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February 29, 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 Timothy Savage, outside consultant 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

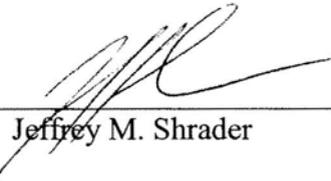
¹ *Applications of Sirius Satellite Radio Inc. and XM Satellite Radio Holdings Inc. for Approval to Transfer Control*, MB Docket No. 07-57, Protective Order, DA 07-3135 (MB July 11, 2007).

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 14th 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. 20006



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.

Without limiting the foregoing, to the extent that I have any employment, affiliation, or role with any person or entity other than a conventional private law firm (such as, but not limited to, a lobbying or public interest organization), I acknowledge specifically that my access to any information obtained as a result of the Protective Order is due solely to my capacity as Counsel or consultant to a party or other person described in paragraph 4 of the foregoing Protective Order and that I will not use such information in any other capacity, nor will I disclose such information except as specifically provided in the Protective Order.

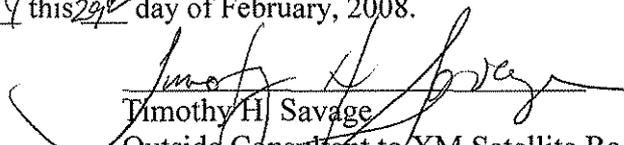
I hereby certify that I am not involved in "competitive decision-making" as that term is used in the definition of In-House Counsel in paragraph 4 of the Protective Order.

I acknowledge that it is my obligation to ensure that: (1) Stamped Confidential Documents and Confidential Information are used only as provided in the Protective Order; and (2) Stamped Confidential Documents are not duplicated except as specifically permitted by the terms of the Protective Order.

I certify that I have verified that there are in place procedures at my firm or office to prevent unauthorized disclosure of Stamped Confidential Documents or Confidential Information.

Capitalized terms used herein and not otherwise defined shall have the meanings ascribed to them in the Second Protective Order.

Executed at NEW YORK, NY this 29th day of February, 2008.


Timothy H. Savage
Outside Consultant to XM Satellite Radio
Holdings Inc.
CRA International
1155 6th Ave
New York, New York 10036
212-520-7227
tsavage@crai.com

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Acknowledgment of Confidentiality

MB Docket No. 07-57

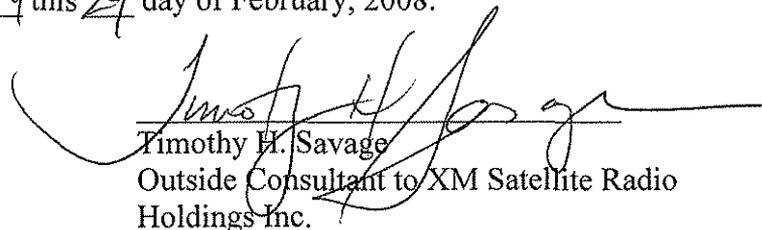
I hereby acknowledge that I have received and read a copy of the foregoing Second Protective Order in the above-captioned proceeding, and I understand it. I agree that I am bound by the Second Protective Order and that I shall not disclose or use Stamped Highly Confidential Documents or Highly Confidential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

Without limiting the foregoing, to the extent that I have any employment, affiliation or role with any person or entity other than a conventional private law firm (such as, but not limited to, a lobbying or public interest organization), I acknowledge specifically that my access to any information obtained as a result of the Second Protective Order is due solely to my capacity as Outside Counsel or Outside Counsel of Record or Outside Consultant to a party or other person described in paragraph 9 of the foregoing Second Protective Order and that I will not use such information in any other capacity nor will I disclose such information except as specifically provided in the Second Protective Order.

I acknowledge that it is my obligation to ensure that: (1) Stamped Highly Confidential Documents and Highly Confidential Information are used only as provided in the Second Protective Order; and (2) Stamped Highly Confidential Documents are not duplicated except as specifically permitted by the terms of the Second Protective Order, and I certify that I have verified that there are in place procedures at my firm or office to prevent unauthorized disclosure of Stamped Highly Confidential Documents or Highly Confidential Information.

Capitalized terms used herein and not otherwise defined shall have the meanings ascribed to them in the Second Protective Order.

Executed at New York, NY this 29th day of February, 2008.



Timothy H. Savage
Outside Consultant to XM Satellite Radio
Holdings Inc.

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