

555 Eleventh Street, N.W., Suite 1000
Washington, D.C. 20004-1304
Tel: (202) 637-2200 Fax: (202) 637-2201
www.lw.com

LATHAM & WATKINS^{LLP}

September 27, 2007

VIA ECFS

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

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Re: Consolidated Application for Authority to Transfer Control of XM Satellite
Radio Holdings Inc. and Sirius Satellite Radio Inc., MB Docket No. 07-57;
EX PARTE

Dear Ms. Dortch:

In accordance with Section 1.1206 of the Commission's rules, 47 C.F.R. § 1.1206, and the Commission's Public Notice dated March 29, 2007 (DA 07-1435), this letter notifies the Commission that on September 26, 2007, four representatives of XM Satellite Radio Holdings Inc., Gary Parsons (Chairman), Eric Logan (Executive Vice President, Programming), Mark Vendetti (Senior Vice President, Corporate Finance), and Jeff Blattner (Senior Vice President, Public Policy and Special Counsel) and Jim Barker, Barry Blonien, and I of Latham & Watkins LLP, counsel for XM, met with the individuals listed below from the FCC. During the meeting, XM representatives discussed and answered questions regarding various aspects of XM's satellite radio business, including the topics of subscribers and service, content and advertising, technical issues, and business relationships with automobile manufacturers and retail outlets.

Please contact me with any questions.

Respectfully,

/s/ Gary M. Epstein

Gary M. Epstein
Counsel for XM Satellite Radio Holdings Inc.

FCC representatives in attendance (and cc):

Jim Bird (OGC)	Judith Herman (MB)	Royce Sherlock (MB)
Dan Bring (MB)	Rosemary Harold (MB)	Marilyn Simon (IB)
Rosalee Chiara (MB)	Shabnam Javid (IB)	Roy Stewart (MB)
Gregory Crawford (OSP)	Jamila Bess Johnson (MB)	Elvis Stumbergs (MB)
Stephen Duall (IB)	Betsy McIntyre (MB)	Tracy Waldon (MB)
Jerry Duvall (IB)	Joel Rabinovitz (OGC)	George Williams (MB)
Bill Freedman (MB)	Debra Sabourin (MB)	
Marcia Glauber (MB)	Dana Scherer (MB)	