



July 10, 2008

Ms. Marlene H. Dortch
Secretary
Federal Communications Commission
445 12th Street SW
Washington DC 20554

Re: *MB Docket No. 07-57*

Dear Ms. Dortch:

On June 30, 2008, Lewis W. Dickey, Chairman and CEO of Cumulus Media Inc. ("Cumulus"), spoke by telephone with Commissioner Jonathan S. Adelstein regarding the proposed merger of XM Satellite Radio Holdings, Inc. ("XM") and Sirius Satellite Radio, Inc. ("Sirius").

Mr. Dickey reiterated his opposition to the merger consistent with his prior *ex parte* communication in this proceeding dated May 29, 2008.¹ In particular, Mr. Dickey explained that any approval of the merger must be based on a conclusion that XM and Sirius compete in a larger audio marketplace that includes local terrestrial radio and other audio sources. Otherwise, a merger of XM and Sirius would necessarily create an unlawful monopoly. Approval of the XM-Sirius merger therefore will render obsolete the underlying basis for the Commission's local ownership restrictions, namely, that local radio stations compete *only* with each other. Accordingly, Cumulus opposes any approval of the merger that does not include a commitment by the Commission to relax the local radio ownership rules.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Lawrence A. Walke".

Lawrence A. Walke

¹ Letter from Lewis W. Dickey to the Honorable Kevin J. Martin, Chairman, Federal Communications Commission, MB Docket No. 07-57 (May 28, 2008).