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# LATHAM & WATKINS<sup>LLP</sup>

March 27, 2008

**VIA ECFS**

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

FIRM / AFFILIATE OFFICES  
Barcelona New Jersey  
Brussels New York  
Chicago Northern Virginia  
Frankfurt Orange County  
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Los Angeles Shanghai  
Madrid Silicon Valley  
Milan Singapore  
Moscow Tokyo  
Munich Washington, D.C.

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

Dear Ms. Dortch:

In accordance with Section 1.1206 of the Commission's rules, 47 C.F.R. § 1.1206, and the Commission's Public Notice dated March 29, 2007 (DA 07-1435), this letter notifies the Commission that on March 26, 2008, Richard E. Wiley and Gregg Elias of Wiley Rein LLP, counsel for Sirius Satellite Radio Inc. ("Sirius"), and I of Latham & Watkins LLP, counsel for XM Satellite Radio Holdings Inc. ("XM"), met with Chairman Kevin Martin, Daniel Gonzalez, Chairman Martin's Chief of Staff, and Michelle Carey, Chairman Martin's Senior Legal Advisor, to discuss Commission action on the merger application pending in the above-captioned proceeding following the statement issued by the Department of Justice. Counsel for XM and Sirius reiterated positions consistent with their filings in this proceeding, and urged prompt approval of the pending merger. Counsel for Sirius distributed copies of a Summary of the Sirius Post-Merger Channel Line Up Proposal, which is attached.

Please contact me with any questions.

Respectfully,

/s/ Gary M. Epstein

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

Enclosure

cc: Chairman Martin, Daniel Gonzalez, and Michelle Carey

# Summary of Sirius Post-Merger Channel Line Up Proposal



OFFERING	# CHANNELS	MONTHLY PRICE: CURRENT	MONTHLY PRICE: POST-MERGER
Sirius Everything**	Approx. 130	\$12.95	\$12.95
A La Carte I*	Pick Your Own 50 (Optional: Add a Channel @ \$.25 Each; Add Super Premium Packages @ \$6.00 or \$5.00 Each)	\$12.95	Starting at \$6.99
A La Carte II*	Pick Your Own 100 (Including some best of XM)	\$25.90***	\$14.99
Sirius Everything & Select XM**	Approx. 140	\$25.90***	\$16.99
Family Friendly & Select XM	Approx. 130	\$25.90***	\$14.99
Family Friendly	Approx. 120	\$12.95	\$11.95
Mostly Music Commercial Free Music (59) Family and Kids (4) Religion (3) Emergency (2)	Approx. 65	\$12.95	\$9.99
News, Sports & Talk Sports Channels (8) Talk and Entertainment (10) Family and Kids (4) Religion (3) News (13) Traffic and Weather (11) Emergency (2)	Approx. 50	\$12.95	\$9.99

All content is subject to change from time to time due to contractual relationships with third-party providers and for other reasons.

\*Available only for subscribers using next generation receivers who select channels via the Internet.

\*\*Consumers may block adult-themed content. Consumers who elect to block adult-themed content will be provided a monthly credit.

\*\*\*Currently requires two subscriptions.

# Sirius Everything

\$12.95

**SIRIUS**  
SATELLITE RADIO

## COMMERCIAL FREE MUSIC (59)

Starlite  
Sirius Love  
Movin' Easy  
SIRIUS Gold  
60s Vibrations  
Totally 70s  
Big 80s  
The Pulse  
The Bridge  
BBC Radio One  
Super Shuffle  
Classic Rewind  
Classic Vinyl  
The Vault  
Jam On  
Spectrum  
Buzzsaw  
Octane  
Alt Nation  
First Wave  
Hair Nation  
Lithium  
Underground Garage  
Left of Center  
Hard Attack  
Punk  
Coffeehouse  
Disorder  
Area 33  
Boombox  
Chill  
The Beat  
The Strobe  
Reggae  
Hot Jamz

Heart and Soul  
Soul Town  
New Country  
Prime Country  
Roadhouse  
Outlaw Country  
Bluegrass  
Spirit  
Praise  
Planet Jazz  
Pure Jazz  
Jazz Café  
Spa73  
Blues  
Broadway's Best  
Symphony Hall  
SIRIUS Pops  
Universo Latino  
Rumbon  
Band e part  
Rock Velours  
Energie2  
CBC Radio 3  
Iceberg Radio

## PREMIUM MUSIC (9)

Elvis  
Margaritaville  
Shade 45  
Faction  
Hip Hop Nation  
Back Spin  
Sirius Hits 1  
Siriusly Sinatra  
Metropolitan Opera

## SPORTS CHANNELS (7)

Sports Action  
ESPN Radio  
ESPNNews  
ESPN Desportes  
NBA Radio  
NFL Radio  
Hardcore Sports

## PLAY-BY-PLAY SPORTS (5 DEDICATED)

NFL, NBA, NASCAR  
and College sports  
play by play

## TALK AND ENTERTAINMENT (10)

ABC News & Talk  
SIRIUS Patriot  
SIRIUS Left  
Road Dog Trucking  
Laugh Break Comedy  
NPR Now  
NPR Talk  
E!  
Fox News Talk  
Maxim

## PREMIUM ENTERTAINMENT (11)

Howard 100  
Howard 101  
Martha Stewart  
COSMO

Playboy  
Out Q  
Sirius Stars  
Fox News  
Foxhole  
Blue Collar Comedy  
Raw Dog Comedy

## FAMILY AND KIDS (4)

Lime  
Radio Disney  
Kids Stuff  
Radio Classics

## RELIGION (3)

Catholic Channel  
EWTN Radio  
Christian Talk

## NEWS (13)

CNN  
CNN Headline  
CBC Radio One  
CNN En Espanol  
Radio Korea  
Premiere Plus  
InfoPlus  
RCI  
Court TV  
Bloomberg  
CNBC  
World Radio Netw.  
BBC World Service

## TRAFFIC AND WEATHER (11)

New York  
Phila/Boston  
Los Angeles  
Chicago/St. Louis  
DC/Baltimore  
Atlanta/Miami  
Dallas/Houston  
Detroit/LV  
SF/Seattle  
Phoenix/San Diego  
Orlando/Tampa

## EMERGENCY (2)

SIRIUS Weather &  
Emergency  
Canada Weather

# A La Carte I (Pick Your Own 50)

Starting at \$6.99

Optional: Add a Channel-\$ .25 each;

Super Premium: Howard Pkg.-\$6.00; Sports Pkg.-\$5.00

**SIRIUS**  
SATELLITE RADIO

## COMMERCIAL FREE MUSIC (59)

Starlite  
Sirius Love  
Movin' Easy  
SIRIUS Gold  
60s Vibrations  
Totally 70s  
Big 80s  
The Pulse  
The Bridge  
BBC Radio One  
Super Shuffle  
Classic Rewind  
Classic Vinyl  
The Vault  
Jam On  
Spectrum  
Buzzsaw  
Octane  
Alt Nation  
First Wave  
Hair Nation  
Lithium  
Underground Garage  
Left of Center  
Hard Attack  
Punk  
Coffeehouse  
Disorder  
Area 33  
Boombox  
Chill  
The Beat  
The Strobe  
Reggae  
Hot Jamz

Heart and Soul  
Soul Town  
New Country  
Prime Country  
Roadhouse  
Outlaw Country  
Bluegrass  
Spirit  
Praise  
Planet Jazz  
Pure Jazz  
Jazz Café  
Spa73  
Blues  
Broadway's Best  
Symphony Hall  
SIRIUS Pops  
Universo Latino  
Rumbon  
Band e part  
Rock Velours  
Energie2  
CBC Radio 3  
Iceberg Radio

## SPORTS CHANNELS (7)

Sports Action  
ESPN Radio  
ESPNNews  
ESPN Deportes  
NBA Radio  
NFL Radio  
Hardcore Sports

## TALK AND ENTERTAINMENT (10)

ABC News & Talk  
SIRIUS Patriot  
SIRIUS Left  
Road Dog Trucking  
Laugh Break Comedy  
NPR Now  
NPR Talk  
E!  
Fox News Talk  
Maxim

## FAMILY AND KIDS (4)

Lime  
Radio Disney  
Kids Stuff  
Radio Classics

## RELIGION (3)

Catholic Channel  
EWTN Radio  
Christian Talk

## NEWS (13)

CNN  
CNN Headline  
CBC Radio One  
CNN En Espanol  
Radio Korea  
Premiere Plus  
InfoPlus  
RCI  
Court TV  
Bloomberg

CNBC  
World Radio Netw.  
BBC World Service

## TRAFFIC AND WEATHER (11)

New York  
Phila/Boston  
Los Angeles  
Chicago/St. Louis  
DC/Baltimore  
Atlanta/Miami  
Dallas/Houston  
Detroit/LV  
SF/Seattle  
Phoenix/San Diego  
Orlando/Tampa

## EMERGENCY (2)

SIRIUS Weather &  
Emergency  
Canada Weather

## ADD A CHANNEL - \$.25 EACH

Shade 45  
Faction  
Hip Hop Nation  
Back Spin  
Siriusly Sinatra  
COSMO  
Playboy  
Out Q  
Foxxhole  
Blue Collar Comedy  
NBA play by play  
Martha Stewart

Sirius Stars  
Fox News  
Raw Dog Comedy  
Elvis  
Margaritaville  
Sirius Hits 1  
Metropolitan Opera

## SUPER PREMIUM:

Howard Pkg.-\$6.00  
Howard 100  
Howard 101

## Sports Pkg.-\$5.00

NFL play by play  
College play by play  
NASCAR

# A La Carte II (Pick Your Own 100)

\$14.99

**SIRIUS**  
SATELLITE RADIO

## COMMERCIAL FREE MUSIC (59)

Starlite  
Sirius Love  
Movin' Easy  
SIRIUS Gold  
60s Vibrations  
Totally 70s  
Big 80s  
The Pulse  
The Bridge  
BBC Radio One  
Super Shuffle  
Classic Rewind  
Classic Vinyl  
The Vault  
Jam On  
Spectrum  
Buzzsaw  
Octane  
Alt Nation  
First Wave  
Hair Nation  
Lithium  
Underground Garage  
Left of Center  
Hard Attack  
Punk  
Coffeehouse  
Disorder  
Area 33  
Boombbox  
Chill  
The Beat  
The Strobe  
Reggae  
Hot Jamz

Heart and Soul  
Soul Town  
New Country  
Prime Country  
Roadhouse  
Outlaw Country  
Bluegrass  
Spirit  
Praise  
Planet Jazz  
Pure Jazz  
Jazz Café  
Spa73  
Blues  
Broadway's Best  
Symphony Hall  
SIRIUS Pops  
Universo Latino  
Rumbon  
Band e part  
Rock Velours  
Energie2  
CBC Radio 3  
Iceberg Radio

## PREMIUM MUSIC (9)

Elvis  
Margaritaville  
Shade 45  
Faction  
Hip Hop Nation  
Back Spin  
Sirius Hits 1  
Siriusly Sinatra  
Metropolitan Opera

## SPORTS CHANNELS (7)

Sports Action  
ESPN Radio  
ESPNNews  
ESPN Desportes  
NBA Radio  
NFL Radio  
Hardcore Sports

## PLAY-BY-PLAY SPORTS (5 DEDICATED)

NFL, NBA, NASCAR  
and College sports  
play by play

## TALK AND ENTERTAINMENT (10)

ABC News & Talk  
SIRIUS Patriot  
SIRIUS Left  
Road Dog Trucking  
Laugh Break Comedy  
NPR Now  
NPR Talk  
E!  
Fox News Talk  
Maxim

## PREMIUM ENTERTAINMENT (11)

Howard 100  
Howard 101  
Martha Stewart  
COSMO

Playboy  
Out Q  
Sirius Stars  
Fox News  
Foxxhole  
Blue Collar Comedy  
Raw Dog Comedy

## FAMILY AND KIDS (4)

Lime  
Radio Disney  
Kids Stuff  
Radio Classics

## RELIGION (3)

Catholic Channel  
EWTN Radio  
Christian Talk

## NEWS (13)

CNN  
CNN Headline  
CBC Radio One  
CNN En Espanol  
Radio Korea  
Premiere Plus  
InfoPlus  
RCI  
Court TV  
Bloomberg  
CNBC  
World Radio Netw.  
BBC World Service

## TRAFFIC AND WEATHER (11)

New York  
Phila/Boston  
Los Angeles  
Chicago/St. Louis  
DC/Baltimore  
Atlanta/Miami  
Dallas/Houston  
Detroit/LV  
SF/Seattle  
Phoenix/San Diego  
Orlando/Tampa

## EMERGENCY (2)

SIRIUS Weather &  
Emergency  
Canada Weather

## XM

11 top selections  
from XM

# Sirius Everything & Select XM

\$16.99

**SIRIUS**  
SATELLITE RADIO

## COMMERCIAL FREE MUSIC (59)

Starlite  
Sirius Love  
Movin' Easy  
SIRIUS Gold  
60s Vibrations  
Totally 70s  
Big 80s  
The Pulse  
The Bridge  
BBC Radio One  
Super Shuffle  
Classic Rewind  
Classic Vinyl  
The Vault  
Jam On  
Spectrum  
Buzzsaw  
Octane  
Alt Nation  
First Wave  
Hair Nation  
Lithium  
Underground Garage  
Left of Center  
Hard Attack  
Punk  
Coffeehouse  
Disorder  
Area 33  
Boombox  
Chill  
The Beat  
The Strobe  
Reggae  
Hot Jamz

Heart and Soul  
Soul Town  
New Country  
Prime Country  
Roadhouse  
Outlaw Country  
Bluegrass  
Spirit  
Praise  
Planet Jazz  
Pure Jazz  
Jazz Café  
Spa73  
Blues  
Broadway's Best  
Symphony Hall  
SIRIUS Pops  
Universo Latino  
Rumbon  
Band e part  
Rock Velours  
Energie2  
CBC Radio 3  
Iceberg Radio

## PREMIUM MUSIC (9)

Elvis  
Margaritaville  
Shade 45  
Faction  
Hip Hop Nation  
Back Spin  
Sirius Hits 1  
Siriusly Sinatra  
Metropolitan Opera

## SPORTS CHANNELS (7)

Sports Action  
ESPN Radio  
ESPNNews  
ESPN Desportes  
NBA Radio  
NFL Radio  
Hardcore Sports

## PLAY-BY-PLAY SPORTS (5 DEDICATED)

NFL, NBA, NASCAR  
and College sports  
play by play

## TALK AND ENTERTAINMENT (10)

ABC News & Talk  
SIRIUS Patriot  
SIRIUS Left  
Road Dog Trucking  
Laugh Break Comedy  
NPR Now  
NPR Talk  
E!  
Fox News Talk  
Maxim

## PREMIUM ENTERTAINMENT (11)

Howard 100  
Howard 101  
Martha Stewart  
COSMO

Playboy  
Out Q  
Sirius Stars  
Fox News  
Foxxhole  
Blue Collar Comedy  
Raw Dog Comedy

## FAMILY AND KIDS (4)

Lime  
Radio Disney  
Kids Stuff  
Radio Classics

## RELIGION (3)

Catholic Channel  
EWTN Radio  
Christian Talk

## NEWS (13)

CNN  
CNN Headline  
CBC Radio One  
CNN En Espanol  
Radio Korea  
Premiere Plus  
InfoPlus  
RCI  
Court TV  
Bloomberg  
CNBC  
World Radio Netw.  
BBC World Service

## TRAFFIC AND WEATHER (11)

New York  
Phila/Boston  
Los Angeles  
Chicago/St. Louis  
DC/Baltimore  
Atlanta/Miami  
Dallas/Houston  
Detroit/LV  
SF/Seattle  
Phoenix/San Diego  
Orlando/Tampa

## EMERGENCY (2)

SIRIUS Weather &  
Emergency  
Canada Weather

## XM

11 top selections  
from XM

# Mostly Music

\$9.99



## COMMERCIAL FREE MUSIC (59)

Starlite  
Sirius Love  
Movin' Easy  
SIRIUS Gold  
60s Vibrations  
Totally 70s  
Big 80s  
The Pulse  
The Bridge  
BBC Radio One  
Super Shuffle  
Classic Rewind  
Classic Vinyl  
The Vault  
Jam On  
Spectrum  
Buzzsaw  
Octane  
Alt Nation  
First Wave  
Hair Nation  
Lithium  
Underground Garage  
Left of Center  
Hard Attack  
Punk  
Coffeehouse  
Disorder  
Area 33  
Boombox  
Chill  
The Beat  
The Strobe  
Reggae

Hot Jamz  
Heart and Soul  
Soul Town  
New Country  
Prime Country  
Roadhouse  
Outlaw Country  
Bluegrass  
Spirit  
Praise  
Planet Jazz  
Pure Jazz  
Jazz Café  
Spa73  
Blues  
Broadway's Best  
Symphony Hall  
SIRIUS Pops  
Universo Latino  
Rumbon  
Band e part  
Rock Velours  
Energie2  
CBC Radio 3  
Iceberg Radio

## FAMILY AND KIDS (4)

Lime  
Radio Disney  
Kids Stuff  
Radio Classics

## RELIGION (3)

Catholic Channel  
EWTN Radio  
Christian Talk

## EMERGENCY (2)

SIRIUS Weather &  
Emergency  
Canada Weather

# News, Sports & Talk

\$9.99

**SIRIUS**  
SATELLITE RADIO

## **SPORTS CHANNELS (7)**

Sports Action  
ESPN Radio  
ESPNews  
ESPN Desportes  
NBA Radio  
NFL Radio  
Hardcore Sports

## **TALK AND ENTERTAINMENT (10)**

ABC News & Talk  
SIRIUS Patriot  
SIRIUS Left  
Road Dog Trucking  
Laugh Break Comedy  
NPR Now  
NPR Talk  
E!  
Fox News Talk  
Maxim

## **FAMILY AND KIDS (4)**

Lime  
Radio Disney  
Kids Stuff  
Radio Classics

## **RELIGION (3)**

Catholic Channel  
EWTN Radio  
Christian Talk

## **NEWS (13)**

CNN  
CNN Headline  
CBC Radio One  
CNN En Espanol  
Radio Korea  
Premiere Plus  
InfoPlus  
RCI  
Court TV  
Bloomberg  
CNBC  
World Radio Netw.  
BBC World Service

## **TRAFFIC AND WEATHER (11)**

New York  
Phila/Boston  
Los Angeles  
Chicago/St. Louis  
DC/Baltimore  
Atlanta/Miami  
Dallas/Houston  
Detroit/LV  
SF/Seattle  
Phoenix/San Diego  
Orlando/Tampa

## **EMERGENCY (2)**

SIRIUS Weather & Emergency  
Canada Weather

# Summary of XM Post-Merger Channel Line Up Proposal



OFFERING	# CHANNELS	MONTHLY PRICE: CURRENT	MONTHLY PRICE: POST-MERGER
XM Everything**	Approx. 170	\$12.95	\$12.95
A La Carte I*	Pick Your Own 50 from all but Premium (Optional: Add a Channel @\$.25 each; Add Super Premium Packages @ \$3.00 or \$6.00 each)	\$12.95	Starting at \$6.99
A La Carte II*	Pick Your Own 100 (including some best of Sirius)	\$25.90***	\$14.99
XM Everything & Select Sirius**	Approx. 180	\$25.90***	\$16.99
Family Friendly & Select Sirius	Approx. 170	\$25.90***	\$14.99
Family Friendly	Approx. 160	\$12.95	\$11.95
Mostly Music Commercial Free Music (58) More Music (5) Kids (2) Religion (1) Emergency & Weather (1)	Approx. 65	\$12.95	\$9.99
News, Sports & Talk News (12) Sports (10) Kids (2) Talk and Entertainment (15) Traffic, Weather and Alerts (21) Religion (1) Emergency & Weather (1)	Approx. 60	\$12.95	\$9.99

All content is subject to change from time to time due to contractual relationships with third-party providers and for other reasons.

\*Available only for subscribers using next generation receivers who select channels via the Internet.

\*\*Consumers may block adult-themed content. Consumers who elect to block adult-themed content will be provided a monthly credit.

\*\*\*Currently requires two subscriptions.

# XM Everything

\$12.95



## COMMERCIAL FREE MUSIC (58)

The '40s  
The '50s  
The '60s  
The '70s  
The '80s  
The '90s  
America  
X Country  
Bluegrass Junction  
The Village  
U.S. Country  
The Heart  
The Blend  
Flight 26  
Cinematic  
On Broadway  
U-Pop  
Hitlist  
The Message  
Spirit  
Enlighten  
Deep Tracks  
XMU  
Fred  
XM Café  
Top Tracks  
Ethel  
Big Tracks  
Loft  
Verge  
Lucy  
Soul Street  
Suite 62  
The Groove  
The City

The Heat  
Real Jazz  
Watercolors  
Beyond Jazz  
High Standards  
Bluesville  
Fine Tuning  
Audio Visions  
Escape  
The Move  
BPM  
Chrome  
The Chill  
Fuego  
Viva  
Aguila  
Caliente  
Air Musique  
The Joint  
Sur la Route  
XM Classics  
Vox  
XM Pops

## PREMIUM MUSIC (10)

XXM  
Willie's Place  
Highway 16  
20 on 20  
Boneyard  
Liquid Metal  
Squizz  
Fungus  
Rhyme  
Raw

## NEWS (12)

CNN  
CNN Headline News  
ABC News & Talk  
CNN en Español  
CNBC  
Bloomberg Radio  
POTUS '08  
BBC  
C-SPAN  
XM Public Radio  
Canada 360  
Quoi de Neuf?

## SPORTS (10)

ESPN Radio  
ESPN News  
Fox Sports Radio  
IndyCar  
XM Deportivo  
XMSN  
MLB Home Plate  
NHL Home Ice  
XM Sports Guide  
Calendar Sportif

## KIDS (2)

Radio Disney  
XM Kids

## PREMIUM ENTERTAINMENT (8)

Virus  
XM Comedy  
Laugh Attack  
Oprah & Friends

Take Five  
Fox News  
America Right  
Air America

## PLAY-BY-PLAY SPORTS (36 DEDICATED)

PGA Tour (1)  
MLB (15)  
NHL (5)  
College Sports (15)

## TALK & ENTERTAINMENT (13)

XM Live  
Extreme XM  
E!  
Sonic Theater  
National Lampoon  
Radio Classics  
Talk Radio  
Fox News Talk  
The Power  
Family Talk  
Open Road  
Radio Parallele  
Reach MD

## REGIONAL TALK, NEWS & MUSIC (6)

Nashville!  
KISS  
Mix  
Sunny  
WSIX  
WLW

## TRAFFIC, WEATHER & ALERTS (21)

Boston  
New York  
Philadelphia  
Baltimore  
Washington, DC  
Pittsburgh  
Detroit  
Chicago  
St. Louis  
Minneapolis/St. Paul  
Seattle  
San Francisco  
Los Angeles  
San Diego  
Phoenix  
Dallas  
Houston  
Atlanta  
Tampa  
Orlando  
Miami

## EMERGENCY & WEATHER (1)

Emergency Alert /  
Weather Channel

# A La Carte I (Pick Your Own 50)

Starting at \$6.99

Optional: Add a Channel-\$ .25 each; Super Premium:  
O&A Pkg.-\$3.00; Oprah Pkg.-\$3.00; Sports Pkg.-\$6.00



## COMMERCIAL FREE MUSIC (58)

The '40s  
The '50s  
The '60s  
The '70s  
The '80s  
The '90s  
America  
X Country  
Bluegrass Junction  
The Village  
U.S. Country  
The Heart  
The Blend  
Flight 26  
Cinemagic  
On Broadway  
U-Pop  
Hitlist  
The Message  
Spirit  
Enlighten  
Deep Tracks  
XMU  
Fred  
XM Café  
Top Tracks  
Ethel  
Big Tracks  
Loft  
Verge  
Lucy  
Soul Street  
Suite 62  
The Groove  
The City

The Heat  
Real Jazz  
Watercolors  
Beyond Jazz  
High Standards  
Bluesville  
Fine Tuning  
Audio Visions  
Escape  
The Move  
BPM  
Chrome  
The Chill  
Fuego  
Viva  
Aguila  
Caliente  
Air Musique  
The Joint  
Sur la Route  
XM Classics  
Vox  
XM Pops

## NEWS (12)

CNN  
CNN Headline News  
ABC News & Talk  
CNN en Espanol  
CNBC  
Bloomberg Radio  
POTUS '08  
BBC  
C-SPAN  
XM Public Radio  
Canada 360  
Quoi de Neuf?

## SPORTS (10)

ESPN Radio  
ESPN News  
Fox Sports Radio  
IndyCar  
XM Deportivo  
XMSN  
MLB Home Plate  
NHL Home Ice  
XM Sports Guide  
Calendar Sportif

## KIDS (2)

Radio Disney  
XM Kids

## TALK & ENTERTAINMENT (13)

XM Live  
Extreme XM  
E!  
Sonic Theater  
National Lampoon  
Radio Classics  
Talk Radio  
Fox News Talk  
The Power  
Family Talk  
Open Road  
Radio Parallele  
Reach MD

## REGIONAL TALK, NEWS & MUSIC (6)

Nashville!  
KISS  
Mix  
Sunny  
WSIX  
WLW

## TRAFFIC, WEATHER & ALERTS (21)

Boston  
New York  
Philadelphia  
Baltimore  
Washington, DC  
Pittsburgh  
Detroit  
Chicago  
St. Louis  
Minneapolis/St. Paul  
Seattle  
San Francisco  
Los Angeles  
San Diego  
Phoenix  
Dallas  
Houston  
Atlanta  
Tampa  
Orlando  
Miami

## EMERGENCY & WEATHER (1)

Emergency Alert /  
Weather Channel

## ADD A CHANNEL - \$.25 EACH

XXM  
Willie's Place  
Highway 16  
20 on 20  
Boneyard  
Liquid Metal  
Squizz  
Fungus  
Rhyme  
Raw  
XM Comedy  
Laugh Attack  
Take Five  
Fox News  
America Right  
Air America

## SUPER PREMIUM:

O&A Pkg.-\$3.00 (1)  
O&A - Virus

Oprah Pkg.-\$3.00  
(1)

Oprah & Friends

Play by Play Sports  
Pkg.-\$6.00 (36)

MLB, PGA, NHL and  
College Sports

# A La Carte II (Pick Your Own 100)

**\$14.99**



**COMMERCIAL  
FREE MUSIC (58)**

The '40s  
The '50s  
The '60s  
The '70s  
The '80s  
The '90s  
America  
X Country  
Bluegrass Junction  
The Village  
U.S. Country  
The Heart  
The Blend  
Flight 26  
Cinemagic  
On Broadway  
U-Pop  
Hitlist  
The Message  
Spirit  
Enlighten  
Deep Tracks  
XMU  
Fred  
XM Café  
Top Tracks  
Ethel  
Big Tracks  
Loft  
Verge  
Lucy  
Soul Street  
Suite 62  
The Groove  
The City

The Heat  
Real Jazz  
Watercolors  
Beyond Jazz  
High Standards  
Bluesville  
Fine Tuning  
Audio Visions  
Escape  
The Move  
BPM  
Chrome  
The Chill  
Fuego  
Viva  
Aguila  
Caliente  
Air Musique  
The Joint  
Sur la Route  
XM Classics  
Vox  
XM Pops

**PREMIUM MUSIC  
(10)**

XXM  
Willie's Place  
Highway 16  
20 on 20  
Boneyard  
Liquid Metal  
Squizz  
Fungus  
Rhyme  
Raw

**NEWS (12)**

CNN  
CNN Headline News  
ABC News & Talk  
CNN en Espanol  
CNBC  
Bloomberg Radio  
POTUS '08  
BBC  
C-SPAN  
XM Public Radio  
Canada 360  
Quoi de Neuf?

**SPORTS (10)**

ESPN Radio  
ESPN News  
Fox Sports Radio  
IndyCar  
XM Deportivo  
XMSN  
MLB Home Plate  
NHL Home Ice  
XM Sports Guide  
Calendar Sportif

**KIDS (2)**

Radio Disney  
XM Kids

**PREMIUM  
ENTERTAINMENT  
(8)**

Virus  
XM Comedy  
Laugh Attack  
Oprah & Friends

Take Five  
Fox News  
America Right  
Air America

**PLAY-BY-PLAY  
SPORTS  
(36 DEDICATED)**

PGA Tour (1)  
MLB (15)  
NHL (5)  
College Sports (15)

**TALK &  
ENTERTAINMENT  
(13)**

XM Live  
Extreme XM  
E!  
Sonic Theater  
National Lampoon  
Radio Classics  
Talk Radio  
Fox News Talk  
The Power  
Family Talk  
Open Road  
Radio Parallele  
Reach MD

**REGIONAL TALK,  
NEWS & MUSIC (6)**

Nashville!  
KISS  
Mix  
Sunny

WSIX  
WLW

**TRAFFIC,  
WEATHER &  
ALERTS (21)**

Boston  
New York  
Philadelphia  
Baltimore  
Washington, DC  
Pittsburgh  
Detroit  
Chicago  
St. Louis  
Minneapolis/St. Paul  
Seattle  
San Francisco  
Los Angeles  
San Diego  
Phoenix  
Dallas  
Houston  
Atlanta  
Tampa  
Orlando  
Miami

**EMERGENCY &  
WEATHER (1)**

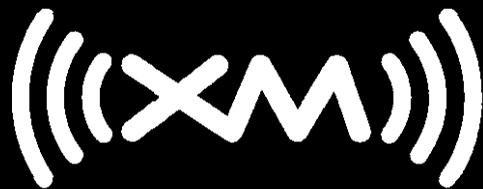
Emergency Alert /  
Weather Channel

**SELECT SIRIUS**

11 top selections  
from Sirius

# XM Everything & Select Sirius

\$16.99



## COMMERCIAL FREE MUSIC (58)

The '40s  
The '50s  
The '60s  
The '70s  
The '80s  
The '90s  
America  
X Country  
Bluegrass Junction  
The Village  
U.S. Country  
The Heart  
The Blend  
Flight 26  
Cinematic  
On Broadway  
U-Pop  
Hitlist  
The Message  
Spirit  
Enlighten  
Deep Tracks  
XMU  
Fred  
XM Café  
Top Tracks  
Ethel  
Big Tracks  
Loft  
Verge  
Lucy  
Soul Street  
Suite 62  
The Groove  
The City

The Heat  
Real Jazz  
Watercolors  
Beyond Jazz  
High Standards  
Bluesville  
Fine Tuning  
Audio Visions  
Escape  
The Move  
BPM  
Chrome  
The Chill  
Fuego  
Viva  
Aguila  
Caliente  
Air Musique  
The Joint  
Sur la Route  
XM Classics  
Vox  
XM Pops

## PREMIUM MUSIC (10)

XXM  
Willie's Place  
Highway 16  
20 on 20  
Boneyard  
Liquid Metal  
Squizz  
Fungus  
Rhyme  
Raw

## NEWS (12)

CNN  
CNN Headline News  
ABC News & Talk  
CNN en Espanol  
CNBC  
Bloomberg Radio  
POTUS '08  
BBC  
C-SPAN  
XM Public Radio  
Canada 360  
Quoi de Neuf?

## SPORTS (10)

ESPN Radio  
ESPN News  
Fox Sports Radio  
IndyCar  
XM Deportivo  
XMSN  
MLB Home Plate  
NHL Home Ice  
XM Sports Guide  
Calendar Sportif

## KIDS (2)

Radio Disney  
XM Kids

## PREMIUM ENTERTAINMENT (8)

Virus  
XM Comedy  
Laugh Attack  
Oprah & Friends

Take Five  
Fox News  
America Right  
Air America

## PLAY-BY-PLAY SPORTS (36 DEDICATED)

PGA Tour (1)  
MLB (15)  
NHL (5)  
College Sports (15)

## TALK & ENTERTAINMENT (13)

XM Live  
Extreme XM  
E!  
Sonic Theater  
National Lampoon  
Radio Classics  
Talk Radio  
Fox News Talk  
The Power  
Family Talk  
Open Road  
Radio Parallele  
Reach MD

## REGIONAL TALK, NEWS & MUSIC (6)

Nashville!  
KISS  
Mix  
Sunny  
WSIX  
WLW

## TRAFFIC, WEATHER & ALERTS (21)

Boston  
New York  
Philadelphia  
Baltimore  
Washington, DC  
Pittsburgh  
Detroit  
Chicago  
St. Louis  
Minneapolis/St. Paul  
Seattle  
San Francisco  
Los Angeles  
San Diego  
Phoenix  
Dallas  
Houston  
Atlanta  
Tampa  
Orlando  
Miami

## EMERGENCY & WEATHER (1)

Emergency Alert /  
Weather Channel

## SELECT SIRIUS

11 top selections  
from Sirius

# Mostly Music

\$9.99



## COMMERCIAL FREE MUSIC (58)

The '40s  
The '50s  
The '60s  
The '70s  
The '80s  
The '90s  
America  
X Country  
Bluegrass Junction  
The Village  
U.S. Country  
The Heart  
The Blend  
Flight 26  
Cinemagic  
On Broadway  
U-Pop  
Hitlist  
The Message  
Spirit  
Enlighten  
Deep Tracks  
XMU  
Fred  
XM Café  
Top Tracks  
Ethel  
Big Tracks  
Loft  
Verge  
Lucy  
Soul Street  
Suite 62  
The Groove

The City  
The Heat  
Real Jazz  
Watercolors  
Beyond Jazz  
High Standards  
Bluesville  
Fine Tuning  
Audio Visions  
Escape  
The Move  
BPM  
Chrome  
The Chill  
Fuego  
Viva  
Aguila  
Caliente  
Air Musique  
The Joint  
Sur la Route  
XM Classics  
Vox  
XM Pops

## MORE MUSIC (5)

Nashville!  
KISS  
Mix  
Sunny  
WSIX  
WLW

## KIDS (2)

Radio Disney  
XM Kids

## RELIGION (1)

Family Talk

## EMERGENCY & WEATHER (1)

Emergency Alert /  
Weather Channel

# News, Sports & Talk

\$9.99



## NEWS (12)

CNN  
CNN Headline News  
ABC News & Talk  
CNN en Espanol  
CNBC  
Bloomberg Radio  
POTUS '08  
BBC  
C-SPAN  
XM Public Radio  
Canada 360  
Quoi de Neuf?

## SPORTS (10)

ESPN Radio  
ESPN News  
Fox Sports Radio  
XMSN  
IndyCar  
XM Deportivo  
MLB Home Plate  
NHL Home Ice  
XM Sports Guide  
Calendar Sportif

## KIDS (2)

Radio Disney  
XM Kids

## TALK AND ENTERTAINMENT (15)

XM Live  
Extreme XM  
Take Five  
E!  
Sonic Theater  
National Lampoon  
Radio Classics  
Talk Radio  
America Right  
Air America  
Fox News Talk  
The Power  
Open Road  
Radio Parallele  
Reach MD

## TRAFFIC, WEATHER AND ALERTS (22)

Boston  
New York  
Philadelphia  
Baltimore  
Washington, DC  
Pittsburgh  
Detroit  
Chicago  
St. Louis  
Minneapolis/St. Paul  
Seattle  
San Francisco  
Los Angeles  
San Diego  
Phoenix

Dallas  
Houston  
Atlanta  
Tampa  
Orlando  
Miami

## EMERGENCY & WEATHER (1)

Emergency Alert / Weather Channel

## RELIGION (1)

Family Talk