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APPLICATION FOR EARTH 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 Atlanta Earth Station

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:	David Konczal	Phone Number:	(202) 663–8432
Company:	Shaw Pittman LLP	Fax Number:	(202) 663–8007
Street:	2300 N Street, NW	E–Mail:	david.konczal@shawpittman.com
City:	Washington	State:	DC
Country:	USA	Zipcode:	20037–1128
Contact Title:		Relationship:	Legal Counsel

CLASSIFICATION OF FILING

17. Choose the button next to the classification that applies to this filing for both questions a. and b. Choose only one for 17a and only one for 17b.

a.

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

b.

- b1. Application for License of New Station
 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
(N/A) b9. Letter of Intent to Use Non–U.S. Licensed Satellite to Provide Service in the United States
 b10. Other (Please specify)
 b11. Application for Earth Station to Access a Non–U.S. satellite Not Currently Authorized to Provide the Proposed Service in the Proposed Frequencies in the United States.

<p>17c. Is a fee submitted with this application?</p> <p><input checked="" type="radio"/> If Yes, complete and attach FCC Form 159. 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>17d.</p> <p>Fee Classification BAX – Fixed Satellite Transmit/Receive Earth Station</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> <p>(a) Date pending application was filed: (b) File number of pending application:</p> <p>Not Applicable Not Applicable</p>

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><input checked="" type="checkbox"/> Using U.S. licensed satellites</p> <p><input type="checkbox"/> Using Non-U.S. licensed satellites</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: 7042.000 Frequency Upper: 7075.000</p>	

TYPE OF STATION

<p>25. CLASS OF STATION: Choose the button next to the class of station that applies. Choose only one.</p> <p><input checked="" type="radio"/> a. Fixed Earth Station</p> <p><input type="radio"/> b. Temporary-Fixed Earth Station</p> <p><input type="radio"/> c. 12/14 GHz VSAT Network</p> <p><input type="radio"/> d. Mobile Earth Station</p> <p>(N/A) e. Geostationary Space Station</p> <p>(N/A) f. Non-Geostationary Space Station</p> <p><input type="radio"/> g. Other (please specify)</p>
<p>26. TYPE OF EARTH STATION FACILITY: Choose only one.</p> <p><input checked="" type="radio"/> Transmit/Receive <input type="radio"/> Transmit-Only <input type="radio"/> Receive-Only <input type="radio"/> N/A</p>

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

Rad Haz

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? Yes No N/A

30. Is the applicant an alien or the representative of an alien? Yes No N/A

31. Is the applicant a corporation organized under the laws of any foreign government?

Yes No 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?

Yes No 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?

Yes No 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

<p>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.</p>	<p><input type="radio"/> Yes <input checked="" type="radio"/> No</p>
<p>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.</p>	<p><input type="radio"/> Yes <input checked="" type="radio"/> No</p>
<p>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</p>	<p><input type="radio"/> Yes <input checked="" type="radio"/> No</p>
<p>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.</p>	<p><input type="radio"/> Yes <input checked="" type="radio"/> No</p>

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.

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?N/A

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 Inc. ('XM Radio') seeks authority to operate a fixed, transmit/receive earth station transmitting in the X-band and receiving in the S-band. The earth station is being hosted and collocated at PanAmSat's Ellenwood, Georgia teleport. The earth station comprises two 7.2 meter antennas for the purpose of backing up XM Radio's primary uplink

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.

Attachment 1:

Attachment 2:

Attachment 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).

SATELLITE EARTH STATION AUTHORIZATIONS
 FCC Form 312 – Schedule B:(Technical and Operational Description)
 FOR OFFICIAL USE ONLY

Location of Earth Station Site

E1. Site Identifier:	Atlanta	E5. Call Sign:	N/A
E2. Contact Name	Ronald C. Busch	E6. Phone Number:	(404) 381-2000
E3. Street:	2875 Fork Creek Church Road	E7. City:	Ellenwood
		E8. County:	Clayton
E4. State	GA	E9. Zip Code	30294
E10. Area of Operation:	N/A		
E11. Latitude:	33 °39 '51.0 "N		
E12. Longitude:	84 °16 '24.0 "W		
E13. Lat/Lon Coordinates are:	<input checked="" type="radio"/> NAD-27	<input checked="" type="radio"/> NAD-83	<input type="radio"/> N/A
E14. Site Elevation (AMSL):	244.0 meters		

<p>E15. If the proposed antenna(s) operate in the Fixed Satellite Service (FSS) with geostationary satellites, do(es) the proposed antenna(s) comply with the antenna gain patterns specified in Section 25.209(a) and (b) as demonstrated by the manufacturer's qualification measurement? If NO, provide as a technical analysis showing compliance with two-degree spacing policy.</p>	<p><input checked="" type="radio"/> Yes <input type="radio"/> No <input type="radio"/> N/A</p>
<p>E16. If the proposed antenna(s) do not operate in the Fixed Satellite Service (FSS), or if they operate in the Fixed Satellite Service (FSS) with non-geostationary satellites, do(es) the proposed antenna(s) comply with the antenna gain patterns specified in Section 25.209(a2) and (b) as demonstrated by the manufacturer's qualification measurements?</p>	<p><input type="radio"/> Yes <input type="radio"/> No <input checked="" type="radio"/> N/A</p>
<p>E17. Is the facility operated by remote control? If YES, provide the location and telephone number of the control point.</p>	<p><input type="radio"/> Yes <input checked="" type="radio"/> No</p>

<p>E18. Is frequency coordination required? If YES, attach a frequency coordination report as</p>	<p><input checked="" type="radio"/> Yes <input type="radio"/> No</p>
<p>E19. Is coordination with another country required? If YES, attach the name of the country(ies) and plot of coordination contours as</p>	<p><input type="radio"/> Yes <input checked="" type="radio"/> No</p>
<p>E20. FAA Notification – (See 47 CFR Part 17 and 47 CFR part 25.113(c)) Where FAA notification is required, have you attached a copy of a completed FCC Form 854 and or the FAA's study regarding the potential hazard of the structure to aviation? FAILURE TO COMPLY WITH 47 CFR PARTS 17 AND 25 WILL RESULT IN THE RETURN OF THIS APPLICATION.</p>	<p><input type="radio"/> Yes <input checked="" type="radio"/> No</p>

POINTS OF COMMUNICATION

<p>Satellite Name: OTHER If you selected OTHER, please enter the following:</p>

E21. Common Name: XM-3	E22. ITU Name: N/A
E23. Orbit Location: 85W	E24. Country: USA

Satellite Name: OTHER If you selected OTHER, please enter the following:	
E21. Common Name: XM-Roll	E22. ITU Name: USASAT-28F
E23. Orbit Location: 115W	E24. Country: USA

Satellite Name: PERMITTED LIST If you selected OTHER, please enter the following:	
E21. Common Name: Alsat	E22. ITU Name:
E23. Orbit Location:	E24. Country:

Satellite Name: OTHER If you selected OTHER, please enter the following:	
E21. Common Name: XM-4	E22. ITU Name: N/A
E23. Orbit Location: 115W	E24. Country: USA

Satellite Name: OTHER If you selected OTHER, please enter the following:	
E21. Common Name: XM-Rock	E22. ITU Name: USASAT-28G
E23. Orbit Location: 115W	E24. Country: USA

Satellite Name: OTHER If you selected OTHER, please enter the following:	
E21. Common Name: XM-Roll	E22. ITU Name: USASAT-28F
E23. Orbit Location: 85W	E24. Country: USA

POINTS OF COMMUNICATION (Destination Points)

E25. Site Identifier:	
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E26. Common Name:	E27. Country:
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ANTENNA

Site ID	E28. Antenna Id	E29. Quantity	E30. Manufacturer	E31. Model	E32. Antenna Size<meters>	E41/42. Antenna GainTransmint and/or Recieve (____ dBi at ____ GHz)
Atlanta	AX31/AX32	2	VertexRSI	7.2 KPCX/KPXX	7.2	42.1 dBi at 2
						52.4 dBi at 7

E28. Antenna Id	E33/34. Diameter Minor/Major (meters)	E35. Above Ground Level (meters)	E36. Above Sea Level (meters)	E37. Building Height Above Ground Level (meters)	E38. Total Input Power at antenna flange (Watts)	E39. Maximum Antenna Height Above Rooftop (meters)	E40. Total EIRP for al carriers (dBW)
AX31/AX32	7.2/7.2	8.2	252.2	0.0	363.0	0.0	78.0

FREQUENCY

E28. Antenna Id	E43/44. Frequency Bands (MHz)	E45. T/R Mode	E46. Antenna Polarization(H,V, L,R)	E47. Emission Designator	E48. Maximum EIRP per Carrier (dBW)	E49. Maximum ERIP Density per Carrier (dBW/4kHz)
AX31/AX32	2332.500 2345.000	R	Right Hand Circular	100KG2DCF	0.0	0.0

E50. Modulation and Services (If the complete description does not appear in this box, please go to the end of the form to view it in its entirety.)						
Telemetry						
AX31/AX32	2332.500 2345.000	R	Left and Right Circular	1M84G1EDW	0.0	0.0
E50. Modulation and Services (If the complete description does not appear in this box, please go to the end of the form to view it in its entirety.)						
Audio Content, Ancillary Data, QPSK						
AX31/AX32	7042.600 7074.400	T	Left Hand Circular	800KF2DCF	74.0	51.0
E50. Modulation and Services (If the complete description does not appear in this box, please go to the end of the form to view it in its entirety.)						
Command and Ranging						
AX31/AX32	7056.845 7074.869	T	Left and Right Circular	1M84G1EDW	78.0	51.4

E50. Modulation and Services (If the complete description does not appear in this box, please go to the end of the form to view it in its entirety.)

Audio Content, Ancillary Data, QPSK

FREQUENCY COORDINATION

E28. Antenna Id	E51. Satellite Orbit Type	E52/53. Frequency Limits(MHz)	E54/55. Range of Satellite Arc E/W Limit	E56. Earth Station Azimuth Angle Eastern Limit	E57. Antenna Elevation Angle Eastern Limit	E58. Earth Station Azimuth Angle Western Limit	E59. Antenna Elevation Angle Western Limit	E60. Maximum EIRP Density toward the Horizon (dBW/4kHz)
AX31/AX32	Geostationary	2332.500 2345.000	80.0/ 115.0	172.3	50.6	227.0	38.9	0.0
	Geostationary	7042.000 7075.000	80.0/ 115.0	172.3	50.6	227.0	38.9	-11.75

REMOTE CONTROL POINT LOCATION

E61. Call Sign		E65. Phone Number	
NOTE: Please enter the callsign of the controlling station, not the callsign for which this application is being filed.			
E62. Street Address			
E63. City	E67. County	E64/68. State/Country /	E66. Zip Code

FCC NOTICE REQUIRED BY THE PAPERWORK REDUCTION ACT

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THE FOREGOING NOTICE IS REQUIRED BY THE PAPERWORK REDUCTION ACT OF 1995, PUBLIC LAW 104–13, OCTOBER 1, 1995, 44 U.S.C. SECTION 3507.

43. Description. (Summarize the nature of the application and the services to be provided).

XM Radio Inc. ('XM Radio') seeks authority to operate a fixed, transmit/receive earth station transmitting in the X-band and receiving in the S-band. The earth station is being hosted and collocated at PanAmSat's Ellenwood, Georgia teleport. The earth station comprises two 7.2 meter antennas for the purpose of backing up XM Radio's primary uplink earth station located in Washington, DC. The earth station will uplink programming to XM Radio's satellites for transmission to XM Radio's SDARS subscribers. The earth station will also serve as backup TT&C support for XM Radio's existing satellites (Call Signs S2118 (XM-Roll) and S2119 (XM-Rock)) and follow-on satellites (including Call Signs S2617 (XM-3) and S2616 (XM-4)) and also be used for in-orbit testing of XM Radio's follow-on satellites.