

EXHIBIT

Pursuant to Section 2.805(b) of the Commission's Rules, XM Radio LLC ("XM"), a subsidiary of Sirius XM Radio Inc. ("Sirius XM"), seeks to modify its existing experimental license – call sign WB2XCA (the "License") – to clarify that the scope of the License covers, among other things, a wide range of testing activities (and related operations) of its terrestrial repeaters and Part 15 devices incorporated into satellite radios (e.g., FM modulators, Bluetooth and WiFi transmitters) (these repeaters, radios and devices are collectively, "devices"). This modification would change no specifications of the License other than (i) including unlicensed devices operating under Sections 15.239 and 15.247 of the Part 15 rules and (ii) increasing the number of units covered by the License given the additional types of devices which might be operating pursuant to the modified License.

Granting this modification will serve the public interest for many of the same reasons as the current license serves the public interest. Specifically, the modification will clarify the licensee's authority to (i) design, develop, test and demonstrate its terrestrial repeater network, one or more individual terrestrial repeaters and/or one or more individual satellite radios, (ii) conduct pre-certification, compliance, and other related testing of its current and next generation devices, (iii) evaluate device performance and/or determine customer acceptability of devices during developmental, design or preproduction states, (iv) take field-test measurements of installed system performance and/or individual devices, (v) conduct field validation and/or testing of next generation devices, and (vi) conduct demonstrations at trade shows and/or exhibits. These operations will allow XM to optimize its repeater network and test both existing and new device designs in particular markets or nationwide. Modifying the License will therefore enhance the performance of the terrestrial repeater network, enhance the performance of individual devices, and improve the quality of service to satellite radio listeners.

Consistent with XM's request to maintain the specifications of the existing License (except as identified in this application), XM requests that the Commission maintain the two special conditions currently imposed on the License for terrestrial repeaters. These special conditions authorize XM to use various emissions and bandwidths during the experiment and testing and, in lieu of imposing a frequency tolerance specification, require that the occupied bandwidth of the emission not extend beyond the band limits set forth in the authorization.

XM has never received a complaint of interference arising from its experimental operations under the License and does not anticipate any future complaints in the event the Commission grants the requested modification. Similar to the current License, these tests will be conducted using the entire Sirius XM-licensed band (2320 MHz – 2345 MHz), will be of limited duration and power, and will be conducted under the supervision of company personnel. In addition, tests and demonstrations of Part 15 devices covered by this application may also operate in other spectrum pursuant to Sections 15.239 and 15.247 of the Part 15 rules.

The License currently includes a Special Condition requiring XM to "notify any WCS licensee in the area prior to operation." Given the unlikelihood of potential interference that may

be caused by testing under this License as modified (together with the limited duration of any such testing), such a condition is not necessary. Nevertheless, XM personal will promptly address any instances of interference, in the unlikely event such interference should occur. Moreover, for any repeaters operating under Sirius XM's blanket repeater license (Call Sign E110172), Sirius XM operates pursuant to Section 25.263 of the Commission's Rules, 47 C.F.R. § 25.263, which requires notice to WCS licensees in advance of operating or modifying terrestrial repeaters.