



A M E R I C A N I N D E P E N D E N T R A D I O

**Tuesday, February 9, 2010**

**VIA ECFS**

**Marlene H. Dortch, Secretary  
Federal Communications Commission  
445 12th Street, S.W.  
Washington, DC 20554**

**Re:** iClick2Media's solution for 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:

iclick2media has been one of the most active applicant for management and programming for the proposed open access 24 channels made as voluntary concessions in July of 2008 after the merger between Sirius and XM satellite radio. Since the end of 2009, there have been several changes both in the intended planning for the channels and also with some changes in leadership at the FCC. At this time point, iClick2Media would like to reiterate its position on the matter of why we have come to a viable solution to the question of deciding on the Qualified Entity for content and administration of these channels. We hope to impress upon the Commissioners and deciding agency members of a new sense of urgency to come to a resolution to make available the 4 percent of Sirius XM Satellite Radio capacity for use by certain Qualified Entities.

We have submitted several white papers and have met with members of the FCC regarding our position. There have been several deadlines set and reconsidered which is understandable considering the impact and consequences of the decision on the public. Satellite radio is now growing significantly with its customer base and technological innovations for broadcast media. (*see article at <http://siriusbuzz.com/sirius-xm-adds-257k-net-subscribers-in-the-fourth-quarter-of-2009.php>, Sirius Buzz, January 19<sup>th</sup>, 2010*).

The five most active members on the docket have been iClick2Media, RSS Network Corporation, Council Tree/Mosaic Communication Partners LLC, Radio One, and Entravision Communications Corporation. All of these interested parties have submitted the necessary documents to meet all deadlines and have a vested interested in these channels.

Of the five most active on the docket, three of them - iClick2Media, RSS Network Corporation and Council Tree/Mosaic Communication Partners LLC - stand to meet the qualifications set in the terms and conditions by the Sirius XM Voluntary Commitments. Although both Radio One and Entravision meet the conditions set in place by the FCC, the two currently own over 100 radio stations around the nation and have channels currently on Sirius XM. If the vision of what the merger was intended to do is to open up media access to underrepresented groups, then it stands to reasonable interpretation that new and interested parties be allowed the chance to be designated as a Qualified Entity to enter the highly competitive market of airwaves.

iClick2Media has previously submitted the following proposal:

1. That a consortium of the existing *and future interested parties* create a viable management and strategy in the form of a Diversity Satellite Radio Consortium (DSRC)
2. The DSRC will be able to meet several concerns addressed on the docket in comments from the parties and the public, while combating the absence of the underserved content providers and foster the need for public voices on for consumers of satellite radio.

iClick2media believes the intention of the merger agreements for the open channels will be served by our proposal since:

1. A unified consortium and effort will best promote diversity on satellite radio
2. On July 25, 2008, when the Commission voted to approve the merger between Sirius and XM and as part of the Merge Order accepted the Voluntary Commitment designed by Sirius XM for what it wanted to achieve with the four percent commercial and four percent of non-commercial channels, inadvertently compelled itself to act within the scope and duties granted to the FCC and narrowly tailored the government's interest by defining what a Qualified Entity was further obligating itself to insure fair competition in the SDARS market for all.
3. The DSRC will allow greater access to the airwaves through its greater outreach to new content producers. As proof of the FCC's compelling interest to level the playing field as it relates to minorities in radio, a report entitled "Off The Dial" released in 2007, found that women and minorities own just 6 and 7.7% of all broadcast radio stations in the country respectively. The year before in 2006 "Out of the Picture," an unprecedented report on broadcast television ownership, which found that women of all races own just 5% of the 1,400 commercial broadcast television stations in America. People of color, who make up 33% of the national population (and will be more than 50% by 2050), own just 3.6%. To further the point of the dismal outlook of minority on the dial, the Third Circuit chastised the FCC in *Prometheus v. FCC* for ignoring the issue of female and minority ownership only proves there is a compelling interest for this governmental agency to act.
4. The DSRC will put in place a Board that will oversee the content that will be placed on these channels. Each of the board members will be able to develop its own content but the content must serve as many of the underserved market as possible.
5. The DSRC will work collectively and independently to acquire new voices for their prospective listener base by creating, developing, and implementing a grassroots marketing campaign to add new listeners to the 24 channels. iClick2Media will also make available to the proposed DSCR its technology that allows the consumer the ability to listen to the programming on new technologies that assist in getting the content to our end user.
6. Should any other small independents active on the docket wish to join our effort, DSRC will be open to accommodating their content on the 12 proposed channels to create a win-win situation and solution for all Lease Term holders.
7. DSCR proposes a standard 10-year lease term for all leaseholders.

8. If DSRC is elected to be the Qualified Entity to lease the channels and divide them as describe herein, then DSRC will propose that programming blocks terms be limited to 2 years.

In doing so, as iClick2Media indicated on the docket, DSRC would:

1. encourage those short-block programmers to continue to produce quality content that satisfies the needs and interests of the audiences; and
2. enable others and maximize the number of content producers that have access to the channels.

The overall goal of telecommunications policy is to maximize efficiency through competition, which is necessary because the market for telecommunications services is a natural monopoly. Sirius XM's Voluntary Commitment as defined in the Merge Order understood the need to open the channels to a more diverse community. By setting aside 4 percent commercial and 4 percent non-commercial channels for Qualified Entity recognized a keen business need to grab an audience that is growing in leaps and bounds and where the social and private benefits are clearly different.

On the social side the FCC is bound to protect the interest of the people of the United States and that includes opening the broadcast field to minority content providers and the underserved market including access to digital and satellite airwaves.

We welcome further discussions to pursue our proposal from the members of the FCC and other interested parties on the matter of AIR and the proposal for a Diversity Satellite Radio Consortium to be initiated as a viable, indeed the only, logical means to fulfill the interests of the companies involved and the general public.

Regards,

/s/Malik Shakur  
CEO

Malik Shakur  
CEO American Independent Radio  
An iClick2Media Company

cc: Chairman Genachowski  
Chairman Copps  
Chairman McDowell  
Commissioner Clyburn  
Commissioner Baker  
Senator Franken