



1776 K STREET NW  
WASHINGTON, DC 20006  
PHONE 202.719.7000  
FAX 202.719.7049

7925 JONES BRANCH DRIVE  
McLEAN, VA 22102  
PHONE 703.905.2800  
FAX 703.905.2820

www.wileyrein.com

September 7, 2010

Robert L. Pettit  
202.719.7019  
rpettit@wileyrein.com

**VIA ECFS**

Marlene H. Dortch  
Secretary  
Federal Communications Commission  
445 12<sup>th</sup> 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 Commission's rules, 47 C.F.R. § 1.1206, this letter notifies the Commission that on September 3, 2010, on behalf of Sirius XM Radio Inc., Richard E. Wiley of this office and I discussed the above-referenced proceeding with Rosemary Harold of the Commissioner McDowell's office.

We reviewed 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. More specifically, we discussed implementation details of the merger condition. Sirius XM expressed views consistent with those already in the record of this proceeding.

Respectfully,

/s/ Robert L. Pettit

Robert L. Pettit  
Counsel for Sirius XM Radio Inc.

cc: Rosemary Harold