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WRITER'S DIRECT ACCESS

August 24, 2000

(202) 434-4210
 richards@khlaw.com

VIA FACSIMILE

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

Re: Letter of Consent

Dear Lon:

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 1.

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

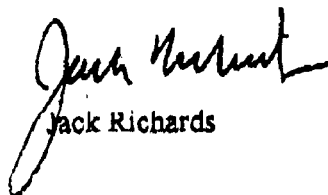
Mr. Lon Levin
August 24, 2000
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should occur, Boykin will promptly resolve the interference to the satisfaction of XMSR. The final date of operation covered by this consent will be November 12, 2000.

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: 

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Mr. Carl Frank
Wiley, Rein and Fielding
1776 K Street
Washington, DC 20006

VIA FACSIMILE

Re: Letter of Consent

Dear Carl:

I am writing to request the consent of your client, Sirius Satellite Radio, Inc. ("Sirius") 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 Sirius is now the DARS licensee of 2320 - 2332.5 MHz, Boykin is required to obtain your written consent prior to operating in conjunction with the events listed in Attachment I.

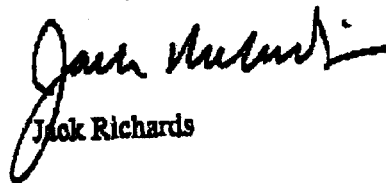
Therefore, we request that Sirius consent to Boykin's operation on a special temporary basis on the frequencies 2320 - 2332.5 MHz on the dates and locations as specified in Attachment 1. All transmissions by Boykin will be maintained at or below 1 watt Output and 2 watts ERP. The area of operations will 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 should occur, Boykin will promptly resolve the interference to the satisfaction of Sirius. The

Mr. Carl Frank
August 24, 2000
Page 2

final date of operation covered by this consent will be November 12, 2000. I understand that no further extensions will be granted.

Your cooperation is very much appreciated. To evidence Sirius' concurrence, please have an authorized representative sign below where indicated, and return this letter to my attention at your earliest opportunity via fax to (202) 434-4653. Should you have any questions or concerns regarding this matter, by all means please let us know.

Sincerely,


Jack Richards

Accepted and Agreed To:
Sirius Satellite Radio, Inc.

By:  (Carl Frank)
Title: Outside Counsel, on behalf of Sirius.
Date: 8/24/00

Mr. Lon Levin
August 24, 2000
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Attachment			
City	State	Start Date	End Date
FORT WORTH	TX	9/1/00	9/3/00
SAINT PAUL	MN	9/1/00	9/3/00
MEMPHIS	TN	9/8/00	9/10/00
PORTLAND	OR	9/8/00	9/10/00
LOUDON	NH	9/14/00	9/17/00
CLERMONT	IN	9/21/00	9/24/00
DOVER	DE	9/21/00	9/24/00
GREENWOOD	NB	9/22/00	9/24/00
BRASELTON	GA	9/28/00	10/1/00
WINCHESTER	IN	9/29/00	10/1/00
CHARLOTTE	NC	10/5/00	10/8/00
LAGUNA SECA	CA	10/12/00	10/15/00
MADISON	IL	10/13/00	10/15/00
ROCHINGHAM	NC	10/19/00	10/22/00
LAS VEGAS	NV	10/26/00	11/2/00
MEMPHIS	TN	10/27/00	10/29/00
PHOENIX	AR	11/2/00	11/5/00
NASHVILLE	TN	11/3/00	11/5/00
MIAMI	FL	11/9/00	11/12/00