

C. Request for Permit-But-Disclose Ex Parte Status

The Applicants request that this proceeding be designated “permit-but-disclose” under the Commission’s rules controlling *ex parte* presentations.¹⁶⁷ Designation as a “permit-but-disclose” proceeding under Section 1.1206 would serve the public interest by facilitating the development of a complete record upon which a well-reasoned decision can be made.

D. Section 304 Waiver

Pursuant to Section 304 of the Communications Act, the Applicants hereby waive any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States.¹⁶⁸

¹⁶⁷ 47 C.F.R. §§ 1.1200-1.1216.

¹⁶⁸ See 47 U.S.C. § 304.

VII. CONCLUSION

For the foregoing reasons, the Applicants request Commission approval of the transfer of control of the licenses and authorizations held by Sirius and XM.

Respectfully Submitted,

/s/ Patrick L. Donnelly

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March 20, 2007

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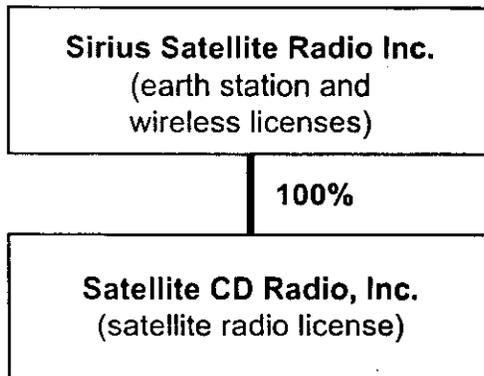
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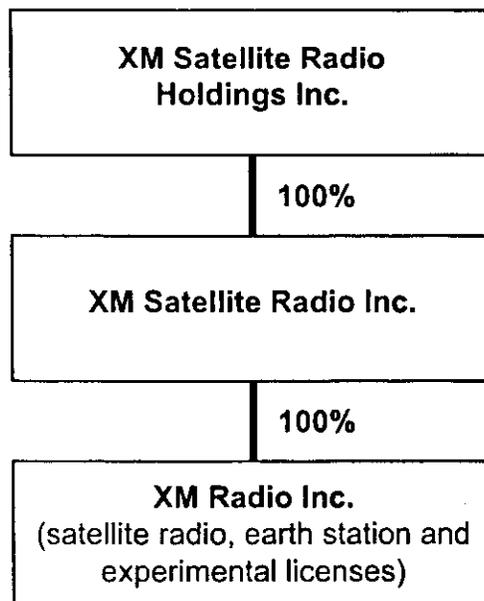
Attorneys for XM Satellite Radio Holdings Inc.

Attachment A¹

Sirius Current Corporate Structure



XM Current Corporate Structure



¹This Attachment A depicts the corporate structure for Sirius, XM and their U.S.-licensed subsidiaries. Sirius, XM and the combined company have (or will have) other subsidiaries not shown on this Attachment A.

Proposed Sirius-XM Corporate Structure

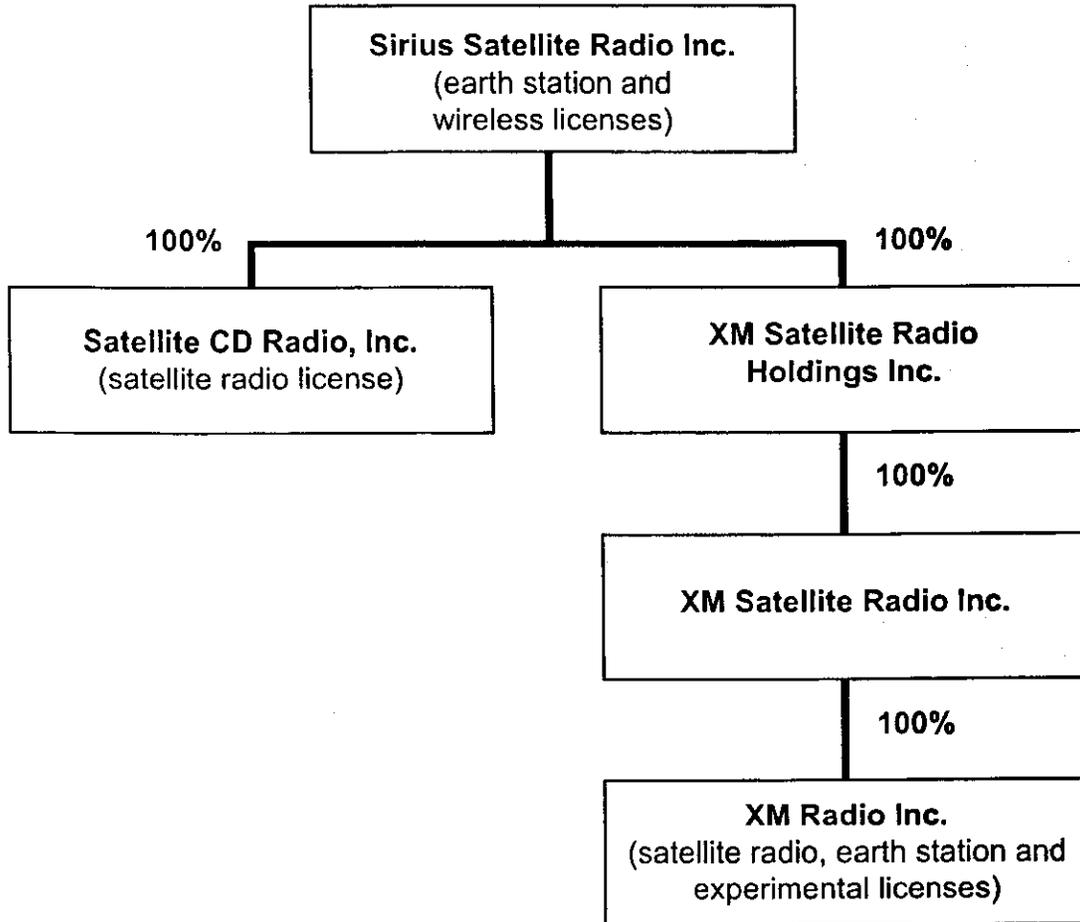


EXHIBIT E

**OFFICERS, DIRECTORS, AND TEN PERCENT
OR GREATER SHAREHOLDERS**

Sirius Satellite Radio Inc. is a publicly traded company and, to the best of its knowledge, following the proposed transaction will not have any stockholders owning of record and/or voting 10 percent or more of its voting stock.

The Executive Officers of Sirius Satellite Radio are:¹

Mel Karmazin, Chief Executive Officer and Director
Scott Greenstein, President, Entertainment and Sports
James E. Meyer, President, Operations and Sales
David J. Frear, Executive Vice President and Chief Financial Officer
Patrick L. Donnelly, Executive Vice President, General Counsel and Secretary

The Directors of Sirius Satellite Radio will consist of:

- four members selected by Sirius, each of whom shall qualify as an independent director pursuant to the NASDAQ Marketplace Rules²;
- four members selected by XM, each of whom shall qualify as an independent director pursuant to the NASDAQ Marketplace Rules;
- the Chief Executive Officer (Mel Karmazin);
- the Chairman of the Board of Directors (Gary Parsons); and
- two additional members, one of whom is expected to be a designee of General Motors and the other of whom is expected to be a designee of American Honda.

¹ Under the Merger Agreement, Mel Karmazin will remain CEO of the combined company. Gary Parsons will be the Chairman of the Board of Directors of the combined company. No other determinations regarding Executive Officers have been made.

² See NASDAQ Marketplace Rules, § 4200(a)(15) available at http://nasdaq.complinet.com/nasdaq/display/display_main.html?rbid=1705&element_id=1004 (defining independent director as “a person other than an executive officer or employee of the company or any other individual having a relationship which, in the opinion of the issuer’s board of directors, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director”).

FCC Form 312
Consolidated Application for Authority to Transfer Control of
XM Radio Inc. and Sirius Satellite Radio Inc.

The address of all Sirius Satellite Radio executive officers and directors is:³

1221 Avenue of the Americas
36th Floor
New York, NY 10020

³ No determination of the future address of the executive officers and directors has been made.