

1776 K STREET NW
 WASHINGTON, DC 20006
 PHONE 202.719.7000
 FAX 202.719.7049

7925 JONES BRANCH DRIVE
 McLEAN, VA 22102
 PHONE 703.905.2800
 FAX 703.905.2820

www.wileyrein.com



File # SAT-T/C-20100322-00053 and SES-T/C-20100322-0033

Call Sign _____ Grant Date 6/4/2010
 (or other identifier)

Term Dates
 From Present To: 10/10/2010

Approved: Jeanette D. Spriggs Jennifer D. Hindin
 202.719.4975
 jhindin@wileyrein.com

May 14, 2010

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”),¹ 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.² 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.

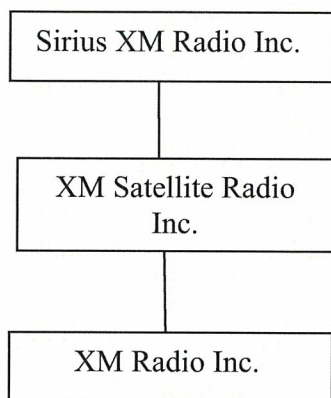
¹ 47 C.F.R. § 25.119(f).

² 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).



Marlene H. Dortch, Secretary
May 14, 2010
Page 2

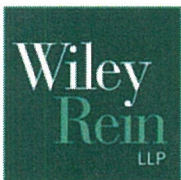
On April 15, 2010, XM Radio consummated, in part, the *pro forma* transfer of control. Specifically, XM Satellite Radio Holdings Inc. was merged with and into XM Satellite Radio Inc. Based on this partial consummation, the ownership structure of XM Radio is currently:



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.³

³ 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.



Marlene H. Dortch, Secretary
May 14, 2010
Page 3

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-20100322-00053⁴

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

⁴ 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).