



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

September 24, 2010

Jennifer D. Hindin  
202.719.4975  
jhindin@wileyrein.com

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

**Re: XM Radio Inc., Request for Extension of Closing Deadline; File Nos. SAT-T/C-20100322-00053, SES-T/C-20100322-00338, and 0004186295**

Dear Ms. Dortch:

XM Radio Inc. (“XM Radio”), by counsel, respectfully requests 120 days—until February 7, 2011—to consummate the remainder of the *pro forma* transaction that the Commission previously approved in the above-referenced proceedings.

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>1</sup> On April 13, 2010, the Wireless Telecommunications Bureau authorized the *pro forma* transfer of control of the wireless license held by XM Radio.<sup>2</sup> The deadline for consummating the *pro forma* transfer of the licenses is October 10, 2010.<sup>3</sup>

<sup>1</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).

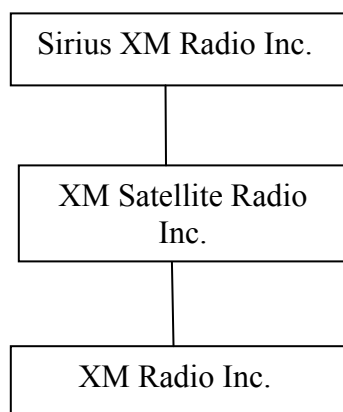
<sup>2</sup> See *Wireless Telecommunications Bureau, Assignment of License Authorization Applications, Transfer of Control of Licensee Applications, De Facto Transfer Lease Applications and Spectrum Manager Lease Notifications, Designated Entity Reportable Eligibility Event Applications, and Designated Entity Annual Reports Action*, Report No. 5821, File No. 0004186295 (rel. Apr. 21, 2010; effective Apr. 13, 2010).

<sup>3</sup> 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. The International Bureau previously extended the deadline for consummating the *pro forma* transfer of the earth station and space station licenses until October 10, 2010. See *Letter from Jennifer Hindin to Marlene H. Dortch*, File Nos. SAT-T/C-20100322-00053 and SES-T/C-20100322-00338 (stamp grant June 4, 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 February 7, 2011—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.

The 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>

<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).



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

E000158  
E000724  
E040204

3. XM Radio Inc.'s wireless license, File No. 0004186295

WQJP534

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

Sincerely,

*/s/ Jennifer D. Hindin*

Jennifer D. Hindin