

July 24, 2008

Ms. Marlene Dortch  
Secretary  
Federal Communications Commission  
445 Twelfth Street, SW  
Washington, DC 20554

Re: Notice of Oral *Ex Parte* Presentation in MB Docket No. 07-57, *Transfer of Control of XM Satellite Radio Holdings Inc. and Sirius Satellite Radio Inc.*

Dear Ms. Dortch:

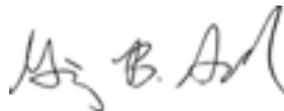
On July 23<sup>rd</sup>, 2008, I had three telephone conversations with Elizabeth Andrion, Acting Legal Advisor to the Chairman concerning the above referenced docket.

In the first two conversations, I reiterated previously expressed positions with respect to the administration of Public Knowledge's proposal for a set aside of spectrum for qualified non-commercial educational programming modeled on the DBS set aside created by 47 U.S.C. § 335, including that the set-aside should be a percentage of the total spectrum capacity, not just a percentage of "full-time audio channels," and that only one set-aside channel should be allocated per programmer. With respect to the selection of programmers, I stated that my preferences were the following, in order of preference: 1) use of a lottery; 2) first, come, first serve; 3) delegating selection to an independent third party; and 4) allowing the licensee to select the programmers. I emphasized that the "one channel per programmer" limitation was particularly important in the event that the Commission were to allow the licensee to select programmers. If the choice were between a rulemaking on the optimal selection process and giving the licensee control over selection with the one channel per programmer now, I expressed a preference for the latter. I also argued that the licensee should bear the transmission and other costs of providing the set aside programming.

In the third conversation, I asked Ms. Andrion about the status of the "open device" condition, which would require any manufacturer to build, and any consumer to use, any non-harmful device on the combined satellite network without interference from the licensee.

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,



Gigi B. Sohn  
President

cc. Elizabeth Andrion