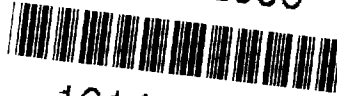


08-25-2000

PTO OFFICE

Docket No. 08524.0003.
0034



TRADE...

101443859

OVER SHEET

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

7-31-00

- New
- Resubmission (Non-Recordation)
Document ID # _____
- Correction of PTO Error
Reel # _____ Frame # _____
- Corrective Document
Reel # _____ Frame # _____

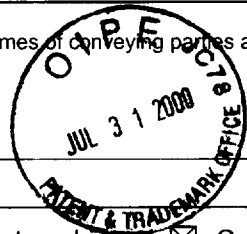
Conveyance Type

- Assignment
- License
- Security Agreement
- Nunc Pro Tunc Assignment
Effective Date
Month Day Year
10 07 1998
- Merger
- Change of Name
- Other _____

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year
10 07 1998



Name AMRC Holdings, Inc.

Formerly _____

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other _____
- Citizenship/State of Incorporation/Organization Delaware

Receiving Party

Mark if additional names of receiving parties attached

Name XM Satellite Radio Holdings, Inc.

DBA/KA/TA _____

Composed of _____

Address (line 1) _____

Address (line 2) 1250 23rd Street, N.W., Suite 57

Address (line 3) Washington DC 20037
City State/Country Zip Code

- Individual
 - General Partnership
 - Limited Partnership
 - Corporation
 - Association
 - Other _____
 - Citizenship/State of Incorporation/Organization Delaware
- If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

08/24/2000 MTHAI1 00000195 75539388

FOR OFFICE USE ONLY

01 FC:481
02 FC:482

40.00 OP
25.00 OP

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name _____
 Address (line 1) _____
 Address (line 2) _____
 Address (line 3) _____
 Address (line 4) _____

Correspondent Name and Address

Area Code and Telephone Number 202-663-8000

Name Kathy J. McKnight
 Address (line 1) 2300 N Street, NW
 Address (line 2) Washington, D.C. 20037-1128
 Address (line 3) _____
 Address (line 4) _____

Pages Enter the total number of pages of the attached conveyance document including any attachments. # 1

Trademark Application Number(s) or Registration Number(s) Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
75/539388	_____	_____	_____	_____	_____
75/827183	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____

Number of Properties Enter the total number of properties involved. # 1

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$ 65.00

Method of Payment: Enclosed Deposit Account

Deposit Account
 (Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number: # _____

Authorization to charge additional fees: Yes No

Statement and Signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Kathy J. McKnight
 Name of Person Signing

Kathy J. McKnight
 Signature

7/31/00
 Date Signed

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "AMRC HOLDINGS, INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "XM SATELLITE RADIO HOLDINGS INC.", THE SEVENTH DAY OF OCTOBER, A.D. 1998, AT 9 O'CLOCK A.M.



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

2751821 8320

9937695

DATE:

991350543

TRADEMARK

RECORDED: 07/31/2000

REEL: 002125 FRAME: 0046