



July 3, 2008

Ms. Marlene H. Dortch
Secretary
Federal Communications Commission
445 12th Street SW
Washington DC 20554

Re: *MB Docket No. 07-57*

Dear Ms. Dortch:

This letter amends the attached *ex parte* notice submitted earlier today to correctly identify the Commission representatives who participated in a meeting on July 2, 2008 with Dan Barron, Vice President/Market Manager, Entercom Memphis, Tom English, Vice President/Market Manager CCR-Nashville, Bud Walters, President of the Cromwell Group, Craig Jacobus, President of South Central, Rosemary Lab Walters, Corporate Secretary of WYQC, Inc., and Whit Adamson, President of the Tennessee Association of Broadcasters, to discuss the above-captioned proposed merger of XM Satellite Radio Holdings, Inc. ("XM") and Sirius Satellite Radio, Inc. ("Sirius").

Participating in the meeting on behalf of the Commission were Commissioner Deborah Tate, Ashley Pyle and Leigh Murray.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Lawrence A. Walke". The signature is written in a cursive, flowing style.

Lawrence A. Walke



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Ms. Marlene H. Dortch
Secretary
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445 12th Street SW
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Re: *MB Docket No. 07-57*

Dear Ms. Dortch:

On July 2, 2008, Dan Barron, Vice President/Market Manager Entercom Memphis, Tom English, Vice President/Market Manager CCR-Nashville, Bud Walters, President of the Cromwell Group, Craig Jacobus, President of South Central, Rosemary Lab Walters, Corporate Secretary of WYCQ, Inc., and Whit Adamson, President of the Tennessee Association of Broadcasters met with Commissioner Tate and Amy Blankenship of the Commission to discuss their opposition to the proposed merger of XM Satellite Radio Holdings, Inc. ("XM") and Sirius Satellite Radio, Inc. ("Sirius").

The group explained that this merger to monopoly is an unprecedented proposal that will harm consumers by enabling XM and Sirius to increase rates and diminish program diversity. The group also stated that a merged XM and Sirius will be able to use its monopoly power over the satellite radio market, and control of the entire 25 MHz of spectrum allocated to satellite radio, to provide local service in large or regional markets, thereby threatening the continued viability of local, terrestrial radio stations, including the ability to assist local charities and community organizations in their endeavors. A combined XM and Sirius may also have the influence to ultimately force HD radio, as well as AM and FM service, out of automobiles entirely. Finally, the group mentioned that, if the Commission decides to approve the merger, at a minimum, it should mandate that HD radio chips be included in all satellite radio intermodal radios, and that substantially more than the merger parties' proposed number of channels be designated for unaffiliated noncommercial and minority programming. In this vein, the group noted that more than 20% of the FM band is designated for noncommercial and nonprofit services.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Lawrence A. Walke".

Lawrence A. Walke

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