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APPLICATION FOR SATELLITE SPACE STATION AUTHORIZATIONS FCC 312 MAIN FORM FOR OFFICIAL USE ONLY	FCC Use Only
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APPLICANT INFORMATION

Enter a description of this application to identify it on the main menu:

Application for XM-3 (85W)

1-8. Legal Name of Applicant			
Name:	XM Radio Inc.	Phone Number:	202-380-4000
DBA Name:		Fax Number:	202-380-4500
Street:	1500 Eckington Place, NE	E-Mail:	lon.levin@xmradio.com
City:	Washington	State:	DC
Country:	USA	Zipcode:	20002 -
Attention:	Lon C Levin		

9-16. Name of Contact Representative (If other than applicant)

Name:	Bruce D. Jacobs	Phone Number:	202-663-8077
Company:	Shaw Pittman LLP	Fax Number:	202-663-8007
Street:	2300 N Street, NW	E-Mail:	bruce.jacobs@shawpittman.com
City:	Washington	State:	DC
Country:	USA	Zipcode:	20002 -
Contact Title:		Relationship:	Legal Counsel

CLASSIFICATION OF FILING

17. Choose the buttonnext to the classification that applies to thisfiling for both questions a. and b. Choose only one for 17a and only one for 17b.

a.

- (N/A) a1. Earth Station
 a2. Space Station

b.

- b1. Application for License of New Station
(N/A) b2. Application for Registration of New Domestic Receive-Only Station
(N/A) b3. Amendment to a Pending Application
(N/A) b4. Modification of License or Registration
(N/A) b5. Assignment of License or Registration
(N/A) b6. Transfer of Control of License or Registration
(N/A) b7. Notification of Minor Modification
(N/A) b8. Application for License of New Receive-Only Station Using Non-U.S. Licensed Satellite
- b9. Letter of Intent to Use Non-U.S. Licensed Satellite to Provide Service in the United States
 b10. Replacement Satellite Application – no new frequency bands
 b11. Replacement Satellite Application – new frequency bands (Not eligible for streamlined processing)
 b12. Petition for Declaratory Ruling to be Added to the Permitted List
(N/A) b13. Other (Please specify)

<p>17c. Is a fee submitted with this application?</p> <p><input checked="" type="radio"/> If Yes, complete and attach FCC Form 159.</p> <p>If No, indicate reason for fee exemption (see 47 C.F.R.Section 1.1114).</p> <p><input type="radio"/> Governmental Entity <input type="radio"/> Noncommercial educational licensee</p> <p><input type="radio"/> Other(please explain):</p>					
<p>17c. Fee Classification BNY – Space Station (Geostationary)</p>	<p>Number of Satellite: 1</p>				
<p>18. If this filing is in reference to an existing station, enter:</p> <p>(a) Call sign of station: Not Applicable</p>					
<p>19. If this filing is an amendment to a pending application enter:</p> <table> <tr> <td>(a) Date pending application was filed:</td> <td>(b) File number of pending application:</td> </tr> <tr> <td>Not Applicable</td> <td>Not Applicable</td> </tr> </table>		(a) Date pending application was filed:	(b) File number of pending application:	Not Applicable	Not Applicable
(a) Date pending application was filed:	(b) File number of pending application:				
Not Applicable	Not Applicable				

TYPE OF SERVICE

<p>20. NATURE OF SERVICE: This filing is for an authorization to provide or use the following type(s) of service(s): Select all that apply:</p> <p><input type="checkbox"/> a. Fixed Satellite</p> <p><input type="checkbox"/> b. Mobile Satellite</p> <p><input type="checkbox"/> c. Radiodetermination Satellite</p> <p><input type="checkbox"/> d. Earth Exploration Satellite</p> <p><input type="checkbox"/> e. Direct to Home Fixed Satellite</p> <p><input checked="" type="checkbox"/> f. Digital Audio Radio Service</p> <p><input type="checkbox"/> g. Other (please specify)</p>	
<p>21. STATUS: Choose the button next to the applicable status. Choose only one.</p> <p><input type="radio"/> Common Carrier <input checked="" type="radio"/> Non-Common Carrier</p>	<p>22. If earth station applicant, check all that apply.</p> <p>Not Applicable</p>
<p>23. If applicant is providing INTERNATIONAL COMMON CARRIER service, see instructions regarding Sec. 214 filings. Choose one. Are these facilities:</p> <p><input type="radio"/> Connected to a Public Switched Network <input type="radio"/> Not connected to a Public Switched Network <input checked="" type="radio"/> N/A</p>	
<p>24. FREQUENCY BAND(S): Place an "X" in the box(es) next to all applicable frequency band(s).</p> <p><input type="checkbox"/> a. C-Band (4/6 GHz) <input type="checkbox"/> b. Ku-Band (12/14 GHz)</p> <p><input checked="" type="checkbox"/> c. Other (Please specify upper and lower frequencies in MHz.)</p> <p>Frequency Lower: 2332.5 Frequency Upper: 2345 (Please specify additional frequencies in an attachment)</p>	

TYPE OF STATION

25. CLASS OF STATION: Choose the button next to the class of station that applies. Choose only one.

(N/A) a. Fixed Earth Station
(N/A) b. Temporary–Fixed Earth Station
(N/A) c. 12/14 GHz VSAT Network
(N/A) d. Mobile Earth Station
 e. Geostationary Space Station. Number of Satellites: 1 (Note: Please fill in the number of satellites for GSO license applications ONLY. Otherwise, leave blank.)
 f. Non–Geostationary Space Station
 g. Other (please specify)

26. TYPE OF EARTH STATION FACILITY: Not Applicable

PURPOSE OF MODIFICATION

27. The purpose of this proposed modification is to: (Place an "X" in the box(es) next to all that apply.) Not Applicable

ENVIRONMENTAL POLICY

28. Would a Commission grant of any proposal in this application or amendment have a significant environmental impact as defined by 47 CFR 1.1307? If YES, submit the statement as required by Sections 1.1308 and 1.1311 of the Commission’s rules, 47 C.F.R. §§ 1.1308 and 1.1311, as an exhibit to this application. A Radiation Hazard Study must accompany all applications for new transmitting facilities, major modifications, or major amendments. Yes No

ALIEN OWNERSHIP
Earth station applicants not proposing to provide broadcast, common carrier, aeronautical en route or aeronautical fixed radio station

services are not required to respond to Items 30–34.

29. Is the applicant a foreign government or the representative of any foreign government?	<input type="radio"/> Yes <input type="radio"/> No <input checked="" type="radio"/> N/A
30. Is the applicant an alien or the representative of an alien?	<input type="radio"/> Yes <input type="radio"/> No <input checked="" type="radio"/> N/A
31. Is the applicant a corporation organized under the laws of any foreign government?	<input type="radio"/> Yes <input type="radio"/> No <input checked="" type="radio"/> N/A
32. Is the applicant a corporation of which more than one–fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	<input type="radio"/> Yes <input type="radio"/> No <input checked="" type="radio"/> N/A
33. Is the applicant a corporation directly or indirectly controlled by any other corporation of which more than one–fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	<input type="radio"/> Yes <input type="radio"/> No <input checked="" type="radio"/> N/A
34. If any answer to questions 29, 30, 31, 32 and/or 33 is Yes, attach as an exhibit an identification of the aliens or foreign entities, their nationality, their relationship to the applicant, and the percentage of stock they own or vote.	

BASIC QUALIFICATIONS

35. Does the Applicant request any waivers or exemptions from any of the Commission's Rules?
If Yes, attach as an exhibit, copies of the requests for waivers or exceptions with supporting documents.

Yes No

Att 2

36. Has the applicant or any party to this application or amendment had any FCC station authorization or license revoked or had any application for an initial, modification or renewal of FCC station authorization, license, or construction permit denied by the Commission? If Yes, attach as an exhibit, an explanation of circumstances.

Yes No

37. Has the applicant, or any party to this application or amendment, or any party directly or indirectly controlling the applicant ever been convicted of a felony by any state or federal court? If Yes, attach as an exhibit, an explanation of circumstances.

Yes No

38. Has any court finally adjudged the applicant, or any person directly or indirectly controlling the applicant, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement or any other means or unfair methods of competition? If Yes, attach as an exhibit, an explanation of circumstances

Yes No

39. Is the applicant, or any person directly or indirectly controlling the applicant, currently a party in any pending matter referred to in the preceding two items? If yes, attach as an exhibit, an explanation of the circumstances.

Yes No

40. If the applicant is a corporation and is applying for a space station license, attach as an exhibit the names, address, and citizenship of those stockholders owning a record and/or voting 10 percent or more of the Filer's voting stock and the percentages so held. In the case of fiduciary control, indicate the beneficiary(ies) or class of beneficiaries. Also list the names and addresses of the officers and directors of the Filer. Att 3

41. By checking Yes, the undersigned certifies, that neither applicant nor any other party to the application is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance. See 47 CFR 1.2002(b) for the meaning of "party to the application"; for these purposes. Yes No

42a. Does the applicant intend to use a non-U.S. licensed satellite to provide service in the United States? If Yes, answer 42b and attach an exhibit providing the information specified in 47 C.F.R. 25.137, as appropriate. If No, proceed to question 43. Yes No

42b. What administration has licensed or is in the process of licensing the space station? If no license will be issued, what administration has coordinated or is in the process of coordinating the space station?

43. Description. (Summarize the nature of the application and the services to be provided). (If the complete description does not appear in this box, please go to the end of the form to view it in its entirety.)

XM Radio hereby applies to launch and operate a replacement satellite (XM-3) at the 85W orbital location.

Narrative

CERTIFICATION

The Applicant waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application. The applicant certifies that grant of this application would not cause the applicant to be in violation of the spectrum aggregation limit in 47 CFR Part 20. All statements made in exhibits are a material part hereof and are incorporated herein as if set out in full in this application. The undersigned, individually and for the applicant, hereby certifies that all statements made in this application and in all attached exhibits are true, complete and correct to the best of his or her knowledge and belief, and are made in good faith.

44. Applicant is a (an): (Choose the button next to applicable response.)

- Individual
- Unincorporated Association
- Partnership
- Corporation
- Governmental Entity
- Other (please specify)

45. Name of Person Signing
Lon C. Levin

46. Title of Person Signing
Senior Vice President

47. Please supply any need attachments.

1: Att 1

2:

3:

WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND / OR IMPRISONMENT
(U.S. Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION AUTHORIZATION
(U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

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