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January 21, 2011

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

Re: XM Radio Inc., Notification of Consummation of *Pro Forma* Transfer of Control; File Nos. SAT-T/C-20100322-00053, SES-T/C-20100322-00338, 0004186295, and 0001-EX-TU-2010

Dear Ms. Dortch:

XM Radio Inc. (“XM Radio”), by counsel and pursuant to Sections 25.119(f), 5.79 and 1.948(d) of the rules of the Federal Communications Commission (“Commission”),¹ hereby notifies the Commission that the *pro forma* transfer of control of all licenses and authorizations held by XM Radio was consummated on January 12, 2011. The licenses transferred are identified below:

1. XM Radio’s space station authorizations, File No. SAT-T/C-20100322-00053

S2118
S2119
S2616
S2617
S2786
2. XM Radio’s transmit/receive earth station authorizations, File No. SES-T/C-20100322-00338

E000158
E000724
E040204
3. XM Radio’s wireless license, File No. 0004186295

WQJP534

¹ 47 C.F.R. §§ 25.119(f), 5.79, and 1.948(d).

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4. XM Radio's experimental license, File No. 0001-EX-TU-2010

WB2XCA

This completes the *pro forma* transfer of control initiated by XM Radio's original request on March 22, 2010. On April 8, 2010, the International Bureau authorized the *pro forma* transfer of control of the earth station and space station licenses held by XM Radio.² On April 13, 2010, the Wireless Telecommunications Bureau authorized the *pro forma* transfer of control of XM Radio's wireless license³ and the Office of Engineering and Technology ("OET") authorized the *pro forma* transfer of control of XM Radio's experimental authorization.⁴

Under the rules, XM Radio was initially due to complete the transfer of its earth and space station licenses by June 7, 2010.⁵ XM Radio notified the Commission that the transaction was consummated, in part, on April 15, 2010 and sought an extension of the closing deadline to consummate the remainder of the transaction.⁶ The Commission granted this extension and a subsequent extension request,⁷ making

² See *Policy Branch Information; Actions Taken*, Report No. SAT-00680, DA 10-614, File No. SAT-T/C-20100322-00053 (rel. Apr. 9, 2010; effective Apr. 8, 2010); *Satellite Communications Services Information; Actions Taken*, Report No. SES-01235, File No. SES-T/C-20100322-00338 (rel. Apr. 14, 2010; effective Apr. 8, 2010).

³ See *Wireless Telecommunications Bureau, Assignment of License Authorization Applications, Transfer of Control of Licensee Applications, De Facto Transfer Lease Applications and Spectrum Manager Lease Notifications, Designated Entity Reportable Eligibility Event Applications, and Designated Entity Annual Reports Action*, Report No. 5821, File No. 0004186295 (rel. Apr. 21, 2010; effective Apr. 13, 2010).

⁴ Experimental Radio Station Construction Permit and License, File No. 0001-EX-TU-2010, Call Sign WB2XCA (granted Apr. 13, 2010).

⁵ Pursuant to Section 25.119 of the Commission's rules, 47 C.F.R. § 25.119(f), the deadline for consummating the *pro forma* transfer of the earth and space station licenses is 60 days after authorization.

⁶ See *Letter from Jennifer Hindin to Marlene H. Dortch*, File Nos. SAT-T/C-20100322-00053 and SES-T/C-20100322-00338 (filed May 14, 2010).

⁷ See *Letter from Jennifer Hindin to Marlene H. Dortch*, File Nos. SAT-T/C-20100322-00053 and SES-T/C-20100322-00338 (stamp grant June 4, 2010); *Letter from Jennifer Hindin to*



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March 28, 2011 the new deadline for transfer of the earth and space station licenses.⁸

The Commission's rules also called for XM Radio to complete the *pro forma* transfer of control of the wireless license by October 10, 2010.⁹ XM Radio similarly sought a 120-day extension to complete the transfer of the wireless license. The Commission granted this request, making February 7, 2011 the new deadline for transfer of the wireless license.¹⁰

By completing the transfer of the above-referenced earth station, space station, wireless and experimental licenses on January 12, 2011, XM Radio has complied with the Commission's extended deadlines.

Please update the Commission's records to reflect the consummation of this change in control. If you have any questions, please do not hesitate to contact me.

Sincerely,

/s/ Jennifer D. Hindin

Jennifer D. Hindin

(Continued . . .)

Marlene H. Dortch, File Nos. SAT-T/C-20100322-00053, SES-T/C-20100322-00338, and 0004186295 (stamp grant Sept. 29, 2010).

⁸ *Id.*

⁹ Pursuant to Section 1.948(d), 47 C.F.R. § 1.948(d), the deadline for consummating the *pro forma* transfer of control of the wireless license is 180 days after authorization—October 10, 2010.

¹⁰ See *Letter from Jennifer Hindin to Marlene H. Dortch*, File No. 0004186295 (grant Sept. 29, 2010).