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February 6, 2006

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Ms. Marlene H. Dortch
Secretary
Federal Communications Commission
445 - 12th Street, SW
Washington, DC 20554

Re: Sirius Satellite Radio Inc.
Notice of *Ex Parte* Presentation
In re: Applications for Transfer of Control of Licensee WCW Wireless License Subsidiary, LLC from WCS Wireless, Inc. to XM Satellite Radio Holdings Inc. – File No. 0002240823 – DA 05-1662

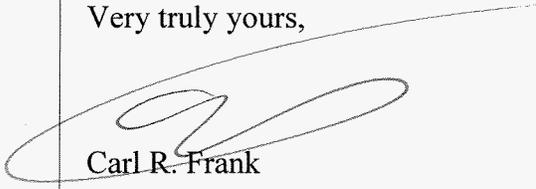
Dear Ms. Dortch:

On February 2, 2006, Richard Wiley, Carl Frank and Michael Lewis of Wiley, Rein & Fielding met with Fred Campbell of Chairman Martin's staff to discuss the concerns of Sirius Satellite Radio Inc. ("Sirius") on the above-captioned proposed transaction involving XM Satellite Radio Holdings Inc. ("XM") and WCS Wireless, Inc.

At that meeting, we reiterated the position of Sirius that approval of this transaction would result in harmful interference to Sirius consumer receivers. We indicated that, at a minimum, the FCC should only grant the subject applications with conditions that prevent such interference.

Please contact the undersigned with any questions regarding this matter.

Very truly yours,



Carl R. Frank

Attachment

cc: Fred Campbell (via email)
Bill Bailey (via email)
Bruce D. Jacobs (via email)

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**TALKING POINTS FOR MEETING WITH FRED CAMPBELL
RE: SIRIUS INTERFERENCE CONCERNS WITH XM/WCS MERGER**

The proposed merger of XM and WCS Wireless Inc. will cause harmful interference to users of Sirius if XM terrestrial repeaters are co-located with WCS base stations.

- Co-location of terrestrial repeaters and WCS base stations would cause third-order intermodulation interference in Sirius' C-block.
- Even worse, such interference would be exacerbated if the FCC grants WCS Wireless' request for waiver of Section 27.50 of the FCC's rules to operate WCS base stations at "average" rather than "peak" maximum power limits—an issue also raised in a recent wireless biennial review proceeding.
- XM currently operates its terrestrial repeaters on a non-interference basis pursuant to special temporary authority and should bear primary responsibility to remedy interference to Sirius.
- In any event, Sirius cannot deploy the additional and higher power terrestrial repeaters necessary to remedy such interference until the FCC adopts terrestrial repeater rules. Such rules have been on hold since 1997 pending negotiations between satellite DARS and WCS licensees that are now impossible to conclude as a result of the proposed XM/WCS merger.

To prevent harmful interference to Sirius, the FCC should:

- Include a condition prohibiting co-location of XM terrestrial repeaters and WCS base stations in any XM/WCS Wireless merger grant; or
- Include a condition requiring XM and WCS Wireless to cease operation of co-located terrestrial repeaters and WCS base stations immediately upon notification of interference from Sirius and to inform the FCC in writing within 3 days of such an event.