Sirius Radio Model
APPENDIX A

	($thousands)	2005A	1Q06A	2Q06A	3Q06E	4Q06E	2006E	2007E	2008E	2009E	2010E	2011E	2012E	2013E	2014E	2015E	2016E	2017E	2018E	2019E	2020E
1	**Income Statement**																				
2	Subscription revenue	233,635	117,991	136,020	154,239	170,664	578,914	985,585	1,408,028	1,814,196	2,186,681	2,524,042	2,835,599	3,126,481	3,401,117	3,660,793	3,904,603	4,129,868	4,337,020	4,530,234	4,711,423
3	Activation revenue	6,790	3,724	3,647	1,797	3,928	13,096	14,713	15,155	15,609	16,078	16,560	17,057	17,569	18,096	18,638	19,198	19,774	20,367	20,978	21,607
4	Effect of mail-in rebates	-16,810	-6,534	-2,031	-1,659	-13,074	-23,298	-23,997	-24,717	-25,458	-26,222	-27,008	-27,819	-28,653	-29,513	-30,398	-31,310	-32,250	-33,217	-34,214	-35,240
5	Subscriber revenue, net	223,615	115,181	137,636	154,378	161,518	568,713	976,302	1,398,467	1,804,347	2,176,537	2,513,594	2,824,837	3,115,397	3,389,699	3,649,033	3,892,490	4,117,392	4,324,170	4,516,998	4,697,790
6	Advertising revenue, net of agency fees	6,131	7,338	8,125	9,079	12,333	36,875	79,312	131,905	181,681	228,952	269,989	304,039	336,072	366,548	395,589	423,087	448,736	472,589	495,024	516,299
7	Equipment Revenue	12,271	3,692	3,096	2,123	6,959	15,870	16,346	16,837	17,342	17,862	18,398	18,950	19,518	20,104	20,707	21,328	21,968	22,627	23,306	24,005
8	Other revenue	228	453	1,221	1,233	1,246	4,153	4,277	4,406	4,538	4,674	4,814	4,959	5,107	5,261	5,418	5,581	5,748	5,921	6,098	6,281
9	**Total Revenue**	**242,245**	**126,664**	**150,078**	**166,813**	**182,056**	**625,610**	**1,076,237**	**1,551,613**	**2,007,907**	**2,428,024**	**2,806,795**	**3,152,784**	**3,476,094**	**3,781,611**	**4,070,747**	**4,342,486**	**4,593,844**	**4,825,267**	**5,041,426**	**5,244,375**
10	*% growth*	*262.3%*	*193 1%*	*187.5%*	*149.6%*	*127.6%*	*158 3%*	*72 0%*	*44.2%*	*29 4%*	*20.9%*	*15 6%*	*12 3%*	*10.3%*	*8 8%*	*7 6%*	*6.7%*	*5 8%*	*5 0%*	*4.5%*	*4.0%*
11	Sales and marketing (ex revenue share)	158,100	31,888	46,506	39,823	86,747	204,964	245,957	282,850	311,135	326,692	336,493	346,587	356,985	367,695	378,725	390,087	401,790	413,844	426,259	439,047
12	Revenue share (est.)	13,724	7,408	10,103	12,765	13,455	43,730	87,118	125,444	176,139	225,513	273,367	320,135	366,060	411,255	455,273	495,844	532,260	565,148	594,954	622,350
13	Total Sales and marketing	171,824	39,296	56,609	52,588	100,201	248,694	333,075	408,295	487,274	552,205	609,859	666,723	723,045	778,950	833,998	885,931	934,050	978,991	1,021,212	1,061,397
14	Customer service and billing	46,653	15,841	13,659	14,545	24,501	68,547	90,442	100,276	129,328	156,155	180,637	203,418	224,850	245,239	264,669	283,067	300,228	316,173	331,197	345,430
15	Cost of Equipment	11,827	3,465	3,467	2,123	6,959	16,014	16,346	16,837	17,342	17,862	18,398	18,950	19,518	20,104	20,707	21,328	21,968	22,627	23,306	24,005
16	Subscriber acquisition costs	349,641	109,144	108,663	81,790	154,925	454,523	436,006	400,026	350,618	325,685	354,993	385,588	417,855	451,400	484,798	511,482	533,557	555,824	576,650	598,269
17	Other programming & content (est)	59,845	22,189	23,990	25,789	27,723	99,690	119,628	137,572	151,329	162,679	170,813	179,354	188,321	197,738	207,624	218,006	228,906	240,351	252,369	264,987
18	Royalties (est.)	16,354	8,259	9,521	10,797	11,946	40,524	140,057	232,926	361,401	509,522	645,058	818,887	903,265	982,976	1,058,391	1,129,244	1,194,755	1,255,046	1,311,323	1,364,140
19	NASCAR (est.)	0	0	0	0	0	0	18,750	20,156	21,666	23,293	25,040	26,292	27,607	28,987	30,436	31,958	33,556	35,234	36,996	38,845
20	Howard Stern costs (est)	0	19,500	19,500	19,500	19,500	78,000	78,000	78,000	78,000	78,000	83,850	90,139	96,899	104,167	111,979	120,378	129,406	139,111	149,545	160,760
21	NFL costs (est.)	22,996	6,496	0	6,600	9,900	22,996	22,996	22,996	22,996	22,996	24,146	25,353	26,621	27,952	29,349	30,817	32,358	33,976	35,674	37,458
22	Total Programming and content	99,195	56,444	53,011	62,686	69,069	241,210	379,431	491,650	635,394	796,490	948,907	1,140,025	1,242,713	1,341,819	1,437,780	1,530,402	1,618,980	1,703,718	1,785,907	1,866,191
23	Satellite and transmission	27,856	7,301	17,686	7,484	7,671	40,141	30,682	31,603	32,551	33,528	34,533	35,569	36,636	37,736	38,868	40,034	41,235	42,472	43,746	45,058
24	General and administrative	59,831	19,144	21,653	22,736	23,872	87,405	104,886	115,375	121,143	124,778	128,521	132,377	136,348	140,438	144,652	148,991	153,461	158,065	162,807	167,691
25	Engineering, Design, and Development	42,925	12,679	12,775	13,094	13,422	51,970	59,766	65,742	69,029	71,100	73,233	75,430	77,693	80,024	82,425	84,897	87,444	90,068	92,770	95,553
26	**EBITDA**	**-567,507**	**-136,650**	**-137,445**	**-90,233**	**-218,565**	**-582,893**	**-374,397**	**-78,190**	**165,227**	**350,222**	**457,714**	**494,705**	**597,437**	**685,902**	**762,851**	**836,354**	**902,922**	**957,349**	**1,003,832**	**1,040,781**
27	Depreciation expense	98,555	24,933	25,738	26,060	26,751	103,482	109,771	114,117	131,374	145,259	149,631	154,539	166,871	171,811	176,899	182,140	187,539	193,100	198,829	204,730
28	Equity granted to third parties and employees	163,078	284,586	67,289	0	0	351,875	0	0	0	0	0	0	0	0	0	0	0	0	0	0
29	**Operating Income**	**-829,140**	**-446,169**	**-230,472**	**-116,293**	**-245,317**	**-1,038,251**	**-484,167**	**-192,307**	**33,853**	**204,964**	**307,883**	**340,166**	**430,565**	**514,091**	**585,952**	**654,214**	**715,383**	**764,249**	**805,003**	**836,051**
30	Debt restructuring	-6,214	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
32	Interest and Investment income	26,878	9,937	8,873	7,295	5,321	31,426	17,649	818	-9,979	-7,509	9,248	32,692	15,924	46,222	82,491	124,253	170,660	221,870	278,190	339,268
33	Income (expense) from affiliate	-6,938	-4,445	0	0	0	-4,445	0	0	0	0	0	0	0	0	0	0	0	0	0	0
34	Other income	89	10	9	9	9	37	37	37	37	37	37	37	37	37	37	37	37	37	37	37
35	Interest expense, net of amount capitalized	-45,361	-17,124	-15,660	-17,032	-17,032	-66,848	-68,127	-68,127	-68,127	-68,127	-68,127	-68,127	-68,127	-68,127	-68,127	-68,127	-68,127	-68,127	-68,127	-68,127
36	**Income before taxes**	**-860,686**	**-457,791**	**-237,250**	**-126,021**	**-257,018**	**-1,078,080**	**-534,508**	**-259,579**	**-44,216**	**129,364**	**249,041**	**304,768**	**378,399**	**492,223**	**600,353**	**710,377**	**817,953**	**918,029**	**1,015,103**	**1,107,229**
37	Taxes	-2,311	-753	-578	-578	-578	-2,487	-2,487	-2,487	-2,487	-2,487	-2,487	-2,487	-2,487	-2,487	-2,487	-2,487	-2,487	-2,487	-2,487	-442,892
38	**Net Income**	**-862,997**	**-458,544**	**-237,828**	**-126,599**	**-257,596**	**-1,080,567**	**-537,095**	**-262,066**	**-46,703**	**126,877**	**246,554**	**302,281**	**375,912**	**489,736**	**597,866**	**707,890**	**815,466**	**915,542**	**1,012,616**	**664,337**
43	**Cash Flow**																				
44	**EBITDA**	**-567,507**	**-136,650**	**-137,445**	**-90,233**	**-218,565**	**-582,893**	**-374,397**	**-78,190**	**165,227**	**350,222**	**457,714**	**494,705**	**597,437**	**685,902**	**762,851**	**836,354**	**902,922**	**957,349**	**1,003,832**	**1,040,781**
45	**Free Cash Flow**	**-268,376**	**-175,242**	**-84,973**	**-157,884**	**-72,721**	**-490,820**	**-336,621**	**-215,942**	**49,391**	**335,153**	**468,874**	**-335,356**	**605,961**	**725,387**	**835,229**	**928,148**	**1,024,201**	**1,126,390**	**1,221,563**	**878,019**
46	**Company Guidance**																				
47	Revenue	$225M					$615M	$1B			$3B										
48	Subscribers	3M					6.3M														
49	OEM Subscribers						to double														
50	Churn	1.5%					1.8%														
51	SAC	< $145					$110	down													
52	Capex						$110M														
53	Cash Flow from Operations minus Capex	($375M)				positive	($500M)	positive	positive		$1B										
54	EBITDA	($540M)					($565M)														
55	**Margins**																				
56	EBITDA	-234.3%	-107.9%	-91.6%	-54.1%	-120 1%	-93.2%	-34.8%	-5.0%	8.2%	14.4%	16.3%	15.7%	17 2%	18.1%	18 7%	19.3%	19 7%	19 8%	19 9%	19.8%
57	Free Cash Flow	-110 8%	-138 4%	-56 6%	-94.6%	-39 9%	-78.5%	-31.3%	-13.9%	2.5%	13.8%	16 7%	-10.6%	17 4%	19 2%	20.5%	21.4%	22 3%	23.3%	24 2%	16 7%
58	FCF Conversion	47.3%	128.2%	61.8%	175.0%	33.3%	84.2%	89.9%	276.2%	29.9%	95 7%	102.4%	-67 8%	101.4%	105.8%	109.5%	111.0%	113.4%	117.7%	121.7%	84.4%
59	Tax rate	0.3%	0.2%	0.2%	0.5%	0 2%	0 2%	0.5%	1 0%	5.6%	-1.9%	-1.0%	-0 8%	-0 7%	-0 5%	-0.4%	-0.4%	-0.3%	-0.3%	-0 2%	-40.0%
60	Capex % of revenue	20.6%	4 3%	14 8%	24 6%	22.6%	17.6%	5 6%	4.0%	3 2%	2 7%	2.4%	2.2%	2 1%	2 0%	1.9%	1 8%	1 8%	1.7%	1 7%	1 7%
61	**Credit Ratios**																				
62	Net debt & pref. / EBITDA	-0.4					-1.3	-2 9	-16.4	7 5	2 6	0.9	1 5	0.3	-0 8	-1.8	-2.8	-3 7	-4.7	-5.7	-6.3
63	EBITDA / Int. Exp.	-12 5	-				-8 7	-5.5	-1.1	2.4	5.1	6 7	7.3	8.8	10.1	11 2	12 3	13.3	14.1	14 7	15.3
64	**Free Cash Flow**																				
65	EBITDA	-567,507	-136,650	-137,445	-90,233	-218,565	-582,893	-374,397	-78,190	165,227	350,222	457,714	494,705	597,437	685,902	762,851	836,354	902,922	957,349	1,003,832	1,040,781
66	Capex	-49,888	-5,496	-22,284	-41,000	-41,220	-110,000	-60,000	-61,800	-63,654	-65,564	-67,531	-69,556	-71,643	-73,792	-76,006	-78,286	-80,635	-83,054	-85,546	-88,112
67	New satellites	0	0	0	0	0	0	0	-150,000	-110,000	0	0	-877,897	0	0	0	0	0	0	0	0
68	Cash taxes	-2,311	-753	-578	-578	-578	-2,487	-2,487	-2,487	-2,487	-2,487	-2,487	-2,487	-2,487	-2,487	-2,487	-2,487	-2,487	-2,487	-2,487	-442,892
69	Cash interest expense	-24,387	-26,819	-4,651	-16,270	-16,270	-64,010	-65,079	-65,079	-65,079	-65,079	-65,079	-65,079	-65,079	-65,079	-65,079	-65,079	-65,079	-65,079	-65,079	-65,079
70	Cash interest income	26,878	9,937	8,873	7,295	5,321	31,426	17,649	818	-9,979	-7,509	9,248	32,692	15,924	46,222	82,491	124,253	170,660	221,870	278,190	339,268
71	Cash preferred dividends	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
72	**FCF before WC change**	**-617,215**	**-159,781**	**-156,085**	**-140,786**	**-271,312**	**-727,964**	**-484,314**	**-356,738**	**-85,972**	**209,583**	**331,865**	**-487,622**	**474,151**	**590,766**	**701,770**	**814,755**	**925,382**	**1,028,600**	**1,128,911**	**783,966**
73	Working capital change	348,839	(15,461)	71,112	(17,098)	198,591	237,144	147,692	140,796	135,363	125,570	137,009	152,266	131,809	134,621	133,460	113,393	98,820	97,790	92,652	94,052
74	**Free Cash Flow**	**-268,376**	**-175,242**	**-84,973**	**-157,884**	**-72,721**	**-490,820**	**-336,621**	**-215,942**	**49,391**	**335,153**	**468,874**	**-335,356**	**605,961**	**725,387**	**835,229**	**928,148**	**1,024,201**	**1,126,390**	**1,221,563**	**878,019**
75	**Liquidity**																				
76	Line of credit	0	0	100,000	100,000	100,000	100,000	100,000	100,000	100,000	100,000	100,000	100,000	100,000	100,000	100,000	100,000	100,000	100,000	100,000	100,000
77	Line outstandings	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
78	**Line availability**	0	0	100,000	100,000	100,000	100,000	100,000	100,000	100,000	100,000	100,000	100,000	100,000	100,000	100,000	100,000	100,000	100,000	100,000	100,000
79	Restriction	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
80	**Net line availability**	0	0	100,000	100,000	100,000	100,000	100,000	100,000	100,000	100,000	100,000	100,000	100,000	100,000	100,000	100,000	100,000	100,000	100,000	100,000
81	Cash and restricted investments	986,872	823,546	691,903	534,019	461,298	461,298	124,677	-91,265	-41,874	293,279	762,153	426,797	1,032,758	1,758,144	2,593,374	3,521,522	4,545,723	5,672,113	6,993,676	7,771,695
82	**Liquidity**	**986,872**	**823,546**	**791,903**	**634,019**	**561,298**	**561,298**	**224,677**	**8,735**	**58,126**	**393,279**	**862,153**	**526,797**	**1,132,758**	**1,858,144**	**2,693,374**	**3,621,522**	**4,645,723**	**5,772,113**	**6,993,676**	**7,871,695**
137	**Balance Sheet**																				

FINAL

SX Trial Ex. 58

	($thousands)	2005A	1Q06A	2Q06A	3Q06E	4Q06E	2006E	2007E	2008E	2009E	2010E	2011E	2012E	2013E	2014E	2015E	2016E	2017E	2018E	2019E	2020E
138	**ASSETS**																				
139	Cash and cash equivalents	762,007	630,831	534,963	377,079	304,358	304,358	-32,263	-248,205	-198,814	136,339	605,213	269,857	875,818	1,601,204	2,436,434	3,364,582	4,388,783	5,515,173	6,736,736	7,614,755
140	Marketable securities	117,250	84,400	48,625	48,625	48,625	48,625	48,625	48,625	48,625	48,625	48,625	48,625	48,625	48,625	48,625	48,625	48,625	48,625	48,625	48,625
141	Accounts receivable	31,688	19,959	18,922	21,032	22,954	22,954	39,487	56,929	73,671	89,085	102,982	115,676	127,539	138,748	149,357	159,327	168,549	177,041	184,971	192,417
142	Inventory	14,256	15,454	25,110	18,900	35,800	35,800	34,342	31,508	27,616	25,653	27,961	30,371	32,912	35,554	38,185	40,287	42,025	43,779	45,420	47,122
143	Restricted investments, short-term	25,165	25,165	25,165	25,165	25,165	25,165	25,165	25,165	25,165	25,165	25,165	25,165	25,165	25,165	25,165	25,165	25,165	25,165	25,165	25,165
144	Prepaid expenses	18,248	37,016	52,776	47,182	73,536	73,536	88,269	99,171	112,124	126,431	142,938	161,740	175,162	188,369	201,281	213,343	224,587	235,358	245,682	255,782
145	Other current assets	42,834	45,600	43,597	38,976	60,746	60,746	72,917	81,923	92,623	104,442	118,078	133,610	144,697	155,607	166,273	176,237	185,526	194,424	202,952	211,296
146	**Total current assets**	1,011,448	858,425	749,158	576,959	571,184	571,184	276,542	95,116	181,010	555,739	1,070,962	785,044	1,429,918	2,193,273	3,065,319	4,027,566	5,083,261	6,239,565	7,489,550	8,395,163
147	Property and equipment, gross	1,206,002	1,209,056	1,222,757	1,255,198	1,287,631	1,287,631	1,338,618	1,541,048	1,703,914	1,757,550	1,812,778	1,957,435	2,015,376	2,075,061	2,136,541	2,199,872	2,265,108	2,332,306	2,401,526	2,472,827
148	Accumulated depreciation	-377,645	-402,578	-428,316	-454,376	-481,127	-481,127	-590,898	-705,015	-836,389	-981,648	-1,131,479	-495,911	-662,783	-834,594	-1,011,493	-1,193,633	-1,381,172	-1,574,272	-1,773,101	-1,977,831
149	Property and equipment, net	828,357	806,478	794,441	800,822	806,504	806,504	747,720	836,032	867,525	775,902	681,299	1,461,523	1,352,593	1,240,467	1,125,049	1,006,239	883,936	758,034	628,424	494,996
150	FCC license	83,654	83,654	83,654	83,654	83,654	83,654	83,654	83,654	83,654	83,654	83,654	83,654	83,654	83,654	83,654	83,654	83,654	83,654	83,654	83,654
151	Restricted investments	82,450	83,150	83,150	83,150	83,150	83,150	83,150	83,150	83,150	83,150	83,150	83,150	83,150	83,150	83,150	83,150	83,150	83,150	83,150	83,150
152	Deferred Financing Fees	16,303	15,693	14,908	14,908	14,908	14,908	14,908	14,908	14,908	14,908	14,908	14,908	14,908	14,908	14,908	14,908	14,908	14,908	14,908	14,908
153	Other long-term assets	63,150	60,704	86,085	93,891	101,925	101,925	107,927	114,286	122,063	130,979	140,271	149,949	160,641	171,737	183,252	195,196	207,584	220,429	233,744	247,544
154	**TOTAL ASSETS**	2,085,362	1,908,104	1,811,396	1,653,384	1,661,325	1,661,325	1,313,901	1,227,147	1,352,310	1,644,332	2,074,243	2,578,229	3,124,863	3,787,190	4,555,332	5,410,713	6,356,494	7,399,740	8,533,431	9,319,414
155																					
156	**LIABILITIES**																				
157	Accounts payable and accrued expenses	331,953	293,500	345,979	309,305	482,071	482,071	578,657	650,127	735,044	828,833	937,046	1,060,306	1,148,294	1,234,876	1,319,517	1,398,593	1,472,306	1,542,917	1,610,593	1,676,810
158	Accrued interest	23,546	13,083	24,703	24,703	24,703	24,703	24,703	24,703	24,703	24,703	24,703	24,703	24,703	24,703	24,703	24,703	24,703	24,703	24,703	24,703
161	Deferred revenue	251,468	285,186	310,830	315,113	390,640	390,640	466,425	550,965	621,753	679,846	741,023	804,888	872,244	942,266	1,011,984	1,067,684	1,113,764	1,160,246	1,203,719	1,248,845
162	**Total current liabilities**	606,967	591,769	681,512	649,121	897,415	897,415	1,069,784	1,225,795	1,381,500	1,533,383	1,702,773	1,889,897	2,045,242	2,201,845	2,356,204	2,490,980	2,610,773	2,727,865	2,839,015	2,950,358
165	9 5/8% Senior Unsecured Note due 2013	500,000	500,000	500,000	500,000	500,000	500,000	500,000	500,000	500,000	500,000	500,000	500,000	500,000	500,000	500,000	500,000	500,000	500,000	500,000	500,000
166	2 1/2% Convertible Notes due 2009	300,000	300,000	300,000	300,000	300,000	300,000	300,000	300,000	300,000	300,000	300,000	300,000	300,000	300,000	300,000	300,000	300,000	300,000	300,000	300,000
167	3 1/2% Convertible Notes due 2008	65,045	52,185	52,185	52,185	52,185	52,185	52,185	52,185	52,185	52,185	52,185	52,185	52,185	52,185	52,185	52,185	52,185	52,185	52,185	52,185
168	8 3/4% Convertible Sub Notes due 2009	1,744	1,744	1,744	1,744	1,744	1,744	1,744	1,744	1,744	1,744	1,744	1,744	1,744	1,744	1,744	1,744	1,744	1,744	1,744	1,744
169	3 1/4% Convertible Notes due 2011	230,000	230,000	230,000	230,000	230,000	230,000	230,000	230,000	230,000	230,000	230,000	230,000	230,000	230,000	230,000	230,000	230,000	230,000	230,000	230,000
172	Long-term debt	1,084,437	1,083,929	1,083,929	1,083,929	1,083,929	1,083,929	1,083,929	1,083,929	1,083,929	1,083,929	1,083,929	1,083,929	1,083,929	1,083,929	1,083,929	1,083,929	1,083,929	1,083,929	1,083,929	1,083,929
174	Deferred revenue	56,479	67,219	70,964	71,942	89,185	89,185	106,487	125,788	141,949	155,212	169,179	183,760	199,138	215,124	231,041	243,757	254,278	264,890	274,815	285,117
175	Other long-term liabilities	12,511	30,484	32,114	32,114	32,114	32,114	32,114	32,114	32,114	32,114	32,114	32,114	32,114	32,114	32,114	32,114	32,114	32,114	32,114	32,114
176	**TOTAL LIABILITIES**	1,760,394	1,773,401	1,868,519	1,837,106	2,102,643	2,102,643	2,292,314	2,467,626	2,639,492	2,804,638	2,987,995	3,189,700	3,360,422	3,533,012	3,703,288	3,850,780	3,981,094	4,108,798	4,229,872	4,351,519
180	Common Stock	1,346	1,402	1,405	1,405	1,405	1,405	1,405	1,405	1,405	1,405	1,405	1,405	1,405	1,405	1,405	1,405	1,405	1,405	1,405	1,405
181	Additional paid-in capital	3,079,169	3,320,698	3,366,697	3,366,697	3,366,697	3,366,697	3,366,697	3,366,697	3,366,697	3,366,697	3,366,697	3,366,697	3,366,697	3,366,697	3,366,697	3,366,697	3,366,697	3,366,697	3,366,697	3,366,697
182	Deferred compensation	-26,694	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
183	Accumulated (loss) income	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
184	Accumulated deficit	-2,728,853	-3,187,397	-3,425,225	-3,551,824	-3,809,420	-3,809,420	-4,346,515	-4,608,581	-4,655,285	-4,528,407	-4,281,854	-3,979,573	-3,603,661	-3,113,924	-2,516,058	-1,808,169	-992,702	-77,160	935,456	1,599,794
185	**TOTAL EQUITY**	324,968	134,703	-57,123	-183,722	-441,318	-441,318	-978,413	-1,240,479	-1,287,183	-1,160,305	-913,752	-611,471	-235,559	254,178	852,044	1,559,933	2,375,400	3,290,942	4,303,558	4,967,896
186	**TOTAL LIABILITIES & EQUITY**	2,085,362	1,908,104	1,811,396	1,653,384	1,661,325	1,661,325	1,313,901	1,227,147	1,352,310	1,644,332	2,074,243	2,578,229	3,124,863	3,787,190	4,555,332	5,410,713	6,356,494	7,399,740	8,533,431	9,319,414

Sirius Subscribers

		2005A	1Q06A	2Q06A	3Q06E	4Q06E	2006E	2007E	2008E	2009E	2010E	2011E	2012E	2013E	2014E	2015E	2016E	2017E	2018E	2019E	2020E
1	**Subscribers**																				
2	Beginning	1,143,258	3,316,560	4,077,747	4,678,207	5,119,207	3,316,560	6,326,307	9,373,562	12,204,152	14,674,758	16,724,493	18,466,841	19,954,050	21,237,246	22,348,592	23,291,706	24,073,683	24,673,276	25,149,749	25,503,603
3	Gross adds	2,519,297	960,610	830,571	711,220	1,549,252	4,051,653	4,856,707	5,589,897	6,102,448	6,478,276	6,855,569	7,229,529	7,606,334	7,977,626	8,318,334	8,520,559	8,629,418	8,727,723	8,791,011	8,854,932
4	Churned subs	-345,995	-199,423	-230,111	-270,221	-342,152	-1,041,907	-1,809,451	-2,739,308	-3,631,842	-4,428,541	-5,113,221	-5,742,320	-6,323,136	-6,866,282	-7,375,220	-7,738,582	-8,029,826	-8,251,250	-8,437,157	-8,581,715
5	**Ending subscribers**	**3,316,560**	**4,077,747**	**4,678,207**	**5,119,207**	**6,326,307**	**6,326,307**	**9,373,562**	**12,204,152**	**14,674,758**	**16,724,493**	**18,466,841**	**19,954,050**	**21,237,246**	**22,348,592**	**23,291,706**	**24,073,683**	**24,673,276**	**25,149,749**	**25,503,603**	**25,776,821**
6	*Avg subscribers*	*1,852,344*	*3,782,627*	*4,354,447*	*4,881,067*	*5,481,337*	*4,624,869*	*7,651,863*	*10,604,869*	*13,278,866*	*15,566,393*	*17,482,414*	*19,113,777*	*20,512,241*	*21,720,683*	*22,758,847*	*23,631,866*	*24,334,506*	*24,880,542*	*25,303,676*	*25,622,453*
7	*Subscriber growth - yoy*	*190 1%*	*181 5%*	*157 8%*	*135 5%*	*90 7%*	*90 7%*	*48 2%*	*30.2%*	*20 2%*	*14.0%*	*10.4%*	*8 1%*	*6.4%*	*5 2%*	*4.2%*	*3 4%*	*2.5%*	*1 9%*	*1.4%*	*1 1%*
8	**Net Adds**	**2,173,302**	**761,187**	**600,460**	**441,000**	**1,207,100**	**3,009,747**	**3,047,256**	**2,830,589**	**2,470,607**	**2,049,735**	**1,742,348**	**1,487,209**	**1,283,198**	**1,111,344**	**943,114**	**781,977**	**599,593**	**476,473**	**353,854**	**273,218**
9	*% growth - yoy*	*146 4%*	*149 2%*	*64 1%*	*22.7%*	*5.6%*	*38 5%*	*1.2%*	*-7 1%*	*-12 7%*	*-17 0%*	*-15 0%*	*-14 6%*	*-13 7%*	*-13.4%*	*-15 1%*	*-17 1%*	*-23 3%*	*-20.5%*	*-25 7%*	*-22 8%*
10	*% growth - seq*	*146 4%*	*-33.4%*	*-21 1%*	*-26 6%*	*173.7%*	*38 5%*	*1.2%*	*-7.1%*	*-12 7%*	*-17 0%*	*-15 0%*	*-14.6%*	*-13 7%*	*-13.4%*	*-15 1%*	*-17.1%*	*-23 3%*	*-20 5%*	*-25 7%*	*-22 8%*
11	**Gross Adds**																				
12	*% growth - yoy*	*155.4%*	*170.8%*	*92 0%*	*52 9%*	*22 3%*	*60 8%*	*19 9%*	*14 7%*	*9 6%*	*6.2%*	*5 8%*	*5 5%*	*5.2%*	*4 9%*	*4.3%*	*2 4%*	*1.3%*	*1.1%*	*0 7%*	*0 7%*
13	*% growth - seq*	*155 4%*	*-24 2%*	*-13 5%*	*-14 4%*	*117 8%*	*60 8%*	*19 9%*	*14 7%*	*9 6%*	*6 2%*	*5 8%*	*5 5%*	*5 2%*	*4 9%*	*4 3%*	*2 4%*	*1.3%*	*1 1%*	*0 7%*	*0 7%*
14	**Total Churn (calculated)**	**1.6%**	**1.8%**	**1.8%**	**1.8%**	**2.1%**	**1.9%**	**2.0%**	**2 2%**	**2.3%**	**2.4%**	**2.4%**	**2.5%**	**2.6%**	**2.6%**	**2.7%**	**2.7%**	**2.7%**	**2.8%**	**2 8%**	**2.6%**
15	**Total Churn (reported)**	**1.5%**	**1.8%**	**1.8%**																	
16	**Subscribers**																				
19	Retail and special markets	2,465,363	3,000,321	3,276,615	3,398,097	4,190,378	4,190,378	5,627,110	6,700,522	7,481,071	8,028,324	8,392,028	8,613,224	8,725,367	8,755,397	8,724,745	8,702,595	8,686,590	8,675,024	8,666,666	8,660,626
20	OEM	823,693	1,049,036	1,373,610	1,693,127	2,107,947	2,107,947	3,717,470	5,473,648	7,162,706	8,664,187	10,041,832	11,306,845	12,476,900	13,557,213	14,529,979	15,333,106	15,947,704	16,434,744	16,795,956	17,074,213
21	Hertz	27,504	28,390	27,982	27,982	27,982	27,982	28,982	29,982	30,982	31,982	32,982	33,982	34,982	35,982	36,982	37,982	38,982	39,982	40,982	41,982
23	Full-paying	762,809	897,104	982,423	1,049,437	1,265,261	1,265,261	1,827,845	2,318,789	2,714,830	3,010,409	3,231,697	3,392,189	3,504,148	3,575,775	3,610,215	3,611,052	3,577,625	3,520,965	3,442,986	3,350,987
24	Multi-year	2,188,930	2,891,313	3,087,617	3,378,676	4,175,362	4,175,362	6,186,551	8,054,740	9,685,341	11,038,165	12,188,115	13,169,673	14,016,584	14,750,071	15,372,526	15,888,631	16,284,362	16,598,834	16,832,378	17,012,702
25	Family Plan (est)	364,822	489,330	608,167	691,093	885,683	885,683	1,359,167	1,830,623	2,274,588	2,675,919	3,047,029	3,392,189	3,716,518	4,022,747	4,308,966	4,574,000	4,811,289	5,029,950	5,228,239	5,413,132
26	**Sub Share**																				
29	Retail and special markets	74 3%	73 6%	70 0%	66 4%	66 2%	66.2%	60 0%	54.9%	51 0%	48.0%	45.4%	43 2%	41.1%	39 2%	37.5%	36 1%	35.2%	34 5%	34 0%	33 6%
30	OEM	24 8%	25 7%	29 4%	33.1%	33 3%	33.3%	39 7%	44 9%	48 8%	51.8%	54.4%	56 7%	58.8%	60 7%	62.4%	63 7%	64.6%	65 3%	65.9%	66 2%
31	Hertz	0 8%	0 7%	0 6%	0 5%	0 4%	0 4%	0 3%	0 2%	0 2%	0.2%	0.2%	0 2%	0.2%	0 2%	0.2%	0 2%	0.2%	0 2%	0 2%	0 2%
33	Full-paying	23 0%	22 0%	21 0%	20.5%	20.0%	20 0%	19.5%	19 0%	18.5%	18 0%	17 5%	17.0%	16 5%	16.0%	15 5%	15.0%	14 5%	14.0%	13 5%	13.0%
34	Multi-year	66 0%	66 0%	66 0%	66.0%	66.0%	66 0%	66.0%	66 0%	66 0%	66 0%	66 0%	66.0%	66 0%	66.0%	66 0%	66.0%	66 0%	66.0%	66 0%	66 0%
35	Family Plan	11 0%	12 0%	13 0%	13 5%	14 0%	14.0%	14 5%	15.0%	15 5%	16 0%	16.5%	17 0%	17.5%	18 0%	18.5%	19 0%	19.5%	20.0%	20 5%	21 0%
36	**Net Adds**																				
37	Retail share (NPD)	55%	64%	57%																	
38	Retail share (actual)	47%	64%	62%																	
41	Retail and special markets	1,554,108	534,958	276,294	121,482	792,281	1,725,015	1,436,732	1,073,412	780,549	547,253	363,704	221,196	112,143	30,030	-30,652	-22,150	-16,006	-11,566	-8,358	-6,040
42	OEM	620,224	225,343	324,574	319,517	414,819	1,284,254	1,609,523	1,756,178	1,689,058	1,501,482	1,377,644	1,265,013	1,170,055	1,080,314	972,766	803,126	614,599	487,039	361,212	278,257
43	Hertz	-1,030	886	-408	0	0	478	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000
45	**Net Add Share**																				
48	Retail and special markets	71.5%	70 3%	46.0%	27 5%	65 6%	57.3%	47 1%	37 9%	31 6%	26 7%	20 9%	14 9%	8.7%	2 7%	-3.3%	-2 8%	-2.7%	-2 4%	-2.4%	-2 2%
49	OEM	28 5%	29.6%	54 1%	72.5%	34 4%	42 7%	52.8%	62 0%	68.4%	73 3%	79 1%	85.1%	91 2%	97.2%	103 1%	102.7%	102 5%	102 2%	102 1%	101.8%
50	Hertz	0 0%	0.1%	-0 1%	0.0%	0 0%	0 0%	0.0%	0 0%	0 0%	0 0%	0 1%	0.1%	0.1%	0.1%	0 1%	0 1%	0 2%	0 2%	0 3%	0 4%
52	**Retail Subscribers**																				
53	Beginning	911,255	2,465,363	3,000,321	3,276,615	3,398,097	2,465,363	4,190,378	5,627,110	6,700,522	7,481,071	8,028,324	8,392,028	8,613,224	8,725,367	8,755,397	8,724,745	8,702,595	8,686,590	8,675,024	8,666,666
54	Gross adds (est.)	1,828,939	679,436	436,888	299,550	982,048	2,397,922	2,397,922	2,397,922	2,397,922	2,397,922	2,397,922	2,397,922	2,397,922	2,397,922	2,397,922	2,397,922	2,397,922	2,397,922	2,397,922	2,397,922
55	Churned subs (est)	-274,831	-144,478	-160,594	-178,068	-189,767	-672,907	-961,190	-1,324,511	-1,617,374	-1,850,669	-2,034,219	-2,176,726	-2,285,779	-2,367,892	-2,428,574	-2,420,072	-2,413,928	-2,409,488	-2,406,280	-2,403,962
56	**Ending subscribers**	**2,465,363**	**3,000,321**	**3,276,615**	**3,398,097**	**4,190,378**	**4,190,378**	**5,627,110**	**6,700,522**	**7,481,071**	**8,028,324**	**8,392,028**	**8,613,224**	**8,725,367**	**8,755,397**	**8,724,745**	**8,702,595**	**8,686,590**	**8,675,024**	**8,666,666**	**8,660,626**
57	*Avg. subscribers*	*1,380,813*	*2,796,022*	*3,121,600*	*3,326,339*	*3,634,174*	*3,219,284*	*4,784,885*	*6,058,701*	*7,006,068*	*7,688,888*	*8,157,332*	*8,459,840*	*8,634,186*	*8,711,410*	*8,716,592*	*8,694,969*	*8,680,690*	*8,670,014*	*8,662,970*	*8,657,845*
58	**Net adds**	**1,554,108**	**534,958**	**276,294**	**121,482**	**792,281**	**1,725,015**	**1,436,732**	**1,073,412**	**780,549**	**547,253**	**363,704**	**221,196**	**112,143**	**30,030**	**(30,652)**	**(22,150)**	**(16,006)**	**(11,566)**	**(8,358)**	**(6,040)**
59	*% growth - yoy*	*123.3%*	*169 4%*	*12 8%*	*-42 1%*	*-12 0%*	*11.0%*	*-16 7%*	*-25.3%*	*-27 3%*	*-29 9%*	*-33.5%*	*-39 2%*	*-49.3%*	*-73 2%*	*-202 1%*	*-27 7%*	*-27 7%*	*-27 7%*	*-27 7%*	*-27 7%*
60	*% growth - seq*	*123.3%*	*-40 6%*	*-48 4%*	*-56 0%*	*552 2%*	*11.0%*	*-16 7%*	*-25.3%*	*-27 3%*	*-29 9%*	*-33.5%*	*-39 2%*	*-49.3%*	*-73 2%*	*-202 1%*	*-27 7%*	*-27 7%*	*-27 7%*	*-27 7%*	*-27.7%*
61	**Gross Add Growth**																				
62	*% growth - yoy*	*130.4%*	*177.6%*	*44 3%*	*0.0%*	*0.0%*	*31.1%*	*0 0%*	*0 0%*	*0 0%*	*0.0%*	*0 0%*	*0.0%*	*0 0%*	*0 0%*	*0.0%*	*0 0%*	*0.0%*	*0 0%*	*0.0%*	*0 0%*
63	*% growth - seq*	*130.4%*	*-30.8%*	*-35.7%*	*-31.4%*	*227 8%*	*31.1%*	*252 9%*	*448 9%*	*700 5%*	*144 2%*	*0 0%*	*0 0%*	*0.0%*	*0 0%*	*0.0%*	*0 0%*	*0.0%*	*0 0%*	*0.0%*	*0 0%*
64	**Retail Churn (est.)**	**1.7%**	**1.7%**	**1.7%**	**1.8%**	**1.9%**	**1.7%**	**1.9%**	**2.0%**	**2.0%**	**2.1%**	**2.1%**	**2.2%**	**2.2%**	**2.3%**	**2.3%**	**2.3%**	**2.3%**	**2.3%**	**2.3%**	**2.3%**
65	**OEM Subscribers**																				
66	Beginning	203,469	823,693	1,049,036	1,373,610	1,693,127	823,693	2,107,947	3,717,470	5,473,648	7,162,706	8,664,187	10,041,832	11,306,845	12,476,900	13,557,213	14,529,979	15,333,106	15,947,704	16,434,744	16,795,956
67	Gross adds (est)	691,388	280,288	394,091	411,670	567,204	1,653,253	2,457,785	3,170,975	3,703,526	4,079,354	4,456,647	4,830,607	5,207,412	5,578,704	5,919,412	6,121,636	6,230,496	6,328,801	6,392,089	6,456,010
68	Promo churn (est)	-61,946	-44,381	-53,536	-69,520	-122,265	-269,702	-743,964	-1,118,292	-1,458,648	-1,722,140	-1,917,296	-2,116,907	-2,318,691	-2,525,595	-2,733,565	-2,930,109	-3,060,818	-3,146,401	-3,227,669	-3,291,926
69	Churned subs (est.)	-9,218	-10,564	-15,981	-22,633	-30,120	-79,298	-104,298	-296,505	-555,820	-855,733	-1,161,706	-1,448,687	-1,718,665	-1,972,795	-2,213,081	-2,388,401	-2,555,079	-2,695,361	-2,803,189	-2,885,827
70	**Ending subscribers**	**823,693**	**1,049,036**	**1,373,610**	**1,693,127**	**2,107,947**	**2,107,947**	**3,717,470**	**5,473,648**	**7,162,706**	**8,664,187**	**10,041,832**	**11,306,845**	**12,476,900**	**13,557,213**	**14,529,979**	**15,333,106**	**15,947,704**	**16,434,744**	**16,795,956**	**17,074,213**
71	*Avg subscribers*		*958,012*	*1,204,813*	*1,527,847*	*1,820,361*	*1,377,758*	*2,839,214*	*4,517,188*	*6,242,680*	*7,846,290*	*9,292,810*	*10,620,624*	*11,843,713*	*12,973,909*	*14,005,871*	*14,899,498*	*15,615,396*	*16,171,095*	*16,600,260*	*16,923,355*
72	**Net adds**	**620,224**	**225,343**	**324,574**	**319,517**	**414,819**	**1,284,254**	**1,609,523**	**1,756,178**	**1,689,058**	**1,501,482**	**1,377,644**	**1,265,013**	**1,170,055**	**1,080,314**	**972,766**	**803,126**	**614,599**	**487,039**	**361,212**	**278,257**
73	*% growth - yoy*						*107 1%*	*25 3%*	*9 1%*	*-3 8%*	*-11 1%*	*-8 2%*	*-8 2%*	*-7.5%*	*-7.7%*	*-10.0%*	*-17 4%*	*-23.5%*	*-20 8%*	*-25.6%*	*-23 0%*
74	*% growth - seq*			*44.0%*	*-1.6%*	*29 8%*	*107.1%*	*25 3%*	*9 1%*	*-3 8%*	*-11 1%*	*-8 2%*	*-8 2%*	*-7.5%*	*-7 7%*	*-10.0%*	*-17 4%*	*-23.5%*	*-20 8%*	*-25.6%*	*-23 0%*
75	**Gross Add Growth**																				
76	*% growth - yoy*						*139.1%*	*48 7%*	*29 0%*	*16 8%*	*10 1%*	*9 2%*	*8 4%*	*7 8%*	*7.1%*	*6 1%*	*3.4%*	*1 8%*	*1.6%*	*1 0%*	*1 0%*
77	*% growth - seq*			*40 6%*	*4 5%*	*37 8%*	*139.1%*	*48 7%*	*29 0%*	*16.8%*	*10.1%*	*9.2%*	*8 4%*	*7 8%*	*7.1%*	*6 1%*	*3.4%*	*1 8%*	*1 6%*	*1 0%*	*1.0%*
78	**Conversion Rate (est.)**		**60%**	**59%**	**58%**	**57%**		**55%**	**55%**	**54%**	**54%**	**53%**	**53%**	**52%**	**52%**	**51%**	**51%**	**50%**	**50%**	**49%**	**49%**
79	**Auto Churn (est.)**		**1.8%**	**1.8%**	**1.8%**	**1.9%**		**1.9%**	**2.0%**	**2.0%**	**2.1%**	**2.1%**	**2.2%**	**2.2%**	**2.3%**	**2.3%**	**2.3%**	**2.3%**	**2.3%**	**2.3%**	**2.3%**
80	**ARPU**																				
81	Full-paying sub	$12.95	$12 95	$12 95	$12 95	$12 95	$12.95	$13 34	$13 74	$14.15	$14 58	$15 01	$15 46	$15 93	$16.40	$16 90	$17.40	$17 93	$18.46	$19 02	$19.59
82	Multi-year (est)	$10.66	$10 62	$10 62	$10 62	$10 62	$10.62	$10 94	$11 27	$11.61	$11 96	$12.32	$12.69	$13 07	$13.46	$13 86	$14.28	$14 71	$15.15	$15 60	$16.07
83	Family Plan	$6 99	$6 99	$6 99	$6.99	$6.99	$6 99	$7.20	$7 42	$7 64	$7.87	$8 10	$8.35	$8.60	$8 85	$9.12	$9 39	$9.68	$9 97	$10.27	$10 57
84																					
85	Total	$10.78	$10.70	$10.64	$10.61	$10.58	$10 63	$10 87	$11.16	$11 46	$11 77	$12 09	$12 42	$12 76	$13 10	$13 46	$13.82	$14 19	$14.58	$14 97	$15 37
86	Effect of Hertz subs	$0 04	$0.03	$0.05	$0 05	$0 04	$0.04	$0 03	$0.02	$0 02	$0 02	$0.02	$0 02	$0.02	$0 02	$0.02	$0.02	$0 02	$0 02	$0 02	$0 02
87	ARPU before rebates	$10.82	$10 73	$10 69	$10 66	$10 62	$10 67	$10.89	$11 18	$11.48	$11.79	$12 11	$12.44	$12 77	$13.12	$13.47	$13 84	$14.21	$14 59	$14 99	$15 39
88	Effect of hardware rebates	-$0.76	-$0 58	-$0 15	-$0 11	-$0 80	-$0.42	-$0.26	-$0.19	-$0.16	-$0 14	-$0 13	-$0.12	-$0 12	-$0.11	-$0 11	-$0.11	-$0.11	-$0 11	-$0 11	-$0.11
89	**Subscriber ARPU**	**$10.06**	**$10.15**	**$10.54**	**$10.54**	**$9.82**	**$10.25**	**$10.63**	**$10.99**	**$11.32**	**$11.65**	**$11.98**	**$12.32**	**$12.66**	**$13.00**	**$13.36**	**$13.73**	**$14.10**	**$14.48**	**$14.88**	**$15.28**
90	Net advertising ARPU	$0 28	$0.65	$0 62	$0.62	$0.75	$0 66	$0.86	$1.04	$1 14	$1.23	$1 29	$1.33	$1.37	$1 41	$1.45	$1 49	$1.54	$1 58	$1.63	$1 68
91	**ARPU (reported)**	**$10.34**	**$10.80**	**$11.16**	**$11.16**	**$10.57**	**$10.91**	**$11.50**	**$12.03**	**$12.46**	**$12.88**	**$13.27**	**$13.64**	**$14.02**	**$14.41**	**$14.81**	**$15.22**	**$15.64**	**$16.07**	**$16.51**	**$16.96**
92	Equipment and other ARPU	$0.56	$0.37	$0.33	$0.23	$0 50	$0.36	$0 22	$0.17	$0 14	$0 12	$0.11	$0 10	$0.10	$0 10	$0 10	$0.09	$0 09	$0.10	$0 10	$0.10
93	**Total ARPU (estimated)**	**$10.90**	**$11.17**	**$11.49**	**$11.39**	**$11.07**	**$11.27**	**$11.72**	**$12.19**	**$12.60**	**$13.00**	**$13.38**	**$13.75**	**$14.12**	**$14.51**	**$14.91**	**$15.31**	**$15 73**	**$16.16**	**$16.60**	**$17.06**
94	ARPU per Hertz Sub	$3 08	$4 31	$8 36	$8 36	$8.36	$7 35	$8.61	$8 87	$9.13	$9 41	$9.69	$9.98	$10 28	$10 59	$10 91	$11.23	$11 57	$11 92	$12 28	$12 64
95	Activation revenue per retail gross ad	$4.76	$5 48	$8 35	$8 00	$4 00	$5.96	$6 14	$6 32	$6.51	$6 70	$6.91	$7 11	$7 33	$7.55	$7 77	$8 01	$8 25	$8 49	$8 75	$9.01
96	**Costs**																				
97	**SAC**	**$139**	**$113**	**$131**	**$115**	**$100**	**$112**	**$90**	**$72**	**$57**	**$50**	**$52**	**$53**	**$55**	**$57**	**$58**	**$60**	**$62**	**$64**	**$66**	**$68**
98	S&M per gross add ex rev. share	$63	$33	$56	$56	$56	$51	$51	$51	$51	$50	$49	$48	$47	$46	$46	$46	$47	$47	$48	$50
99	Cash CPGA (est.)	**$201**	**$146**	**$187**	**$171**	**$156**	**$163**	**$140**	**$123**	**$108**	**$101**	**$101**	**$101**	**$102**	**$103**	**$104**	**$106**	**$108**	**$111**	**$114**	**$117**
100																					
101	Mail-in rebate per retail gross ad	$9 19	$9 68	$5 31	$5.54	$13.31	$9 72	$10 01	$10 31	$10 62	$10.94	$11 26	$11.60	$11.95	$12 31	$12.68	$13 06	$13.45	$13.85	$14.27	$14 70
102	**Customer S&B/sub/month**	**$2.06**	**$1.40**	**$1.05**	**$0.99**	**$1.49**	**$1.23**	**$0.98**	**$0.79**	**$0.81**	**$0.84**	**$0.86**	**$0.89**	**$0.91**	**$0.94**	**$0.97**	**$1.00**	**$1.03**	**$1.06**	**$1.09**	**$1.12**

Sirius Auto Subscribers

	2005A	1Q06A	2Q06A	3Q06A	4Q06E	2006E	2007E	2008E	2009E	2010E	2011E	2012E	2013E	2014E	2015E	2016E	2017E	2018E	2019E	2020E
1 **Ford**																				
2 Auto sales	3,154	737	806	731	585	2,859	2,716	2,716	2,797	2,825	2,854	2,882	2,911	2,940	2,969	2,999	3,029	3,059	3,090	3,121
3 *Sales growth*	*-5.0%*	*-2.8%*	*-5.3%*	*-16.9%*	*-12.1%*	*-9.4%*	*-5.0%*	*0.0%*	*3.0%*	*1.0%*	*1.0%*	*1.0%*	*1.0%*	*1.0%*	*1.0%*	*1.0%*	*1.0%*	*1.0%*	*1.0%*	*1.0%*
4 Sirius availability	10%	20%	20%	28%	38%	25%	60%	90%	100%	100%	100%	100%	100%	100%	100%	100%	100%	100%	100%	100%
5 Sirius capable autos	315	147	161	201	219	729	1,630	2,444	2,797	2,825	2,854	2,882	2,911	2,940	2,969	2,999	3,029	3,059	3,090	3,121
6 Installation %	25%	30%	30%	38%	43%	36%	50%	55%	60%	65%	70%	75%	80%	85%	90%	90%	90%	90%	90%	90%
7 Installs	79	44	48	75	93	261	815	1,344	1,678	1,836	1,997	2,162	2,329	2,499	2,672	2,699	2,726	2,753	2,781	2,809
8 *Install growth*						*231.2%*	*212.0%*	*65.0%*	*24.8%*	*9.4%*	*8.8%*	*8.2%*	*7.7%*	*7.3%*	*6.9%*	*1.0%*	*1.0%*	*1.0%*	*1.0%*	*1.0%*
9 Penetration		6%	6%	10%	16%	9%	30%	50%	60%	65%	70%	75%	80%	85%	90%	90%	90%	90%	90%	90%
10 **DaimlerChrysler[1]**																				
11 Auto sales	2,305	563	567	498	437	2,065	1,962	1,962	2,021	2,041	2,061	2,082	2,103	2,124	2,145	2,166	2,188	2,210	2,232	2,254
12 *Sales growth*	*4.4%*	*2.9%*	*-11.5%*	*-17.4%*	*-15.0%*	*-10.4%*	*-5.0%*	*0.0%*	*3.0%*	*1.0%*	*1.0%*	*1.0%*	*1.0%*	*1.0%*	*1.0%*	*1.0%*	*1.0%*	*1.0%*	*1.0%*	*1.0%*
13 Sirius availability		80%	80%	95%	95%	87%	100%	100%	100%	100%	100%	100%	100%	100%	100%	100%	100%	100%	100%	100%
14 Sirius capable autos		450	454	473	415	1,792	1,962	1,962	2,021	2,041	2,061	2,082	2,103	2,124	2,145	2,166	2,188	2,210	2,232	2,254
15 Installation %		40%	40%	45%	45%	42%	45%	50%	55%	60%	65%	70%	75%	80%	85%	90%	90%	90%	90%	90%
16 Installs		180	181	213	187	761	883	981	1,111	1,224	1,340	1,457	1,577	1,699	1,823	1,950	1,969	1,989	2,009	2,029
17 *Install growth*							*16.0%*	*11.1%*	*13.3%*	*10.2%*	*9.4%*	*8.8%*	*8.2%*	*7.7%*	*7.3%*	*6.9%*	*1.0%*	*1.0%*	*1.0%*	*1.0%*
18 Penetration		32%	32%	43%	43%	37%	45%	50%	55%	60%	65%	70%	75%	80%	85%	90%	90%	90%	90%	90%
19 **VW/Audi**																				
20 Auto sales	311	72	86	89	86	333	350	360	364	367	371	375	379	382	386	390	394	398	402	406
21 *Sales growth*	*-7.4%*	*18.0%*	*14.7%*	*0.0%*	*0.0%*	*7.1%*	*5.0%*	*3.0%*	*1.0%*	*1.0%*	*1.0%*	*1.0%*	*1.0%*	*1.0%*	*1.0%*	*1.0%*	*1.0%*	*1.0%*	*1.0%*	*1.0%*
22 Sirius availability		40%	40%	45%	50%	44%	80%	90%	100%	100%	100%	100%	100%	100%	100%	100%	100%	100%	100%	100%
23 Sirius capable autos		29	34	40	43	146	280	324	364	367	371	375	379	382	386	390	394	398	402	406
24 Installation %		40%	40%	45%	45%	43%	45%	50%	55%	60%	65%	70%	75%	80%	85%	90%	90%	90%	90%	90%
25 Installs		12	14	18	19	63	126	162	200	220	241	262	284	306	328	351	354	358	362	365
26 *Install growth*							*100.9%*	*28.8%*	*23.4%*	*10.2%*	*9.4%*	*8.8%*	*8.2%*	*7.7%*	*7.3%*	*6.9%*	*1.0%*	*1.0%*	*1.0%*	*1.0%*
27 Penetration		16%	16%	20%	23%	19%	36%	45%	55%	60%	65%	70%	75%	80%	85%	90%	90%	90%	90%	90%
28 **Mercedes Benz**																				
29 Auto sales	224	51	64	62	75	252	277	298	313	322	325	328	332	335	338	342	345	349	352	356
30 *Sales growth*	*1.4%*	*15.9%*	*16.4%*	*8.8%*	*10.0%*	*12.4%*	*10.0%*	*7.5%*	*5.0%*	*3.0%*	*1.0%*	*1.0%*	*1.0%*	*1.0%*	*1.0%*	*1.0%*	*1.0%*	*1.0%*	*1.0%*	*1.0%*
31 Sirius availability		60%	60%	65%	70%	64%	75%	85%	90%	95%	100%	100%	100%	100%	100%	100%	100%	100%	100%	100%
32 Sirius capable autos		31	38	40	52	162	208	253	281	306	325	328	332	335	338	342	345	349	352	356
33 Installation %		60%	60%	65%	68%	64%	70%	75%	80%	85%	90%	95%	100%	100%	100%	100%	100%	100%	100%	100%
34 Installs		18	23	26	35	103	145	190	225	260	293	312	332	335	338	342	345	349	352	356
35 *Install growth*							*41.3%*	*30.5%*	*18.6%*	*15.5%*	*12.6%*	*6.6%*	*6.3%*	*1.0%*	*1.0%*	*1.0%*	*1.0%*	*1.0%*	*1.0%*	*1.0%*
36 Penetration		36%	36%	42%	47%	41%	53%	64%	72%	81%	90%	95%	100%	100%	100%	100%	100%	100%	100%	100%
37 **Other Factory Installs[2]**																				
38 Auto sales	831	192	229	211	208	840	857	869	878	887	895	904	913	923	932	941	950	960	970	979
39 *Sales growth*	*-4.2%*	*-2.0%*	*2.2%*	*-2.3%*	*6.5%*	*1.0%*	*2.1%*	*1.4%*	*1.0%*	*1.0%*	*1.0%*	*1.0%*	*1.0%*	*1.0%*	*1.0%*	*1.0%*	*1.0%*	*1.0%*	*1.0%*	*1.0%*
40 Installs		30	14	62	77	182	300	348	395	443	492	543	594	646	699	753	808	864	873	881
41 *Install growth*																				
42 Penetration		16%	6%	29%	37%	22%	35%	40%	45%	50%	55%	60%	65%	70%	75%	80%	85%	90%	90%	90%
55																				
56 **Total Sales**	**6,825**	**1,615**	**1,752**	**1,591**	**1,390**	**6,348**	**6,161**	**6,204**	**6,372**	**6,442**	**6,506**	**6,571**	**6,637**	**6,704**	**6,771**	**6,838**	**6,907**	**6,976**	**7,045**	**7,116**
57 **Total Installs**	**517**	**284**	**280**	**394**	**412**	**1,370**	**2,269**	**3,025**	**3,610**	**3,985**	**4,364**	**4,736**	**5,115**	**5,485**	**5,861**	**6,095**	**6,203**	**6,313**	**6,376**	**6,440**
58 **Penetration**	**8%**	**18%**	**16%**	**25%**	**30%**	**22%**	**37%**	**49%**	**57%**	**62%**	**67%**	**72%**	**77%**	**82%**	**87%**	**89%**	**90%**	**90%**	**90%**	**90%**

[1]Excluding Mercedes Benz

[2]BMW, Kia, Mistubishi, Volvo

Note: At the time of sale, vehicle owners purchasing or leasing a vehicle with a subscription to our service typically receive between a six month and one year prepaid subscription. Company guidance: "We receive payment from automakers for these subscriptions in advance of our service being activated. Such prepayments are recorded to deferred revenue and amortized to revenue ratably over the term upon activation. Our subscriber totals include subscribers under our regular pricing plans; subscribers that have prepaid, including payments received from automakers for prepaid subscriptions included in the sale or lease price of a new vehicle; and active SIRIUS radios under our agreement with Hertz."

Discounted Cash Flow Model

	[$000s]	2006E	2007E	2008E	2009E	2010E	2011E	2012E	2013E	2014E	2015E	2016E	2017E	2018E	2019E	2020E
1	**EBITDA**	-582,893	-374,397	-78,190	165,227	350,222	457,714	494,705	597,437	685,902	762,851	836,354	902,922	957,349	1,003,832	1,040,781
2	*% Growth*	*NM*	*NM*	*NM*	*NM*	*112.0%*	*30.7%*	*8.1%*	*20.8%*	*14.8%*	*11.2%*	*9.6%*	*8.0%*	*6.0%*	*4.9%*	*3.7%*
3	Depreciation	103,482	109,771	114,117	131,374	145,259	149,831	154,539	166,871	171,811	176,899	182,140	187,539	193,100	198,829	204,730
4	**Operating Income**	-686,376	-484,167	-192,307	33,853	204,964	307,883	340,166	430,565	514,091	585,952	654,214	715,383	764,249	805,003	836,051
5	Taxes	2,487	2,487	2,487	2,487	2,487	2,487	2,487	2,487	2,487	2,487	2,487	2,487	2,487	2,487	442,892
6	**NOPAT**	-688,863	-486,654	-194,794	31,366	202,477	305,396	337,679	428,078	511,604	583,465	651,727	712,896	761,762	802,516	393,159
7	Depreciation	103,482	109,771	114,117	131,374	145,259	149,831	154,539	166,871	171,811	176,899	182,140	187,539	193,100	198,829	204,730
8	Capex	-110,000	-60,000	-61,800	-63,654	-65,564	-67,531	-69,556	-71,643	-73,792	-76,006	-78,286	-80,635	-83,054	-85,546	-88,112
9	New Satellites	0	0	-150,000	-110,000	0	0	-877,897	0	0	0	0	0	0	0	0
10	Working capital change	237,144	147,692	140,796	135,363	125,570	137,009	152,266	131,809	134,621	133,460	113,393	98,820	97,790	92,652	94,052
11	**Unlevered FCF**	-458,236	-289,192	-151,681	124,449	407,742	524,705	-302,969	655,116	744,243	817,817	868,974	918,620	969,598	1,008,452	603,830
12	*% Growth*	*NM*	*NM*	*-47.6%*	*-182.0%*	*227.6%*	*28.7%*	*-157.7%*	*-316.2%*	*13.6%*	*9.9%*	*6.3%*	*5.7%*	*5.5%*	*4.0%*	*-40.1%*
13	Terminal value	0	0	0	0	0	0	0	0	0	0	0	0	0	0	9,138,081
14	**Total Cash Flow**	-458,236	-289,192	-151,681	124,449	407,742	524,705	-302,969	655,116	744,243	817,817	868,974	918,620	969,598	1,008,452	9,741,911
15	**Terminal Multiples**															
16	EBITDA	8.8														
17	Unlevered FCF	15.1														
18	**Cost of Capital**															
19	Net Debt (after tax)	5.8%														
20	Preferred stock	0.0%														
21	Common stock	11.0%														
22	**Weight of Capital**															
23	Debt	10%														
24	Preferred stock	0%														
25	Common stock	90%														
26	**WACC**	**10.5%**														
27	**Terminal growth**	4.0%														
28	Unlevered FCF	$2,474,114														
29	Terminal Value	$2,264,755														
30	**U.S. Operations EV**	**4,738,869**														
31	Canadian EV	150,000														
32	Enterprise Value	4,888,869														