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May 21, 2009

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VIA ECFS

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

Re: Notice of *Ex Parte* Presentation; 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:

In accordance with Section 1.1206 of the rules of the Federal Communications Commission (“FCC” or “Commission”), 47 C.F.R. § 1.1206, this letter notifies the Commission that on May 20, 2009, Robert Pettit, Gregg Elias, Jennifer Hindin and Joshua Turner of Wiley Rein LLP, counsel for Sirius XM Radio Inc. (“Sirius XM”) and Patrick Donnelly and James Blitz of Sirius XM discussed with Robert Ratcliffe, Sarah Whitesell, Royce Sherlock, Marcia Glauberman, Rosalee Chiara, Belinda Nixon, Mania Baghdadi, Rebekah Goodheart and Elvis Stumbergs of the FCC Media Bureau, Joel Rabinowitz of the FCC Office of General Counsel and Gardner Foster of the FCC International Bureau.

During the meeting, the participants discussed implementation of the merger condition requiring Sirius XM to enter into long-term leases or other agreements to provide a Qualified Entity or Entities rights to four percent of the full-time audio channels on the Sirius platform and on the XM platform (“Third Party Access Commitment”). In this context, the participants reviewed Sirius XM’s reservation of channels for noncommercial educational use.

Respectfully,

/s/ *Robert L. Pettit*

Robert L. Pettit
Counsel for Sirius XM Radio Inc.