

555 Eleventh Street, N.W., Suite 1000
Washington, D.C. 20004-1304
Tel: (202) 637-2200 Fax: (202) 637-2201
www.lw.com

LATHAM & WATKINS^{LLP}

FIRM / AFFILIATE OFFICES

Barcelona	New Jersey
Brussels	New York
Chicago	Northern Virginia
Frankfurt	Orange County
Hamburg	Paris
Hong Kong	San Diego
London	San Francisco
Los Angeles	Shanghai
Madrid	Silicon Valley
Milan	Singapore
Moscow	Tokyo
Munich	Washington, D.C.

November 29, 2007

VIA ECFS

Marlene H. Dortch
Secretary
Federal Communications Commission
445 12th Street, S.W.
Washington, D.C. 20554

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

Dear Ms. Dortch:

In accordance with Section 1.1206 of the Commission's rules, 47 C.F.R. § 1.1206, and the Commission's Public Notice dated March 29, 2007 (DA 07-1435), enclosed for consideration in connection with the above-referenced merger of XM Satellite Radio Holdings Inc. and Sirius Satellite Radio Inc. please find copies of letters in support of the merger from Bill Mack, Andrés Cantor and XM Deportivo, Barry Switzer and XM Sports Nation, Cal Ripken, Jr. and Ripken Baseball, Tim Bennett and Oprah & Friends and Wynton Marsalis.

Respectfully,

/s/ Gary M. Epstein

Gary M. Epstein
Counsel for XM Satellite Radio Holdings Inc.

Enclosures

cc (via email): Chairman Martin, Commissioner Copps, Commissioner Adelstein,
Commissioner Tate, Commissioner McDowell, Daniel Gonzalez,
Catherine Bohigian, Monica Desai, Roy Stewart, Rosemary Harold, Helen
Domenici, Michelle Carey, Aaron Goldberger, Rick Chessen, Bruce
Gottlieb, Barry Ohlson, Rudy Brioché, Chris Moore, Amy Blankenship,
Angela E. Giancarlo, Cristina Chou Pauzé



P.O. BOX 8777 • FORT WORTH, TEXAS 76124 • PHONE 817/457-0011
 FAX 817/429-9994 • E-MAIL: billmack@billmackcountry.com

October 26, 2007

The Honorable Thomas Barnett
 Assistant Attorney General
 Antitrust Division
 United States Department of Justice
 950 Constitution Avenue, NW
 Washington, DC 20530

The Honorable Kevin J. Martin
 Chairman
 Federal Communications Commission
 445 12th Street, SW
 Washington, DC 20554

Dear Assistant Attorney General Barnett and Chairman Martin:

As a host on *XM Satellite Radio* for over six years, I am writing in support of the proposed merger of *XM* and *Sirius*.

After spending over fifty years in broadcasting via terrestrial radio, AM and FM, I decided I wanted to be a part of the future with satellite radio. Since becoming the *XM Satellite Cowboy* on Channel 171, *Open-Road*, I have had the opportunity to witness the importance of radio as never before.

Most of my listeners are found "behind-the-wheel", delivering the nation's goods: truckers. As never before, I realize these ladies and gentlemen utilize their satellite radios as utensils, rather than simple gadgets. Since my daily programs consist of news, weather, road information (closings, detours, accident locations, etc.) and entertainment, it is obvious that satellite radio is a much-needed service, allowing the listener to receive important data without static and fade-out restrictions.

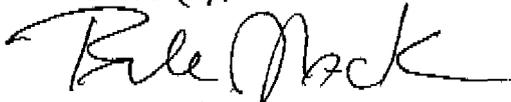


My program is also utilized to track missing individuals, and has been successful in finding many who have been categorized as such, thanks to a concerned, dedicated listening audience.

Because satellite radio presents such a strong menu of diversified programming, I sincerely believe the merger of *XM Satellite Radio* with *Sirius* would fulfill a consistently reliable and needed service throughout our entire nation.

Your consideration toward this merger will be most appreciated.

Sincerely,

A handwritten signature in black ink that reads "Bill Mack". The signature is written in a cursive, flowing style with a long horizontal stroke at the end.

Bill Mack



XM Deportivo
Andrés Cantor
October 23, 2007

The Honorable Thomas Barnett
Assistant Attorney General
Antitrust Division
United States Department of Justice
950 Constitution Avenue, NW
Washington, DC 20530

The Honorable Kevin J. Martin
Chairman
Federal Communications Commission
445 12th Street, SW
Washington, DC 20554

Dear Assistant Attorney general Barnett and Chairman Martin:

On behalf of myself and the staff of XM Deportivo, I write to express my strong support for the merger of SIRIUS and XM Satellite Radio.

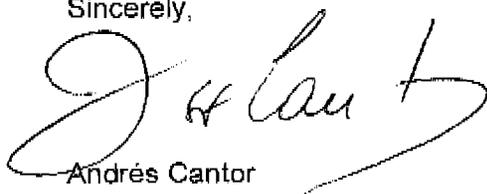
I am very excited about the XM and SIRIUS merger and the prospect of increased listenership for niche programming such as mine. The merging will decrease duplicate programming and result in expanded variety and more unique content unavailable anywhere else. Also, it will allow the customers to select packages that include content from both XM and SIRIUS. Consumers will have the option of a la carte programming, where they can truly tailor their radio to fit their listening tastes.

I was pleased to learn that through the new available packages, listeners will have the option of the Sports and News package. Likewise, consumers who are more interested in music can select the Mostly Music package. Each of these packages will be available for less than subscribers currently pay.

Furthermore, listeners in rural areas who have access to only a limited selection of terrestrial radio stations will have access to the wide range of programming choices that SIRIUS and XM offer without having to buy a new radio.

In order to ensure that listeners continue to have access to more programming choices at lower prices, I hope you will approve this merger.

Sincerely,



Andrés Cantor



The Honorable Thomas Barnett
Assistant Attorney General
Antitrust Division
United States Department of Justice
950 Constitution Avenue, NW
Washington, DC 20530

The Honorable Kevin J. Martin
Chairman
Federal Communications Commission
445 12th Street, SW
Washington, DC 20554

Dear Assistant Attorney General Barnett and Chairman Martin:

On behalf of the staff and on air hosts of XMSN This Morning, XM Sports Nation XM 144, I am writing to express my strong support for the merger of SIRUIS and XM Satellite Radio.

As a former College Football and NFL head coach, I always enjoyed the opportunity to interact with fans across the nation as well as share my experiences and knowledge to fans and players of all ages. Now that I have retired from professional football coaching, my co-host position on XM Sports Nation allows me to stay part of the sports community.

Co-hosting XMSN This Morning has allowed me to interact with fans with live call-ins, provide insight to the sports listener, and interact with respected colleagues in the sports community. XM Satellite Radio has provided a contemporary platform for me to interview some of the biggest names in the game (e.g. J.C. Watts, Archie Griffin, and Texas Tech head coach Mike Leach). In fact, I believe the interactive element of XMSN This Morning call-in program, offers our audience a unique opportunity to interact with those high-profile people.

I was pleased to learn about the SIRUIS and XM merger since listeners will have the most to gain from this proposed merger. With the merger approval, sports listeners will be able to access much more unique content that is currently unavailable on other mediums. Additionally, these synergies will also allow the companies to offer new programming options that will allow the customers to select packages that include content from both XM and Sirius. The merger will allow the consumer to truly enjoy the top sports programming that both XM and Sirius currently offer on one receiver.

As my past experiences have educated me, I am pleased to see SIRIUS and XM acknowledging and embracing the broad spectrum of interests and opinions that have become available to the consumer. Satellite Radio gives the unique ability to share the voices of sports players and legends with each listener. In order to ensure that listeners can continue to enjoy this programming, I hope you will approve this merger.

Sincerely,



November 29, 2007

The Honorable Thomas O. Barnett
Assistant Attorney General
Antitrust Division
United States Department of Justice
950 Constitution Avenue, N.W.
Washington, DC 20530

The Honorable Kevin J. Martin
Chairman
Federal Communications Commission
445 12th Street, S.W.
Washington, DC 20554

Dear Assistant Attorney General Barnett and Chairman Martin:

On behalf of the staff and on-air hosts of Ripken Baseball, XM MLB Home Plate Channel 175, I am writing to express my strong support for the merger of SIRIUS and XM Satellite Radio.

As a former MLB player, I always enjoyed the opportunity to interact with fans across the nation as well as share my knowledge of baseball with fans and players of all ages. Now that I have retired from professional baseball, my show on XM MLB Home Plate, Ripken Baseball, allows me to stay part of the game.

Ripken Baseball has allowed me and my brother, Bill Ripken, to continue to enjoy discussing technique, offering advice to parents and coaches involved in youth baseball, and teaching baseball strategy to our listeners. Ripken Baseball has also allowed XM Satellite Radio to interview some of the biggest names in the game (e.g. Alex Rodriguez, John Smoltz, Commissioner Bud Selig, Ryan Howard, Travis Hafner, Don Mattingly, Justin Verlander, David Wright and Ryan Zimmerman). In fact, Bill and I agree that the live, interactive element of our call-in program on XM offers our audience a unique opportunity to discuss baseball with those high-profile people.

I am excited about the SIRIUS and XM merger and the prospect of increased listenership for sports programming such as ours. Merger synergies will expand variety and more unique content currently unavailable anywhere else. Additionally, these synergies will allow the companies to offer new programming options that will allow customers to select packages that include content from both XM and SIRIUS. The merger will also offer the consumer the option of a la carte programming, which will let them truly tailor the programming on their satellite radio.

As an avid follower of sports programming, I was pleased to learn that through the new available packages, people like me as well as my listeners will have numerous options under the Talk Programming umbrella of programming which will cater to our particular interests.

I am pleased to see SIRIUS and XM acknowledging and embracing the broad spectrum of interests and opinions that have become available to the consumer. Satellite Radio offers the unique ability to share the voices of sports players and legends with each listener. In order to ensure that listeners may continue to enjoy this programming, I hope you will approve this merger.

Sincerely,

A handwritten signature in black ink, appearing to read "Cal Ripken, Jr." with a stylized flourish at the end.

Cal Ripken, Jr.



Tim Bennett
President

November 12, 2007

The Honorable Thomas Barnett
Assistant Attorney General
Antitrust Division
United States Department of Justice
950 Constitution Avenue, NW
Washington, DC 20530

Dear Assistant Attorney General Barnett:

On behalf of Oprah & Friends, our channel on XM Radio, I write to express our support for the merger of XM and Sirius Satellite Radio.

We are excited about the merger because it will increase the opportunity for our channel to reach more listeners across America. We have a unique channel whose goal is to help our listeners live their best lives. Our hosts – Oprah Winfrey, Dr. Mehmet Oz, Jean Chatzky, Gayle King, Robin Smith, Dr. Maya Angelou, Bob Greene, Marianne Williamson, Nate Berkus and Peter Walsh – offer solid advice to listeners. Without the support of XM, this unique programming would not have been available. Also, a la carte programming will make it more affordable to both XM and Sirius subscribers who would like to hear our message without having to subscribe to one large package.

Satellite Radio offers tremendous diversity in programming that will grow with this merger.

Sincerely,

A handwritten signature in black ink, appearing to read 'Tim Bennett', is written over a horizontal line. The signature is fluid and cursive.

Tim Bennett
President, Harpo

Dear Chairman Martin:

I'm a recording artist who is a big league fan of satellite radio. This medium has been a boon to artists and listeners, and should be strengthened as a competitor in the music space. As a result, I think it is critical to support the merger of XM and SIRIUS -- and hope you will, too.

My business, the music business, has faced some serious challenges in the past few years. Over a very short period of time, satellite radio has created significant and tangible benefits for artist and songwriters. Satellite radio helps build, sustain and revive artists' careers. Whether you're talking about new artists, eclectic artists, popular artists with extensive back catalogs, or older artists who have been ignored or forgotten, we are all benefiting from satellite radio.

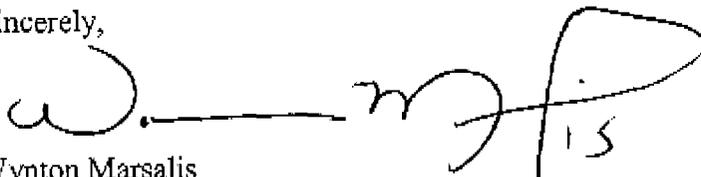
Radio is a vehicle for discovery and promotion. Somewhere along the way, FM radio dropped the discovery part. The number of artists they promote is miniscule and continues to contract every day -- a shadow compared to satellite radio. Satellite radio assumed the role FM used to play, ensuring that artists of every genre get the exposure and interest they want and deserve.

And of course, FM radio and HD radio don't pay performance royalties. The tens of millions in royalties satellite radio pays to artists is critically important, especially for older artists who have seen their income from record sales and touring wane.

The proposed merger will help satellite radio grow, and that's a good thing. Combining the two companies would allow them to offer more programming choices to subscribers at lower prices. More choices and lower prices mean more satellite radio listeners and that benefits artists in many ways. In a market that's crowded with everything from FM radio to iPods and downloaded music to internet radio to music on cell phones, the merger will help satellite radio an enduring platform that will continue to benefit artists long into the future.

Thank you for your consideration,

Sincerely,



Wynton Marsalis
Artistic Director
Jazz at Lincoln Center