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April 8, 2008

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VIA ECFS AND EMAIL

The Honorable Kevin Martin
The Honorable Michael Copps
The Honorable Jonathan Adelstein
The Honorable Deborah Taylor Tate
The Honorable Robert McDowell
Federal Communications Commission
445 12th Street, S.W.
Washington, DC 20554

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

Dear Mr. Chairman and Commissioners:

Attached for your consideration in connection with the above-referenced merger of XM Satellite Radio Holdings Inc. and Sirius Satellite Radio Inc. please find several recent statements in support of the merger from the Parents Television Council, the League of Rural Voters, the Hispanic Federation, U.S. Representative Rick Boucher, and Ed Meese, Chairman of the Center for Legal and Judicial Studies and James Gattuso, Senior Research Fellow in Regulatory Policy, both of the Heritage Foundation.

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), a copy of this letter with the attached press releases is being filed in the docket via ECFS.

Respectfully,

/s/ Jennifer D. Hindin

Jennifer D. Hindin

cc (via email): Daniel Gonzalez, Catherine Bohigian, Monica Desai, Roy Stewart, Rosemary Harold, Rebekah Goodheart, Helen Domenici, Michelle Carey, Aaron Goldberger, Rick Chesson, Bruce Gottlieb, Rudy Brioché, Renee Crittendon, Chris Moore, Amy Blankenship, Angela E. Giancarlo, Cristina Chou Pauzé

Press Release

FOR IMMEDIATE RELEASE

March 24, 2008

PTC Applauds Justice Department Approval of XM/Sirius Merger ***Merger Will Provide Families with Meaningful Radio Content Choice***

LOS ANGELES (March 24, 2008) – The Parents Television Council™ offered praise to the Justice Department for approving the XM and Sirius satellite radio merger because it will pave the way to provide meaningful entertainment choices for families. XM and Sirius had previously announced their commitment to provide consumers and families the ability to choose their audio programming channels on an unbundled basis once the merger was finalized and approved.

In addition to offering their traditional bundles of programming, XM and Sirius said they will offer more affordable a la carte packages, including an option for families to block adult-themed channels and receive a price credit for the unwanted programming.

“With the approval of this merger from the Justice Department, satellite radio is one step closer to giving its customers real choice in programming – a groundbreaking moment for the future of subscription-based entertainment,” said PTC President Tim Winter. “There is no question that greater control of graphic content, combined with giving consumers the ability to have some control over packages and pricing is in the public interest, and particularly to parents and families.”

“We call upon the FCC to follow Justice’s lead and approve the merger. And we call on the cable and satellite television industries to follow the lead of XM and Sirius and give real choices to their own customers who are deeply offended by many of the channels families are forced to buy just to get access to the quality family programming available on cable. Only a meaningful solution like this one will allow the marketplace to decide for itself what it wants and what it is willing to pay for.”

To speak with a representative from the Parents Television Council, please contact Kelly Oliver (ext. 140) or Megan Franko (ext. 148) at (703) 683-5004.

The Parents Television Council™ (www.parentstv.org®) is a non-partisan education organization advocating responsible entertainment. It was founded in 1995 to ensure that children are not constantly assaulted by sex, violence and profanity on television and in other media. This national grassroots organization has over one million members across the United States, and works with television producers, broadcasters, networks and sponsors in an effort to stem the flow of harmful and negative messages targeted to children. The PTC also works with elected and appointed government officials to enforce broadcast decency standards. Most importantly, the PTC produces critical research and publications documenting the dramatic increase in sex, violence and profanity in entertainment. This information is provided free of charge so parents can make informed viewing choices for their own families. receives more than 27 million visitors monthly. For more information on TBN, visit www.tbn.org.



FOR IMMEDIATE RELEASE:
Contact: Niel Ritchie, 612-879-7578

**League of Rural Voters Applauds the Department of Justice's Approval of
XM-SIRIUS Merger**

(3/25/08) MINNEAPOLIS – League of Rural Voters executive director Niel Ritchie issued the following statement in response to the Department of Justice's approval of the XM-SIRIUS Merger:

“The Department of Justice’s careful and thorough evaluation of the proposed XM-SIRIUS merger proves that this transaction is not anti-competitive and is in the public interest. Following their merger, the combined company will be able to provide even more unique and diverse programming for rural audiences that are currently unavailable on traditional radio. We urge the FCC to consider these and other important benefits and allow the merger to proceed.”

The League of Rural Voters was founded in 1985 as a non-profit organization dedicated to increasing the representation of rural people in the public policy making process. The League seeks to build awareness of the economic challenges facing rural communities while advocating for federal and state policies that focus government resources on education, health care and local and regional economic development.

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FOR IMMEDIATE RELEASE

Contact: Frankie Miranda
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March 25, 2008

New York, NY. — In response to the U.S. Department of Justice’s approval of the XM-SIRIUS merger, Hispanic Federation President Lillian Rodriguez-Lopez issued the following statement:

“The announcement from the U.S. Department of Justice is welcome news to the thousands of minority consumers who will soon experience the many benefits of a combined XM/Sirius satellite radio. After more than a year of careful review, anti-trust officials confirmed that the audio entertainment market is robust and competitive and will remain so after the companies have merged. We look forward to the FCC’s approval of the merger and continuing our work with the combined company for the benefit of all minority listeners.”

The Hispanic Federation is a service-oriented membership organization of 90 Latino health and human service agencies dedicated to promoting the social, political, and economic well-being of the Latino community. The Federation provides essential services geared toward strengthening and supporting Latino institutions serving over 1.5 million Hispanics living in the Northeast region. For more information, please visit www.hispanicfederation.org.

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**Congress of the United States
House of Representatives**

For Immediate Release
March 25, 2008

Contact: Rob Cowden (202) 225-3861

**STATEMENT OF CONGRESSMAN RICK BOUCHER ON THE U.S.
DEPARTMENT OF JUSTICE DECISION REGARDING THE XM-SIRIUS
MERGER**

I am pleased that the Department of Justice has concluded its investigation and determined that the XM-Sirius merger does not pose significant competition concerns. The Department appropriately defined the relevant market for competitive purposes as the entire marketplace for audio entertainment, including terrestrial radio, Internet radio, and consumer devices, such as iPods. In that broader market, the merged company will have limited ability to raise consumer prices.

While creating no consumer disadvantage in terms of pricing of services, the merger will lead to significant other consumer benefits. The combined companies, for example, will eliminate duplication of programming and thereby enable a large amount of spectrum to be devoted to new programming. The companies have announced an intention to offer eight different program packages post-merger, including several options that will enable consumers to select channels on an à la carte basis and pay substantially less than the current subscription price for some of the offerings. This unprecedented approach will provide subscribers with more choices and lower prices and will pave the way for a form of content acquisition based on the individual programming preferences of listeners.

Given the vibrancy of competition in the audio entertainment market and the substantial consumer benefits that will result, the merger is clearly in the public interest. I urge the FCC to complete its review of the XM and Sirius transaction expeditiously and allow the two companies to proceed with their merger plans.

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Marketplace Realities Won at DoJ

- Posted March 25th, 2008 at 5.34pm in [Entrepreneurship](#).

The Heritage Foundation's Chairman of the Center for Legal and Judicial Studies Ed Meese and Senior Research Fellow in Regulatory Policy James Gattuso issued the following joint statement on the DoJ XM Sirius merger decision:

Yesterday's decision by the Department of Justice not to oppose the merger of Sirius and XM was a victory for consumers. Kudos to the DOJ for recognizing that antitrust laws should not look only at narrow, formalistic, definitions the market, but instead at the realities of the marketplace. As our research has shown, the radio market is highly competitive – with satellite radio only one among many competing options for listeners. And by allowing satellite radio to become more efficient, this merger promises to increase that competition. Now it's up to the FCC to complete this year-long process by granting its own approval. It should do so expeditiously, without conditions.