TRADEMARK ASSIGNMENT

Electronic Version v1.1
Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Security Agreement Supplement

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
XM Satellite Radio Inc.		01/15/2004	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	The Bank of New York
Street Address:	101 Barclay Street
Internal Address:	8th Floor - W
City:	New York
State/Country:	NEW YORK
Postal Code:	10286
Entity Type:	CORPORATION: NEW YORK

PROPERTY NUMBERS Total: 7

Property Type	Number	Word Mark
Registration Number:	2810210	XM READY
Serial Number:	76515204	SKYLINK
Serial Number:	76521619	ROADY
Serial Number:	76526167	XMDIRECT
Serial Number:	76532987	WEATHER TO THE POWER OF X.
Serial Number:	78313689	XM NATION
Serial Number:	78329942	XMWX

CH $190.00 2810210

CORRESPONDENCE DATA

Fax Number: (703)610-6200

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 703-610-6159

Email: boxip@hhlaw.com

Correspondent Name: Valerie Brennan

Address Line 1: 8300 Greensboro Drive, Suite 1100

Address Line 2: Box Intellectual Property

Address Line 4:	McLean, VIRGINIA 22102
ATTORNEY DOCKET NUMBER:	68843.14
NAME OF SUBMITTER:	Valerie Brennan

Total Attachments: 3
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SECURITY AGREEMENT SUPPLEMENT

This **SECURITY AGREEMENT SUPPLEMENT**, dated as of January 15, 2004 (the "**Supplement**"), is delivered pursuant to the Security Agreement, dated as of January 28, 2003 (as it may be from time to time amended, restated, modified or supplemented, the "**Security Agreement**"), among XM Satellite Radio Holdings Inc., certain of its Subsidiaries party thereto and The Bank of New York, as Collateral Agent. Capitalized terms used herein not otherwise defined herein shall have the meanings ascribed thereto in the Security Agreement. This Supplement is being delivered pursuant to Section 4.2(b) of the Security Agreement.

Grantor hereby confirms, as of the date first written above, the grant to Collateral Agent set forth in the Security Agreement of, does hereby grant to Collateral Agent, for the benefit of itself and the Secured Parties, a security interest in all of Grantor's right, title and interest in and to all Collateral to secure the Secured Obligations, in each case whether now or hereafter existing or in which Grantor now has or hereafter acquires an interest and wherever the same may be located and hereby agrees, as of the date first above written, to continue to be bound as a Grantor by all of the terms and provisions of the Security Agreement, as supplemented by this Security Agreement Supplement. Grantor hereby represents and warrants that the attached Supplements to Schedules accurately and completely set forth all additional information with respect to the Grantor currently required pursuant to the Security Agreement and hereby agrees that such Supplements to Schedules shall constitute part of the Schedules to the Security Agreement.

IN WITNESS WHEREOF, Grantor has caused this Security Agreement Supplement to be duly executed and delivered by its duly authorized officer as of the date first above written.

XM SATELLITE RADIO INC.

By: _____
Name:
Title:

\\\DC - 68843/0014 - 1905049 v1

ADDITIONAL INTELLECTUAL PROPERTY

A. Copyrights:

No registered copyrights.

B. Patents:

Application No.
10/626,244
10/621,398 Based on Serial No. 09/688,824
60/488,089
60/465,203

Abandoned applications not included.

Patent Title	Patent No.	Owner
Apparatus and method for transferring DC power and RF energy through a dielectric for antenna reception	6,686,882	XM Satellite Radio Inc.
Method and apparatus for prompting a reverse channel response from receiver in a digital broadcast system	6,686,880	XM Satellite Radio Inc.
Through glass RF coupler system	6,661,386	XM Satellite Radio Inc.
Electronically steerable antenna array using user-specified location data for maximum signal reception based on elevation angle	6,640,085	XM Satellite Radio Inc.
Combination linearly polarized and quadrifilar antenna sharing a common ground plane	6,621,458	XM Satellite Radio Inc.
Method and apparatus for continuous cross-channel interleaving	6,614,767	XM Satellite Radio Inc.
Method and apparatus for composite data stream storage and playback	6,564,003	XM Satellite Radio Inc.
Digital radio prepaid music recording system	6,563,805	XM Satellite Radio Inc.
Method and apparatus for customized selection of audio channels	6,553,077	XM Satellite Radio Inc.
Digital audio service satellite receiver having switchable operating modes for stationary or mobile use	6,549,774	XM Satellite Radio Inc.
Glass-mountable antenna system with DC and RF coupling	6,538,609	XM Satellite Radio Inc.
Drooping helix antenna	6,535,179	XM Satellite Radio Inc.

C. Federally Registered Trademarks/Service Marks, and Trademark/Service Mark Applications:

SUPPLEMENT TO SCHEDULE 4.2
TO SECURITY AGREEMENT

Mark	App. / Reg. No.	Owner
XM READY & Horizontal Wave (Design)	2,810,210	XM Satellite Radio Inc.
HIGHWAY 15	2,676,946	XM Satellite Radio Inc.
THE TORCH	2,687,345	XM Satellite Radio Inc.
RADIO TAJ	2,687,260	XM Satellite Radio Inc.
VOX	2,727,741	XM Satellite Radio Inc.
XPERIENCE XM	2,732,837	XM Satellite Radio Inc.
U-POP	2,733,082	XM Satellite Radio Inc.
THE POWER	2,748,047	XM Satellite Radio Inc.
SKYFI (Design)	2,773,239	XM Satellite Radio Inc.
BUZZ XM	2,718,725	XM Satellite Radio Inc
BABBLE ON	2,722,272	XM Satellite Radio Inc.
CARICIA	2,712,042	XM Satellite Radio Inc.
X COUNTRY	2,655,819	XM Satellite Radio Inc.
THE GROOVE	2,701,857	XM Satellite Radio Inc.
XM KIDS	2,702,924	XM Satellite Radio Inc.
WEIRDNESS	2,684,430	XM Satellite Radio Inc.
SKYLINK	76/515204	XM Satellite Radio Inc.
ROADY	76/521619	XM Satellite Radio Inc.
XMDIRECT	76/526167	XM Satellite Radio Inc.
WEATHER TO THE POWER OF X.	76/532987	XM Satellite Radio Inc.
XM NATION	78/313689	XM Satellite Radio Inc.
XMWX (Design)	78/329942	XM Satellite Radio Inc.

Abandoned applications not included.