a feature which allows restricted access to channels.



XM: Highway 16, Channel 814

Highway 16 is your home for Today's Top Country Hits featuring the latest from country music's biggest stars and hot new artists. You'll also hear in-depth, exclusive interviews with all of today's hit makers, including XM World Premieres of new album releases and intimate introductions to hot country newcomers!
Artists – Keith Urban, Martina McBride, Kenny Chesney, Rascal Flatts, Gretchen Wilson, Tim McGraw

Coming up:

- Highway 16
- Highway 16
- Highway 16



XM: Liquid Metal - XL, Channel 841

Liquid Metal is industrial-strength metal undiluted for the masses. Torturously hard and loud, *XMLM* delivers the juice painfully and without compromise.
Artists – Exodus, Slayer, Megadeth, Morbid Angel, Metallica, Sabbath

Coming up:

- XM Liquid Metal XL
- XM Liquid Metal XL
- XM Liquid Metal XL

XL – May include frequent explicit language. The DIRECTV System has a feature which allows restricted access to channels.



XM: Lucy, Channel 838

Lucy plays the biggest songs in the history of alternative music...over 25 years of songs that shaped a generation. You'll hear the biggest modern rock hits of today mixed with classics from the 80s and 90s. Artists – Pearl Jam, Nirvana, R.E.M., Red Hot Chili Peppers, Smashing Pumpkins, Depeche Mode

Coming up:

Lucy
Lucy
Lucy



XM: Luna, Channel 873

From Havana to Rio de Janeiro, from Santo Domingo to Buenos Aires, it's an intoxicating sound full of fire, passion, spirit and rhythm like no other. Artists – Chano Dominguez, Arturo O'Farrill, Mongo Santamaria, Cal Tjader, Chucho Valdes, Poncho Sanchez

Coming up:

Luna
Luna
Luna



XM: On Broadway, Channel 823

No matter where you live, *On Broadway* brings Broadway to you. You'll hear the best from Broadway, off-Broadway, national tours, London's West End and movie musicals, plus you'll hear directly from the people who create and appear in musicals and plays.

Shows – A Chorus Line, Phantom of the Opera, Wicked, Kiss Me Kate, Monty Python's Spamalot, My Fair Lady

Coming up:

On Broadway
On Broadway
On Broadway



XM: Radio Disney, Channel 867

This party rocks with the music that kids and tweens want to hear! The biggest new stars share center stage as pop music, novelty oldies and movie and television favorites are combined with hilarious interaction from kids coast to coast. Plus, fantasy prizes and amazing edutainment features!

Artists – Hilary Duff, Aly & AJ, Jesse McCartney, B5, Cheetah Girls

Coming up:

Radio Disney
Radio Disney
Radio Disney



XM: RAW - XL, Channel 846

Raw is real hip-hop, mixtape-style radio in its purest...nothing but uncut, uncensored hip-hop and lots of fresh music, plus exclusive weekly shows hosted by Ludacris, Paul Wall, Chamillionaire and Trick Daddy. If it's hot on the streets, it's on Raw.

Artists – Jay-Z, Busta Rhymes, Dem Franchize Boyz, Young Jeezy, Lil' Kim, Three 6 Mafia

Coming up:

Raw - XL
Raw - XL
Raw - XL

XL — May include frequent explicit language. The DIRECTV System has a feature which allows restricted access to channels.



XM: Real Jazz, Channel 850

Real Jazz plays swingin' straight-ahead jazz...everything from classic jazz, traditional New Orleans-style jazz, the women of jazz and live concerts from the Blue Note and Jazz at Lincoln Center. This is swingin' jazz true to its core and rooted in the deepest recesses of hard-core blues. Artists — Miles Davis, Duke Ellington, John Coltrane, Wynton Marsalis, Dave Brubeck, Billie Holiday

Coming up:

Real Jazz
Real Jazz
Real Jazz



XM: Soul Street, Channel 842

Soul Street is a celebration of the Motown, Stax and Atlantic record labels...vintage soul and classic R&B. From James Brown to Aretha Franklin, *Soul Street* plays all the great music from the 60s and early 70s. Artists — The Four Tops, The Supremes, Otis Redding, The Temptations, Wilson Pickett, Jackie Wilson

Coming up:

Soul Street
Soul Street
Soul Street



XM: Special X, Channel 848

Special X is traditional radio's worst nightmare...a collection of the most bizarre and often worst music ever recorded. So pathetic...it's brilliant. A clearly deranged channel, *Special X* will take any sane mind to new depths of artistic insanity. Artists — Ernie Kovacs, Andy Griffith, William Shatner, Spike Jones, Yazoo City High School Choir

Coming up:

Special X
Special X
Special X

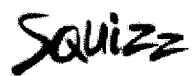


XM: Spirit, Channel 827

Glory is what gospel is all about...the glory of its inspirational message and the sheer glorious sound of the music. Let your heart soar with your favorite gospel recordings of all time on *Spirit*. Artists — Yolanda Adams, Kirk Franklin, Fred Hammond, Colorado Mass Choir, Angela Spivey

Coming up:

Spirit
Spirit
Spirit



XM: Squizz - XL, Channel 835

Squizz is new rock for the extreme generation...hard alternative in the post-grunge era fusing metal-rap-funk-world with aggressive, heavy guitars. You'll hear the pioneers of new rock right through today's emerging artists. Artists — Nine Inch Nails, Korn, System of a Down, Staind, Mudvayne, Rage Against the

Coming up:

Squizz - XL
Squizz - XL
Squizz - XL

Machine

XL – May include frequent explicit language. The DIRECTV System has a feature which allows restricted access to channels.

Suite 62**XM: Suite 62, Channel 843**

The big stars of R&B live in the Suite. *Suite 62* plays the latest R&B hits mixed with classic R&B ballads, slow jams and the smooth, polished sounds from the 80s and 90s.

Artists – Luther Vandross, Eric Benet, Babyface, Alicia Keys, Brian McKnight, Anita Baker

Coming up:

Suite 62
Suite 62
Suite 62

the 40s**XM: The 40s, Channel 801**

Take a ride on the Savoy Express for the biggest hit songs from the 40s including the big band recordings of the Swing Era and the greatest standards to come out during the first half of the 20th century. Plus, listen for coverage of the news and big events of this historical era.

Artists – Glenn Miller, Duke Ellington, Benny Goodman, Dinah Shore, Bing Crosby, Dorsey Brothers

Coming up:

40s On 4
40s On 4
40s On 4

the 50s**XM: The 50s, Channel 802**

Relive the roots of rock and roll's earliest days or follow the hit parade and the pre-rock sounds of Doo Wop, Rock-a-Billy, early R&B and the Swinging Sounds of the Las Vegas "Rat Pack" era. *The 50s* captures all the great American music.

Artists – Elvis Presley, Bill Haley & His Comets, the Coasters, Buddy Holly, Chuck Berry, Bobby Darin

Coming up:

50s On 5
50s On 5
50s On 5

the 60s**XM: The 60s, Channel 803**

The times they were a changin' and it caused a revolution in music. *The 60s* re-creates the decade. It's 60s pop culture revisited, including the surfin' tunes, R&B and "girl groups," the British invasion, the Woodstock era and Wolfman Jack every night!

Artists – the Beatles, the Rolling Stones, the Supremes, Simon and Garfunkel, Bob Dylan, Stevie Wonder

Coming up:

60s On 6
60s On 6
60s On 6

the 70s**XM: The 70s, Channel 804**

The 70s takes you back to the days of Watergate, bell bottoms and pet rocks. Your favorite AM radio stations were moving to FM and the music was wider than ever. *The 70s* captures it all from singer

Coming up:

70s On 7
70s On 7
70s On 7

songwriters and great classic rock to the best R&B, soul and disco, plus Casey Kasem's original American Top 40 countdowns every weekend.
 Artists – Elton John, Donna Summer, the Eagles, Chicago, the Bee Gees, Fleetwood Mac



XM: The 80s, Channel 805

The "Totally awesome" 80s 8 is like listening to one of the great Top 40 radio stations of the time, complete with great air personalities and those jingles you grew to love. *The 80s* covers it all...rock, rhythm and pop complete with the hair bands and everything that launched the MTV music generation and Casey Kasem's 80's countdowns every weekend.
 Artists – Michael Jackson, Madonna, Duran Duran, Whitney Houston, George Michael, Prince

Coming up:

- 80s On 8
- 80s On 8
- 80s On 8



XM: The 90s, Channel 806

The 90s covers all the "Gen X" hits. The channel is as diverse as the decade was and plays everything from grunge rock to boy bands plus everything in between.
 Artists – Mariah Carey, Green Day, Janet Jackson, Dave Matthews Band, Hootie & the Blowfish, Backstreet Boys

Coming up:

- 90s On 9
- 90s On 9
- 90s On 9



XM: The Blend, Channel 821

A great blend of music from the 70s through today...nothing too sleepy and never any rap or hard rock, *The Blend* plays the biggest superstars of pop music from the past 30 years...it's the musical soundtrack of your life.
 Artists – Rod Stewart, Billy Joel, Whitney Houston, John Mellencamp, Hall and Oates, Madonna

Coming up:

- The Blend
- The Blend
- The Blend



XM: The City, Channel 847

The City is the nation's premiere R&B channel that funnels the urban vibe into one City. You'll hear fresh, new hip-hop and R&B including mix shows, new music features and exclusive interviews with the artists who make the music.
 Artists – Kanye West, Mary J. Blige, Yung Joc, Keishia Cole, John Legend, Ciara

Coming up:

- The City
- The City
- The City



XM: The Groove, Channel 844

R&B is the international language of partying and *The Groove* goes back in the day every day with all the great R&B headliners from the mid 70s through the 80s. You'll hear a great mix of R&B, funk,

Coming up:

- The Groove
- The Groove
- The Groove

dance and party music along with some songs you forgot you knew.
 Artists — Kool & the Gang, Prince, Earth, Wind & Fire, Michael Jackson, Chaka Khan, the Gap Band



XM: The Heart, Channel 819

The Heart plays the biggest love songs and lite rock favorites from the 60s through today. This is the perfect place to relax, unwind and lose the stress.
 Artists — Elton John, Gloria Estefan, James Taylor, Phil Collins, Rod Stewart, Chicago

Coming up:

The Heart
 The Heart
 The Heart



XM: The Heat, Channel 825

The Heat is XM's home for hip hop, R&B and Top 40 crossovers. This is the music that's selling across America and burning up the charts.
 Artists — Pussycat Dolls, Black Eyed Peas, Chris Brown, 50 Cent, Shakira, Lil' Jon

Coming up:

The Heat
 The Heat
 The Heat



XM: The Joint, Channel 863

The Joint is where the past, present, and future of reggae music resides. You'll hear roots reggae, ska, rock steady, dancehall, dub on your daily trip to Jamaica.
 Artists — Bob Marley, Peter Tosh, Dennis Brown, Burning Spear, Gregory Isaacs, Damian Marley

Coming up:

The Joint
 The Joint
 The Joint



XM: The Loft, Channel 836

The Loft is an intelligent, eclectic mix of tunes by singer-songwriters who can craft a good lyric then put it across. It's a broad range of styles and subjects, but nothing so loud or so fast that it gets between you and the words. Just song after well-crafted song, including many you can't hear anywhere else.
 Artists — Jackson Browne, Joni Mitchell, Neil Young, Van Morrison, Norah Jones, Ryan Adams

Coming up:

The Loft
 The Loft
 The Loft



XM: The Message, Channel 826

It's music with a positive message. *The Message* plays a bright mix of Christian pop hits from the 80s through today...refreshing, sonically rich and family-friendly.
 Artists — Mercy Me, Amy Grant, Steven Curtis Chapman, Michael W. Smith, Natalie Grant, Jeremy Camp

Coming up:

The Message
 The Message
 The Message



XM: The Move, Channel 858

The Move is on the pulse of what's happening in clubland today. It's a

Coming up:

The Move

collection of active DJs and producers who travel the world and play dance music in every corner of the globe. You'll hear house, progressive, drum and bass, and downtempo/chill every Sunday.

Artists — Louie Vega, D: Fuse, David Morales, Kaskade, Derrick Carter, Mark Farina

The Move

The Move



XM: The Rhyme - XL, Channel 845

Fans of hip-hop culture unite! Snoop Dogg takes you on a journey through the first 25 years of hip-hop...everything from breakbeats to gangsta, Jazz rap to turntablism. Hear how the music progressed and changed through the years, and relive the decades that defined hip-hop for you. Artists — Run DMC, Sugar Hill Gang, LL Cool J, A Tribe Called Quest, Big Daddy Kane, Too Short

Coming up:

The Rhyme - XL

The Rhyme - XL

The Rhyme - XL

XL — May include frequent explicit language. The DIRECTV System has a feature which allows restricted access to channels.



XM: The System, Channel 860

Taking a trip into *The System* will blow your mind, expand your musical boundaries and create a listening experience that you will never forget. Trance, Breaks, Progressive...it's electronic dance music presented in a way that is uncompromising, pure, relentless, and international. Artists — Paul Oakenfold, Crystal Method, Prodigy, Chemical Brothers, Underworld, Faithless

Coming up:

The System

The System

The System



XM: The Torch, Channel 829

The Torch plays contemporary rock hits with a positive message. Plus, we mix in Christian rock favorites from the past 15 years. It's "Jesus Music" for the 21st century.

Artists — Disciple, Switchfoot, Project 86, Blindsight, Jars of Clay, Chemistry

Coming up:

The Torch

The Torch

The Torch



XM: The Village, Channel 813

From the ballads of early American songwriters to the contemporary masters of folk, *The Village* presents music of protest and political change and the voice of communities passed from generation to generation. You'll hear all the styles and feelings that make up the rich tapestry known as folk.

Artists — Bob Dylan, Judy Collins, Tom Paxton, Joan Baez, Tom Rush, Kingston Trio

Coming up:

The Village

The Village

The Village

XM: Top 20 on 20, Channel 816

Top 20 on 20 is the world's first fully interactive hit music experience playing just the songs you vote for! For what's hot right this second...just interact with 20 on 20...it's all that matters!

Artists – Kelly Clarkson, Justin Timberlake, Rihanna, Ne-Yo, Green Day, Pussycat Dolls

Coming up:

- 20 on 20
- 20 on 20
- 20 on 20



XM: Top Tracks, Channel 833

These are the killer cuts that rocked America during the 1960s and 70s. *Top Tracks* plays nothing but the biggest classic rock hits that shaped a generation.

Artists – Led Zeppelin, The Rolling Stones, Queen, Pink Floyd, Eric Clapton, The Who

Coming up:

- Top Tracks
- Top Tracks
- Top Tracks



XM: U-Pop, Channel 824

U-Pop plays the biggest hits on the planet. You'll hear today's hit music from England, France, Sweden, Ireland, Belgium and the rest of Europe mixed with J-Pop from Japan, Afro-pop and Latin American Hits.

Artists – Robbie Williams, Coldplay, Peter Gabriel, Brit Superstar, Chemical Brothers

Coming up:

- U-Pop
- U-Pop
- U-Pop



XM: US Country, Channel 809

US Country picks up where *America* leaves off. This channel celebrates the careers of the biggest country superstars that arrived in the late 80s and brought country music to the forefront of American culture. *US Country* has no DJs and very few interruptions...just great country music 24/7.

Artists – Alan Jackson, Trisha Yearwood, Vince Gill, Garth Brooks, Clint Black, Reba McEntire

Coming up:

- US Country
- US Country
- US Country



XM: Vibra, Channel 874

These are the biggest names and brightest stars in rock en espanol and musica alternativa...it's fast-paced, cutting edge Latin pop rock.

Artists – Fabulosos Cadillacs, Mana, Café Tacuba, Volumen Cero, Enanitos Verdes, Fito Paez

Coming up:

- Vibra
- Vibra
- Vibra



XM: Viva, Channel 876

Viva explores the contemporary side of Latin pop and ballads. Relax and feel empowered with the biggest superstars of Latin pop hits from the 90s and today.

Artists – Shakira, Ricky Martin, Luis Miguel,

Coming up:

- Viva
- Viva
- Viva

Laura Pausini, RBD, Luis Fonsi



XM: VOX, Channel 865

XM Vox presents the human voice across the range of over a century of recorded sound and 2000 years of music. We'll take you from the sung prayer of ancient chant to the spectacle of grand opera from the exaltation of cathedral choirs to the quiet melancholy of the solo singer.

Artists – Placido Domingo, Robert Shaw, Luciano Pavarotti, Renee Fleming, Tallis Scholars, Cecilia Bartoli

Coming up:

- VOX
- VOX
- VOX



XM: Watercolors, Channel 851

Cool, Contemporary Jazz instrumentals and hip vocals create a muted musical backdrop of sophistication on *Watercolors*. These groovy sounds expand the boundaries of smooth to not only seduce and relax but to engage and inspire.

Artists – Dave Koz, Diana Krall, George Benson, Chris Botti, Sade, George Duke

Coming up:

- Watercolors
- Watercolors
- Watercolors



XM: Willie's Place, Channel 811

Willie Nelson is the proprietor and executive producer of the honky tonk that never closes with cowboy coffee, cold beer and colas. There's a nickel jukebox and a cast of characters from the bartender to the yellow school bus that gets folks home safely.

Artists – Willie Nelson, Hank Williams, Ray Price, Marty Robbins, Loretta Lynn, Lefty Frizzell

Coming up:

- Willie's Place
- Willie's Place
- Willie's Place



XM: World Zone, Channel 862

Music has no borders. Neither does *World Zone*. Some of the most compelling music you've never heard is here. We scout it from sources around the globe...Ireland, Brazil, Pakistan, India, Cuba, Japan and Mexico. Listen for new features on popular music from different regions of the world, international soul, Caribbean rhythms and contemporary Folk Music.

Artists – Angelique Kidjo, Baaba Maal, Bebel Gilberto, Cesaria Evora, Frankie Negrón, Johnny Cleg & Savuka, Lila Downs

Coming up:

- World Zone
- World Zone
- World Zone



XM: X Country, Channel 810

Cross Country brings you a musical landscape that blends the genres of folk, rock, country and blues creating a sonic space that is something akin to the birth of rock and roll. You'll hear honky tonk, Western swing, folk rock, swamp rock and Southern boogie among other styles from

Coming up:

- X Country
- X Country
- X Country

the red-hot Americana music scene.
Artists — Dwight Yoakum, Lucinda Williams,
Steve Earle, John Prine, Pat Green, John
Hiatt



XM: XM Café, Channel 832

Growing up doesn't mean growing old but it does increase your enjoyment of more challenging rock artists. If your ear can discern the difference, come to the *XM Café*, where a mellow approach to modern adult alternative music lives.
Artists — Dave Matthews Band, Sheryl Crow, The Wallflowers, Elvis Costello, Bonnie Raitt, Jack Johnson

Coming up:

- XM Cafe
- XM Cafe
- XM Cafe



XM: XM Chill, Channel 857

XM Chill takes you on a voyage into the Chill zone...a place that pulses with exotic and cerebral music known as smooth electronica. A European phenomenon that is finally emerging in North America, *XM Chill* is beyond a channel...it's an experience in sound.
Artists — Moby, Eno, Thievery Corporation, Zero 7, Chemical Brothers, Air

Coming up:

- XM Chill
- XM Chill
- XM Chill



XM: XM Classics, Channel 864

All genres and all eras of classical music are offered in a style that mixes unassuming authority with genuine friendliness and enthusiasm. *XM Classics* strives to inform, entertain and inspire, believing without apology that music is one of the greatest gifts that humankind has bestowed upon itself.
Artists — Bach, Haydn, Mozart, Beethoven, Schubert, Brahms, Stravinsky

Coming up:

- XM Classics
- XM Classics
- XM Classics



XM: XM Hitlist, Channel 817

While *20 on 20* plays just the fresh, new music, *XM Hitlist* plays all of today's hit music plus the biggest pop, rock and rhythmic hits from the past ten years...nothing but hits on the *XM Hitlist*.
Artists — Black Eyed Peas, Three Doors Down, Destiny's Child, Nickelback, Pink, Usher

Coming up:

- XM Hitlist
- XM Hitlist
- XM Hitlist



XM: XM Kids, Channel 868

XM Kids reaches kids and families all over America with award-winning original content blended with a music mix of the most popular kid's movie and TV soundtracks and all the best children's recording artists. The sensibilities are family-friendly but the presentation style is always done with a wink and nod to Mom

Coming up:

- XM Kids
- XM Kids
- XM Kids

and Dad, who are always along for the ride!
Artists – The Wiggles, Sponge Bob
Squarepants, They Might be Giants, Tom
Chapin, Dan Zanes, Kids Movie/TV
Soundtracks



XM: XM Pops, Channel 866

XM Pops is classical music for everyone...the classical music you know, even if you don't think you know classical music. These are the biggest names in classical music history, and their best pieces of music.

Artists – Beethoven, Mozart, Dvorak, Vivaldi, Handel, Rachmaninov

Coming up:

- XM Pops
- XM Pops
- XM Pops



XM: XMU, Channel 831

XMU plays what's next...now! Imagine your favorite college radio station. Add a couple of satellites, national coverage and a litany of music that you will only discover...and that's *XMU*. It's indie pop, indie rock, electronic, down-tempo and underground hip-hop.

Artists – Aqueduct, Figurine, Death From Above 1979, Joy Zipper, The Decemberists, Styrofoam

Coming up:

- XMU
- XMU
- XMU

Appendix 3
List of Materials Reviewed

I. Sirius and XM Internal Documents

1. Memorandum of Agreement between EchoStar Satellite L.L.C. and Sirius Satellite Radio Inc., February 11, 2004
2. Letter Agreement between DirecTV, Inc. and XM Satellite Radio Inc., August 18, 2005
3. Sirius financials
4. XM financials
5. Sirius data on subscribers via Dish
6. XM Satellite Radio Annual Shareholders Meeting, May 26, 2006
7. Sirius Satellite Radio Customer Satisfaction Monitor, 2Q '06 Results, August 28, 2006
8. Sirius Satellite Radio Listener Study – Wave 2, June 2006
9. Sirius Satellite Radio 2005 Annual Report and Proxy Statement

II. 10-Ks and Other SEC Filings

1. XM 10-K, 2005
2. Sirius 10-K, 2005
3. EchoStar Communications Corporation 10-K, 1996 – 2005
4. DirecTV Group Inc. 10-K, 1999 – 2005
5. EchoStar Communications Corporation 10-Q, 2006
6. DirecTV Group Inc. 10-Q, 2006
7. Sirius 10-Q, 2006
8. Muzak 10-K, 2002, 2004, 2005
9. Microsoft Corporation 10-K, 1997 – 2006
10. Motorola Inc. 10-K, 1997 – 2005
11. Sony Corporation of America 10-K, 1997 – 2006
12. Warner Music Group Inc 10-K, 2005
13. EMI Music 10-K, 2001 – 2005
14. Adelphia Cable Communications 10-K, 1994 – 2005
15. Comcast Cable Communications 10-K, 1997 – 2005
16. Cox Communications 10-K, 1996 – 2005
17. Time Warner Cable 10-K, 1997, 2004, 2005

III. Analyst Reports

1. Morgan Stanley Analyst Reports
2. Bernstein Analyst Reports
3. Lehman Brother Analyst Reports

IV. Prior Testimony, Decisions, and Codes of Law

1. 17 U.S.C. Sec 112(e)(4)
2. 17 U.S.C. 801(b)(1)
3. Copyright Office 37 CFR Part 261, Docket No. 2000-9 CARP DTRA1&2, Determination of Reasonable Rates and Terms for the Digital Performance of Sound Recordings and Ephemeral Recordings, *Federal Register*, Volume 67, No. 130, July 8, 2002
4. ASCAP v. Showtime/The Movie Channel, No. 90-6034, United States Court of Appeals for the Second Circuit, 912 F. 2d 563, 1990
5. Copyright Office, "Determination of Reasonable Rates and Terms for the Digital Performance of Sound Recordings," Docket No. 96-5 CARP DSTRA, *Federal Register*, Vol. 63, Number 89, May 8, 1998
6. Copyright Office, "In re: Determination of Statutory License Terms and Rates for Certain Digital Subscription Transmissions of Sound Recordings," Docket No. 96-5 CARP DSTRA, Report of the Copyright Arbitration Royalty Panel
7. Copyright Office, "Notice and Recordkeeping for Subscription Digital Transmissions," Docket No. RM 96-3A, *Federal Register*, Volume 62, No. 121, June 24, 1997
8. United States, Music Choice v. Broadcast Music, Inc., No. 64 Civ. 3787 (LLS), 2001 U.S. Dist. LEXIS 10368 (S.D.N.Y. July 23, 2001)
9. United States, Music Choice v. Broadcast Music, Inc., Docket no 01-6138 (January 14, 2003)
10. United States, Music Choice v. Broadcast Music, Inc., No. 64 Civ. 3787 (LLS), (May 26, 2004)
11. United States, Music Choice v. Broadcast Music, Inc., Docket no 04-3444-CV (October 6, 2005)
12. Testimony of Adam B. Jaffe, in the matter of Digital Performance Right Sound Recordings and Ephemeral Recordings on behalf of Digital Media Association
13. Direct and Rebuttal Testimony of Erik Brynjolfsson, in the matter of Digital Performance Right Sound Recordings and Ephemeral Recordings, on behalf on SoundExchange
14. Testimony of Michael Pelcovits, in the matter of Digital Performance Right Sound Recordings and Ephemeral Recordings, on behalf of SoundExchange

15. Direct and Rebuttal Testimony of John R. Woodbury in re: Determination of Statutory License Terms and Rates for Certain Digital Subscription Transmissions of Sound Recordings on behalf of DCR and DMX
16. Direct and Rebuttal Testimony of John R. Woodbury in BMI rate setting proceeding on behalf of Music Choice
17. Direct and Rebuttal Testimony of E. Jane Murdoch and John R. Woodbury before CARP on reasonable license fees for digital performance right in sound recordings and ephemeral recordings of music performed on public radio websites on behalf on NPR/Corporation for Public Broadcasting

V. Interviews and Affidavits

1. Affidavit of Mr. Stephen Cook, Executive Vice President, Automotive (XM)
2. Affidavit of Mr. Douglas Kaplan, Senior Vice President for Business Affairs, Entertainment, and Sports (Sirius)
3. Interviews with Mr. Stephen Cook (XM) and Mr. Douglas Kaplan (Sirius)
4. Telephone call with a DISH customer service representative on 9/29/06
5. Telephone call with a Comcast customer service representative 10/10/06
6. Telephone call with a BLS representative, 10/19/06

VI. Publicly Available Data Sources

1. Bureau of Labor Statistics, Producer Price Index, Cable Networks
2. 2006 Television and Cable Factbook, Electronic Edition
3. NAICS Industry Codes

VII. Websites (visited in October, 2006)

1. <http://investor.sirius.com/releasedetail.cfm?ReleaseID=152259& Cat=& newsroom=>
2. http://www.xmradio.com/newsroom/print/pr_2005_11_15.html
3. <http://www.riaa.com/news/marketingdata/cost.asp>
4. http://www.allamericandish.com/dishhd_platinum.htm
5. <http://www.directv.com/DTVAPP/packProg/channelChart1.jsp?assetId=900041>
6. http://www.dmxmusic.com/dmx_profile.htm
7. <http://muzak.com/muzak.html>
8. <http://www.monster.com>
9. http://www.musicchoice.com/what_we_are/channel_descriptions.html

10. http://www.musicchoice.com/what_we_are/faqs.html
11. http://www.musicchoice.com/what_we_are/mobile.html
12. <http://www.united.com/press/detail/0,6862,53718-1,00.html>
13. <http://www.xmradio.com/bally/index.jsp>
14. http://www.radiomlc.com/ascap_faq.html
15. <http://www.radiomlc.com/faq.html> accessed
16. <http://www.timewarnercable.com/CustomerService/CLU/TWCCLUs.ashx?ChangeCLU=true>
17. <http://www.cox.com/gocox/digitalcable/musicchoice.asp>
18. <http://www.dishnetwork.com>
19. <http://www.directv.com>
20. <http://www.comcast.com>
21. <http://www.dmxmusic.com>
22. <http://www.allamericandish.com>
23. <http://www.usps.com>
24. http://www.dishnetwork.com/downloads/pdf/programming/sirius/Sirius_ChannelLinup.pdf
25. <http://www.directv.com/DTVAPP/packProg/channelChart2.jsp?assetId=1200006>
26. <http://www.bls.gov>
27. <http://www.census.gov/epcd/naics02/def/NDEF515.HTM>

10. Other Sources

1. Warner Music Group, 2005 Annual Report
2. *Market Share Reporter*, 2007, Volume 1, "Top Music Firms Worldwide, 2006"
3. "Satellite Radio Outlook," Kagan Publishing, 2005
4. Hoover's Company Record – Basic Record, Music Choice, August 22, 2006
5. Hoover's Company Record – Muzak, October 25, 2006
6. Hoover's Company Record – , DMX, October 25, 2006
7. Satellite News, "DirecTV Takes First Step Into Music Business with XM Deal," October 2, 2005
8. Market Wire, "Music Choice Tapped By MobiTV," November 2005
9. Market Wire, "Music Choice On-Demand Remains the Leading Video-on-Demand Music Service in the Country, Surpassing 400 Million Orders," August 2, 2006
10. Pacific Business News, July 11, 2003, "That Background Music Is a Big Business"

11. National Consumer Study, Fall 2004 and Spring 2005, Simmons Market Research Bureau

12. Dun's Market Identifiers, September 2006

13. Newspaper articles, e.g. in Associated Press, New York Times and Washington Post