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Federal Communications Commission
Office of Secretary

Marlene H. Dortch
Secretary
Federal Communications Commission
236 Massachusetts Avenue, N.E.
Suite 110
Washington, D.C. 20002

Re: WorldSpace, Inc. Further Interim Notice of Consummation of
Pro Forma Transfer of Control
File No. SAT-T/C-20050425-00090

Dear Madame Secretary:

We represent WorldSpace, Inc. ("WorldSpace"), the parent company of AfriSpace, Inc., which holds authorizations from the Commission to operate geostationary space stations (call signs S2666 and S2367).

On July 18, 2005, the Commission granted WorldSpace's above-referenced application for consent to a *pro forma* transfer of *de jure* control to multiple individual shareholders. As described in our Interim Notice of Consummation of *Pro Forma* Transfer of Control filed on October 11, 2005, WorldSpace closed on an initial public offering ("IPO") of the company's stock on August 9, 2005. The IPO resulted in the sale of 11,868,400 shares of WorldSpace stock, and reduced the shares of WorldSpace's controlling shareholder, Noah A. Samara, to 57.5 percent of the company's outstanding stock.

As described in WorldSpace's application, the IPO was not expected to, and did not, result in a transfer of *de jure* control of WorldSpace. The *de jure* transfer of control approved by the Commission has not yet taken place and will not take place, if at all, until the time at which the holders of certain convertible debt instruments convert their debt into equity in WorldSpace and, in any event, such conversion will not result in a transfer of *de facto* control. However, WorldSpace sought approval for the *de jure* transfer of control prior to the IPO because the holders of these convertible debt instruments have the legal right to convert their debt at any time, and WorldSpace has no control over when this conversion may take place.

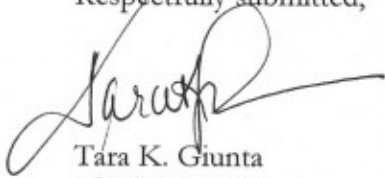
On behalf of WorldSpace, for good cause shown, we therefore respectfully request a continued waiver of the 60-day period in which a transfer of control must be consummated pursuant to 47 C.F.R. § 25.119(f), and ask that this period be further extended until at least July 18, 2006. WorldSpace will promptly notify the Commission when the *pro forma* transfer of control is consummated, and will at that time provide final

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ownership percentages for all owners required to be identified under the Commission's rules.

In the event that the Commission or its staff should have any questions concerning this notification, kindly refer them to the undersigned counsel for WorldSpace.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Tara K. Giunta", with a long horizontal flourish extending to the right.

Tara K. Giunta
of PAUL, HASTINGS, JANOFSKY & WALKER LLP
Counsel to WorldSpace, Inc.