

February 13, 2008

Mel Karmazin  
Chief Executive Officer  
Sirius Satellite Radio Inc.  
1221 Avenue of the Americas  
36th Floor  
New York, New York 10020

**Re: Georgetown Partners LLC possible law violations regarding XM  
Satellite Radio Holdings Inc. and Sirius Satellite Radio Inc.  
proposed merger.  
MB Docket No. 07-57**

Dear Mel Karmazin:

As a concerned citizen, it has come to my attention through extensive research, that Georgetown Partners LLC (“Georgetown”) and certain members of Congress have conducted highly questionable activities regarding the proposed merger between XM Radio Holdings and Sirius Satellite Radio, Inc.<sup>1</sup>

*Georgetown Partners LLC Proposal*

Georgetown Partners LLC is a minority-owned closely-held limited liability corporation, according to their own FCC filings. On October 18, 2007 Georgetown filed an *Ex Parte* filing to the FCC proposing that:

"...Sirius and XM restructure the merger and lease to Georgetown their broadcast infrastructure and at least 20% of the combined entity's capacity on a long term or permanent basis. Georgetown, a minority-controlled company, would use the capacity to offer free, family-friendly, non-subscription-based programming with limited commercials."<sup>2</sup>

*Unethical Activities by Members of Congress and Georgetown*

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<sup>1</sup> See FCC, DA 07-3241, filed in FCC MB Docket No. 07-57.

<sup>2</sup> See Georgetown Partners Letter filed in FCC MB Docket Number 07-57 on October 18, 2007.

Rep. Gregory Meeks (D-NY) originally supported the merger of XM-Sirius, and on October 25, 2007 signed a letter to Chairman Martin expressing his support along with nine other members of Congress.<sup>3</sup> However, in November 2007 he reversed his opinion and wrote letter to Chairman Martin, which was submitted to the FCC by Georgetown's Attorney David R. Siddall, with the sole signature of Congressman Meeks. He stated that the merger should be denied unless Georgetown is awarded a long-term or permanent lease of 20% channel capacity of a combined XM-Sirius, just as Georgetown had requested the FCC to rule. His reasoning was that, "by allowing a minority-controlled entity to be the lessee, the Commission would serve the public interest by achieving diversity of ownership."<sup>4</sup>

- Rep. Meeks received a \$2,000 campaign donation from Chester Davenport, the managing director of Georgetown Partners LLC on October 7, 2005. (See *Exhibit A attached*).

In a separate letter to Chairman Martin, also filed by Georgetown's Attorney, six members of Congress stated that they:

...have learned that a minority-owned private investment firm recently proposed to the Commission and the Department of Justice, that the approval of the proposed merger be condition upon XM/Sirius being required to lease their broadcast infrastructure and at least 20% of their channel capacity on a long term or permanent basis to a minority controlled entity.

The letter continues to say:

While we must reiterate that we feel that the merger of Sirius-XM does not comport with the public interest, if the FCC does move this way, we feel that a minority-controlled entity should have rights to the broadcast infrastructure.<sup>5</sup>

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<sup>3</sup> See Letter of support to Chairman Martin dated October 25, 2007.

[http://www.siriusmerger.com/uploads/Rush\\_towns\\_letter\\_of\\_support.pdf](http://www.siriusmerger.com/uploads/Rush_towns_letter_of_support.pdf)

<sup>4</sup> See Congressman Meeks' Letter filed in FCC MB Docket Number 07-57 on December 3, 2007.

<sup>5</sup> See Letter from Congress filed in FCC MB Docket Number 07-57 on December 4, 2007.

Of the six members of Congress who signed the letter, two have received campaign contributions from executives of Georgetown.

- Rep. Albert R. Wynn (D-MD) received a total of \$27,000 from executives of Georgetown between June 24, 1999 and September 6, 2006. (See *Exhibit B attached*).
- Rep. Bennie G. Thompson (D-MD) received a \$1,000 campaign contribution from Chester Davenport, managing director of Georgetown, five months before supporting Georgetown in the letter to the FCC Chairman. (See *Exhibit C attached*).

*Possible U.S. Code and H.O.R. Code of Official Conduct Violations*

Georgetown may have violated 18 U.S.C. §201(b)(1), by contributing \$30,000 to three politicians between June 24, 1999 and June 1, 2007, who in turn supported Georgetown in their recommendation to the FCC.

18 U.S.C. §201 Bribery of public officials and witnesses, states:

(b) Whoever--

(1) directly or indirectly, corruptly gives, offers or promises anything of value to any public official...or offers or promises any public official or any person who has been selected to be a public official to give anything of value to any other person or entity, with intent--

(A) to **influence any official act**; or

(B) to influence such public official...to commit or aid in committing, or collude in, or allow, any fraud, or make opportunity for the commission of any fraud, on the United States; or

(C) to induce such public official or such person who has been selected to be a public official to do or omit to do any act in violation of the lawful duty of such official or person;

Rep. Gregory Meeks, Rep. Albert Wynn and Rep. Bennie Thompson may have violated 18 U.S.C. §201(b)(2), as well as clause 3 of House Rule XXIII (the *Code of Official Conduct*), by receiving campaign contributions from executives of Georgetown Partners LLC and as a result supporting Georgetown's attempt to gain broadcast infrastructure of a combined XM/Sirius worth millions of dollars.

18 U.S.C. §201 (b) Bribery of public officials and witnesses, states:

(2) being a public official...directly or indirectly, corruptly demands, seeks, receives, accepts, or agrees to receive or accept anything of value personally or for any other person or entity, in return for:

(A) Being **influenced** in the **performance of any official act**;<sup>6</sup>

Rule XXIII Clause 3 of the *Code of Official Conduct* for members of the U.S. House of Representatives states:

A Member...of the House may not receive compensation and may not permit compensation to accrue to his beneficial interest from any source, the receipt of which would occur by virtue of influence improperly exerted from his position in Congress.<sup>7</sup>

#### *History of Georgetown and Rainbow-PUSH Merger Activity*

Chester Davenport has a long history of pressuring companies in merger regulatory reviews to sell a portion of the merged company to Georgetown, at a greatly reduced cost, with the help of Rev. Jesse L. Jackson, Sr. through his Rainbow; PUSH Coalition.

For a comprehensive look at Chester Davenport and Rev. Jackson's history of pressuring companies during merger regulatory reviews, consider the following excerpts from a Chicago Sun-Times article dated February 4, 2001:

SBC-Ameritech Merger: "After first opposing the SBC-Ameritech merger, Jackson helped persuade Ameritech to sell a portion of its cellular business to Jackson colleague Chester Davenport. After Ameritech gave Davenport the contract, Jackson switched his position and blessed the merger. The deal to sell Ameritech's cellular business to Davenport and GTE was worth \$3.3 billion. Davenport put up \$60 million for a 7 percent share of the new company co-owned with GTE. Despite his smaller share, Davenport was named "chairman," though a spokesman said he would have "no operational responsibility. None."

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<sup>6</sup> See 18 U.S.C. §201(b)(2) (2005).

<sup>7</sup> See Rules of the 109<sup>th</sup> Congress, *Code of Conduct*, Rule XXIII Clause 3. <http://www.rules.house.gov/archives/23RXXIII.htm>

Davenport, who had known Jackson about 10 years, had no experience in telecommunications. He formerly owned a company called Envirotest, which tested auto emissions for state governments. Jackson weighed in on Envirotest's behalf with some elected officials, including former Connecticut Gov. Lowell Weicker, according to news accounts. Davenport sold the company in 1998, helping to boost his net worth to close to \$100 million.

Verizon (formerly GTE) representatives denied a New York Times story saying that GTE executives resented having to cut Davenport in on the deal. "Rainbow; PUSH introduced us to Chester Davenport," Verizon spokeswoman Bobbi Hennessey said. "But it's ultimately our decision who we involve in our business."

CBS-Viacom Merger: "As CBS sought Federal Communications Commission permission to purchase Viacom, Jackson made loud noises about the snag the deal was headed for because federal law prohibits one company from owning two networks, and Viacom's UPN is considered a network. The rules also prohibit one company from serving more than 35 percent of the U.S. population. CBS and UPN would reach about 41 percent of the nation.

Jackson's prescription for relief was simple: CBS should sell UPN -- which aims much of its programming at African-American viewers -- to a minority owner. Jackson met with CBS' [Mel] Karmazin to make his pitch and he brought along Davenport, Sutton and Spanish Broadcasting Systems Vice President Joe Garcia as examples of minority businessmen who could buy UPN. A week later, Jackson made the same pitch to then-FCC Chairman William Kennard."<sup>8</sup>

### *Georgetown Company Structure*

Consider their *Statement of Interest* as described in their *Ex Parte* filing to the FCC:

#### **Statement of Interest**

Georgetown Partners is a minority-owned **closely-held limited liability corporation** that invests in and manages various properties, including those

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<sup>8</sup> See Chuck Neubauer & Abdon M. Pallasch, "Jackson's Protests Benefit His Family, Friends," Chicago Sun-Times, Feb. 4, 2001, Late ed., Sunday: pg. 2.

**related to communications.** In the past it has held ownership interests in entities regulated by the FCC, and it continues to analyze communications markets regulated by the FCC for opportunities to extend minority ownership and control.<sup>9</sup>

*Closely held limited liability corporation* - Since Georgetown Partners is a limited liability company<sup>10</sup> they do not have to report information about their company structure to the public. By referencing campaign contributions made by Georgetown employees, it becomes clear how “closely held” Georgetown is:

Georgetown Partners LLC

Managing Director – Chester Davenport  
Bethesda, MD

Managing Director – Mark Thomas  
Concord, MA

Attorney – Cece Davenport  
Rockville, MD

Manager – Corey Davenport  
Potomac, MD

Top executives of the company are family members of Chester Davenport. The one exception, Mark Thomas the former Senior Vice President of ITT Corp., who Mr. Davenport hired on March 1, 1998 to assist his first takeover, Envirotec Systems Corp.<sup>11</sup>, doesn't even live in the same state as the company (*See Exhibit B attached*).

The only experience Georgetown has in communications is a cellular company, formed out of their 7% stake in SBC, called Davenport Cellular Communications LLC.<sup>12</sup>

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<sup>9</sup> See Georgetown Partners Letter filed in FCC MB Docket Number 07-57 on October 18, 2007.

<sup>10</sup> Georgetown incorrectly indentified their LLC as a Limited Liability Corporation in their *Ex Parte* filing.

<sup>11</sup> See SEC File 5-47047 document SC 14D9 dated August 19, 1998. <http://www.secinfo.com/dsvRq.7323.htm>

<sup>12</sup> See *United States v. SBC Communications Inc.*, No. 99-0715 (D.D.C. July 7, 1999).

## *Conclusion*

Georgetown's sole purpose as a company is to force two merging companies to cut them in on a portion of the combined company through political and civil pressure, even though they have little or no experience in the field.

As a concerned citizen, veteran of the U.S. Air Force with a tour in Iraq, and college student of this amazing country we called the United States of America, I am outraged and dismayed by the unethical practices conducted by a select few of our members of Congress. It is a sad day in this country when political influence can be purchased. The unethical and possibly illegal actions of three members of Congress, as well as Georgetown Partners LLC, bring great discredit upon our nation, and should be brought to light.

Sincerely,

*//signed//*

Mark Fredrickson  
Student, SUNY New Paltz

cc (*via* email): Joseph Clayton; Gary Parsons; Nathaniel Davis.

**EXHIBIT A.**

**Individuals Who Gave To: MEEKS, GREGORY W (D-NY)**

**MEEKS FOR CONGRESS**

<b>Contributor</b>	<b>Address</b>	<b>Date</b>	<b>Amount</b>	<b>Employer/Occupation</b>	<b>Image Number</b>
<b>CONTRIBUTIONS FROM AN INDIVIDUAL</b>					
<u>DAVENPORT, CHESTER C</u>	BETHESDA MD 20817	10/07/2005	2000.00	GEORGETOWN PARTNERS LLC/MANAGING D	<u>26990098830</u>

**Source:** Federal Election Commission

<http://images.nictusa.com/cgi-bin/fecimg/?26990098830>

**EXHIBIT B.**

**Individuals Who Gave To: WYNN, ALBERT R (D-MD)**

**WYNN FOR CONGRESS**

<b>Contributor</b>	<b>Address</b>	<b>Date</b>	<b>Amount</b>	<b>Employer/Occupation</b>	<b>Image Number</b>
<b>CONTRIBUTIONS FROM AN INDIVIDUAL</b>					
<u>DAVENPORT, CECE</u>	ROCKVILLE MD 20852	10/12/2005	2000.00	GEORGETOWN PARTNERS LLC/ATTORNE	<u>26990124858</u>
<u>DAVENPORT, CECE</u>	ROCKVILLE MD 20852	08/02/2003	1000.00	GEORGETOWN PARTNERS LLC/ATTORNE	<u>23992092594</u>
<u>DAVENPORT, CECE</u>	ROCKVILLE MD 20852	06/30/2004	2000.00	GEORGETOWN PARTNERS LLC/ATTORNE	<u>24962514195</u>
<u>DAVENPORT, CECE</u>	POTOMAC MD 20854	06/24/1999	1000.00	GEORGETOWN PARTNERS LLC	<u>99034671404</u>
<u>DAVENPORT, CHESTER</u>	BETHESDA MD 20817	10/12/2005	2000.00	GEORGETOWN PARTNERS LLC/MANAGING D	<u>26990124858</u>
<u>DAVENPORT, CHESTER</u>	BETHESDA MD 20817	08/02/2003	1000.00	GEORGETOWN PARTNERS LLC/MANAGING D	<u>23992092594</u>
<u>DAVENPORT, CHESTER</u>	BETHESDA MD 20817	06/29/2004	2000.00	GEORGETOWN PARTNERS LLC/MANAGING D	<u>24991218460</u>
<u>DAVENPORT, CHESTER</u>	POTOMAC MD 20854	06/24/1999	1000.00	GEORGETOWN PARTNERS LLC	<u>99034671405</u>
<u>DAVENPORT, CHESTER</u>	BETHESDA MD 20817	09/05/2006	2000.00	GEORGETOWN PARTNERS LLC/MANAGING D	<u>26960450894</u>
<u>DAVENPORT, COREY</u>	POTOMAC MD 20854	10/12/2005	2000.00	GEORGETOWN PARTNERS LLC/MANAGER	<u>26990124858</u>
<u>DAVENPORT, COREY</u>	POTOMAC MD 20854	06/29/2004	2000.00	GEORGETOWN PARTNERS LLC/MANAGER	<u>24991218461</u>

<u>DAVENPORT, COREY</u>	POTOMAC MD 20854	06/25/1999	1000.00	GEORGETOWN PARTNERS LLC	<u>99034671405</u>
<u>DAVENPORT, COREY</u>	POTOMAC MD 20854	08/02/2003	1000.00	GEORGETOWN PARTNERS LLC/MANAGER	<u>23992092595</u>
<u>DAVENPORT, PHYLLIS H MS.</u>	POTOMAC MD 20854	10/12/2005	2000.00	NOT EMPLOYED/N/A	<u>26990124859</u>
<u>DAVENPORT, PHYLLIS H MS.</u>	POTOMAC MD 20854	06/30/2004	2000.00	NOT EMPLOYED/N/A	<u>24991218461</u>
<u>THOMAS, MARK</u>	CONCORD MA 01742	06/30/2003	1000.00	GEORGETOWN PARTNERS LLC/MANAGING D	<u>23991410163</u>
<u>THOMAS, MARK</u>	CONCORD MA 01742	06/25/1999	1000.00	GEORGETOWN PARTNERS LLC	<u>99034671413</u>
<u>THOMAS, MARK</u>	CONCORD MA 01742	10/12/2005	1000.00	GEORGETOWN PARTNERS LLC/MANAGING D	<u>26990124868</u>

Total contributions between June 24, 1999 and September 5, 2006: **\$27,000**

**Source:** Federal Election Commission

[http://query.nictusa.com/cgi-bin/can\\_ind/H2MD05361/A-E/](http://query.nictusa.com/cgi-bin/can_ind/H2MD05361/A-E/)

[http://query.nictusa.com/cgi-bin/can\\_ind/H2MD05361/P-T/](http://query.nictusa.com/cgi-bin/can_ind/H2MD05361/P-T/)

**EXHIBIT C.**

**Individuals Who Gave To: THOMPSON, BENNIE G (D-MD)**

**FRIENDS OF BENNIE THOMPSON**

<b>Contributor</b>	<b>Address</b>	<b>Date</b>	<b>Amount</b>	<b>Employer/Occupation</b>	<b>Image Number</b>
<b>CONTRIBUTIONS FROM AN INDIVIDUAL</b>					
<u>DAVENPORT, CHESTER</u>	BETHESDA MD 20817	06/01/2007	1000.00	GEORGETOWN PARTNERS/DIRECTOR	<u>27930912296</u>

**Source:** Federal Election Commission

[http://query.nictusa.com/cgi-bin/can\\_ind/H4MS02068/A-E/](http://query.nictusa.com/cgi-bin/can_ind/H4MS02068/A-E/)