



December 21, 2001

Via Hand Delivery

Ms. Magalie Roman Salas
Secretary
Federal Communications Commission
445 12th Street, NW
Washington, DC 20554

**RE: XM Radio Inc.
Space Station Licenses: S2118, S2119
Earth Station Licenses: E000724; E000158
Experimental License: WB2XCA**

Dear Ms. Salas:

XM Radio Inc. ("XM Radio"), holder of the above-captioned licenses including a license to operate a satellite Digital Audio Radio Service ("DARS") system in the 2332.5 – 2345 MHz band, hereby informs the Commission of its revised ownership resulting from a recent sale of voting shares by one its shareholders.

In December 2000, in response to an earlier application, the Commission approved the transfer control of XM Radio from Motient Corporation ("Motient") to the diffuse shareholders of XM Satellite Radio Holdings Inc. ("XMSRH"), XM Radio's ultimate parent.¹ Following the transfer, control rested in XM Radio's Board of Directors, the members of which were listed in its application. *See July 2000 Transfer Application* at Exhibit B, pages 4-5.

¹ *See Application of XM Radio Inc., File No. SAT-T/C-20000714-00115 (July 14, 2000) ("July 2000 Transfer Application"). On December 21, 2000, the Commission granted this application. See XM Radio Inc., Order, 15 FCC Rcd 24484; File No. SAT-T/C-20000714-00115 (Dec. 21, 2000). On February 7, 2001, XM Radio informed the Commission that the transfer had consummated. See Letter from Lon C. Levin, XM Radio Inc., to Magalie Roman Salas, File No. SAT-T/C-20000714-00115 (Feb. 7, 2001).*

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Since the transfer was consummated, more than fifty percent of XM Radio's voting shares appear to now be held by shareholders who were not previously disclosed to the Commission. With the exception of the resignation of one director, the members of XMSRH's Board of Directors remain the same. Attached as Exhibit A is a list of XMSRH's current shareholders holding more than 1 percent of XMSRH's voting rights and, as Exhibit B, is a list of the members of the XMSRH's Board of Directors. If requested by the Commission, XM Radio will file an application for approval of the change in shareholders.

Otherwise, XM Radio anticipates that it will seek Commission consent prior to any substantial change in the XMSRH's Board of Directors.

Please contact the undersigned should you require any further information regarding this matter.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Lon C. Levin', with a large, sweeping flourish at the end.

Lon C. Levin

cc: James Burtle
Rosalee Chiara
Terrence Reideler