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NOV 24 2008

Federal Communications Commission
Office of the Secretary

Ms. Marlene Dortch
Secretary
Federal Communications Commission
445 Twelfth Street, S.W.
Washington, D.C. 20445

Re: Notice of Written *Ex Parte* Submission in MB Docket No. 07-57

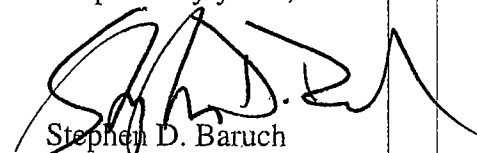
Dear Ms. Dortch:

On October 27, 2008, RSS Network Corp. ("RSS"), through its attorneys, made the enclosed written *ex parte* submission into the above-referenced proceeding. The letter was intended to be included in the docket of that proceeding, and the original and one copy of the letter were filed with the Secretary's office pursuant to Section 1.1206 of the Commission's rules. A recent examination of the docket file shows that the October 27 letter has not been included in the file of MB Docket No. 07-57.

For completeness, and again on behalf of RSS, this letter is being submitted to ensure that RSS's October 27 letter is now properly included in the file of MB Docket No. 07-57. The original and one copy hereof are submitted.

Please direct any questions you may have to the undersigned.

Respectfully yours,


Stephen D. Baruch
Attorney for RSS Network Corp.

Enclosure

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October 27, 2008

RAUL R. RODRIGUEZ
(202) 416-6760E-MAIL
RRODRIGUEZ@LSL-LAW.COM**RECEIVED - FCC****OCT 27 2008**Federal Communications Commission
Bureau / OfficeThe Honorable Kevin J. Martin
Chairman
Federal Communications Commission
445 12th Street, SW
Washington, DC 20554Re: RSS Network Corp. and MB Docket No. 07-57

Dear Mr. Chairman:

We are writing to you on behalf of our client, RSS Network Corp. ("RSS" or the "Company"), which created the Radio Spanish Satellite service two years ago with the aim of reaching the Nation's Hispanic market with new, innovative and original Spanish-language audio programming. RSS Network Corp. is 100% owned and operated by Hispanics.

On August 5, 2008, the Commission released its Memorandum Opinion and Order and Report and Order in the referenced docket granting the application of XM Satellite Radio Holdings Inc. and Sirius Satellite Radio Inc. to transfer control of the companies. *Applications for Consent to the Transfer of Control of Licenses, XM Satellite Radio Holding Inc., Transferor to Sirius Satellite Radio Inc., Transferee*, FCC 08-178 (August 5, 2008) ("Sirius/XM Order"). The applicants have now consummated the transaction and the resulting entity is now known as Sirius XM Radio Inc. ("Sirius XM"). The Commission adopted as conditions of the grant several voluntary commitments made by Sirius XM during the application process, including one that Sirius XM make available to Qualified Entities four percent of its full-time audio channels on each of its two satellite systems. *Sirius/XM Order*, FCC 08-178, slip op. at 62-62 (¶¶ 134-135), 81 (¶ 180), and 87-88 (Appendix B). Under this condition, at least six channels on each satellite system will be available to Qualified Entities for long-term lease or other agreements. *Id.* at 87. A Qualified Entity is "any entity that is majority-owned by persons who are African American, not of Hispanic origin; Asian or Pacific Islanders; American Indians or Alaskan Natives; or Hispanics." *Id.* at 87 n.2.

By this letter, RSS notifies the Commission (and, by copy, Sirius XM) that it is a Qualified Entity as defined by the Order and that it is interested in entering into a long-term lease or other suitable agreement with Sirius XM to provide its Spanish-language audio programming. For the reasons stated below, RSS believes it is uniquely qualified to use these channels.



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RSS is led by its founders, Fernando Gonzalez, Terry Planell, and Omar Fierro. Together they have a unique combination of skills, experience and contacts in the field of Spanish-language broadcast and entertainment services. They have combined their knowledge, years of experience and contacts to develop and present the most popular, high quality, and original Latino entertainment content from throughout the Spanish-language world. The Company will source Hispanic Entertainment, Sports and Music content with established appeal to all Hispanic audiences within the satellites' coverage areas. RSS's Radio Spanish Satellite service is comprised exclusively of original programming, not the retransmission or repackaging of otherwise available radio channels. Its inclusion on the combined Sirius XM platforms will thus add important new voices and choices for the Nation's Hispanic community.

RSS recognizes that the FCC has not yet determined the implementation details for access to the Sirius XM channels that are to be leased to Qualified Entities. Nonetheless, the Order commits Sirius XM to enter into lease agreements with Qualified Entities within four months of the consummation of the merger, which means four months from August 5, 2008. Because the "clock is ticking" rapidly, RSS urges the Commission to settle as soon as possible any issues surrounding "implementation details."

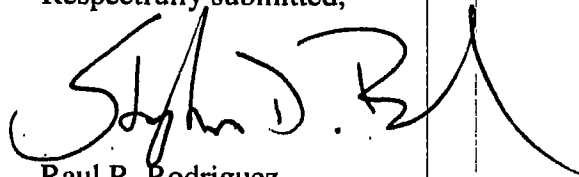
RSS is focusing on the opportunity the *Sirius/XM Order* presents to bring a new Hispanic voice into the satellite radio arena using as many of the channels to be leased to Qualified Entities as can be made available to it. RSS has initiated contact with Sirius XM in its pursuit of this objective, and would very much welcome an opportunity to provide the Commission with its views on how best to allocate and assign these channels so as to maximize their utility to a diverse listening public as well as to provide Sirius XM with opportunities to enhance its offerings and subscriber base.

In brief, RSS has the experience, resources, and drive to present a programming product that meets the high standards the subscribers of Sirius and XM have come to expect and demand from the operators, and it is prepared to commence service on very short notice.

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RSS looks forward to participating in the next phase of this important proceeding, and to the favorable resolution of the outstanding Qualified Entity arrangements. Please let us know if you have any questions or would like any additional information on RSS or its Radio Spanish Satellite service.

Respectfully submitted,



Raul R. Rodriguez
Stephen D. Baruch
Counsel to RSS Network Corp.

cc: Mr. Mel Karmazin
Chief Executive Officer
Sirius XM Radio Inc.

Mr. Patrick Donnelly
Senior Vice President & General Counsel
Sirius XM Radio Inc.