

GEORGETOWN PARTNERS L.L.C.

May 13, 2008

The Honorable Kevin J. Martin, Chairman
Federal Communications Commission
445 Twelfth Street, S.W.
Washington, D.C. 20554

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

Dear Mr. Chairman:

In their respective filings in this docket Media Access Project (MAP), Public Knowledge (PK), and Georgetown Partners (GP) each individually address the need for diversity in content and control of satellite broadcast programming if the FCC approves the merger of Sirius and XM. MAP and PK request that 5% of the merged company's capacity be set aside for non-commercial educational programmers with editorial control completely independent of the licensee. Georgetown Partners propose that 20% of the merged company's capacity be leased on commercial terms to a completely independent new entrant to provide programming to all holders of satellite radio receivers whether or not subscribers to Sirius and XM.

Georgetown Partners agrees that adoption of the MAP and PK proposals and its own would benefit consumers and serve the public interest if the merger is approved. However, substantial technical barriers likely will hinder the ability of small, independent programmers to individually deliver their programs to the merged entity in the required digital format and bandwidth. In addition, a mechanism is needed to select from among interested educational non-commercial programmers that is completely independent of the merged entity to preserve the goal of true program independence. Finally, Georgetown's proposal to deliver programming to *all* satellite receivers -- not just to those currently subscribed -- would benefit the objectives sought by MAP and PK in their proposals.

Accordingly, Georgetown Partners met with representatives of MAP and PK and discussed how best to further the public interest objectives that we share. Georgetown Partners has agreed that, if it becomes the proposed independent lessee and the set-aside proposals of MAP and PK also are adopted, Georgetown Partners will work with MAP and PK to achieve the objectives of their proposals.

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Specifically, Georgetown Partners will work with MAP, PK and other appropriate parties to establish a structure suitable for selection from among eligible programmer applicants if more apply than the FCC-designated capacity for educational non-commercial channels can accommodate; it will accept delivery of the program streams at a central location in an agreed manner and, at its own expense, will encode the programming into the required digital format in the same manner as it encodes its own programming; and it will transport and deliver the programming with its own programming to the merged entity at the designated location(s). Georgetown Partners agreed to absorb all costs for doing this.

Proceeding as described above will make viable the selection and delivery of educational non-commercial programming to all consumers with satellite receivers. We estimate that today there are 36 million such receivers in the marketplace, of which roughly 50 percent, or 18 million, are not subscribed. Implementing any educational set-aside in this manner will double the potential audience for the non-commercial programming.

Georgetown Partners requires 20 percent of the merged entity's capacity to create a viable competitive service. We urge that the Commission not approve the merger unless the merged entity has entered into an acceptable lease agreement with an independent entity and leased at least 20 percent of the merged entity's capacity. The educational set-aside capacity is distinct and separate, with a different basis and purpose, and not part of the 20 percent Georgetown proposal. But if both proposals are realized and Georgetown is the lessee, we will dedicate resources to make sure that the non-commercial educational uses become reality and gain access to all receivers. Doing so will benefit the public and all owners of satellite broadcast radio receivers.

Sincerely,



Chester Davenport, Managing Director
Georgetown Partners

cc: Honorable Michael J. Copps, Commissioner
Honorable Jonathan S. Adelstein, Commissioner
Honorable Deborah Taylor Tate, Commissioner
Honorable Robert M. McDowell, Commissioner