

February 7, 2008



Marlene Dortch
Secretary
Federal Communications Commission
445 Twelfth Street, SW
Washington, DC 20554

Re: Notice of Oral *Ex Parte* Presentation
MB Docket No. 07-57 (Transfer Control of XM Satellite Radio
Holdings Inc. (XM) and Sirius Satellite Radio Inc. (Sirius))

Dear Ms. Dortch:

On February 7, 2008, the undersigned (“Ms. Desai”) of Media Access Project met with Rudy Brioché, Legal Advisor, Media Issues, for Commissioner Jonathan S. Adelstein. On the same day, Ms. Desai also met with Cristina Chou Pauzé, Legal Advisor, Media Issues, for Commissioner Robert M. McDowell. At this meeting, Ms. Desai discussed some of the concerns raised with a potential merger between XM and Sirius and urged the Commission to deny the transaction. Specifically, Ms. Desai stated that the merger would lead to greater media consolidation and would have a negative impact on unserved/underserved communities and content providers.

Despite the harmful effects of the merger on the public interest, if the Commission still chooses to approve the transaction, Ms. Desai urged the Commission to adopt conditions. Ms. Desai noted that the Commission has already determined that 12.5 MHz is sufficient for an economically viable SDARS system, thus the Commission should make other uses of the excess capacity. Specifically, the Commission should: (1) create a set-aside for non-commercial educational programming; (2) require the combined entity to lease capacity to unaffiliated commercial programmers; or (3) require the excess capacity to be returned for auction. Finally, Ms. Desai suggested that the merged entity should adopt an “open device” principal.

Pursuant to Section 1.1206(b), 47 C.F.R. §1.1206(b) of the Commission’s rules, this letter is being filed electronically with your office today.

Respectfully submitted,

/s/

Parul Desai

cc: Rudy Brioché
Cristina Chou Pauzé