

ShawPittman

A Law Partnership Including Professional Corporations

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August 23, 2000

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RECEIVED

AUG 23 2000

FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

VIA HAND DELIVERY

Ms. Magalie Roman Salas
Secretary
Federal Communications Commission
The Portals II
445 12th Street, SW
Washington, DC 20554

**RE: XM Radio Inc.
FCC Form 703
Call Sign WB2XCA
Amendment to Application for Transfer of Control**

Dear Ms. Salas:

Pursuant to the request of Commission staff, XM Radio Inc., by its attorneys, hereby files an original and four (4) copies of an amendment to its application on FCC Form 703 for consent to the transfer of control of XM Radio Inc., holder of the above-captioned experimental license, from Motient Corporation to the Shareholders of XM Satellite Radio Holdings Inc., none of whom will have a controlling interest.

Please contact the undersigned with any questions.

Sincerely,


David S. Konczal

cc: Carl Huie, Office of Engineering and Technology, FCC

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UNITED STATES OF AMERICA
FEDERAL COMMUNICATIONS COMMISSION

FOR
FCC
USE
ONLY

PART I - APPLICATION FOR CONSENT TO TRANSFER CONTROL OF CORPORATION HOLDING STATION LICENSE
(This application must be filed before Transfer of Control takes place)

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1. (a) Name of corporate licensee XM Radio Inc.			AUG 23 2000		
(b) Number and street address 1500 Eckington Place, NE					
(c) City Washington		(d) State DC		(e) ZIP Code 20002	
2. Internet address: www.xmradio.com			3. Taxpayer Identification Number 521805102		
4. Call sign and radio service of each station WB2XCA					

5. (a) Fee Type Code EAE	(b) Fee Multiple 1	(c) Fee Due \$ 45.00	FOR FCC USE ONLY
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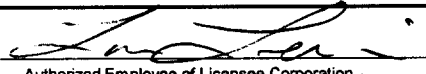
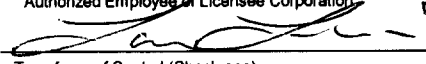
6. Name(s) and Address(es) of Transferee XM Satellite Radio Holdings Inc.		
7. Subsequent to the Transfer of Control, will the licensee corporation be the same corporate entity? That is, will it retain its present name, corporate charter, State of incorporation, etc.? If "NO", give details on Page 3.	YES X	NO
8. Subsequent to the Transfer of Control, will the licensee corporation be a representative of any foreign government? If "YES", give details on Page 3.	YES	X

9. THIS SECTION TO BE ANSWERED ONLY BY LICENSEES OF PUBLIC COAST, AIRPORT CONTROL TOWER, AERONAUTICAL ENROUTE, AERONAUTICAL FIXED, OR COMMON CARRIER ALASKA PUBLIC FIXED STATIONS. SUBSEQUENT TO THE TRANSFER OF CONTROL:		
(a) Will any officer or director of such corporation be an alien? If "YES", see Instruction 6.	YES	NO
(b) Will more than 1/5 of the capital stock be either owned of record or may it be voted by aliens or their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If "YES", see Instruction 6.	N/A	
(c) Will the licensee be directly or indirectly controlled by any other corporation? If "YES", answer Items (d) through (h) below.	N/A	
(d) What is the name and address of the corporation in immediate control? N/A		
(e) Under the laws of what State or Country is the controlling corporation organized? N/A		
(f) Is more than 1/4 of the capital stock of controlling corporation either owned of record or may it be voted by aliens or their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If "YES", give details on Page 3.	YES	NO
(g) Is any officer or more than 1/4 of the directors of the controlling corporation an alien? If "YES", on Page 3 state name, nationality, and position of each, and state the total number of directors, and give a brief biographical statement for each alien.	N/A	
(h) Is the controlling corporation in turn controlled by other companies? If "YES", on Page 3, or a separate sheet of paper, provide information for each of these controlling companies covering information requested in Items (d) through (h).	N/A	

CERTIFICATION

- Applicant waives any claim to the use of any particular frequency regardless of prior use by license or otherwise;
- Applicant will have unlimited access to the radio equipment and will control access to exclude unauthorized persons;
- Neither applicant nor any member thereof is a foreign government or representative thereof;
- Applicant certifies that all statements made in this application and attachments are true, complete and made in good faith;
- Neither the applicant nor any other party to the application is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance.

WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. CODE, TITLE 18, SECTION 1001), AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. CODE, TITLE 47, SECTION 312(A)(1)), AND/OR FORFEITURE (U.S. CODE, TITLE 47, SECTION 503).

SIGNATURE 	DATE August 23, 2000
Authorized Employee of Licensee Corporation	
SIGNATURE 	DATE August 23, 2000
Transferee of Control (Check one)	
☐ Individual ☐ Partner ☒ Officer ☐ Other (Specify): _____	

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 license 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. On July 14, 2000, XM Satellite Radio Holdings Inc. filed 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	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
2. Call sign and radio service of each station WB2XCA	
THIS AUTHORIZATION TO BE FILED WITH CORPORATION'S RADIO STATION RECORDS	