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An Announcement That's Music to Your Ears!

DIRECTV and XM Satellite Radio have joined forces
to offer customers the best in audio channels

Dear DIRECTV Retailer:

DIRECTV and XM Satellite Radio have teamed up to supply DIRECTV customers with all of their audio-only channels. Starting November 15, 2005, all Music Choice audio channels will be replaced by XM Satellite Radio channels.

XM Satellite Radio will deliver DIRECTV customers more audio channels than ever before! Through XM Satellite radio, DIRECTV customers will receive more than 15 additional audio channels – that's a total of at least 50 audio channels! DIRECTV customers will get the best in XM programming, and gain access to such audio channels as *Top 20 on 20*, *X Country* and *XM Café*.

The XM audio channels will be transmitted from the 101 degree orbital slot, so there is no need for equipment swap outs or changes. Please refer to the enclosed channel lineup to see which XM audio channels will be included in each DIRECTV® programming package.

If you currently have the Music Choice logo present in your advertising, please be sure to replace it in favor of the XM Satellite Radio logo starting November 15, 2005; the XM Satellite Radio logo will be available on the Marketing Order Pages (MOP) at retailer.DIRECTV.com starting October 3, 2005. Updated brochures promoting XM Satellite Radio will be available towards the end of the year.

The number one satellite radio service is joining forces with the number one in satellite television entertainment! If you have any questions, please refer to the enclosed Frequently Asked Questions (FAQs), or contact your DIRECTV Area Sales Manager, distributor representative, or DIRECTV Retail Services at 1-800-323-1994, or via email at RetailServices@DIRECTV.com.

Best regards,
DIRECTV, Inc.

XM_1005

XM Satellite Radio Frequently Asked Questions

1. Why is DIRECTV going to be providing audio channels from XM Satellite Radio instead of Music Choice?

DIRECTV is pleased to be offering its customers XM Satellite Radio for its audio-only channels! This new alliance will bring over 15 additional audio channels to DIRECTV customers – that's a total of at least 50 audio channels!

2. Where can I find the new XM channel listing?

The XM audio stations are included in the DIRECTV® TOTAL CHOICE®, DIRECTV PARA TODOS®, and WorldDirect™ packages; a channel lineup showing which XM audio stations are included in which DIRECTV programming package is included with this announcement. The channel lineup is also posted on the retailer website. Customers who wish to download a copy of the channel lineup with XM audio stations can go to www.DIRECTV.com/xm. Starting September 29, 2005, customers may also tune to Channel 800 to view the new channel lineup.

3. Will customers need to reprogram their favorite audio channels?

To make this as convenient as possible for our customers, we have kept many similar audio genres on the same channels. However, since XM Satellite radio will be providing more audio channels than before, we recommend that if customers have Favorite Channel Lists they update their audio channels on this list.

4. Is there any way to block the uncensored radio stations?

Yes; using the DIRECTV® Receiver's Locks and Limits feature, the customer may block any of the uncensored or any other of the audio channels.

XM PACKAGING

Channel	Genre	XM Channel	TC	TC Plus	TC Premier	SELECCIÓN EXTRA	SELECCIÓN MÁS	SELECCIÓN ULTRA	SELECCIÓN PREMIER	International (WorldDirect)
801	Decades	The 40s	*	*	*		*	*	*	*
802	Decades	The 50s	*	*	*		*	*	*	*
803	Decades	The 60s	*	*	*		*	*	*	*
804	Decades	The 70s	*	*	*		*	*	*	*
805	Decades	The 80s	*	*	*		*	*	*	*
806	Decades	The 90s	*	*	*		*	*	*	*
808	Country	America	*	*	*		*	*	*	*
809	Country	Nashville!	*	*	*		*	*	*	*
810	Country	X Country	*	*	*		*	*	*	*
811	Country	Hank's Place	*	*	*		*	*	*	*
812	Country	Bluegrass Junction	*	*	*		*	*	*	*
813	Country	The Village	*	*	*		*	*	*	*
814	Country	Highway 16	*	*	*		*	*	*	*
816	Hits	Top 20 on 20	*	*	*		*	*	*	*
817	Hits	KISS	*	*	*		*	*	*	*
818	Hits	MDX	*	*	*		*	*	*	*
819	Hits	The Heart	*	*	*		*	*	*	*
820	Hits	Sunny	*	*	*		*	*	*	*
821	Hits	The Blend	*	*	*		*	*	*	*
822	Hits	Cinemagic	*	*	*		*	*	*	*
823	Hits	On Broadway	*	*	*		*	*	*	*
824	Hits	U-Pop	*	*	*		*	*	*	*
826	Hits	Eye	*	*	*		*	*	*	*
826	Christian	The Fish	*	*	*		*	*	*	*
827	Christian	Spirit	*	*	*		*	*	*	*
828	Christian	Enlighten	*	*	*		*	*	*	*
829	Rock	Deep Tracks	*	*	*		*	*	*	*
830	Rock	Boneyard - XL	*	*	*		*	*	*	*
831	Rock	XMU	*	*	*		*	*	*	*
832	Rock	XM Café	*	*	*		*	*	*	*
833	Rock	Top Tracks	*	*	*		*	*	*	*
834	Rock	Ethel	*	*	*		*	*	*	*
835	Rock	Squizz -XL	*	*	*		*	*	*	*
836	Rock	The Loft	*	*	*		*	*	*	*
837	Rock	XM Music Lab	*	*	*		*	*	*	*
838	Rock	Lucy	*	*	*		*	*	*	*
839	Rock	Fred	*	*	*		*	*	*	*
841	Urban	Soul Street	*	*	*		*	*	*	*
842	Urban	The Flow	*	*	*		*	*	*	*
843	Urban	Suite 82	*	*	*		*	*	*	*
844	Urban	The Groove	*	*	*		*	*	*	*
845	Urban	The Rhyme - XL	*	*	*		*	*	*	*
846	Urban	RAW - XL	*	*	*		*	*	*	*
847	Urban	The City	*	*	*		*	*	*	*
848	Novelty	Special X	*	*	*		*	*	*	*
850	Jazz & Blues	Real Jazz	*	*	*		*	*	*	*
851	Jazz & Blues	Watercolors	*	*	*		*	*	*	*
852	Jazz & Blues	Beyond Jazz	*	*	*		*	*	*	*
853	Jazz & Blues	Frank's Place	*	*	*		*	*	*	*
854	Jazz & Blues	Bluesville	*	*	*		*	*	*	*
855	Lifestyle	Fine Tuning	*	*	*		*	*	*	*
856	Lifestyle	Audio Visions	*	*	*		*	*	*	*
858	Dance	The Move	*	*	*		*	*	*	*
859	Dance	BPM	*	*	*		*	*	*	*
860	Dance	The System	*	*	*		*	*	*	*
861	Dance	Chrome	*	*	*		*	*	*	*
862	World	World Zone	*	*	*		*	*	*	*
863	World	The Joint	*	*	*		*	*	*	*
864	Classical	XM Classics	*	*	*		*	*	*	*
865	Classical	VOX	*	*	*		*	*	*	*
866	Classical	XM Pops	*	*	*		*	*	*	*
867	Kids	Radio Disney	*	*	*		*	*	*	*
868	Kids	XM Kids	*	*	*		*	*	*	*
870	Latino	Alegria	*	*	*		*	*	*	*
871	Latino	Agulla	*	*	*		*	*	*	*
872	Latino	Caliente	*	*	*		*	*	*	*
873	Latino	Luna	*	*	*		*	*	*	*
874	Latino	[Latin Programming]	*	*	*		*	*	*	*
875	Latino	[Latin Programming]	*	*	*		*	*	*	*
876	Latino	[Latin Programming]	*	*	*		*	*	*	*
878	Talk	MLB Home Plate™	*	*	*		*	*	*	*
879	Talk	High Voltage - XL	*	*	*		*	*	*	*
Total XM Satellite Audio Channels			50	67	67	7	57	72	72	80

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