

09-26-2000

OFFICE

8-7700

Docket No. 39041.0002

TRA



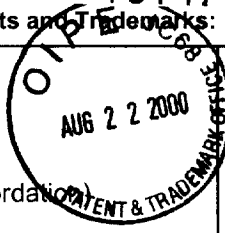
1 COVER SHEET

101471908

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

Submission Type

- 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 (8 18 2000)
- Merger
- Change of Name
- Other _____

Conveying Party

Mark if additional names of conveying parties attached

Execution Date: Month Day Year (8 18 2000)

Name XM Satellite Radio Holdings Inc.

Formerly _____

75539388

- 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 Inc.

DBA/AKA/TA _____

Composed of _____

Address (line 1) 1500 Eckington Place, NE

Address (line 2) _____

Address (line 3) Washington

DC

20002

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.)

FOR OFFICE USE ONLY

09/22/2000 GTON11 00000139 75539388

01 FC:481
02 FC:482

40.00 OF
1150.00 OF

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. # 4

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)

<u>75539388</u>	<u>75827183</u>	<u>76002550</u>	_____	_____	_____
<u>76002551</u>	<u>76002552</u>	<u>76002553</u>	_____	_____	_____
<u>76002554</u>	<u>76002564</u>	<u>76002565</u>	_____	_____	_____

Number of Properties

Enter the total number of properties involved.

47

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$ 1,190.00

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

August 22, 2000

Date Signed

SHAW PITTMAN
TRADEMARK RECORDATION FORM COVER SHEET CONTINUATION

Conveying Party

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name _____

Formerly _____

Individual General Partnership Limited Partnership Corporation Association

Other _____

Citizenship/State of Incorporation/Organization _____

Receiving Party

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name _____

DBA/AKA/TA _____

Composed of _____

Address (line 1) _____

Address (line 2) _____

Address (line 3) _____

City

State/Country

Zip Code

Individual General Partnership Limited Partnership

Corporation Association

Other _____

Citizenship/State of Incorporation/Organization _____

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.)

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)

<u>76002566</u>	<u>76002567</u>	<u>76002568</u>
<u>76002569</u>	<u>76002570</u>	<u>76002571</u>
<u>76002572</u>	<u>76002573</u>	<u>76002800</u>
<u>76002801</u>	<u>76002802</u>	<u>76002803</u>
<u>76002804</u>	<u>76002805</u>	<u>76002806</u>
<u>76002807</u>	<u>76002808</u>	<u>76002809</u>
<u>76002810</u>	<u>76002811</u>	<u>76002812</u>

_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

SHAW PITTMAN
TRADEMARK RECORDATION FORM COVER SHEET CONTINUATION

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Enter Additional Conveying Party

Name

Formerly

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

Receiving Party

Mark if additional names of receiving parties attached

Enter Additional Receiving Party

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

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

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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)

Table with 3 columns of Trademark Application Numbers: 76002813, 76002814, 76002815, 76002816, 76002817, 76002818, 76002819, 76002820, 76002821, 76002822, 76002823, 76002824, 76021957, 76021958, 76021959, 76021960, TBA

Table with 3 columns of Registration Numbers (empty lines)

ASSIGNMENT

WHEREAS, XM SATELLITE RADIO HOLDINGS INC., a Delaware corporation having an address of 1500 Eckington Place, N.E., Washington, D.C. 20002 (hereinafter "ASSIGNOR") adopted the service marks listed on Appendix A hereto for satellite broadcasting services and entertainment services and is the record owner of the United States Service Mark Applications to register said marks listed on Appendix A hereto.

WHEREAS, XM SATELLITE RADIO INC., a Delaware corporation, having an address of 1500 Eckington Place, N.E., Washington, D.C. 20002 (hereinafter "ASSIGNEE"), is desirous of acquiring all rights, title and interest in and to the said service marks, the goodwill symbolized thereby, the business associated therewith, which business is ongoing and existing, and the United States Service Mark Applications for registration thereof.

NOW, THEREFORE, for and in consideration of the sum of One Dollar (\$1.00) and other good and valuable consideration, the receipt and sufficiency of which is hereby mutually acknowledged, ASSIGNOR hereby sells, assigns, transfers and conveys to ASSIGNEE all rights, title and interest in and to the service marks listed on Appendix A hereto, the goodwill symbolized thereby, the business associated therewith, which business is ongoing and existing, and the United States Service Mark Applications for registration thereof.

XM SATELLITE RADIO HOLDINGS INC.

By: Joseph M. [Signature]

Title: SUP GENERAL COUNSEL + SECRETARY

Notarization on next page

CITY OF WASHINGTON)
: SS:-
DISTRICT OF COLUMBIA)

Signed before me this 18 day of August, 2000.

Adrienne M. Crowley
Notary Public

SEAL

My commission expires: July 14, 2005

**Adrienne M. Crowley
Notary Public, District of Columbia
My Commission Expires 07/14/05**

APPENDIX A

<u>Serial No.</u>	<u>Mark</u>	<u>Filing Date</u>
75/539388	XM	August 20, 1998
75/827183	XM & Design	October 20, 1999
76/002550	LIQUID METAL	March 17, 2000
76/002551	DEEP TRACKS	March 17, 2000
76/002552	HIGHWAY ONE	March 17, 2000
76/002553	HANK'S PLACE	March 17, 2000
76/002554	FRANK'S PLACE	March 17, 2000
76/002564	ON BROADWAY	March 17, 2000
76/002565	AUDIO VISIONS	March 17, 2000
76/002566	XM CLASSICS	March 17, 2000
76/002567	CINEMAGIC	March 17, 2000
76/002568	THE JOINT	March 17, 2000
76/002569	XM KIDS	March 17, 2000
76/002570	XM CAFÉ	March 17, 2000
76/002571	RETROBUZZ	March 17, 2000
76/002572	XM UNDERGROUND	March 17, 2000
76/002573	THE BONE	March 17, 2000
76/002800	80'S ON 8	March 17, 2000
76/002801	WATERCOLORS	March 17, 2000
76/002802	REAL JAZZ	March 17, 2000
76/002803	FLIGHT 35	March 17, 2000
76/002804	XM MUSIC LAB	March 17, 2000
76/002805	SPECIAL X	March 17, 2000
76/002806	EXTREME TALK	March 17, 2000
76/002807	MADNESS	March 17, 2000
76/002808	TEEN TO TEEN	March 17, 2000
76/002809	WOMAN TO WOMAN	March 17, 2000
76/002810	XM PREVIEW	March 17, 2000
76/002811	FINE TUNING	March 17, 2000
76/002812	BLUESVILLE	March 17, 2000
76/002813	PLANET GROOVE	March 17, 2000
76/002814	20 ON 20	March 17, 2000
76/002815	THE BEACH	March 17, 2000
76/002816	90'S ON 9	March 17, 2000
76/002817	70'S ON 7	March 17, 2000
76/002818	60'S ON 6	March 17, 2000
76/002819	50'S ON 5	March 17, 2000
76/002820	ROAD SHOW	
76/002821	FIRST THERE WAS AM, THEN FM NOW THERE IS XM	March 17, 2000 March 17, 2000
76/002822	XM DIRT	March 17, 2000
76/002823	XM STINKERS	March 17, 2000

76/002824	THE HEART	March 17, 2000
76/021957	ASK XM	April 10, 2000
76/021958	SYSTEM POWERED RADIO	April 10, 2000
76/021959	ESOTERIA	April 10, 2000
76/021960	XM NOW!	April 10, 2000
TBA	UP YOURS! THE XM COMEDY CHANNEL	August 3, 2000