

August 8, 2007

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

Re: MB Docket No. 07-57

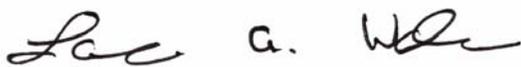
Dear Ms. Dortch:

On August 7, 2007, Jane Mago, Scott Goodwin and the undersigned of the National Association of Broadcasters ("NAB"), and David Solomon of Wilkinson Barker Knauer, LLP, met with Commissioner Jonathan Adelstein, Rudy Brioché, and Christopher Naoum to discuss the above-captioned consolidated transfer applications of XM Satellite Radio Holdings, Inc. and Sirius Satellite Radio, Inc.

We discussed the impact of the proposed merger-to-monopoly on competition and consumers, especially consumers in less urban areas. We also noted that the merger applicants have yet to fulfill their burden of demonstrating that the merger will serve the public interest, or illustrated a compelling case for allowing them monopoly control over all of the spectrum allocated to satellite digital audio radio services. We also discussed and distributed the attached documents.

Please direct any questions concerning this matter to the undersigned.

Respectfully submitted,



Larry Walke

Attachments

PARTIES OPPOSED TO THE PROPOSED XM-SIRIUS MERGER

There is a growing chorus of widespread, diverse opposition to the proposed merger of XM Satellite Holdings and Sirius Satellite Radio. Officials, consumer and public interest organizations, antitrust experts, new technology providers, broadcasters and others have carefully reviewed the merger applicants' arguments and concluded that a merger of the nation's only two satellite radio providers would disserve the public interest and harm consumers. Below is a list of some of these parties (as of August 7, 2007).

U.S. Senators and Representatives

Sen. Byron Dorgan (D-ND)	Rep. Stephanie Herseth-Sandlin (D-SD)	Rep. F. James Sensenbrenner, Jr. (R-WI)
Sen. Herb Kohl (D-WI)	Rep. Bart Gordon (D-TN)	Rep. David Davis (R-TN)
Sen. Sam Brownback (R-KS)	Rep. John Spratt (D-SC)	Rep. Tim Walz (D-MN)
Sen. Claire McCaskill (D-MO)	Rep. Dennis Hastert (R-OH)	Rep. James Walsh (R-NY)
Rep. John Conyers, Jr. (D-MI)	Rep. Dan Burton (R-IN)	Rep. Baron Hill (D-IN)
Rep. Steve Chabot (R-OH)	Rep. John Duncan (R-TN)	Rep. Shelley Berkley (D-NV)
Rep. Gene Green (D-TX)	Rep. Don Manzullo (R-IL)	Rep. Louis Capps (D-CA)
Rep. Zach Wamp (R-TN)	Rep. Tom Cole (R-OK)	Rep. Spencer Bachus (R-AL)
Rep. Charlie Wilson (D-OH)	Rep. Zach Space (D-OH)	Rep. Mark Souder (R-IN)
Rep. Jim Matheson (D-UT)	Rep. Mike Doyle (D-PA)	Rep. Gary Miller (R-CA)
Rep. Steve Rothman (D-NJ)	Rep. Melissa Bean (D-CA)	Rep. John McHugh (R-NY)
Rep. Lynn Woolsey (D-CA)	Rep. Diane Watson (D-CA)	Rep. Joe Wilson (R-SC)
Rep. Dennis Kucinich (D-OH)	Rep. Leonard Boswell (D-IA)	Rep. Nick Lampson (D-TX)
Rep. Greg Walden (R-OR)	Rep. Gabrielle Giffords (D-AZ)	Rep. Charlie Melancon (D-LA)
Rep. Betty McCullom (D-MN)	Rep. Lee Terry (R-NE)	Rep. Ciro Rodriguez (D-TX)
Rep. Jim Jordan (R-OH)	Rep. Bart Stupak (D-MI)	Rep. Mike Ross (D-AR)
Rep. Scott Garrett (R-NJ)	Rep. John Boozman (R-AR)	Rep. Marion Berry (D-AR)
Rep. John Culberson (R-TX)	Rep. Bob Goodlatte (R-VA)	Rep. Ed Pastor (D-AZ)
Rep. Allen Boyd (D-FL)	Rep. Lacy Clay (D-MO)	Rep. Henry Cuellar (D-TX)
Rep. David Scott (D-GA)	Rep. Jan Schakowsky (D-IL)	Rep. Albert Wynn (D-MD)
Rep. Greg Meeks (D-NY)	Rep. Mike Michaud (D-ME)	Rep. Michael Arcuri (D-NY)
Rep. Nancy Boyda (D-KS)	Rep. Frank LoBiondo (R-NY)	Rep. Louie Gohmert (R-TX)
Rep. Collin Peterson (D-MN)	Rep. Roy Blunt (R-MO)	Rep. G.K. Butterfield (D-NC)
Rep. Tom Allen (D-ME)	Rep. Louise Slaughter (D-NY)	Rep. Joe Donnelly (D-IN)
Rep. Earl Pomeroy (D-ND)	Rep. John Barrow (D-GA)	Rep. Ray LaHood (R-IL)
Rep. Michael Capuano (D-MA)	Rep. Cathy McMorris Rodgers (R-WA)	Rep. Marilyn Musgrave (R-CO)
Rep. Steven LaTourette (R-OH)	Rep. Eddie Bernice Johnson (D-TX)	Rep. Kristin Gillibrand (D-NY)
Rep. C.A. Dutch Ruppertsberger (D-MD)		

Consumer Groups, Public Interest Organizations, and Others

Consumer Federation of America	Leadership Conference on Civil Rights
Consumers Union	National Association of Neighborhoods
Common Cause	Asian American Justice Center
Free Press	American Antitrust Institute
Prometheus Radio Project	David Balto
Media Access Project	North Carolina Association of Broadcasters
U.S. Public Interest Research Group	National Public Radio
National Association of Black Owned Broadcasters	National Association of Broadcasters
American Women in Radio and Television, Inc.	46 State Broadcasters Associations
Consumer Coalition for Competition in Satellite Radio	National Association of Telecommunications Officers and Advisors
Independent Spanish Broadcasters Association	Entravision Holdings, Inc.
Blue Sky Services	Toyota Motor Corporation ¹
Telecommunications Advocacy Project	Rockwell Collins, Inc. ²
Knowledge Ecology International	Slacker, Inc. ³
Mr. Bert W. King	ICO Satellite New Services ⁴
Bustos Media	Aircraft Owners and Pilots Association ⁵
Clear Channel Broadcasting	

¹ Even long-time XM partner Toyota expresses concerns that an XM-Sirius merger may harm audio quality and consumer interests.

² Rockwell produces satellite-based weather systems for XM and others, and is concerned that an XM-Sirius merger will affect the competitive marketplace for this new technology.

³ Slacker, which “does not consider itself to offer a substitutable service for XM or Sirius,” is concerned that an XM-Sirius merger will further tighten their exclusive control over access to car dashboards.

⁴ ICO is concerned that an XM-Sirius merger will thwart potential future services.

⁵ AOPA expresses concern that the merger could lead to higher prices for weather service.

Where's the Deal?

XM/Sirius À La Carte = À La Sham for Consumers

Package	Price	What it includes (and does not include)	Price per channel	Pay More for Less	
				Increased Price per Channel	Reduced # of Channels
Current XM	\$12.95	170 Channels, including music, sports play-by-play, news, weather, traffic, religion and kids programming	8 cents		
Current Sirius	\$12.95	130 Channels, including music, sports play-by-play, news, weather, traffic, religion and kids programming	10 cents		
Mostly Music XM	\$9.99	65 channels of music, religion, and kids programming	15 cents	87% more	62% less
Mostly Music Sirius	\$9.99	65 channels of music, religion, and kids programming	15 cents	50% more	50% less
XM News, Sports and Talk	\$9.99	60 channels (including 22 localized weather and traffic channels). Does not include MLB, College Sports or NHL play-by-play.	17 cents	113% more	65% less
Sirius News, Sports and Talk	\$9.99	50 Channels (including 11 localized weather and traffic channels). Does not include NFL or NBA play-by-play.	20 cents	100% more	62% less

XM and Sirius claim their new pricing plans will give consumers more choice for less money. In reality, consumers will be **paying more for less**. None of the proposed configurations provide a better deal for consumers. Even the so-called "Best of Both Worlds" offer – the 100 channel à la carte plan – provides only a preselected sampling of the other service (a mere 11 channels) plus *you have to buy a new radio* that isn't yet available and that will cost an undetermined amount to purchase and install.

Where's the deal? This proposal provides no consumer benefit.

Where's the Deal?

XM/Sirius À La Carte = À La Sham for Consumers

Package	Price	What it includes (and does not include)	Price per channel	Increased Price per Channel	Reduced # of Channels
À La Carte I	\$6.99	50 Channels from either service (but not both) choosing from a select portion of each service. Customers cannot choose sports play-by-play or premium talk stations without paying substantially more.	14 cents	75% more (XM) 40% more (Sirius)	71% less (XM) 62% less (Sirius)
add Sports play-by-play package on Sirius	\$11.99	NFL, College and NASCAR play-by-play in additon to 50 initial channels (about 70 channels total)	17 cents	70% more	46% less
add Sports play-by-play package on XM	\$12.99	MLB, PGA, NHL and College Sports play-by-play in addition to 50 initial channels (about 70 channels total) for a price greater than XM's current plan.	19 cents	138% more	59% less
add Howard Stern -- only on Sirius.	\$12.99	Howard Stern's two talk channels in addition to 50 initial channels (52 channels total) for a price greater that Sirius's current plan.	25 cents	150% more	60% less
add Oprah -- only on XM	\$9.99	Oprah & Friends one talk channel in addition to 50 initial channels.	20 cents	150% more	70% less
add Sports and Howard on Sirius	\$17.99	This package would include Howard Stern and Sports Super Premium package for \$17.99, \$5 more than the current price for fewer channels.	25 cents	150% more	45% less
add Sports and Oprah on XM	\$15.99	Same thing here -- \$15.99 (more than the current price) for fewer channels than XM's current service.	23 cents	188% more	58% less
À La Carte II	\$14.99	100 selected channels from either service (with an option to choose from 11 company-selected channels on the other service). Not a true "Best of Both Worlds" package. More than the current price for fewer channels. Requires a new radio, price undetermined.	15 cents	88% more (XM) 50% more (Sirius)	41% less (XM) 23% less (Sirius)