

Atlanta
Beijing
Brussels
Chicago
Hong Kong
London
Los Angeles
Milan
New York
Orange County
Palo Alto
Paris
San Diego
San Francisco
Shanghai
Stamford
Tokyo
Washington, DC

(20) 551-1802
davidsiddall@paulhastings.com

February 1, 2008

Marlene H. Dortch, Secretary
Federal Communications Commission
445 Twelfth Street, SW
Washington, DC 20054

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

Dear Ms. Dortch:

This is to notify you that on January 31, 2008, Chester C. Davenport, Managing Director of Georgetown Partners L.L.C.; Cleveland A. Christophe, Managing Partner of TSG Capital Group; Andrew Berg, of King and Spalding LLP; David Rivkin, Jon Fotos and Michael Alston of Georgetown Partners; and the undersigned met with the following FCC staff members: Roy Stewart, Dana Scherer, Marcia Glauberman, Bill Freedman, Rebekah Goodheart, Judy Herman, Elvis Stumbergs, and Belinda Nixon of the Media Bureau; Marilyn Simon and Jerry Duvall of the International Bureau; and Neil Dellar of the Office of General Counsel.

Georgetown's discussion was consistent with its filings previously submitted in this docket. Georgetown discussed its proposal that, as a remedy to the adverse competitive effects of the proposed merger, Sirius/XM lease a portion of their infrastructure and at least 20 percent of their channel capacity on a permanent basis to create competition and diversity in the satellite radio market place. Georgetown is prepared to enter into such a lease with Sirius/XM. Georgetown also noted that the applicants explicitly have stated that the Sirius/XM merger request is not grounded upon economic distress. Biographies of the two principal partners were distributed and are attached.

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.

Respectfully submitted,



David R. Siddall
Counsel to Georgetown Partners L.L.C.

Attachment

February 1, 2008

Page 2

cc: (*via* email):

Roy Stewart
Dana Scherer
Marcia Glauberman
Bill Freedman
Rebekah Goodheart
Judy Herman
Elvis Stumbergs
Belinda Nixon
Marilyn Simon
Jerry Duvall
Neil Dellar

GEORGETOWN PARTNERS L.L.C.

Chester C. Davenport

Chester C. Davenport is the Managing Director of Georgetown Partners LLC, a private equity firm he founded over 18 years ago. He has since served as Chairman of GTE Consumer Services Inc., Georgetown's \$3.2 billion joint venture with GTE providing cellular service to consumers in the Greater Chicago and St. Louis metropolitan areas. Mr. Davenport also served as Chairman of Envirotest systems Corp., a publicly traded company with an enterprise value of more than \$650 million. Previously, Mr. Davenport was an Assistant Secretary in the United States Department of Transportation. He has worked in the United States Senate as a legislative assistant for Senator Alan Cranston of California and began his career as an attorney in the Tax Division of the United States Department of Justice.

Mr. Davenport is a graduate of Morehouse College and received his LL.B from The University of Georgia School of Law. He is a member of the State Bar of Georgia and the District of Columbia Bar. Mr. Davenport serves as a trustee of both the Arch Foundation for the University of Georgia and Morehouse College.

Cleveland A. Christophe

Mr. Christophe has been the Managing Partner of TSG Capital Group since its inception more than 15 years ago. TSG Capital Group is a private equity investment firm that manages approximately \$750 million in capital focusing on companies in diverse industries serving fast-growing, underserved ethnic markets. Mr. Christophe was a principal investor and member of the Board of Directors of Envirotest. Additionally, since 1990 Mr. Christophe has been a principal of TSG Ventures L.P., a private equity investment company that specializes in financing minority entrepreneurs. Previously, Mr. Christophe was Senior Vice President of TLC Group, L.P., the leveraged buyout firm controlled by Reginald F. Lewis, where he played a leading role in the \$1 billion acquisition of the Beatrice International Food Company. Additionally, Mr. Christophe has held numerous senior positions with Citibank, N.A.

Mr. Christophe has financed various successful companies in the radio broadcast and telecommunications industries. Included among these was the creation of a successful start-up radio group focused on the Hispanic market that grew to 35 stations.