

June 25, 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 24, 2008, Andrew Jay Schwartzman, Parul Desai, and Charles Fisher of Media Access Project (MAP) and Gigi B. Sohn, of Public Knowledge (PK) met with Commissioner Robert M. McDowell; Angela E. Giancarlo, Chief of Staff & Senior Legal Advisor to Commissioner McDowell; and Cristina Chou Pauzé, Legal Advisor on Media Issues to Commissioner McDowell and on June 25, 2008 the above mentioned members of MAP and PK met with Commissioner Deborah Taylor Tate; Amy Blankenship, Legal Advisor to Commissioner Tate; and Wayne Leighton, Special Advisor for Wireless & International for Commissioner Tate. The purpose of both meetings 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 granting the applications for transfer is in the public interest. PK's position is that a merger could operate in the public interest if there are specific conditions in place that 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. Second, the parties support an open device principle.

Regarding the first condition, Mr. Schwartzman and Ms. Sohn both requested that the Commission create a spectrum set-aside for non-commercial educational programming with only one channel allocated per programmer. In addition, they requested that the spectrum set aside be calculated as a percentage of the entire spectrum capacity and not as a percentage of live channels. The parties also asked that the Commission not count present programming and thus, require all new programming for the set aside.

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. Ms. Sohn of PK laid out three issues concerning this topic: 1) the merged company should not have a one year moratorium on making the technical specifications public; 2) there be no chip set exceptions and that all chip sets be made available on RAND Terms; and 3) the FCC and not the merged company should determine if a device manufactured by a third party is resulting in harmful interference with the merged company's network.

Both MAP and PK asked the Commission to provide explicitly a mechanism for handling complaints.

MAP and PK left the following documents with Commissioner McDowell and with Commissioner Tate: 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." Each of these documents have been left with previous Commissioners and have already been filed.

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

Respectfully submitted,

/s/

Charles Fisher

cc: Commissioner Robert M. McDowell
Commissioner Deborah Taylor Tate
Angela E. Giancarlo
Cristina Chou Pauzé
Amy Blankenship
Wayne Leighton