



WILLIAMS MULLEN

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November 28, 2007

VIA FEDERAL EXPRESS

Peter D. Shields, Esq.
Wiley Rein LLP
1776 K Street, NW
Washington, DC 20006

Re: Consolidated Application for Authority to Transfer Control in Connection
With the Sirius/XM Merger
MB Docket No. 07-57

Dear Mr. Shields:

The Consumer Coalition for Competition in Satellite Radio (“C3SR”), through its outside counsel, and pursuant to the Protective Order, dated July 11, 2007,¹ and the Second Protective Order, dated November 16, 2007,² hereby formally requests two (2) unredacted copies electronically stored on DVD of the Response to Request for Information filed by Sirius Satellite Radio Inc. on November 16, 2007, including all Highly Confidential Information cited or otherwise referenced therein (collectively, the “Information Request Response”).³

Your client, Sirius Satellite Radio Inc. (“Sirius”), pursuant to Paragraph 13 of the Second Protective Order, is required to provide one copy in electronic format of any Highly Confidential Information to any Outside Counsel or Outside Consultant (as such terms are defined in the Second Protective Order) that “has been granted access to Stamped Highly Confidential Documents and Highly Confidential Information pursuant to paragraphs 9 and 12” of the Second Protective Order. Representatives of Williams Mullen,⁴ outside counsel to C3SR,

¹ *Applications of Sirius Satellite Radio Inc. and XM Satellite Radio Holdings Inc. for Approval to Transfer Control, Protective Order, DA 07-4666 (rel. July 11, 2007).*

² *Applications of Sirius Satellite Radio Inc. and XM Satellite Radio Holdings Inc. for Approval to Transfer Control, Protective Order, DA 07-4666 (rel. Nov. 16, 2007).*

³ The information requested herein is currently available for review on multiple DVDs at the offices of Wiley Rein. C3SR specifically requests two copies of each such DVD.

⁴ The representatives of Williams Mullen that have executed the required Acknowledgment of Confidentiality are: Julian L. Shepard, Jerry W. Kilgore, Christopher Nolen, D. Cameron Prell, Benjamin D. Arden, and Angela Spencer (paralegal).

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and Criterion Economics, L.L.C. (“Criterion”),⁵ outside consultants to C3SR, have executed the required Acknowledgment of Confidentiality (“C3SR’s Representatives”), copies of which were filed with the FCC and served on the outside counsel of record for Sirius. Williams Mullen and Criterion are each entitled to one unredacted electronic copy of the Highly Confidential Information contained in the Information Request Response.

On November 27, 2007, C3SR’s Representatives appeared in person at Wiley Rein to inspect the Highly Confidential Documents and were informed that no Highly Confidential Information will be made available in electronic format because all such information has been designated “Copying Prohibited,” pursuant to paragraph 11 of the Second Protective Order.⁶ The copying protections of paragraph 11, however, are “subject to the provisions for access to information in electronic format in paragraph 13” of the Second Protective Order. The electronic production requirements of paragraph 13, discussed above, do not provide an exemption for materials designated Copying Prohibited. As such, a copy in electronic format of all Highly Confidential Information, including materials designated Copying Prohibited, must be provided to C3SR’s Representatives.

The requested unredacted copy in electronic format of the Information Request Response may be physically sent to Williams Mullen and Criterion at the following addresses:

Julian L. Shepard, Esq.
WILLIAMS MULLEN
1666 K Street NW
Suite 1200
Washington, DC 20006

Hal J. Singer
CRITERION ECONOMICS, L.L.C.
1620 Eye Street NW
Suite 800
Washington, DC 20006

⁵ The representatives of Criterion that have executed the required Acknowledgment of Confidentiality are: J. Gregory Sidak, Hal J. Singer, Allan Ingraham, and Bradford Lyman.

⁶ This information was provided to us by Ms. Stephanie Williams, an employee of Wiley Rein and the individual in charge of the Information Request Response document review room at the offices of Wiley Rein (the “Review Room”), during our visit to the Review Room on November 27, 2007.



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Please contact the undersigned at your earliest convenience to discuss the anticipated date of delivery of the materials requested herein.

Respectfully Submitted,

A handwritten signature in cursive script, reading "Julian L. Shepard". The signature is written in black ink and is positioned above the printed name and title.

Julian L. Shepard
Counsel for C3SR