



September 24, 2004

Mr. Scott Donohue
President
WCS Wireless, LLC
2 Jackson Street, Suite 100
San Francisco, CA 94111

Dear Mr. Donohue:

Further to your request for coordination with your Wireless Communications Service ("WCS") test system in Dallas, Texas, and your associated request for experimental authority from the Federal Communications Commission ("FCC"), XM Satellite Radio Inc. ("XM") agrees to coordinate interference measurements during the period indicated. We also agree to the following terms for the test, unless changes are specifically arranged in writing between our companies:

1. A coordinated interference test period starting on October 1, 2004 and ending on October 30, 2004 in Dallas, Texas.
2. Equipment operating under an experimental license will be operated during the hours of 10 pm to 6 am.
3. Operations on the WCS "D" block (2345 - 2350 MHz) only.
4. Operation on up to four transmitter sites for the coordinated interference test period.
5. Testing of transmissions on the WCS frequencies at power levels up to 2000 Watts average power using an OFDM waveform with a 6 dB peak to average ratio.
6. Sharing of coordinated interference test information with XM.
7. WCS Wireless, LLC's operations under the experimental license will cease immediately at the request of XM for any reason.
8. The contact person for the duration of the experimental license will be Scott Donohue, President, WCS Wireless, LLC at the following location:

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2 Jackson Street, Suite 100
San Francisco, CA 94111
Tel (415) 391-2234
Fax (415) 391-4912
Cell (415) 987-2234
scott@wcswireless.com

So long as the tests are conducted in accordance with the above parameters, XM does not object to the testing on the grant of experimental authority. You are authorized to transmit this letter to the FCC in conjunction with your application.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Lon C. Levin', with a long horizontal stroke extending to the left.

Lon C. Levin
Vice President