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June 16, 2008

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VIA ECFS

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

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 June 13, 2008, Richard E. Wiley and Gregg Elias of Wiley Rein LLP, counsel for Sirius Satellite Radio Inc. ("Sirius"), Gary Epstein of Latham & Watkins LLP, counsel for XM Satellite Radio Holdings Inc. ("XM"), and Justin Lilley, President of Telemedia Policy Corp. and consultant to XM, met with Catherine Bohigian. In addition to discussing matters already addressed in the above-referenced merger docket, Sirius and XM left a copy of the attached written ex parte presentation addressing voluntary commitments with Ms. Bohigian.

Sincerely,

/s/ Robert L. Pettit

Robert L. Pettit

cc: Catherine Bohigian

June 13, 2008

The Honorable Kevin J. Martin
Chairman
Federal Communications Commission
445 12th Street, SW
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 Chairman Martin:

The record in the above-referenced proceeding provides clear evidence that the merger of Sirius Satellite Radio Inc. ("Sirius") and XM Satellite Radio Holdings Inc. ("XM") will benefit consumers and should therefore be approved promptly and without conditions. Sirius and XM have demonstrated that consumers will benefit substantially and the public interest will be served by approval of this transaction. The Commission should not impose conditions in this proceeding that will have the effect of reducing these public interest benefits.

Nevertheless, this letter is to inform you that, if the merger is approved, the combined company will implement the voluntary commitments listed below. These commitments are being made to further demonstrate that the merger is in the public interest and in the interest of facilitating the speediest possible approval of the merger by the Commission.

Programming.

1. A La Carte Programming: The combined company will offer the following a la carte programming options:

   - 50 Channels will be available for $6.99 a month and will allow consumers to choose either 50 Sirius channels from approximately 100 Sirius channels or 50 XM channels from approximately 100 XM channels. Additional channels can be added for 25 cents each, with premium programming priced at additional cost. However, in no event will a customer subscribing to this a la carte option pay more than $12.95 per month for this programming.

   - 100 Channels will be available on an a la carte basis for $14.99 a month. This a la carte option will allow Sirius customers to choose from the Sirius programming line-up and some of the best of XM's programming, and

XM customers to choose from the XM programming line-up and some of the best of Sirius' programming.

Within three months of the consummation of the pending merger, the first a la carte-capable radios will be introduced in the retail after-market and the combined company will commence offering a la carte programming.

2. "Best of Both" Programming: Within three months of the consummation of the pending merger, the combined company will offer customers the ability to receive the best of both Sirius and XM programming. Current XM customers will continue to receive their existing XM service, *and* be able to obtain select Sirius programming. Likewise, current Sirius customers will continue to receive their existing Sirius service, *and* be able to obtain select XM programming. This "best of" programming will be the same "best of" programming included as part of the 100 Channel A La Carte offering, and will be available at a monthly cost of $16.99.

3. Mostly Music or News, Sports and Talk Programming: Within three months of the consummation of the pending merger, customers will have the option of choosing an option of "mostly music" programming. Subscribers will also be able to choose an option of news, sports and talk programming. Each of these programming options will be available on existing satellite radios at a cost of $9.99 per month.

4. Discounted Family-Friendly Programming: Within three months of the consummation of the pending merger, consumers will be able to purchase a "family-friendly" version of existing Sirius or XM programming at a cost of $11.95 a month, representing a credit of $1.00 per month. Current Sirius customers will also be able to choose a family-friendly version of Sirius programming that includes select XM programming, and current XM customers can choose a family-friendly XM programming option that includes select Sirius programming. This programming will cost $14.99 per month, representing a credit of $2.00 per month from the cost of the "best of" programming.

These programming options were previously described in the companies' July 24, 2007 joint filing and are subject to individual channel changes in the ordinary course of business and, in the case of certain programming, the consent of third-party programming providers.

Public Interest and Qualified Entity Channels. The combined company will set aside four percent of the full-time audio channels[1] on the Sirius platform and on the XM

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1 "Full-time audio channels" mean the aggregate number of channels of music, news, sports, entertainment or audio programming broadcast on a continuous basis, 24 hours a day, seven days a week, plus part-time channels aggregated on a full-time equivalent basis, on the Sirius platform or the XM platform, as the case may be.

platform, respectively, which currently represents six channels on the Sirius platform and six channels on the XM platform, for noncommercial, educational and informational programming within the meaning of 47 C.F.R § 25.701(f)(2) of the DBS set aside rules.

In addition, within four months of the consummation of the merger, the combined company will enter into long-term leases or other agreements to provide a Qualified Entity or Entities[2] rights to four percent of the full-time audio channels on the Sirius platform and on the XM platform, respectively; which again currently represents six channels on the Sirius platform and six channels on the XM platform. As digital compression technology enables the company to broadcast additional full-time audio channels, the combined company will ensure that four percent of full-time audio channels on the Sirius platform and the XM platform are reserved for a Qualified Entity or Entities; provided that in no event will the combined company reserve fewer than six channels on the Sirius platform and six channels on the XM platform.

The Qualified Entity or Entities will not be required to make any lease payments for such channels. The combined company is willing not to be involved in the selection of the Qualified Entity or Entities. The combined company will have no editorial control over these channels.

Equipment. The merged company will permit any device manufacturer to develop equipment that can deliver the company's satellite radio service. Device manufacturers will also be permitted to incorporate in satellite radio receivers any other technology that would not result in harmful interference with the merged company's network, including hybrid digital (HD) radio technology, iPod ports, internet connectivity, or other technology. This principle of openness will serve to promote competition, protect consumers, and spur technological innovation. Within one year following the consummation of the merger, the combined company shall offer for license, on commercially reasonable and non-discriminatory terms, the intellectual property it owns and controls of the basic functionality of satellite radios that is necessary to independently design, develop and have manufactured satellite radios (other than chip set technology, which technology includes its encryption and conditional access keys) to any bona fide third party that wishes to design, develop, have manufactured and distribute subscriber equipment compatible with the Sirius system, the XM system, or both. Chip sets for satellite radios may be purchased by licensees from manufacturers in negotiated transactions with such manufacturers. Such technology license shall contain commercially reasonable terms, including, without limitation, confidentiality, indemnity and default obligations; require the licensee to comply with all existing and applicable law, including the rules and regulations of the Federal Communications Commission and applicable copyright laws of the United States; and require the licensee and qualified manufacturer to satisfy technical and quality assurance standards and tests established by the combined company from time to time and applicable to licensees and qualified

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[2] A Qualified Entity includes any entity that is majority-owned by persons who are African American, not of Hispanic origin; Asian or Pacific Islanders; American Indians or Alaskan Natives; or Hispanics.

manufacturers. Further, the merged company will not execute any agreement or take any other action that would bar, or have the effect of barring, a car manufacturer or other third party from including non-interfering HD radio chips, iPod compatibility, or other audio technology in an automobile or audio device. Each licensee shall be responsible for, and bear all costs associated with, the design, development, manufacturing, including parts procurement, logistics, warranty, sales, marketing, and distribution of such satellite radios.

Service to Puerto Rico. Within three months of the consummation of the merger, the combined company will file the necessary applications to provide the Sirius satellite radio service to the Commonwealth of Puerto Rico using terrestrial repeaters and will, upon grant of the necessary permanent authorizations, promptly introduce such satellite radio service to the Commonwealth.

Interoperable Receivers. Within one year of the consummation of the merger, the combined company will offer for sale an interoperable receiver in the retail after-market.

Rates. The combined company will not raise the retail price for its basic $12.95 per month subscription package, the a la carte programming packages described in paragraph 1 of this letter, and the new programming packages described in paragraphs 2, 3 and 4 of this letter for thirty six months after consummation of the merger. Notwithstanding the foregoing, after the first anniversary of the consummation of the merger, the combined company may pass through cost increases incurred since the filing of the combined company's FCC merger application as a result of statutorily or contractually required payments to the music, recording and publishing industries for the performance of musical works and sound recordings or for device recording fees. The combined company will provide customers, either on individual bills or on the combined company's website, specific costs passed through to consumers pursuant to the preceding sentence.

If you have any questions, please do not hesitate to contact us.

Sincerely,

/s/ *Richard E. Wiley*
Richard E. Wiley
Counsel for Sirius Satellite Radio Inc.

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

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