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Washington DC

Chevy Chase, Maryland

April 30, 2009

Marlene H. Dortch, Secretary
Federal Communications Commission
Office of the Secretary
445 Twelfth St., NW
Washington, DC 20554

Dear Ms. Dortch:

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

On April 28, 2009, Malik Shakur, CEO of iClick2Media Inc., two proposed members of the American Independent Radio Board of Advisors Manjari Prakash and Miriam Machado, and myself met with Marcia Glauber, Royce Sherlock, Elvis Stumbergs, Rosalee Chiara, William Beckwith, Rebekah Goodheart, Kristi Thompson and Sarah Whitesell of the Media Bureau; and Joel Rabinovitz and Jim Bird of the Office of General Counsel. The purpose of the meeting was to clarify some of the positions iClick2Media and its satellite partner AlphaStar made on the record in the above named docket. The meeting was requested also to respond to reply comments which specifically addressed the ability of the companies to launch the American Independent Radio ("AIR"). The two companies are interested in launching AIR as an independent network comprised of some or all of the 12 channels Sirius XM has allocated for independent content producers. In comments and documents submitted on the docket, iClick2Media and AlphaStar asked to be named the Qualified Entity or the Independent Trustee. A Selection Committee, made up of the AIR Board of Advisors, would create an application for content suppliers, review applications and select among programs proposed by applicants to be allotted blocks of time on the channels. Afterwards, the AIR network would aggregate, organize and prepare for transmission the programming and deliver it to Sirius XM for it to upload onto the network. Specifically, among the various issues discussed:

A. About the Board of Advisors/Selection Board

1. Mr. Shakur asked individuals with varying backgrounds in the broadcast, media, entertainment, production, philanthropy, public health, public interest and community activist industries; from the public and private sectors; and of varying ethnicities, abilities and ages to serve on the Board of Advisors to AIR. This Board would tentatively be the body that would select among applicants to be given slots or blocks of time, in hourly increments, to broadcast on the independent channels. While some members have confirmed their willingness to sit on the board, others asked to serve are still considering the request. Meanwhile, there will be between three to five seats available to be slotted and can be filled by candidates nominated by the FCC, Sirius XM or any other interested parties.

2. To remove the appearance of a conflict, members of the Board of Advisors would NOT be eligible to have programming they produce considered for a block of programming allotment. Also, to alleviate taint of a potential conflict, the companies, organizations, or institutions of which such Board members work with or are affiliated with, shall also not be eligible.

3. Members of the Board of Advisors would not be compensated for their on the Board. Thus, with no cost for compensating Board Members for their service; there would be no cost passed onto the independent content producers.

4. In searching for individuals to be seated on the initial Selection Board, Mr. Shakur looked for individuals from the broadcast, media, entertainment, production, community and public interests industries. There was a search for persons that have extensive and/or proven and dedicated commitment to broadcast and programming diversity. He also sought individuals who were interested in being part of a movement to expand opportunities for new content producers to showcase and mass disseminate their programs. Individuals to be nominated to fill current and future vacant seats on the Selection Board should meet similar criteria.

5. Within the Board of Advisors, there would be subcommittees based on the various categories of content that the channels would be divided into and that would review applicants. During the selection period, members of various subcommittees would decide on the content to fill in a certain subcategory and would share the decision with the overall board. Dividing the board into subcommittees would ensure that those with expertise, knowledge in a certain area, and best able to judge the qualifications of a program or the program's producers would be making the decision.

B. Division of the Programming into Blocks

To clarify the comments, the independent channel allotment would be divided up by leasee and in blocks. Leasee is not defined as one individual content producer that would program an entire channel. Rather, leasee, as defined in the AIR network, is a category of content, such as pop music. Blocks of channels would not be defined by one category. Therefore, by way of illustration, a Music Category Leasee, let's say a Pop music category would be filled with content from programmers providing various types of pop music and they would be given slot allotments on that one channel reserved for Pop music: Latin pop, pop rock, popular soul music, for example. Meanwhile, on the channel reserved for Blocks of Music generally, for example, there would be various types of music formats: Soca, Tejano, world, Ska etc, and other genres from the universe of music not generally played today on terrestrial or satellite radio, notwithstanding the fact that there is tremendous demand for such music by the American listening audience.

C. Cost to Independent Content Providers

In its initial comments, iClick2Media and AlphaStar suggested that it would charge a "nominal and reasonable" cost to independent content providers wishing to gain carriage on the proposed AIR network. To clarify, costs would be remain nominal and would be related directly and only to the cost of iClick2Media of simple transmission of the data.

D. Arbitration and Mediation of Disputes

There would be an internal administrative process for mediating any potential disputes between AIR, its Selection Board and the program content providers that produce the shows broadcast on the AIR network. To the extent that those processes did not resolve a conflict, the parties would resort to other Alternative Dispute Resolution procedures before relying on external and more litigious means of resolving the conflict.

E. Free Option

Responding to a question from one of the FCC staffers asking whether AIR is to remain free to anyone with an SDARS receiving device whether or not they were currently a Sirius XM customer, Mr. Shakur answered in the affirmative. He indicated that he would want to maintain free access to those with SDARS receivers in their cars that have not been activated, had an expired subscription or for others with mobile SDARS receivers on their laptops or other devices. The reasoning behind maintaining that position is to expand the audience reach beyond the Sirius XM subscriber base and to enable more Americans to have access to the unique content programs that would certainly be made available on the AIR network. Further, the diverse owners of content, who one time had difficult times accessing mass markets would be able to reach a market beyond what they would have had access to via an Internet radio station, for example.

F. Mobile Access

The content broadcast on the network would be available to anyone with mobile devices with Internet access and streaming capabilities. They would not need to invest in purchasing a SDARS transmitter device for their car, home or office to receive the content broadcast on the independent channels. The mobile phone for example, could be used as a radio. Responding to a query for the need to be on the SDARS network when the content can be made available via Internet, Ms. Malchado indicated that the power of the brand behind Sirius XM would command a larger audience for content providers even beyond the 19 million Sirius XM subscriber base.

Further, Mr. Shakur mentioned that many people have mobile devices with Internet streaming capabilities because they do not have home phones and rely on their phones to be a source of communication and entertainment. A mobile phone has and can be more ubiquitous than a car radio, as not everyone has a car but more and more people, regardless of their income have mobile phones. The independent content providers creating programming in Punjab, for example, can reach beyond the market of his local community that may have a large Indian American population to pockets of Indian Americans in the Midwest, in Alaska and Hawaii for example. Likewise, the market of native Indians who do not have access to content in Punjab because they live in a homogenized part of America would now have access to the unique content via AIR and through use of their mobile device. The unserved market of listeners of programming transmitted in Korean for example, or listeners to Soca music for example, will then also have a radio station option irrespective if they lived in a heavy Korean-American population or not or in Miami where there is a large Soca music listening audience.

In addition, the attached Power Point presentation which answers reply comments and delineate how iClick2Media intends to launch American Independent Radio in 180 days was left with the FCC staff as well as the attached summary of a selection of members of the Board of Advisors.

Respectfully submitted,
/ Jeneba Jalloh Ghatt/
Jeneba Jalloh Ghatt
*Counsel to iClick2Media, Inc. and
AlphaStar International*

Attachments

Copy of AIR: From Selection to Implementation
Copy of AIR: Select Board of Advisors Members

Cc via EMAIL to:

Marcia Glauberman	Rebekah Goodheart
Royce Sherlock	Kristi Thompson
Elvis Stumbergs	Sarah Whitesell
Rosalee Chiara	William Beckwith
Joel Rabinovitz	Jim Bird