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May 14, 2010

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Marlene H. Dortch, Secretary  
Federal Communications Commission  
445 12th Street, SW  
Washington, DC 20554

**Re: XM Radio Inc., Notification of Partial Consummation of *Pro Forma* Transfer of Control and Request for Extension of Closing Deadline; File Nos. SAT-T/C-20100322-00053 and SES-T/C-20100322-00338**

Dear Ms. Dortch:

XM Radio Inc. (“XM Radio”) by counsel and pursuant to Section 25.119(f) of the rules of the Federal Communications Commission (“Commission”),<sup>1</sup> files this letter to (1) notify the Commission that the *pro forma* transfer of control of all of the licenses and authorizations held by XM Radio was consummated, in part, on April 15, 2010; and (2) request an extension for 120 days—until October 10, 2010—to consummate the remainder of the *pro forma* transaction.

On March 22, 2010, XM Radio sought authority for the *pro forma* transfer of control of all of the earth station, space station, wireless and experimental licenses and authorizations held by XM Radio. Specifically, XM Radio proposed to remove two wholly-owned subsidiaries of Sirius XM Radio Inc.—XM Satellite Radio Holdings Inc. and XM Satellite Radio Inc.—such that XM Radio would become a direct wholly-owned subsidiary of Sirius XM Radio Inc.

On April 8, 2010, the International Bureau authorized the *pro forma* transfer of control of the earth station and space station licenses held by XM Radio.<sup>2</sup> Pursuant to Section 25.119 of the Commission’s rules, 47 C.F.R. § 25.119, the deadline for consummating the *pro forma* transfer of the earth station and space station licenses is 60 days after authorization—June 7, 2010.

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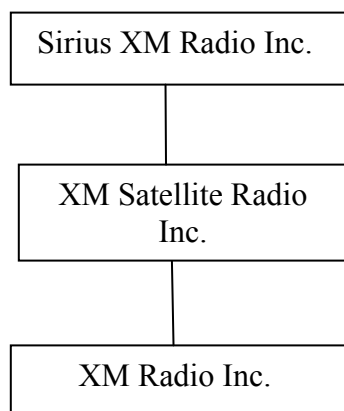
<sup>1</sup> 47 C.F.R. § 25.119(f).

<sup>2</sup> See *Policy Branch Information; Actions Taken*, Report No. SAT-00680, DA 10-614, File No. SAT-T/C-20100322-00053 (rel. Apr. 9, 2010; effective Apr. 8, 2010); *Satellite Communications Services Information; Actions Taken*, Report No. SES-01235, File No. SES-T/C-20100322-00338 (rel. Apr. 14, 2010; effective Apr. 8, 2010).



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On April 15, 2010, XM Radio consummated, in part, the *pro forma* transfer of control. Specifically, XM Satellite Radio Holdings Inc. was merged with and into XM Satellite Radio Inc. Based on this partial consummation, the ownership structure of XM Radio is currently:



However, the merger of XM Satellite Radio Inc. with and into Sirius XM Radio Inc. has not yet been consummated.

Accordingly, XM Radio respectfully requests an extension of 120 days—until October 10, 2010—to consummate this portion of the *pro forma* transfer. Grant of this extension would serve the public interest by allowing additional time to complete the proposed corporate restructuring of XM Radio. Grant would also conform the deadline for XM Radio to complete the *pro forma* transfer of its earth and space station licenses with the deadline under the FCC’s rules for XM Radio to complete the *pro forma* transfer of its wireless license.<sup>3</sup>

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<sup>3</sup> On April 13, 2010, the Wireless Telecommunications Bureau and Office of Engineering and Technology authorized the *pro forma* transfer of control of the wireless and experimental licenses held by XM Radio. Pursuant to Section 1.948(d), 47 C.F.R. § 1.948(d), the deadline for consummating the *pro forma* transfer of control of the wireless license is 180 days after authorization—October 10, 2010.

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The earth and space station authorizations involved in the *pro forma* transfer of control are identified below:

1. XM Radio Inc.'s space station authorizations, File No. SAT-T/C-20100322-00053<sup>4</sup>

S2118  
S2119  
S2616  
S2617  
S2786

2. XM Radio Inc.'s transmit/receive earth station authorizations, File No. SES-T/C-20100322-00338

E000158  
E000724  
E040204

Please do not hesitate to contact the undersigned if you have any questions.

Sincerely,

*/s/ Jennifer D. Hindin*

Jennifer D. Hindin

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<sup>4</sup> Numerous applications for special temporary authority (either pending or in effect) are associated with XM Radio Inc.'s space station authorizations. *See Application for Pro Forma Transfer of Control of XM Radio Inc.'s Space Station Authorizations*, Exhibit F, note 1, File No. SAT-T/C-20100322-00053 (filed Mar. 22, 2010).