

November 9, 2007

**VIA ECFS**

Monica Shah Desai  
Chief, Media Bureau  
Federal Communications Commission  
445 Twelfth Street, S.W.  
Washington, D.C. 20554

**Re: REVISED REQUEST FOR SECOND PROTECTIVE ORDER  
Consolidated Application for Authority to Transfer Control of XM Radio  
Inc. and Sirius Satellite Radio Inc., MB Docket No. 07-57**

Dear Ms. Desai:

In accordance with Section 1.1206 of the Commission's rules, 47 C.F.R. § 1.1206, Sirius Satellite Radio Inc. ("Sirius") and XM Satellite Radio Holdings Inc. ("XM"), applicants in the above-referenced proceeding ("Applicants"), submit this supplemental letter to address the need for enhanced confidential treatment for certain materials called for by the Commission's request for information and documents dated November 2, 2007 (the "Information Request"), such that only outside counsel and their consultants and employees may have access to such materials. You have requested that the Applicants provide additional information concerning this need for an enhanced level of protection for the specified documents. Grant of this request for heightened protection is consistent with actions taken by the Commission in the *Sprint/Nextel Second Protective Order*, the *SBC/AT&T Second Protective Order*, the *Verizon/MCI Second Protective Order*, and the *Liberty/DirectTV Second Protective Order*.<sup>1</sup>

As described in the initial request for enhanced confidential treatment, Applicants seek enhanced protection for the following categories of information:

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<sup>1</sup> See *Applications for the Transfer of Control of Licenses and Authorizations from Nextel Communications Inc. and its Subsidiaries to Sprint Corporation – Order Adopting Second Protective Order*, Order, 20 FCC Rcd 9280 (2005) ("*Sprint/Nextel Second Protective Order*"); *SBC Communications Inc. and AT&T Corp., Applications for Approval of Transfer of Control, Order Adopting Second Protective Order*, Order, 20 FCC Rcd 8876 (2005) ("*SBC/AT&T Second Protective Order*"); *In re Verizon Communications Inc. and MCI, Inc. Applications for Approval of Transfer of Control, Order Adopting Second Protective Order*, Order, 20 FCC Rcd 10420 (2005) ("*Verizon/MCI Second Protective Order*"); *Application of News Corp. and The DIRECTV Group, Inc., Transferors, And Liberty Media Corp., Transferee, For Authority to Transfer Control*, Protective Order, 22 FCC Rcd 12797 (¶¶ 2-3) (2007) ("*News Corp./Liberty Second Protective Order*").

- Subscriber data, including numbers of customers (by customer type), customer preferences and churn data. Information contained in the documents requested by Information Request Specifications II.B, E, F and H requires an enhanced level of protection.<sup>2</sup>
- Calculations of costs and revenues, including specific subscriber acquisition costs and revenues and marketing costs and revenues. Information contained in the documents requested by Information Request Specifications I.B(1)—(8), II.G—I, IV.A—G requires an enhanced level of protection.<sup>3</sup>
- Integration plans. Information contained in the documents requested by Information Request Specifications II.D and G, III.E and F, IV.A—G requires an enhanced level of protection.<sup>4</sup>

<sup>2</sup> See *AT&T Inc. and BellSouth Corp. Applications for Approval of Transfer Of Control*, Second Protective Order, 21 FCC Rcd 7282 ¶¶ 3, 5 (2006) (“*AT&T/BellSouth Second Protective Order*”) (granting heightened protection for “a company’s list of specific customers or customer data (including revenues associated with the specific customer or group of customers) disaggregated to a relatively detailed level”); *Verizon/MCI Second Protective Order* ¶¶ 3-4 (protecting “customer data aggregated to a relatively detailed level”); *Applications for Consent to the Assignment and/or Transfer of Control of Licenses, Adelphia Commc’ns Corp., (and subsidiaries, debtors-in-possession), Assignors, to Time Warner Cable Inc. (subsidiaries), Assignees; Adelphia Commc’ns Corp., (and subsidiaries, debtors-in-possession), Assignors and Transferors, to Comcast Corp. (subsidiaries), Assignees and Transferees; Comcast Corp., Transferor, to Time Warner Inc., Transferee; Time Warner Inc., Transferor, to Comcast Corp., Transferee*, Second Protective Order, 20 FCC Rcd 20073 ¶ 2-3, 7, 8 (2005) (“*Comcast/Adelphia Second Protective Order*”) (protecting information “including detailed subscriber information [or] detailed information on specific services sold to subscribers”); *News Corp./Liberty Second Protective Order* ¶¶ 2-3 (granting protection for “‘granular’ customer data”); *Applications for the Transfer of Control of Licenses and Authorizations from Nextel Commc’ns, Inc. and its Subsidiaries to Sprint Corp.*, Order Adopting Second Protective Order, 20 FCC Rcd 9280 ¶ 4 (2005) (“*Nextel/Sprint Second Protective Order*”) (protecting documents and data “that provide survey results showing why customers discontinue a Submitting Party’s service.”).

<sup>3</sup> See *SBC/AT&T Second Protective Order* ¶ 4 (protecting data and documents “that provide revenues and numbers of customers broken down by customer type and market area”); *Verizon/MCI Second Protective Order* ¶ 4 (protecting data and documents “that provide revenues and numbers of customers broken down by customer type and market area”); *Comcast/Adelphia Second Protective Order* ¶¶ 2-3, 7-8 (protecting information containing “average revenue, gross margin, and operating margin per subscriber”); *Nextel/Sprint Second Protective Order* ¶ 4 (protecting documents and data that include “current costs, market share, marginal revenue, and firm-specific price elasticities”).

<sup>4</sup> See *AT&T/BellSouth Second Protective Order* ¶ 3 (granting heightened protection for “competitive analyses including specific future pricing, product or marketing plans”); *Verizon/MCI Second Protective Order* ¶ 4 (protecting information that “provide[s] revenues and numbers of customers broken down by customer type and market area”); *Nextel/Sprint Second Protective Order* ¶ 4 (protecting data and documents “that provide

- Contracts and programming agreements. Information contained in the documents requested by Information Request Specifications I.A and I.B(1)—(10) requires an enhanced level of protection.<sup>5</sup>
- Marketing and pricing strategies. Information contained in the documents requested by Information Request Specifications I.B(1)—(8), II.E—I, III.F, IV.C(7), D(3)-(9) and E requires an enhanced level of protection.<sup>6</sup>
- Sensitive technical data, including trade secrets. Information contained in the documents requested by Information Request Specifications I.B.(9)—(10), III.A—G, IV.C(6) and D—F requires an enhanced level of protection.<sup>7</sup>

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specific detail or disaggregated quantification of merger integration benefits or efficiencies”).

<sup>5</sup> See *Comcast/Adelphia Second Protective Order* ¶¶ 2, 7-8 (protecting “copies of and information about video programming affiliate agreements for networks Applicants distribute”); *News Corp./Liberty Second Protective Order* ¶¶ 2-3 (protecting “certain materials related to its exclusive programming contracts, operational metrics, carriage agreements, and business and marketing plans.”).

<sup>6</sup> See *AT&T/BellSouth Second Protective Order* ¶ 3 (protecting “specific future pricing, product or marketing plans [that] could all allow competitors to target customers and gain an unfair competitive advantage if they were to obtain the information”); *Verizon/MCI Second Protective Order* ¶¶ 3-4 (protecting data and documents “that discuss in detail the Submitting Party’s future plans to compete for specific groups or types of customers (e.g., business or wholesale customers), including the Submitting Party’s future procurement strategies, pricing strategies, product strategies, or marketing strategies”); *Nextel/Sprint Second Protective Order* ¶ 4 (protecting “current or future procurement strategies, pricing strategies, product strategies, or advertising or marketing strategies”).

<sup>7</sup> See *SBC/AT&T Second Protective Order* ¶ 4 (protecting data and documents “that provide detailed or granular engineering capacity information”); *AT&T/BellSouth Second Protective Order* ¶ 5 (protecting “detailed or disaggregated quantification of merger integration benefits or efficiencies”); *Verizon/MCI Second Protective Order* ¶ 4 (protecting data and documents “that discuss in detail the number or anticipated changes in the number of customers or amount of traffic. . . [or] that discuss in detail plans to construct new facilities”); *Nextel/Sprint Second Protective Order* ¶ 4 (protecting data and documents “that provide detailed technical performance data and test results.”).

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

Respectfully Submitted,

/s/ Richard E. Wiley

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