

GEORGETOWN PARTNERS L.L.C.

November 2, 2007

By Email and Electronic Filing

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

**Re: MB Docket No. 07-57
Written *Ex Parte* Presentation
Consolidated Application for Authority to Transfer Control of
XM Satellite Radio Holdings Inc. and Sirius Satellite Radio Inc.**

Dear Ms. Dortch:

In a letter to the FCC dated October 18, 2007, Georgetown Partners, a minority-owned investor, urged that the Commission not approve the proposed Sirius-XM merger as it is now structured. On Wednesday, October 31, 2007, Reverend Jesse Jackson, testifying before the Commission, articulated opposition to merger approval on the same basis.

Satellite radio is the sole medium capable of nationwide radio broadcasting and is rapidly growing as measured by satellite radio receivers delivered to consumers – mostly through installation in automobiles – and by subscribers. After additional study and analysis, we are even more convinced than before that this transaction, as presently structured, without question will irreparably eliminate any prospect of competition and bestow upon the combined Sirius-XM a stranglehold on nationwide programming and content.

The merger of Sirius and XM as proposed fails to meet *any* definition of serving the public interest, convenience and necessity as required by Section 310(d) of the Communications Act. If this merger is approved as structured, the Commission will have approved the creation of a single entity with control over all 300+ nationwide satellite radio broadcast channels, thereby enabling this entity to exclude any programmer or message, for any reason, from the national satellite radio marketplace. This would be the first time in history of such absolute control in this country over such an important and fast-growing medium.

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Simply put, the Sirius and XM transaction as presently structured is detrimental to the public on every meaningful front. Approval would eliminate any opportunity for diversity of program control by minorities, women or small business. Rainbow Push, The Black Leadership Forum, The National Association of Black Owned Broadcasters, and American Women in Radio and Television, among others, all have recorded their adamant opposition to the current form of the proposed Sirius-XM merger.

This merger needs to be restructured before it can be deemed in the public interest. The FCC should exercise its authority to require that, as a prerequisite condition to approval, Sirius-XM must sublease to a minority controlled entity on a long-term or permanent basis both broadcasting infrastructure and the necessary channel capacity so that effective competition can be restored in the satellite radio marketplace. If adequately done, the statute's public interest objectives of diversity of content and minority participation may be satisfied by compelling Sirius-XM to meet this condition. Georgetown Partners is prepared to work with Sirius and XM to realize this important public interest objective through a restructured transaction. Georgetown Partners, which is minority owned, in the past has held ownership interests in entities regulated by the FCC.

The Commission has a unique opportunity to meaningfully increase diversity of ownership and control of broadcast programs available to the public nationwide. Yesterday, November 1, 2007, we began meetings with the Commission to discuss the business model we propose, and we look forward to following up on earlier meetings with Sirius to further discuss this matter of great public consequence. A successful conclusion will enhance the transaction's potential value and assure the availability of the airwaves for minorities and underserved populations throughout the country.

Sincerely,



Chester C. Davenport
Managing Director

cc: Patrick L. Donnelly, Sirius Satellite Radio Inc.
Dara Altman, XM Satellite Radio Holdings Inc.
Richard W. Wiley, Wiley Rein LLP (Counsel to Sirius Satellite Radio Inc.)
Gary M. Epstein, Latham & Watkins LLP (Counsel to XM Satellite Radio Holdings Inc.)