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November 5, 2007

Ms. Marlene H. Dortch, Secretary  
Federal Communications Commission  
445 Twelfth Street, S.W.  
Washington, DC 20054

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

Dear Ms. Dortch:

This is to notify you that on November 2, 2007, Chester C. Davenport, Managing Director and Founder, Mark Thomas, Managing Director, and David Rivkin, Partner, all of Georgetown Partners L.L.C. (“Georgetown”), accompanied by Andrew Berg of King and Spalding LLP and the undersigned, met with Amy Blankenship, Legal Advisor to Commissioner Tate.

Georgetown filed letters in this proceeding on Oct. 18, 2007, and Nov. 2, 2007, in which it set out in detail the issues and positions discussed at these meetings.<sup>1</sup> Georgetown urged that the proposed merger not be approved as it is now structured because such approval would have adverse competitive effects to an unprecedented degree. Georgetown discussed as a possible remedy to the adverse competitive effects an affirmative condition meeting the public interest requirements of Section 310(d) of the Communications Act. To accomplish this, the Commission should require Sirius/XM to lease (i) their broadcast infrastructure and (ii) at least 20% of their channel capacity on a long term or permanent basis to a minority controlled entity to ensure competition and diversity in the satellite radio marketplace. Georgetown emphasized that it is prepared to negotiate such a lease with Sirius/XM.

Given the rapid deployment of millions of satellite radio receivers in automobiles over the next decade, Georgetown would seek to build its service around a core of free, advertiser-supported programming and datacasting to the public instead of, or in addition to, subscription programming. A lease or other appropriate contractual arrangement providing for a contractual right of use with Georgetown would have the additional public interest benefit of establishing control over substantial programming resources in the hands of a minority-controlled firm on an unprecedented basis compared to terrestrial broadcasting. The resulting competition would benefit the

<sup>1</sup> These letters are incorporated herein by reference.

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public in many ways. Georgetown also stated that it had met and discussed its views with the Antitrust Division/Telecom Task Force staff attorneys conducting the merger investigation.

In accordance with Section 1.1206 of the Commission's rules, 47 C.F.R. § 1.1206, this letter is being filed in the above docket and sent by email to Ms. Blankenship.

Very truly yours,

A handwritten signature in black ink, appearing to read "DR Siddall". The signature is written in a cursive, slightly slanted style.

David R. Siddall

*Counsel to Georgetown Partners L.L.C.*

cc (via email): Amy Blankenship, Legal Advisor to Commissioner Tate