

June 18, 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 June 17, 2008, Andrew Jay Schwartzman, Parul Desai, and I. Cristina Abello of Media Access Project (MAP) and Gigi B. Sohn, Rashmi Rangnath, and Alex Kanous of Public Knowledge (PK) met with Commissioner Michael J. Copps and Rick C. Chessen, Senior Legal Advisor and Media Advisor for the Commissioner. The purpose of this meeting was to discuss the proposed merger of XM Satellite Radio and Sirius Satellite Radio.

MAP and PK observed that each party takes a different position as to whether grant of the applications for transfer is in the public interest. PK's position is that a merger could operate in the public interest with specific conditions in place to promote diversity. MAP's preference is that the merger be disapproved, but noted that the adverse effects of a merger could be minimized so long as conditions were imposed to serve the public interest.

With respect to conditions, both parties agree on the conditions necessary to minimize the adverse effects of the merger. First, the new company should make a portion of its channel capacity available to non-commercial educational and informational programming and commercial programming over which it has no editorial control. Second, the parties support an open device principle.

Regarding the first condition, the Commission must create a set-aside for non-commercial educational programming, in which case one entity would only be eligible for one channel. Mr. Schwartzman noted that any non-commercial set-aside would require the entity to implement new programming not provided by XM or Sirius as of June 30, 2008.

Additionally, the parties reiterated that the Commission should require the combined entity to lease capacity to unaffiliated minority programmers for commercial programming. MAP and PK would prefer that an independent party select such programmers.

Mr. Schwartzman noted that any party taking advantage of a non-commercial or commercial set-aside and providing free service could be separately licensed and treated as a broadcast service. MAP and PK again stressed that any set-aside should be a percentage of channel *capacity*, and not

simply a percentage of the number of live channels.

With regard to the second condition, the parties stated that the new company should make the technical specifications of its devices and network open and available to allow device manufacturers to develop, and consumers to use, any device they choose without interference.

Further, Ms. Sohn reiterated the suggestion that the new entity would make available pricing choices such as a la carte programming. Mr. Schwartzman expressed the view that the applicants' proposal for a three-year price freeze was insufficient and subject to manipulation. He also emphasized that subscribers of the new entity should receive non-commercial channels regardless of what package or channels were chosen.

Parties left copies of three documents with Commissioner Copps: a letter from MAP and PK to Chairman Kevin Martin dated May 14, 2008; a Jan. 11, 2008 memorandum ("Set-Aside Conditions for XM-Sirius Merger, MB Docket No. 07-57: Revised") from PK to Media Bureau staff; and a document entitled "Sirius Satellite Radio Inc. Current Public Interest Programming."

Pursuant to Section 1.1206(b), 47 C.F.R. §1.1206(b) of the Commission's rules, this letter and the relevant attachments are being filed electronically with your office today.

Respectfully submitted,

/s/

Andrew Jay Schwartzman

cc: Commissioner Michael J. Copps
Rick C. Chessen