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JUL 24 2007

Federal Communications Commission  
Office of the Secretary

Peter D. Shields  
202.719.3249  
pshields@wileyrein.com

July 24, 2007

**VIA HAND DELIVERY**

Marlene H. Dortch  
Secretary  
Federal Communications Commission  
445 12th Street, SW  
Washington, D.C. 20554

Re: **REDACTED – FOR PUBLIC INSPECTION**  
**MB DOCKET NO. 07-57**

Dear Ms. Dortch:

In accordance with the Order adopting the Protective Order,<sup>1</sup> enclosed please find two *redacted* copies of the Joint Opposition to Petitions to Deny and Reply Comments of Sirius Satellite Radio Inc. (“Sirius”) and XM Satellite Radio Holdings Inc. (“XM”) in the above captioned docket (“Joint Reply”), and of the Joint Reply.

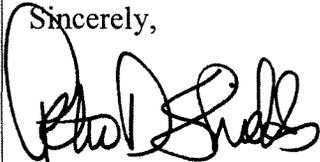
Per the Protective Order and staff instructions, Sirius and XM are filing today, under separate transmittal, one redacted, public version of this document via ECFS, one unredacted copy with the Secretary’s Office, and unredacted copies with Jamila Bess Johnson of the Industry Analysis Division of the Media Bureau. The unredacted version of the complete document will be made available for inspection, pursuant to the terms of the Protective Order, as applicable, at the offices of Wiley Rein LLP, 1776 K Street NW, Washington, D.C. 20006. Counsel for parties to this proceeding should contact the undersigned at (202) 719-3249 or Nicholas M. Holland at (202) 719-4632 to coordinate access after they comply with the terms of the FCC’s Protective Order. Parties seeking access to Confidential documents should serve the required Acknowledgement of Confidentiality on Peter D. Shields and Nicholas M. Holland at Wiley Rein LLP, 1776 K Street, NW, Washington, D.C. 20006.

<sup>1</sup> *In the Matter of Sirius Satellite Radio Inc. and XM Satellite Radio Holdings Inc. For Approval to Transfer Control*, MB Docket No. 07-57, Protective Order, DA 07-3135 (rel. Jul. 11, 2007).

Marlene H. Dortch  
July 24, 2007  
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If you have any questions, please do not hesitate to contact the undersigned.

Sincerely,

A handwritten signature in black ink, appearing to read "Peter D. Shields". The signature is written in a cursive style with a large initial "P".

Peter D. Shields

Enclosures

Cc: Jamila Bess Johnson, Industry Analysis Division, Media Bureau