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Federal Communications Commission  
Office of the Secretary

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April 7, 2008

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

Re: WorldSpace, Inc. 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, and Further Interim Notice of Consummation filed on March 28, 2006, WorldSpace closed on an initial public offering (“IPO”) of the company’s stock on August 9, 2005 as contemplated by WorldSpace’s application. 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 and in the letters described above, 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 was not expected to take place, if at all, until the time at which the holders of certain convertible debt instruments converted their debt into equity in WorldSpace. Since WorldSpace could not know when, or if, such debt would be converted into equity, WorldSpace requested a waiver of the 60-day period in which a transfer of control must be consummated pursuant to 47 C.F.R. § 25.119(f).

It has come to WorldSpace’s attention that as a result of a partial conversion by one of the holders of the convertible debt instruments previously described to the Commission, combined with routine sales of the company’s shares on the open market, Mr. Samara

Marlene H. Dortch

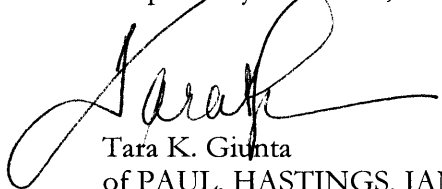
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now holds 47.10 percent<sup>1</sup> of WorldSpace's stock and has therefore relinquished *de jure* control of WorldSpace. Consistent with the above-referenced application, Mr. Samara continues to exercise *de facto* control of WorldSpace and remains the company's single largest shareholder. The only other shareholder that holds more than 10 percent of WorldSpace's stock is Aletheia Research & Management, Inc., an investment company that has bought its shares on the open market and currently holds 36.02 percent of the voting stock of WorldSpace.

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,



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

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<sup>1</sup> As of December 31, 2007, Mr. Samara held these shares as follows: 2.08 percent in his own name; 4.37 percent through TelUS, a U.S. holding company organized in the State of Maryland that is controlled by Mr. Samara; and 40.65 percent through Yenura Pte. Ltd., a Singapore holding company in which Mr. Samara owns 100 percent of the voting stock.