SIRIUS | ((XM)) SATELLITE RADIO

$100

4000

5678 9010

DEBIT

VISA

TAKE ONE

HOW TO GET YOUR ROCK 'N' REWARD VISA®: Be a new subscriber, activate any SIRIUS or XM radio by 12/31/09, 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. Complete details at www.siriusxmrewards.com.

SIRIUS | ((XM)) SATELLITE RADIO

Follow these easy steps to start your SIRIUS|XM experience:

1. Choose which programming package you want from the list below.
2. Call our Listener Care Center to activate before December 31, 2009.
   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 the REWARDS VISA OFFER.
4. The SIRIUS | XM Rewards Visa Prepaid Card will be mailed to you automatically once payment is made in full.

*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 9/27/09 and 12/31/09, 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 cancellation 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. This offer redeemable only by telephone: 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 cannot be combined with any other offer, and 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 cancellation fee for this promotion shall supersede. **This offer and the SIRIUS | XM Radio U.S. service available only in the 48 contiguous United States and D.C. 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.

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