

LATHAM & WATKINS^{LLP}

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

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February 5, 2008

VIA ECFS

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

Monica Shah Desai
Chief, Media Bureau
Federal Communications Commission
445 12th Street, S.W.
Washington, D.C. 20554

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

Dear Ms. Dortch and Ms. Desai:

XM Satellite Radio Holdings Inc. ("XM"), by its attorneys and pursuant to the Protective Order¹ and the Second Protective Order² issued in the above-referenced proceeding, hereby submits Acknowledgements of Confidentiality executed by Gary M. Epstein, James H. Barker, Brian W. Murray, Barry J. Blonien and Jeffrey M. Shrader of Latham & Watkins LLP, outside counsel to XM. Copies of this letter and the Acknowledgements have been served upon counsel of record for Sirius Satellite Radio Inc. as required by the protective order.

Respectfully,

/s/ Gary M. Epstein

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

Enclosures

cc (via email): Jamila Bess Johnson

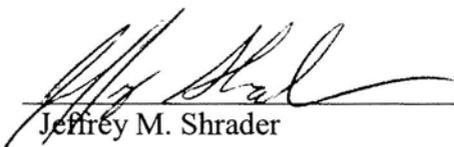
¹ *Applications of Sirius Satellite Radio Inc. and XM Satellite Radio Holdings Inc. for Approval to Transfer Control*, MB Docket No. 07-57, Protective Order, DA 07-3135 (MB July 11, 2007).

² *Applications of Sirius Satellite Radio Inc. and XM Satellite Radio Holdings Inc. for Approval to Transfer Control*, MB Docket No. 07-57, Protective Order, DA 07-4666 (MB November 16, 2007).

CERTIFICATE OF SERVICE

I, Jeffrey Shrader, hereby certify that, on this 5th day of February 2008, Copies of the foregoing Acknowledgements of Confidentiality were sent via U.S. first class mail, postage prepaid, and by electronic mail to the following:

Peter D. Shields
Nicholas M. Holland
Wiley Rein LLP
1776 K Street, NW
Washington, D.C. 2006



Jeffrey M. Shrader

APPENDIX A

Acknowledgment of Confidentiality

MB Docket No. 07-57

I hereby acknowledge that I have received and read a copy of the foregoing Protective Order in the above-captioned proceeding, and I understand it. I agree that I am bound by the Protective Order and that I shall not disclose or use Stamped Confidential Documents or Confidential Information except as allowed by the Protective Order. I acknowledge that a violation of the Protective Order is a violation of an order of the Federal Communications Commission.

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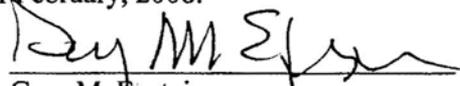
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Executed at Washington, DC this 5th day of February, 2008.



Gary M. Epstein
Outside Counsel to XM Satellite Radio
Holdings Inc.
Latham & Watkins LLP
555 Eleventh Street, N.W.
Suite 1000
Washington, D.C. 20004
(202) 637-2249
Gary.epstein@lw.com

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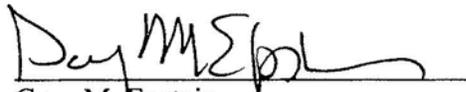
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Outside Counsel to XM Satellite Radio
Holdings Inc.
Latham & Watkins LLP
555 Eleventh Street, N.W.
Suite 1000
Washington, D.C. 20004
(202) 637-2231
Jim.barker@lw.com

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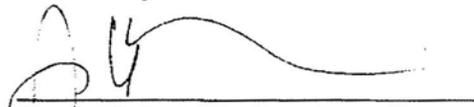
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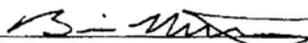
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Outside Counsel to XM Satellite Radio
Holdings Inc.
Latham & Watkins LLP
555 Eleventh Street, N.W.
Suite 1000
Washington, D.C. 20004
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Brian.murray@lw.com

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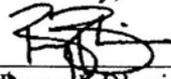
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Latham & Watkins LLP
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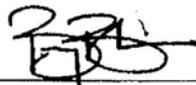
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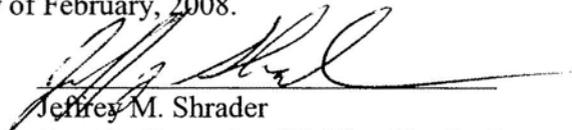
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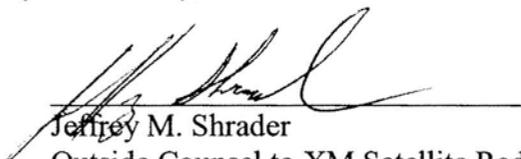
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