

LAW OFFICES

1001 O STREET, N.W.
SUITE 500 WEST
WASHINGTON, D.C. 20001
TELEPHONE (202) 464-4100
FACSIMILE (202) 464-4648

85 RUE BLANCHE
M-1000 BAVELLE
TELEPHONE 02(2) 5-41 05 70
FACSIMILE 02(2) 5-41 05 80

www.wiley.com

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THOMAS C. BENDER
RALPH A. BAKER
J. HENRY CAMPBELL
DANIEL C. CANTABRO
FRANK J. CHERBERS
HAROLD K. COHN
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JAMES L. TINSLEY
JAMES L. TINSLEY
RALPH A. C. SMITH
LUTHER L. MANNING
THOMAS H. HILL
CHARLES H. ADAMS

NOT ADMITTED IN U.S.
ELEMENTARY SCHOOL

SCIENTIFIC STAFF
 DANIEL E. BUTLER, Ph.D.
 CHARLES E. BARBER, Ph.D.
 CORBETT A. MATTHEWS, Ph.D., D.D., D.
 HEALY MATTHEWS, POLY.
 JACQUES HOUDE, Ph.D.
 LESTER BOSSINGWORTH, Ph.D.
 THOMAS G. BROWN
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 ROBERT A. BERNHARDT, Ph.D.
 SARAH L. JONES
 BRYAN W. WILSON
 ALBERT F. JOYANOVICH, Ph.D.
 TELECOMMUNICATIONS
 ENGINEERS
 RANDALL S. TOLSON
 WRITER'S BRANCH ASSISTANTS

June 20, 2000

(202) 434-4210
richards@khlaw.com

Mr. Lon Levin
Senior Vice President
XM Satellite Radio
10802 Parkridge Blvd.
Reston, VA 20191

VIA FACSIMILE

Re: Letter of Consent

Dear Lon:

Following up on your discussions with Kevin Rupy of our office, I am writing to request the consent of XM Satellite Radio ("XMSR") to the operations of our client, Boykin and Associates ("Boykin"), as described below.

For years, Boykin has obtained special temporary authority ("STA") from the FCC to use the 2.3 GHz band for transmitting "in car" video pictures during NASCAR and other racing events. Depending on the event, the signal is broadcast "live" through The Nashville Network ("TNN"), TBS, CBS or ESPN. However, since XMSR is now the DARS licensee of 2332.5 - 2345 MHz, Boykin is required to obtain your written consent prior to operating in conjunction with the events listed in Attachment I.

Therefore, we request that XMSR consent to Boykin's operation on a special temporary basis on the frequencies 2332.5 - 2345 MHz on the dates and locations as specified in Attachment 1. All transmissions by Boykin will be maintained at or below 1 watt Output and 2 watts ERP. The area of operations will be limited to 1.2 kilometers, and all operations will be secondary. In the unlikely event that interference resulting from use of these channels by Boykin

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should occur, Boykin will promptly resolve the interference to the satisfaction of XM SR. The final date of operation covered by this consent will be October 1, 2000.

Lon, I hope these arrangements are satisfactory. To evidence your concurrence, please sign below where indicated, and return to my attention at your earliest opportunity via fax (202) 434-4653. Should you have any questions or concerns regarding this matter, by all means please let us know. Your cooperation is certainly appreciated.

Sincerely,


Jack Richards

Accepted and Agreed To:
XM Satellite Radio

By: 

MILWAUKEE	WI	8/29/00	7/2/00	43.00.98	88.00.49
FARGO	ND	7/8/00	7/9/00	48.52.59	96.55.33
LOUDON	NH	7/8/00	7/9/00	43.21.30	71.27.50
ROSSBURG	OH	7/12/00	7/16/00	40.48.95	84.23.85
CICERO	IL	7/14/00	7/18/00	41.49.87	87.45.22
POCONO	PA	7/20/00	7/23/00	41.03.36	76.26.89
SONOMA	CA	7/20/00	7/23/00	38.09.06	122.25.82
SALEM	IN	7/21/00	7/23/00	38.36.11	88.07.97
MECHANICSBURG	PA	7/28/00	7/30/00	40.9.78	77.02.12
MADISON	IL	7/28/00	7/30/00		
TOLEDO	OH	7/28/00	7/30/00	41.43.17	83.30.74
JENNERSTOWN	PA	8/4/00	8/5/00	40.09.53	79.04.02
CEDAR RAPIDS	IA	8/11/00	8/13/00	41.58.14	91.40.57
KNOXVILLE	IA	8/11/00	8/13/00	41.19.83	93.06.58
OREGON	WI	8/17/00	8/20/00		
MILWAUKEE	WI	8/26/00	8/27/00	43.00.98	88.00.49
FORT WORTH	TX	8/1/00	8/3/00	33.01.46	97.16.38
SAINT PAUL	MN	8/1/00	8/3/00		
MEMPHIS	TN	8/8/00	8/10/00		
PORTLAND	OR	8/8/00	8/10/00	45.35.81	122.40.53
LOUDON	NH	8/14/00	8/17/00	43.21.30	71.27.50
CLERMONT	IN	8/21/00	8/24/00		
DOVER	DE	8/21/00	8/24/00	39.11.28	75.32.13
GREENWOOD	NB	8/22/00	8/24/00	40.58.40	96.23.18
BRASELTON	GA	8/28/00	10/1/00		
WINCHESTER	IN	8/29/00	10/1/00		