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May 14, 2010

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Marlene H. Dortch, Secretary  
Federal Communications Commission  
445 12th Street, SW  
Washington, DC 20554

**Re: XM Radio Inc., Notification of Partial Consummation of *Pro Forma* Transfer of Control; File No. 0001-EX-TU-2010**

Dear Ms. Dortch:

XM Radio Inc. (“XM Radio”) by counsel, files this letter to notify the Commission that the *pro forma* transfer of control of XM Radio’s experimental authorization (call sign WB2XCA) was consummated, in part, on April 15, 2010.

On March 22, 2010, XM Radio sought authority for the *pro forma* transfer of control of all of the earth station, space station, wireless and experimental licenses and authorizations held by XM Radio. Specifically, XM Radio proposed to remove two wholly-owned subsidiaries of Sirius XM Radio Inc.—XM Satellite Radio Holdings Inc. and XM Satellite Radio Inc.—such that XM Radio would become a direct wholly-owned subsidiary of Sirius XM Radio Inc.

On April 13, 2010, the Office of Engineering and Technology (“OET”) authorized the *pro forma* transfer of control of XM Radio’s experimental authorization (call sign WB2XCA).<sup>1</sup>

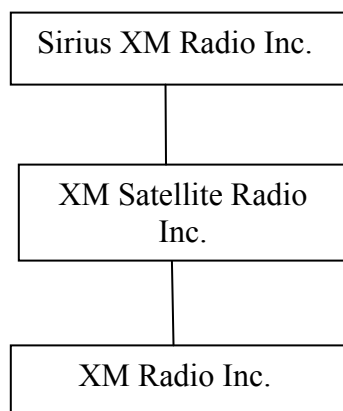
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<sup>1</sup> See Experimental Radio Station Construction Permit and License, File No. 0001-EX-TU-2010, Call Sign WB2XCA (granted Apr. 13, 2010).



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On April 15, 2010, XM Radio consummated, in part, the *pro forma* transfer of control. Specifically, XM Satellite Radio Holdings Inc. was merged with and into XM Satellite Radio Inc. Based on this partial consummation, the ownership structure of XM Radio is currently:



However, the merger of XM Satellite Radio Inc. with and into Sirius XM Radio Inc. has not yet been consummated. XM Radio will notify OET within 30 days after the consummation of this component of the transaction.

Please do not hesitate to contact the undersigned if you have any questions.

Sincerely,

/s/ Jennifer D. Hindin

Jennifer D. Hindin