



Federal Communications Commission  
Washington, D.C. 20554

November 2, 2007

*Via U.S. Mail and Electronic Mail*

Gary M. Epstein, Esquire  
James H. Barker, Esquire  
Brian W. Murray, Esquire  
Latham & Watkins LLP  
555 Eleventh Street, N.W.  
Suite 1000  
Washington, DC 20004-1304

**Re: Consolidated Application for Authority to Transfer Control, MB Docket No. 07-57**

Dear Messrs. Epstein, Barker and Murray:

On March 20, 2007, the Commission received a consolidated application from Sirius Satellite Radio Inc. ("Sirius") and XM Satellite Radio Holdings Inc. ("XM") seeking consent to transfer control of various Commission licenses held by Sirius, XM and their subsidiaries.<sup>1</sup> In order for the Commission to review the consolidated application and make the required public interest findings under Section 310(d) of the Communications Act of 1934, as amended (the "Act"),<sup>2</sup> we require additional information and clarification of certain matters discussed in the consolidated application.

Accordingly, pursuant to Section 308(b) of the Act,<sup>3</sup> we request that XM provide written responses to the questions set forth in the attached Information and Document Request, and supporting documentation, and, where appropriate, amend the consolidated application to reflect such responses. Please submit the responses and documents no later than November 16, 2007. Information and documents called for by the Request, as well as narrative responses, should be grouped based on the question to which they are responsive. All such material shall be so marked and shall be separated from the responses to other questions.

Your submission should be filed with Marlene H. Dortch, Secretary, FCC, under reference number MB Docket No. 07-57. For any responses that contain confidential or proprietary information, please follow the filing instructions set forth in the Protective Order.<sup>4</sup> Section 6 of the Protective Order permits submitting parties to exercise their judgment in identifying and designating, as "copying prohibited," those documents that contain information so sensitive that they should not be copied. We emphasize that this designation should be the exception, rather than the rule. The over-designation of responsive documents as "copying prohibited," which has emerged as a problem recently, frustrates the Commission's goals. The Commission reserves the right to take corrective measures to address such problems, should they arise.

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<sup>1</sup> The application was submitted pursuant to Section 310(d) of the Act, 47 U.S.C. § 310(d).

<sup>2</sup> *Id.*

<sup>3</sup> *Id.* § 308(b); *see also* 47 C.F.R. §1.65.

<sup>4</sup> *See Applications of Sirius Satellite Radio Inc. and XM Satellite Radio Holdings Inc. For Approval to Transfer Control, Protective Order*, MB Docket No. 07-57, DA 07-3135 (rel. July 11, 2007) ("Protective Order") at ¶14.

For all hand-deliveries pertaining to the Protective Order, please call Jamila Bess Johnson of the Media Bureau (202-418-2608) to schedule receipt of hand deliveries, or, in her absence, Vanessa Lemme (202-418-2611). Please provide a public and nonpublic version of all such submissions filed pursuant to the Protective Order. For any responses that are submitted on paper that do not contain confidential or proprietary information, please file the original and four copies with the Secretary's Office in accordance with the filing instructions set forth in the Public Notice.<sup>5</sup> For any responses filed electronically in accordance with the Public Notice's instruction for electronic filing, please also deliver two paper courtesy copies of the filing to Ms. Johnson, Media Bureau, Federal Communications Commission, 455 12<sup>th</sup> Street, SW, Room 2-C234, Washington, D.C. 20554. These courtesy copies may be left at the filing window of the Secretary's Office at the 12<sup>th</sup> Street address if clearly marked as specified above. Please do not leave confidential or proprietary filings at this filing window. Rather, follow the filing directions described above for hand deliveries pursuant to the Protective Order. In addition, one copy of any filing that does not contain confidential or proprietary information must be sent to the Commission's duplicating contractor, Best Copy and Printing, Inc., as described in the Public Notice.<sup>6</sup>

If you have any questions regarding this matter, please contact Ms. Johnson at the number noted above.

Sincerely,

/s/

Monica Shah Desai  
Chief, Media Bureau

Attachment

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<sup>5</sup> See *Sirius Satellite Radio Inc. and XM Satellite Radio Holdings Inc. Seek Approval to Transfer Control of FCC Authorizations and Licenses*, Public Notice, MB Docket No. 07-57, DA 07-2417 (rel. June 8, 2007) ("Public Notice") at 1-3.

<sup>6</sup> See Public Notice at 3.