

March 27, 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 March 26, 2008, the undersigned (“Ms. Desai”) and Andrew Jay Schwartzman of Media Access Project met with Marcia Glauberman, Jamila Bess Johnson, William Freedman, Royce Sherlock, Rebekah Goodheart, Elvis Stumbergs and Kristi Thompson of the Media Bureau and Jim Bird of the Office of General Counsel. At this meeting, Mr. Schwartzman and Ms. Desai discussed some of the concerns raised with a potential merger between XM and Sirius and urged the Commission to deny the transaction.

Despite the harmful effects of the merger on the public interest, if the Commission still chooses to approve the transaction, Mr. Schwartzman and 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.

For example, the Commission could create a set-aside for non-commercial educational programming, in which case one entity would only be eligible for one channel. Additionally, the Commission could require the combined entity to lease capacity to unaffiliated commercial programmers. Mr. Schwartzman stated a preference for leasing channels on a per channel basis, where the combined entity could hold an auction to allocate the channels. Mr. Schwartzman also suggested that if the Commission were to consider leasing a portion of the spectrum to one or two entities, that the Commission also allow for an auction in that case. Mr. Schwartzman suggested that any party leasing capacity, and providing free service, should be separately licensed and treated as a broadcast service. The parties also discuss the effectiveness of requiring 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: Marcia Glaberman  
Jamila Bess Johnson  
William Freedman  
Royce Sherlock  
Rebekah Goodheart  
Elvis Stumbergs  
Kristi Thompson  
Jim Bird