

ShawPittman*A Law Partnership Including Professional Corporations*

July 14, 2000

DELIVER VIA COURIER TO MELLON BANK

Ms. Magalie Roman Salas
Secretary
Federal Communications Commission
The Portals II
445 12th Street, SW
Washington, DC 20554

**RE: XM Satellite Radio Inc.
FCC Form 703
Call Sign WB2XCA
File No. 0199-EX-PL-1999
Application for Transfer of Control**

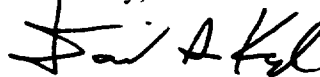
Dear Ms. Salas:

Filed herewith on behalf of XM Satellite Radio Inc. are an original and four (4) copies of an application on FCC Form 703 for consent to the transfer of control of XM Satellite Radio Inc., holder of the above-captioned experimental license to test terrestrial repeaters, from Motient Corporation to the Shareholders of XM Satellite Radio Holdings Inc., none of whom will have a controlling interest.

XM Satellite Radio Holdings Inc. wholly owns XM Satellite Radio Inc. which wholly owns XM Radio Inc. XM Radio Inc. holds a Commission license to launch and operate a Satellite Digital Audio Radio Service (DARS) system. On this date, XM Radio Inc. has also filed an application with the Commission on FCC Form 312 for Commission approval of the transfer of control of XM Radio Inc. from Motient Corporation to the Shareholders of XM Satellite Radio Holdings Inc., none of whom will have a controlling interest.

Also filed herewith are an FCC Form 159 and the required filing fee of \$45. Please contact the undersigned with any questions or concerns.

Sincerely,



David S. Konczal

cc: Carl Huie, Office of Engineering and Technology, FCC