

DETAILS / ADDITIONAL INFORMATION: XM Satellite Radio Holdings Inc. is the parent company of XM Satellite Radio Inc., which is the parent company of XM Radio Inc. XM Radio Inc. holds the STAs referenced in Question 4. Currently, Motient Corporation ("Motient") controls XM Satellite Radio Holdings Inc. With this application, XM Satellite Radio Holdings Inc. seeks authorization to transfer control from Motient Corporation to the Shareholders of XM Satellite Radio Holdings Inc., none of whom will have a controlling interest.

XM Radio Inc. also holds a Commission license to launch and operate a Satellite Digital Audio Radio Service (DARS) system. XM Satellite Radio Holdings Inc. has also filed on this date an application on Form 312 to transfer control of XM Radio Inc., and its DARS license, from Motient Corporation to the Shareholders of XM Satellite Radio Holdings Inc.

UNITED STATES OF AMERICA
FEDERAL COMMUNICATIONS COMMISSION

PART II - AUTHORIZATION TO HOLD STATION LICENSE(S) AFTER TRANSFER OF CONTROL OF CORPORATION

1. Name and mailing address of corporate licensee

XM Radio Inc.
1500 Eckington Place, NE
Washington, DC 20002

2. Call sign and radio service of each station

WB2XCA - Experimental STA (Ft. Lauderdale)
WB2XCA - Experimental STA (Pittsburgh)

DO NOT WRITE IN THIS BLOCK

CONDITIONS OF GRANT

The corporate licensee is hereby authorized to continue holding the radio station license(s) listed in item 2 on the basis of the representations made in the application for this authorization.

This authorization is granted for the term of the outstanding license(s) for the station(s) listed in item 2.

DATE AUTHORIZED:

**FEDERAL
COMMUNICATIONS
COMMISSION**

**THIS AUTHORIZATION TO BE FILED WITH
CORPORATION'S RADIO STATION RECORDS**