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November 9, 2007

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 Protective Order in this proceeding,¹ enclosed please find two *redacted* copies of the list of document custodians used to respond to the Department of Justice's Second Request and charts detailing the internal corporate organization of XM.

Per the Protective Order and staff request, Sirius and XM are filing, under separate transmittal, one redacted, public version of this information 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 Latham & Watkins LLP, 555 Eleventh Street NW, suite 1000, Washington, D.C. 20004. Counsel for parties to this proceeding should contact the undersigned at (202) 637-2109 or Jeffrey M. Shrader at (202) 637-2184 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 Barry J. Blonien and Jeffrey M. Shrader at Latham & Watkins LLP, 555 Eleventh Street NW, suite 1000, Washington, D.C. 20004.

¹ *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).

If you have any questions, please do not hesitate to contact the undersigned.

Best regards,

A handwritten signature in black ink, appearing to read 'B. Blonien', with a stylized flourish at the end.

Barry J. Blonien
of LATHAM & WATKINS LLP

Enclosure

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

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