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05-10-2000

FORM PTO-1619A
Expires 06/30/99
OMB 0651-0027



U.S. Department of Commerce
Patent and Trademark Office
PATENT

101352264

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

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New

Resubmission (Non-Recordation)
Document ID# 101254628

Correction of PTO Error
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Conveyance Type

Assignment Security Agreement

License Change of Name

Merger Other []

U.S. Government
(For Use ONLY by U.S. Government Agencies)

Departmental File Secret File

Conveying Party(ies)

Mark if additional names of conveying parties attached

Name (line 1) Hien Duc Ma Execution Date 01/10/00
Month Day Year

Name (line 2) []

Second Party

Name (line 1) Argvrios A. Chatzipetros Execution Date 01/11/00
Month Day Year

Name (line 2) []

Receiving Party

Mark if additional names of receiving parties attached

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 is attached. (Designation must be a separate document from Assignment.)

Name (line 1) XM Satellite Radio Inc.

Name (line 2) A Corporation of Delaware

Address (line 1) 1250 23rd Street NW

Address (line 2) Suite 57

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

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name Joseph Titlebaum, Senior Vice President

Address (line 1) XM Satellite Radio Inc.

Address (line 2) 1250 23rd Street NW

Address (line 3) Suite 57

Address (line 4) Washington, DC 20037

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Area Code and Telephone Number

Name

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Address (line 3)

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Pages

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Application Number(s) or Patent Number(s)

Mark if additional numbers attached

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

Patent Application Number(s)

Patent Number(s)

<input type="text" value="09/434,751"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
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<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

If this document is being filed together with a new Patent Application, enter the date the patent application was signed by the first named executing inventor. Month Day Year

Patent Cooperation Treaty (PCT)

Enter PCT application number only if a U.S. Application Number has not been assigned.

PCT <input type="text"/>	PCT <input type="text"/>	PCT <input type="text"/>
PCT <input type="text"/>	PCT <input type="text"/>	PCT <input type="text"/>

Number of Properties

Enter the total number of properties involved. #

Fee Amount

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

Method of Payment: Enclosed Deposit Account

Deposit Account

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

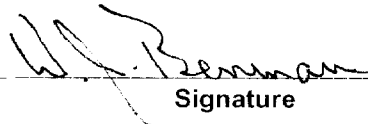
Deposit Account Number: #

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.

William J. Benman, Jr.



4/24/00

Name of Person Signing

Signature

Date

MAN 1/24/00

FORM PTO-1019A
Expires 06/30/99
OMB 0651-0027



~~02-01-2000~~



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Month Day Year

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01/10/00

Name (line 2) _____

Second Party

Name (line 1) Argyrios A. Chatzipetros

Execution Date
Month Day Year
01/11/00

Name (line 2) _____

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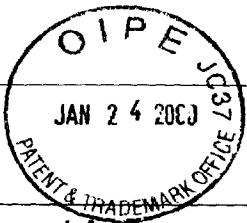
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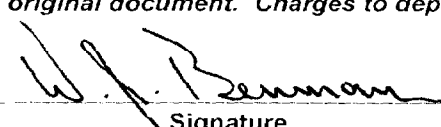
Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.)

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.

William J. Benman, Jr.  1/18/00

Name of Person Signing Signature Date

ASSIGNMENT

WHEREAS, we Hien Duc Ma and Argyrios Chatzipetros have invented:

DIGITAL RADIO PREPAID MUSIC RECORDING SYSTEM

as described and claimed in the application executed by us of even date herewith, preparatory to obtaining a Letters Patent of the United States therefor; and

WHEREAS, **XM SATELLITE RADIO INC.**, a corporation organized and existing under and by virtue of the laws of the State of Delaware, and having its principal place of business at 1250 23rd Street NW, Suite 57, Washington, DC 20037 is desirous of acquiring the entire right, title, and interest in and to the said invention, application, and any Letters Patent which may be granted therefor or thereupon, together with any and all divisions, continuations, reissues and extensions thereof:

NOW, THEREFORE, to all whom it may concern, be it known that for and in consideration of One Dollar (\$1.00) to us in hand paid, and other good and valuable considerations, the receipt of which is hereby acknowledged, we, Hien Duc Ma and Argyrios Chatzipetros have sold, assigned, transferred, and set over, and by these presents do sell, assign, transfer, and set over, unto **XM Satellite Radio Inc.**, its successors and assigns, the entire right, title, and interest in and to the invention, application executed of even date herewith, and any Letters Patent which may be granted therefor or thereon, together with any and all divisions, continuations, reissues and extensions thereof, and all our foreign rights to the said invention, and all our rights under the International Convention in respect to the said invention and application, and authorize the said **XM Satellite Radio Inc.**, to apply for Letters Patent or equivalents in foreign countries, claiming the filing date of the U. S. application under the provisions of the International Convention. We hereby agree to communicate **XM Satellite Radio Inc.** or its representatives any facts known to us respecting the invention, to testify in any legal proceeding relating thereto, sign all lawful papers, execute all divisional, continuing and reissue applications, make all rightful oaths and in addition to execute any and all documents that may be required in order that **XM Satellite Radio Inc.**, may make application for Letters Patent or equivalents on the invention in foreign countries in its own name.

We hereby authorize and request the Commissioner of Patents and Trademarks to issue any Letters Patent which may be granted for or on the invention and assigns, in accordance with this assignment.

Name of First Inventor: Hien Duc Ma

Signature of Inventor:

[Handwritten Signature]

Date:

1/11/00

Name of Second Inventor: Argyrios Chatzipetros

Signature of Inventor:

[Handwritten Signature]

Date:

1/11/00

FLORIDA

STATE OF ~~DELAWARE~~)

) ss.:

COUNTY OF BROWARD)

On this 14th day of January 2000, before me

personally appeared Argy Chatzipetros and Hien Duc Ma,

to me known to be the persons whose names are subscribed to the foregoing instrument, and acknowledged to me that they executed the same.

[Handwritten Signature]
Notary Public

SEAL

