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# LATHAM & WATKINS<sup>LLP</sup>

June 26, 2008

**VIA ECFS**

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

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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 25, 2008, the undersigned, of Latham & Watkins LLP, counsel for XM Satellite Radio Holdings Inc., provided email responses to questions received from Amy Blankenship, Legal Advisor to Commissioner Deborah Taylor Tate. The text of the email responses providing material not previously in the record are attached to this notice.

Please contact me with any questions.

Respectfully,

/s/ Gary M. Epstein

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

cc: Amy Blankenship

Amy --

XM has 141 full-time channels. In addition, if you aggregate the play-by-play sports channels on a time-of-use basis, that would add an additional 4 channels for a total of 145 full time channels.

XM currently is carrying the following noncommercial educational or informational channels:

1. CSPAN (Channel 132)
2. BBC World Service (Channel 131)
3. XM Public Radio (Channel 133)
4. POTUS '08 (full time presidential election channel)(Channel 130)
5. Canada 360 (Channel 244)
6. Quoi de Neuf (Channel 245)
7. Emergency Alert (Channel 247)

All seven of these are noncommercial educational or informational. However, five of the channels (3, 4, 5, 6 and 7) are presently funded, staffed, aggregated or produced by XM, and two (1 and 2) are from independent programmers.

Sirius' analogous analysis is attached.

Gary Epstein

**Sirius Satellite Radio Inc.**  
**Current Public Interest Programming**

Sirius currently provides nine channels from “qualified programmers” that offer exclusively noncommercial programming of an educational or informational nature:

1. NPR Now (Channel 134)
2. NPR Talk (Channel 135)
3. CBC Radio One (Channel 137)
4. Premiere Plus (Channel 138)
5. RCI Plus (Channel 188)
6. World Radio Network (Channel 140)
7. BBC World Service News (Channel 141)
8. The Catholic Channel (Channel 159)
9. EWTN Global Catholic Radio Network (Channel 160)

<b># Public Interest Channels</b>	<b>116 Channels</b> excludes play-by-play sports excludes traffic/weather	<b>129 Channels</b> excludes play-by-play sports includes traffic/weather	<b>135 Channels</b> includes play-by-play sports includes traffic/weather
6	5.17 %	4.65 %	4.44 %
9	7.76 %	6.98 %	6.67 %

Amy

This was the last settlement in a series of lawsuits by the record companies re XM's portable Inno radio. The allegations were very much like the allegations against TIVO for "time-shifting". XM previously had settled with EMI, Universal, Warner and Sony.

Several of the press releases are below. Of course, we'd be happy to brief you further on the details.

Gary

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XM Satellite Radio AND EMI MUSIC

Reach Multi-Year Agreement on Pioneer Inno  
Agreement Settles Dispute Over XM Devices  
With Advanced Recording Features

NEW YORK, NY – June 10, 2008 --XM Satellite Radio and EMI Music today announced that they have resolved the lawsuit brought by EMI against XM over its Pioneer Inno, a portable satellite radio with advanced recording features. The companies did not disclose terms of the agreement.

EMI Music has withdrawn as a party to the complaint filed by the major record companies against XM in May 2006. Similar agreements were announced in December 2007 between XM and both Universal Music Group and Warner Music Group and February 2008 between XM and SONY BMG.

About XM

XM is America's number one satellite radio company with more than 9.3 million subscribers. Broadcasting live daily from studios in Washington, DC, New York

City, Chicago, Nashville, Toronto and Montreal, XM's 2008 lineup includes more than 170 digital channels of choice from coast to coast: commercial-free music, premier sports, news, talk radio, comedy, children's and entertainment programming; and the most advanced traffic and weather information.

XM, the leader in satellite-delivered entertainment and data services for the automobile market through partnerships with General Motors, Honda, Hyundai, Nissan, Porsche, Ferrari, Subaru, Suzuki and Toyota, is available in 140 different vehicle models for 2008. XM's industry-leading products are available at consumer electronics retailers nationwide. XM programming is also available through XM Radio Online, the exclusive home on the Internet for XM's commercial-free music channels; as downloads of original XM shows via podcasts from XM's Web site or the Apple's iTunes Store; and as streams of commercial-free XM music channels to AT&T and Alltel wireless customers through XM Radio Mobile. For more information about XM hardware, programming and partnerships, please visit <http://www.xmradio.com/>.

#### About EMI Music

EMI Music is the recorded music division of EMI Group Limited, one of the world's leading music companies. For further information on EMI, please visit: [www.emigroup.com](http://www.emigroup.com).

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XM, EMI settle portable radio lawsuit

Tue Jun 10, 2008

NEW YORK (Reuters) – XM Satellite Radio Holdings Inc and EMI Music said on Tuesday they have resolved a lawsuit brought by EMI against XM over its Pioneer Inno, a portable satellite radio with advanced recording features.

The companies did not disclose terms of the agreement.

Privately held EMI Music, the world's fourth largest recorded music company, has withdrawn as a party to the complaint filed by major record companies against XM in May 2006.

In December 2007 major record companies Universal Music Group, owned by Vivendi, and Warner Music Group Corp and in February 2008 Sony BMG Music Entertainment reached similar agreements with XM. Sony BMG is a joint venture of Sony Corp and Bertelsmann AG.

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AP

XM, EMI settle dispute over portable player  
Tuesday June 10, 12:50 pm ET

NEW YORK (AP) -- XM Satellite Radio Holdings Inc. said Tuesday it settled a copyright dispute with music publisher EMI Music.

XM did not disclose the terms of the settlement.

Major recording companies had filed a complaint against XM in May 2006 on concerns that the company's portable Pioneer Inno music player enabled listeners to record songs.

XM has already reached similar agreements with Sony BMG, Universal Music Group and Warner Music Group. vendors, its potential need for additional financing, as well as other risks described in XM Satellite Radio Holdings Inc.'s Form 10-K filed with the Securities and Exchange Commission on 2-28-08. Copies of the filing are available upon request from XM Radio's Investor Relations Department. All programming subject to change.

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