2APPLICANT INFORMATION
Enter a description of this application to identify it on the main menu:
T/C of EchoStar North America Corporation's Receive-Only Earth Station Authorizations

<table>
<thead>
<tr>
<th>Name:</th>
<th>EchoStar Communications Corporation (a Delaware corporation)</th>
<th>Phone Number:</th>
<th>(303) 723–1000</th>
</tr>
</thead>
<tbody>
<tr>
<td>DBA Name:</td>
<td></td>
<td>Fax Number:</td>
<td>(303) 723–1699</td>
</tr>
<tr>
<td>Street:</td>
<td>5701 South Santa Fe</td>
<td>E-Mail:</td>
<td></td>
</tr>
<tr>
<td>City:</td>
<td>Littleton</td>
<td>State:</td>
<td>DC</td>
</tr>
<tr>
<td>Country:</td>
<td>USA</td>
<td>Zipcode:</td>
<td>80120</td>
</tr>
<tr>
<td>Attention:</td>
<td>David K. Moskowitz</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
9–16. Name of Contact Representative (If other than applicant)

<table>
<thead>
<tr>
<th>Name:</th>
<th>Pantelis Michalopoulos</th>
<th>Phone Number:</th>
<th>(202) 429–6494</th>
</tr>
</thead>
<tbody>
<tr>
<td>Company:</td>
<td>Steptoe &amp; Johnson LLP</td>
<td>Fax Number:</td>
<td>(202) 429–3902</td>
</tr>
<tr>
<td>Street:</td>
<td>1330 Connecticut Ave., N.W.</td>
<td>E-Mail:</td>
<td><a href="mailto:pmichalo@steptoe.com">pmichalo@steptoe.com</a></td>
</tr>
<tr>
<td>City:</td>
<td>Washington</td>
<td>State:</td>
<td>DC</td>
</tr>
<tr>
<td>Country:</td>
<td>USA</td>
<td>Zipcode:</td>
<td>20036–1795</td>
</tr>
<tr>
<td>Contact</td>
<td></td>
<td>Relationship:</td>
<td>Legal Counsel</td>
</tr>
<tr>
<td>Title:</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

CLASSIFICATION OF FILING

17. Choose the button next to the classification that applies to this filing for both questions a. and b. Choose only one for 17a and only one for 17b.

- a1. Earth Station
- a2. Space Station
- b1. Application for License of New Station
- b2. Application for Registration of New Domestic Receive-Only Station
- b3. Amendment to a Pending Application
- b4. Modification of License or Registration
- b5. Assignment of License or Registration
- b6. Transfer of Control of License or Registration
- b7. Notification of Minor Modification
- b8. Application for License of New Receive-Only Station Using Non-U.S. Licensed Satellite
- b9. Letter of Intent to Use Non-U.S. Licensed Satellite to Provide Service in the United States
- b10. Other (Please specify)
17c. Is a fee submitted with this application?
☐ If Yes, complete and attach FCC Form 159. If No, indicate reason for fee exemption (see 47 C.F.R. Section 1.1114).
☐ Governmental Entity  ☐ Noncommercial educational licensee
☐ Other (please explain):

<table>
<thead>
<tr>
<th>17d.</th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>Fee Classification A CNO – Receive Only Earth Station</td>
<td>Quantity 1</td>
</tr>
<tr>
<td>Fee Classification B</td>
<td>Quantity 1</td>
</tr>
</tbody>
</table>

18. If this filing is in reference to an existing station, enter:
(a) Call sign of station: Not Applicable

19. If this filing is an amendment to a pending application enter:
(a) Date pending application was filed: Not Applicable
(b) File number of pending application: Not Applicable
### TYPE OF SERVICE

20. **NATURE OF SERVICE:** This filing is for an authorization to provide or use the following type(s) of service(s): Select all that apply:

- ☑ a. Fixed Satellite
- ✗ b. Mobile Satellite
- ✗ c. Radiodetermination Satellite
- ✗ d. Earth Exploration Satellite
- ✗ e. Direct to Home Fixed Satellite
- ✗ f. Digital Audio Radio Service
- ✗ g. Other (please specify)

<table>
<thead>
<tr>
<th>21. STATUS: Choose the button next to the applicable status. Choose only one.</th>
<th>22. If earth station applicant, check all that apply.</th>
</tr>
</thead>
<tbody>
<tr>
<td>☑ Common Carrier  ☑ Non–Common Carrier</td>
<td>☑ Using U.S. licensed satellites  ✗ Using Non–U.S. licensed satellites</td>
</tr>
</tbody>
</table>

23. If applicant is providing **INTERNATIONAL COMMON CARRIER** service, see instructions regarding Sec. 214 filings. Choose one. Are these facilities:

- ☑ Connected to a Public Switched Network  ✗ Not connected to a Public Switched Network  ☑ N/A

24. **FREQUENCY BAND(S):** Place an "X" in the box(es) next to all applicable frequency band(s).

- ☑ a. C–Band (4/6 GHz)  ☑ b. Ku–Band (12/14 GHz)
- ✗ c. Other (Please specify upper and lower frequencies in MHz.)

  Frequency Lower:  Frequency Upper:
**TYPE OF STATION**

25. CLASS OF STATION: Choose the button next to the class of station that applies. Choose only one.

<p>| | |</p>
<table>
<thead>
<tr>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>☑</td>
<td>a. Fixed Earth Station</td>
</tr>
<tr>
<td></td>
<td>b. Temporary–Fixed Earth Station</td>
</tr>
<tr>
<td></td>
<td>c. 12/14 GHz VSAT Network</td>
</tr>
<tr>
<td></td>
<td>d. Mobile Earth Station</td>
</tr>
<tr>
<td></td>
<td>e. Geostationary Space Station</td>
</tr>
<tr>
<td></td>
<td>f. Non–Geostationary Space Station</td>
</tr>
<tr>
<td></td>
<td>g. Other (please specify)</td>
</tr>
</tbody>
</table>

26. TYPE OF EARTH STATION FACILITY: Choose only one.

<p>| | |</p>
<table>
<thead>
<tr>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>☑</td>
<td>Transmit/Receive</td>
</tr>
<tr>
<td></td>
<td>Transmit–Only</td>
</tr>
<tr>
<td>☑</td>
<td>Receive–Only</td>
</tr>
<tr>
<td></td>
<td>N/A</td>
</tr>
</tbody>
</table>

**PURPOSE OF MODIFICATION**

27. The purpose of this proposed modification is to: (Place an "X" in the box(es) next to all that apply.)

Not Applicable
ENVIRONMENTAL POLICY

28. Would a Commission grant of any proposal in this application or amendment have a significant environmental impact as defined by 47 CFR 1.1307? If YES, submit the statement as required by Sections 1.1308 and 1.1311 of the Commission’s rules, 47 C.F.R. 1.1308 and 1.1311, as an exhibit to this application. A Radiation Hazard Study must accompany all applications for new transmitting facilities, major modifications, or major amendments.

ALIEN OWNERSHIP Earth station applicants not proposing to provide broadcast, common carrier, aeronautical en route or aeronautical fixed radio station services are not required to respond to Items 30–34.

<table>
<thead>
<tr>
<th>Question</th>
<th>Yes</th>
<th>No</th>
<th>N/A</th>
</tr>
</thead>
<tbody>
<tr>
<td>29. Is the applicant a foreign government or the representative of any foreign government?</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>30. Is the applicant an alien or the representative of an alien?</td>
<td>Yes</td>
<td>No</td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>N/A</td>
</tr>
<tr>
<td>31. Is the applicant a corporation organized under the laws of any foreign government?</td>
<td>Yes</td>
<td>No</td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>N/A</td>
</tr>
</tbody>
</table>
32. Is the applicant a corporation of which any officer or director is an alien or of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?  
- Yes ☐  No ☒  N/A ☐

33. Is the applicant a corporation directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?  
- Yes ☐  No ☒  N/A ☐

34. If any answer to questions 29, 30, 31, 32 and/or 33 is Yes, attach as an exhibit an identification of the aliens or foreign entities, their nationality, their relationship to the applicant, and the percentage of stock they own or vote.

BASIC QUALIFICATIONS

35. Does the Applicant request any waivers or exemptions from any of the Commission's Rules?  
If Yes, attach as an exhibit, copies of the requests for waivers or exceptions with supporting documents.  
- Yes ☐  No ☒

36. Has the applicant or any party to this application or amendment had any FCC station authorization or license revoked or had any application for an initial, modification or renewal of FCC station authorization, license, or construction permit denied by the Commission? If Yes, attach as an exhibit, an explanation of circumstances.  
- Yes ☐  No ☒
37. Has the applicant, or any party to this application or amendment, or any party directly or indirectly controlling the applicant ever been convicted of a felony by any state or federal court? If Yes, attach as an exhibit, an explanation of circumstances.

| Yes | No |
--- | --- |

38. Has any court finally adjudged the applicant, or any person directly or indirectly controlling the applicant, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement or any other means or unfair methods of competition? If Yes, attach as an exhibit, an explanation of circumstances.

| Yes | No |
--- | --- |

39. Is the applicant, or any person directly or indirectly controlling the applicant, currently a party in any pending matter referred to in the preceding two items? If yes, attach as an exhibit, an explanation of the circumstances.

| Yes | No |
--- | --- |

40. If the applicant is a corporation and is applying for a space station license, attach as an exhibit the names, address, and citizenship of those stockholders owning a record and/or voting 10 percent or more of the Filer’s voting stock and the percentages so held. In the case of fiduciary control, indicate the beneficiary(ies) or class of beneficiaries. Also list the names and addresses of the officers and directors of the Filer.

41. By checking Yes, the undersigned certifies, that neither applicant nor any other party to the application is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance. See 47 CFR 1.2002(b) for the meaning of "party to the application" for these purposes.
42a. Does the applicant intend to use a non-U.S. licensed satellite to provide service in the United States? If Yes, answer 42b and attach an exhibit providing the information specified in 47 C.F.R. 25.137, as appropriate. If No, proceed to question 43.

42b. What administration has licensed or is in the process of licensing the space station? If no license will be issued, what administration has coordinated or is in the process of coordinating the space station? N/A

43. Description. (Summarize the nature of the application and the services to be provided).

This application is being filed pursuant to an agreement and plan of merger entered into between EchoStar Communications Corporation (a Nevada corporation), Hughes Electronics Corporation and General Motors Corporation. The merged company, EchoStar Communications Corporation

CERTIFICATION

The Applicant waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application. The applicant certifies that grant of this application would not cause the applicant to be in violation of the spectrum aggregation limit in 47 CFR Part 20. All statements made in exhibits are a material part hereof and are incorporated herein as if set out in full in this application. The undersigned, individually and for the applicant, hereby certifies that all statements made in this application and in all attached exhibits are true, complete and correct to the best of his or her knowledge and belief, and are made in good faith.
44. Applicant is a (an): (Choose the button next to applicable response.)

- Individual
- Unincorporated Association
- Partnership
- Corporation
- Governmental Entity
- Other (please specify)

<table>
<thead>
<tr>
<th>45. Name of Person Signing</th>
<th>46. Title of Person Signing</th>
</tr>
</thead>
<tbody>
<tr>
<td>David K. Moskowitz</td>
<td>Senior Vice President and General Counsel</td>
</tr>
</tbody>
</table>

47. Please supply any need attachments.

| Attachment 1: | Attachment 2: | Attachment 3: |

WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND / OR IMPRISONMENT (U.S. Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION AUTHORIZATION (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).
SATELLITE EARTH STATION AUTHORIZATIONS
FCC Form 312 – Schedule A
FOR OFFICIAL USE ONLY

Select one of the following
☐ CONSENT TO TRANSFER OF CONTROL
☐ NOTIFICATION OF TRANSFER OF CONTROL OF RECEIVE ONLY REGISTRATION
☐ CONSENT TO ASSIGNMENT OF LICENSE
☐ NOTIFICATION OF ASSIGNMENT OF RECEIVE ONLY REGISTRATION

A1. Name of Licensee (as shown on FCC 312 – Main Form)

<p>| Name:          | EchoStar North America Corporation | Phone:       | (303) 723–1000 |
|               |                                 | Number:      |               |
| DBA Name:      |                                 | Fax Number:  | (303) 723–1699 |
| Street:        | 5701 South Santa Fe              | E–Mail:      |               |
| City:          | Littleton                        | State:       |               |
| Country:       | USA                              | Zipcode:     | 80120          |
| Attention:     | David K. Moskowitz               |              |                |</p>
<table>
<thead>
<tr>
<th>Callsign:</th>
<th>Callsign:</th>
<th>Callsign:</th>
<th>Callsign:</th>
</tr>
</thead>
<tbody>
<tr>
<td>E970396</td>
<td>E970395</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

**A10. Name of Transferor/Assignor**

- **Name:** EchoStar Communications Corporation (a Nevada corporation)
- **Phone Number:** (303) 723-1000
- **Company:**
- **Fax Number:** (303) 723-1699
- **Street:** 5701 South Santa Fe
- **E-Mail:**
- **City:** Littleton
- **State:** CO
- **Country:** USA
- **Zipcode:** 80120
- **Contact Title:** David K. Moskowitz
- **Relationship:**
A15. Name of Transferee/Assignee

<table>
<thead>
<tr>
<th>Name:</th>
<th>EchoStar Communications Corporation (a Delaware corporation)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Phone Number:</td>
<td>(303) 723-1000</td>
</tr>
<tr>
<td>Fax Number:</td>
<td>(303) 723-1699</td>
</tr>
<tr>
<td>DBA Name:</td>
<td></td>
</tr>
<tr>
<td>Street:</td>
<td>5701 South Santa Fe</td>
</tr>
<tr>
<td>City:</td>
<td>Littleton</td>
</tr>
<tr>
<td>Country:</td>
<td>USA</td>
</tr>
<tr>
<td>Zipcode:</td>
<td>80120</td>
</tr>
<tr>
<td>Attention:</td>
<td>David K. Moskowitz</td>
</tr>
</tbody>
</table>

A20. If these facilities are licensed, is the transferee / assignee directly or indirectly controlled by any other entity?  
☐ Yes  ☐ No  ☐ N/A  
If yes, attach as Exhibit E, a statement (including organizational diagrams where appropriate) which fully and completely identifies the nature and extent of control including: (1) the name, address, citizenship, and primary business of the controlling entity and any intermediate subsidiaries or parties, and (2) the names, addresses, citizenship, and the percentages of voting and equity stock of those stockholders holding 10 percent or more of the controlling corporation’s voting stock.

A21. If these facilities are licensed, attach as Exhibit F, a complete statement setting forth the facts which show how the assignment or transfer will serve the public interest.
CERTIFICATION

1. The undersigned, individually and for licensee, certifies that all attached exhibits pertinent to Schedule A and all statement made in Schedule / of this application are true, complete and correct to the best of his/her knowledge and belief. The undersigned also certifies that any contracts or other instruments submitted herewith are complete and constitute the full agreement.

2. The undersigned represents that stock will not be delivered and that control will not be transferred until the Commission’s consent has been received, but that transfer of control or assignment of license will be completed within 60 days of Commission consent. The undersigned also acknowledges that the Commission must be notified by letter within 30 days of consummation.

<table>
<thead>
<tr>
<th>A22. Printed Name of Licensee (Must agree with A1)</th>
<th>A24. Title (Office Held by Person Signing)</th>
</tr>
</thead>
<tbody>
<tr>
<td>EchoStar North America Corp.</td>
<td>David K. Moskowitz, SVP and General Counsel</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>A26. Printed Name of License Transferor / Assignor (Must agree with A10)</th>
<th>A28. Title (Office Held by Person Signing)</th>
</tr>
</thead>
<tbody>
<tr>
<td>EchoStar Communications Corp. (a Nevada corp.)</td>
<td>David K. Moskowitz, SVP and General Counsel</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>A26. Printed Name of License Transferee / Assignee (Must agree with A15)</th>
<th>A28. Title (Office Held by Person Signing)</th>
</tr>
</thead>
<tbody>
<tr>
<td>EchoStar Communications Corp. (a Delaware corp.)</td>
<td>David K. Moskowitz, SVP and General Counsel</td>
</tr>
</tbody>
</table>
43. Description. (Summarize the nature of the application and the services to be provided).

This application is being filed pursuant to an agreement and plan of merger entered into between EchoStar Communications Corporation (a Nevada corporation), Hughes Electronics Corporation and General Motors Corporation. The merged company, EchoStar Communications Corporation (a Delaware corporation), will provide DBS and Internet access service.
List of EchoStar North America Corporation’s
Receive-Only Earth Stations

<table>
<thead>
<tr>
<th>Call Sign</th>
<th>Location</th>
<th>Expiration Date</th>
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<tbody>
<tr>
<td>E970395</td>
<td>Gilbert, Arizona</td>
<td>December 12, 2007</td>
</tr>
<tr>
<td>E970396</td>
<td>Gilbert, Arizona</td>
<td>December 12, 2007</td>
</tr>
</tbody>
</table>
Statement of Public Interest

For a complete statement of public interest, please see the Public Interest Statement (Part II) of the Consolidated Application for Authority to Transfer Control being filed concurrently with this Transfer of Control Application.

   Plaintiff seeking 35 million for alleged fraud, breach of contract, breach of warranties and violation of California's unfair trade practices act. Hughes denies liability, and has filed cross-claims seeking contribution and indemnification from co-defendants. Co-defendants have filed cross-complaints seeking indemnification from Hughes. Discovery has commenced.

2. **Grand Jury Investigation/State Department Review**

   There is a pending grand jury investigation into whether Hughes should be accused of criminal violations of the export control laws arising out of the participation of two employees on a committee formed to review the findings of Chinese engineers regarding the failure of a Long March rocket in China in 1996. Hughes is also subject to the authority of the United States State Department to impose sanctions for non-criminal violations of the Arms Export Control Act.


   In September 2000, a putative class action was commenced against DIRECTV, Thomson Consumer Electronics, Best Buy Co., Circuit City Stores and Tandy Corporation. The named plaintiffs purport to represent a class of all consumers who purchased DIRECTV equipment and services any time from March 1996 to September 1, 2000, and allege that defendants have violated federal and California antitrust statutes by entering into agreements to exclude competition and force retailers to boycott competitors’ products and services.


   Putative class actions against NBA and NHL, its member teams and DIRECTV. Plaintiffs allege that the distribution agreements between the leagues and DIRECTV violate the antitrust laws. DIRECTV’s motion to compel arbitration was denied. DIRECTV has filed notice of appeal of the arbitration ruling.
APPLICANT INFORMATION
Enter a description of this application to identify it on the main menu:
T/C of EchoStar North America Corporation's Transmit/Receive Earth Station Authorizations

1–8. Legal Name of Applicant

<table>
<thead>
<tr>
<th>Name</th>
<th>Phone Number:</th>
<th>Fax Number:</th>
</tr>
</thead>
<tbody>
<tr>
<td>EchoStar Communications Corporation (a Delaware corporation)</td>
<td>(303) 723-1000</td>
<td>(303) 723-1699</td>
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</table>

DBA Name:  
Street: 5701 South Santa Fe  
E-Mail:  
City: Littleton  
State: CO  
Country: USA  
Zipcode: 80120  
Attention: David K. Moskowitz
9-16. Name of Contact Representative (If other than applicant)

Name: Pantelis Michalopoulos  
Company: Steptoe & Johnson LLP  
Street: 1330 Connecticut Ave., N.W.  
City: Washington  
Country: USA  
Contact Title:  
Phone Number: (202) 429-6494  
Fax Number: (202) 429-3902  
E-Mail: pmichalo@steptoe.com  
State: DC  
Zipcode: 20036-1795  
Relationship: Legal Counsel

CLASSIFICATION OF FILING

17. Choose the button next to the classification that applies to this filing for both questions a. and b. Choose only one for 17a and only one for 17b.

- [ ] a1. Earth Station
- [ ] a2. Space Station

- [ ] b1. Application for License of New Station
- [ ] b2. Application for Registration of New Domestic Receive-Only Station
- [ ] b3. Amendment to a Pending Application
- [ ] b4. Modification of License or Registration
- [ ] b5. Assignment of License or Registration
- [ ] b6. Transfer of Control of License or Registration
- [ ] b7. Notification of Minor Modification
- [ ] b8. Application for License of New Receive-Only Station Using Non-U.S. Licensed Satellite
- [ ] b9. Letter of Intent to Use Non-U.S. Licensed Satellite to Provide Service in the United States
- [ ] b10. Other (Please specify)
<table>
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<tr>
<th>17c. Is a fee submitted with this application?</th>
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<tr>
<td>☑ Yes, complete and attach FCC Form 159. If No, indicate reason for fee exemption (see 47 C.F.R. Section 1.1114).</td>
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<td>☑ Governmental Entity ☑ Noncommercial educational licensee</td>
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<td>☑ Other (please explain):</td>
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<td>Fee Classification A CNX – Fixed Satellite Transmit/Receive Earth Station</td>
</tr>
<tr>
<td>Quantity 1</td>
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<tr>
<td>Fee Classification B</td>
</tr>
<tr>
<td>Quantity 21</td>
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</table>

<table>
<thead>
<tr>
<th>18. If this filing is in reference to an existing station, enter:</th>
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</thead>
<tbody>
<tr>
<td>(a) Call sign of station:</td>
</tr>
<tr>
<td>Not Applicable</td>
</tr>
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</table>

<table>
<thead>
<tr>
<th>19. If this filing is an amendment to a pending application enter:</th>
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</thead>
<tbody>
<tr>
<td>(a) Date pending application was filed:</td>
</tr>
<tr>
<td>Not Applicable</td>
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**TYPE OF SERVICE**

20. **NATURE OF SERVICE:** This filing is for an authorization to provide or use the following type(s) of service(s): Select all that apply:

- [x] a. Fixed Satellite
- [ ] b. Mobile Satellite
- [ ] c. Radiodetermination Satellite
- [ ] d. Earth Exploration Satellite
- [ ] e. Direct to Home Fixed Satellite
- [ ] f. Digital Audio Radio Service
- [ ] g. Other (please specify) Broadcasting Satellite Service

21. **STATUS:** Choose the button next to the applicable status. Choose only one.

- [x] Common Carrier
- [ ] Non–Common Carrier

22. If earth station applicant, check all that apply.

- [x] Using U.S. licensed satellites
- [ ] Using Non–U.S. licensed satellites

23. If applicant is providing INTERNATIONAL COMMON CARRIER service, see instructions regarding Sec. 214 filings. Choose one. Are these facilities:

- [x] Connected to a Public Switched Network
- [ ] Not connected to a Public Switched Network
- [ ] N/A

24. **FREQUENCY BAND(S):** Place an "X" in the box(es) next to all applicable frequency band(s).

- [x] a. C–Band (4/6 GHz)
- [ ] b. Ku–Band (12/14 GHz)
- [x] c. Other (Please specify upper and lower frequencies in MHz.)
  
  Frequency Lower: 12200 – 12700 \hspace{1cm} Frequency Upper: 17300 – 17800
25. CLASS OF STATION: Choose the button next to the class of station that applies. Choose only one.
   a. Fixed Earth Station
   b. Temporary–Fixed Earth Station
   c. 12/14 GHz VSAT Network
   d. Mobile Earth Station
   e. Geostationary Space Station
   f. Non–Geostationary Space Station
   g. Other (please specify)

26. TYPE OF EARTH STATION FACILITY: Choose only one.
   Transmit/Receive
   Transmit–Only
   Receive–Only
   N/A

PURPOSE OF MODIFICATION

27. The purpose of this proposed modification is to: (Place an "X" in the box(es) next to all that apply.)

   Not Applicable
ENVIRONMENTAL POLICY

28. Would a Commission grant of any proposal in this application or amendment have a significant environmental impact as defined by 47 CFR 1.1307? If YES, submit the statement as required by Sections 1.1308 and 1.1311 of the Commission's rules, 47 C.F.R. 1.1308 and 1.1311, as an exhibit to this application. A Radiation Hazard Study must accompany all applications for new transmitting facilities, major modifications, or major amendments.

ALIEN OWNERSHIP Earth station applicants not proposing to provide broadcast, common carrier, aeronautical en route or aeronautical fixed radio station services are not required to respond to Items 30–34.

29. Is the applicant a foreign government or the representative of any foreign government?  
   - Yes  
   - No  
   - N/A

30. Is the applicant an alien or the representative of an alien?  
   - Yes  
   - No  
   - N/A

31. Is the applicant a corporation organized under the laws of any foreign government?  
   - Yes  
   - No  
   - N/A
32. Is the applicant a corporation of which any officer or director is an alien or of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?  
- Yes  
- No  
- N/A

33. Is the applicant a corporation directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?  
- Yes  
- No  
- N/A

34. If any answer to questions 29, 30, 31, 32 and/or 33 is Yes, attach as an exhibit an identification of the aliens or foreign entities, their nationality, their relationship to the applicant, and the percentage of stock they own or vote.

### BASIC QUALIFICATIONS

35. Does the Applicant request any waivers or exemptions from any of the Commission’s Rules?  
- Yes  
- No  
If Yes, attach as an exhibit, copies of the requests for waivers or exceptions with supporting documents.

36. Has the applicant or any party to this application or amendment had any FCC station authorization or license revoked or had any application for an initial, modification or renewal of FCC station authorization, license, or construction permit denied by the Commission? If Yes, attach as an exhibit, an explanation of circumstances.  
- Yes  
- No
37. Has the applicant, or any party to this application or amendment, or any party directly or indirectly controlling the applicant ever been convicted of a felony by any state or federal court? If Yes, attach as an exhibit, an explanation of circumstances.

<table>
<thead>
<tr>
<th>Yes</th>
<th>No</th>
</tr>
</thead>
</table>

38. Has any court finally adjudged the applicant, or any person directly or indirectly controlling the applicant, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement or any other means or unfair methods of competition? If Yes, attach as an exhibit, an explanation of circumstances.

<table>
<thead>
<tr>
<th>Yes</th>
<th>No</th>
</tr>
</thead>
</table>

39. Is the applicant, or any person directly or indirectly controlling the applicant, currently a party in any pending matter referred to in the preceding two items? If yes, attach as an exhibit, an explanation of the circumstances.

<table>
<thead>
<tr>
<th>Yes</th>
<th>No</th>
</tr>
</thead>
</table>

40. If the applicant is a corporation and is applying for a space station license, attach as an exhibit the names, address, and citizenship of those stockholders owning a record and/or voting 10 percent or more of the Filer’s voting stock and the percentages so held. In the case of fiduciary control, indicate the beneficiary(ies) or class of beneficiaries. Also list the names and addresses of the officers and directors of the Filer.

41. By checking Yes, the undersigned certifies, that neither applicant nor any other party to the application is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti–Drug Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance. See 47 CFR 1.2002(b) for the meaning of “party to the application” for these purposes.

<table>
<thead>
<tr>
<th>Yes</th>
<th>No</th>
</tr>
</thead>
</table>
42a. Does the applicant intend to use a non-U.S. licensed satellite to provide service in the United States? If Yes, answer 42b and attach an exhibit providing the information specified in 47 C.F.R. 25.137, as appropriate. If No, proceed to question 43.

☐ Yes  ☑ No

42b. What administration has licensed or is in the process of licensing the space station? If no license will be issued, what administration has coordinated or is in the process of coordinating the space station? Canada, Mexico

43. Description. (Summarize the nature of the application and the services to be provided).

This application is being filed pursuant to an agreement and plan of merger entered into between EchoStar Communications Corporation (a Nevada corporation), Hughes Electronics Corporation and General Motors Corporation. The merged company, EchoStar Communications Corporation

CERTIFICATION

The Applicant waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application. The applicant certifies that grant of this application would not cause the applicant to be in violation of the spectrum aggregation limit in 47 CFR Part 20. All statements made in exhibits are a material part hereof and are incorporated herein as if set out in full in this application. The undersigned, individually and for the applicant, hereby certifies that all statements made in this application and in all attached exhibits are true, complete and correct to the best of his or her knowledge and belief, and are made in good faith.
<p>| | | |</p>
<table>
<thead>
<tr>
<th></th>
<th></th>
<th></th>
</tr>
</thead>
</table>
| **44. Applicant is (an):** (Choose the button next to applicable response.) | C | Individual  
C | Unincorporated Association  
C | Partnership  
C | Corporation  
C | Governmental Entity  
C | Other (please specify)  
| **45. Name of Person Signing** | David K. Moskowitz  
| **46. Title of Person Signing** | Senior Vice President and General Counsel  
| **47. Please supply any need attachments:** | Attachment 1:  
Attachment 2:  
Attachment 3:  
| **WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/or IMPRISONMENT (U.S. Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION AUTHORIZATION (U.S. Code, Title 47, Section 314(a)(l), AND/OR FORFEITURE (U.S. Code, Title 47, Section 506).** |
Select one of the following

- ☑️ CONSENT TO TRANSFER OF CONTROL
- ☑️ NOTIFICATION OF TRANSFER OF CONTROL OF RECEIVE ONLY REGISTRATION
- ☑️ CONSENT TO ASSIGNMENT OF LICENSE
- ☑️ NOTIFICATION OF ASSIGNMENT OF RECEIVE ONLY REGISTRATION

<table>
<thead>
<tr>
<th>A1. Name of Licensee (as shown on FCC 312 – Main Form)</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Name:</strong> EchoStar North America Corporation</td>
</tr>
<tr>
<td><strong>Phone Number:</strong> (303) 723–1000</td>
</tr>
<tr>
<td><strong>DBA Name:</strong></td>
</tr>
<tr>
<td><strong>Street:</strong> 5701 South Santa Fe</td>
</tr>
<tr>
<td><strong>Fax Number:</strong> (303) 723–1699</td>
</tr>
<tr>
<td><strong>City:</strong> Littleton</td>
</tr>
<tr>
<td><strong>Country:</strong> USA</td>
</tr>
<tr>
<td><strong>E–Mail:</strong></td>
</tr>
<tr>
<td><strong>State:</strong></td>
</tr>
<tr>
<td><strong>Zipcode:</strong> 80120</td>
</tr>
<tr>
<td><strong>Attention:</strong> David K. Moskowitz</td>
</tr>
<tr>
<td>Callsign: E980081</td>
</tr>
<tr>
<td>------------------</td>
</tr>
<tr>
<td>Callsign: E950288</td>
</tr>
<tr>
<td>Callsign: E950253</td>
</tr>
<tr>
<td>Callsign: E980180</td>
</tr>
<tr>
<td>Callsign: E980142</td>
</tr>
<tr>
<td>Callsign: E980082</td>
</tr>
</tbody>
</table>
### A10. Name of Transferor/Assignor

<table>
<thead>
<tr>
<th>Name:</th>
<th>EchoStar Communications Corporation (a Nevada corporation)</th>
<th>Phone Number:</th>
<th>(303) 723-1000</th>
</tr>
</thead>
<tbody>
<tr>
<td>Company:</td>
<td></td>
<td>Fax Number:</td>
<td>(303) 723-1699</td>
</tr>
<tr>
<td>Street:</td>
<td>5701 South Santa Fe</td>
<td>E-Mail:</td>
<td></td>
</tr>
<tr>
<td>City:</td>
<td>Littleton</td>
<td>State:</td>
<td>CO</td>
</tr>
<tr>
<td>Country:</td>
<td>USA</td>
<td>Zipcode:</td>
<td>80120</td>
</tr>
<tr>
<td>Contact Title:</td>
<td>David K. Moskowitz</td>
<td>Relationship:</td>
<td></td>
</tr>
</tbody>
</table>

### A15. Name of Transferee/Assignee

<table>
<thead>
<tr>
<th>Name:</th>
<th>EchoStar Communications Corporation (a Delaware corporation)</th>
<th>Phone Number:</th>
<th>(303) 723-1000</th>
</tr>
</thead>
<tbody>
<tr>
<td>DBA Name:</td>
<td></td>
<td>Fax Number:</td>
<td>(303) 723-1699</td>
</tr>
<tr>
<td>Street:</td>
<td>5701 South Santa Fe</td>
<td>E-Mail:</td>
<td></td>
</tr>
<tr>
<td>City:</td>
<td>Littleton</td>
<td>State:</td>
<td>CO</td>
</tr>
<tr>
<td>Country:</td>
<td>USA</td>
<td>Zipcode:</td>
<td>80120</td>
</tr>
<tr>
<td>Attention:</td>
<td>David K. Moskowitz</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
A20. If these facilities are licensed, is the transferee / assignee directly or indirectly controlled by any other entity?  
If yes, attach as Exhibit E, a statement (including organizational diagrams where appropriate) which fully and completely identifies the nature and extent of control including: (1) the name, address, citizenship, and primary business of the controlling entity and any intermediate subsidiaries or parties, and (2) the names, addresses, citizenship, and the percentages of voting and equity stock of those stockholders holding 10 percent or more of the controlling corporation's voting stock.

- Yes
- No
- N/A

A21. If these facilities are licensed, attach as Exhibit F, a complete statement setting forth the facts which show how the assignment or transfer will serve the public interest.

CERTIFICATION

1. The undersigned, individually and for licensee, certifies that all attached exhibits pertinent to Schedule A and all statement made in Schedule A of this application are true, complete and correct to the best of his/her knowledge and belief. The undersigned also certifies that any contracts or other instruments submitted herewith are complete and constitute the full agreement.

2. The undersigned represents that stock will not be delivered and that control will not be transferred until the Commission's consent has been received, but that transfer of control or assignment of license will be completed within 60 days of Commission consent. The undersigned also acknowledges that the Commission must be notified by letter within 30 days of consummation.

<table>
<thead>
<tr>
<th>A22. Printed Name of Licensee (Must agree with A1)</th>
<th>A24. Title (Office Held by Person Signing)</th>
</tr>
</thead>
<tbody>
<tr>
<td>EchoStar North America Corp.</td>
<td>David K. Moskowitz, SVP and General Counsel</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>A26. Printed Name of License Transferor / Assignor (Must agree with A10)</th>
<th>A28. Title (Office Held by Person Signing)</th>
</tr>
</thead>
<tbody>
<tr>
<td>EchoStar Communications Corp. (a Nevada corp.)</td>
<td>David K. Moskowitz, SVP and General Counsel</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>A26. Printed Name of License Transferee / Assignee (Must agree with A15)</th>
<th>A28. Title (Office Held by Person Signing)</th>
</tr>
</thead>
<tbody>
<tr>
<td>EchoStar Communications Corp. (a Delaware corp.)</td>
<td>David K. Moskowitz, SVP and General Counsel</td>
</tr>
</tbody>
</table>
43. Description. (Summarize the nature of the application and the services to be provided).

This application is being filed pursuant to an agreement and plan of merger entered into between EchoStar Communications Corporation (a Nevada corporation), Hughes Electronics Corporation and General Motors Corporation. The merged company, EchoStar Communications Corporation (a Delaware corporation), will provide DBS and Internet access services.
### Exhibit A

List of EchoStar North America Corporation's
Transmit/Receive Earth Stations

<table>
<thead>
<tr>
<th>Call Sign</th>
<th>Location</th>
<th>Expiration Date</th>
</tr>
</thead>
<tbody>
<tr>
<td>E890631</td>
<td>Cheyenne, Wyoming</td>
<td>April 4, 2010</td>
</tr>
<tr>
<td>E950252*</td>
<td>Cheyenne, Wyoming</td>
<td>June 9, 2005</td>
</tr>
<tr>
<td>E950253*</td>
<td>Cheyenne, Wyoming</td>
<td>June 9, 2005</td>
</tr>
<tr>
<td>E950287</td>
<td>Cheyenne, Wyoming</td>
<td>October 27, 2005</td>
</tr>
<tr>
<td>E950288</td>
<td>Cheyenne, Wyoming</td>
<td>October 27, 2005</td>
</tr>
<tr>
<td>E970394</td>
<td>Gilbert, Arizona</td>
<td>March 6, 2008</td>
</tr>
<tr>
<td>E980005</td>
<td>Cheyenne, Wyoming</td>
<td>August 1, 2011</td>
</tr>
<tr>
<td>E980047</td>
<td>Cheyenne, Wyoming</td>
<td>March 6, 2008</td>
</tr>
<tr>
<td>E980081</td>
<td>Cheyenne, Wyoming</td>
<td>August 1, 2011</td>
</tr>
<tr>
<td>E980082</td>
<td>Cheyenne, Wyoming</td>
<td>August 1, 2011</td>
</tr>
<tr>
<td>E980118</td>
<td>Cheyenne, Wyoming</td>
<td>March 20, 2008</td>
</tr>
<tr>
<td>E980127</td>
<td>Cheyenne, Wyoming</td>
<td>July 24, 2008</td>
</tr>
<tr>
<td>E980128</td>
<td>Cheyenne, Wyoming</td>
<td>July 24, 2008</td>
</tr>
<tr>
<td>E980142</td>
<td>Cheyenne, Wyoming</td>
<td>March 22, 2008</td>
</tr>
<tr>
<td>E980143</td>
<td>Cheyenne, Wyoming</td>
<td>June 10, 2008</td>
</tr>
<tr>
<td>E980174</td>
<td>Gilbert, Arizona</td>
<td>May 29, 2008</td>
</tr>
<tr>
<td>E980178</td>
<td>Gilbert, Arizona</td>
<td>May 29, 2008</td>
</tr>
<tr>
<td>E980180</td>
<td>Gilbert, Arizona</td>
<td>May 29, 2008</td>
</tr>
<tr>
<td>E990138</td>
<td>Cheyenne, Wyoming</td>
<td>September 21, 2009</td>
</tr>
<tr>
<td>E990139</td>
<td>Cheyenne, Wyoming</td>
<td>September 21, 2009</td>
</tr>
<tr>
<td>E990309</td>
<td>Cheyenne, Wyoming</td>
<td>September 17, 2009</td>
</tr>
<tr>
<td>E990310</td>
<td>Cheyenne, Wyoming</td>
<td>September 21, 2009</td>
</tr>
</tbody>
</table>

* FCC records may show this earth station to be licensed under EchoStar Communications Corporation or EchoStar Licensee Corporation. However, the earth station is properly licensed under EchoStar North America Corporation.
Statement of Public Interest

For a complete statement of public interest, please see the Public Interest Statement (Part II) of the Consolidated Application for Authority to Transfer Control being filed concurrently with this Transfer of Control Application.
Attachment to Item 42a

The application, among other requests, seeks authority to continue utilizing the following non-United States authorized satellites:

- Anik satellites (E1 and E2) at 111.1° W.L. and 107.3° W.L.;
- Solidaridad satellites (1 and 2) at 109.2° W.L. and 113.0° W.L.

It is a matter of record before the Commission that these satellites are currently in orbit and operational and the international coordination process has been reportedly completed. Furthermore, several earth stations have been licensed by the Commission already to communicate with these satellites.

Accordingly, pursuant to Section 25.137 of the Commission’s rules, EchoStar Communications Corporation hereby submits that the financial and technical information with respect to these satellites specified in Section 25.114(c)(5)-(11), (14), (17) and (18) is not required to be included as part of the above-referenced application for authority to continue utilizing these satellites. Moreover, the instant application does not present any competition-related or other public interest concerns.
Response to Question 39


   Plaintiff seeking 35 million for alleged fraud, breach of contract, breach of warranties and violation of California’s unfair trade practices act. Hughes denies liability, and has filed cross-claims seeking contribution and indemnification from co-defendants. Co-defendants have filed cross-complaints seeking indemnification from Hughes. Discovery has commenced.

2. Grand Jury Investigation/State Department Review

   There is a pending grand jury investigation into whether Hughes should be accused of criminal violations of the export control laws arising out of the participation of two employees on a committee formed to review the findings of Chinese engineers regarding the failure of a Long March rocket in China in 1996. Hughes is also subject to the authority of the United States State Department to impose sanctions for non-criminal violations of the Arms Export Control Act.


   In September 2000, a putative class action was commenced against DIRECTV, Thomson Consumer Electronics, Best Buy Co., Circuit City Stores and Tandy Corporation. The named plaintiffs purport to represent a class of all consumers who purchased DIRECTV equipment and services any time from March 1996 to September 1, 2000, and allege that defendants have violated federal and California antitrust statutes by entering into agreements to exclude competition and force retailers to boycott competitors’ products and services.


   Putative class actions against NBA and NHL, its member teams and DIRECTV. Plaintiffs allege that the distribution agreements between the leagues and DIRECTV violate the antitrust laws. DIRECTV’s motion to compel arbitration was denied. DIRECTV has filed notice of appeal of the arbitration ruling.
Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, DC 20554

In the Matter of

Hughes Electronics Corporation, Transferor,

EchoStar Communications Corporation, Transferee,

Application for transfer of control of authority under Section 214 of the Communications Act of 1934, as amended, to provide domestic and international communication services, including to establish channels of communication between various U.S. earth stations and various INTELSAT satellites for provision of IBS and international television services.

APPLICATION FOR TRANSFER OF CONTROL OF SECTION 214 AUTHORITY

I. INTRODUCTION

Hughes Electronics Corporation ("Hughes" or "Transferor") and EchoStar Communications Corporation ("EchoStar" or "Transferee") hereby request the transfer of control of the authorization granted to PanAmSat Communications Carrier Services, Inc. ("Licensee"), pursuant to Section 214 of the Communications Act, as amended, 47 U.S.C. § 214, and Section 63.18 of the Commission's Rules, 47 C.F.R. § 63.18, to provide domestic and international communication services, including to establish
channels of communication between various U.S. earth stations and various INTELSAT Atlantic and Pacific Ocean region satellites for provision of IBS services; for authority to operate a 6/4 GHz international earth station at Fillmore, California connecting with INTELSAT Atlantic Ocean region satellites for provision of IBS services; and to establish channels of communication between the U.S. and INTELSAT Atlantic and Pacific region satellites for provision of international television service between the United States and points in the Atlantic Ocean. Those authorizations were granted to Hughes Communications Carrier Services, Inc. (subsequently renamed PanAmSat Communications Carrier Services, Inc.) by two separate orders in 1985. See Hughes Communications Carrier Services, Inc., File Nos. I-T-C-85-069, CSG-85-002-P/L, Memorandum Opinion, Order and Authorization (1985); Hughes Communications Carrier Services, Inc., File No. I-T-C-85-221, Memorandum Opinion, Order and Authorization (1985).\(^1\)

Part II of this Application describes the proposed transfer and demonstrates that grant of this Application is in the public interest. Part III provides the information required by 47 C.F.R. § 63.18.

\(^1\) See Hughes Communications, Inc. and Affiliated Companies and Anselmo Group Voting Trust/PanAmSat Licensee Corp. and Affiliated Companies, Application for Transfer of Control and/or Assignment of Various Space Station, Earth Station, and Section 214 Authorizations, 12 FCC Rcd 7534 (1997).
II. DESCRIPTION OF TRANSACTION AND PUBLIC INTEREST STATEMENT

As noted above, EchoStar and Hughes request Commission approval for transfer of control of the Section 214 authorization granted to Licensee on April 5, 1985 and December 5, 1985. Pursuant to a series of agreements dated October 28, 2001, and pending FCC approval, Hughes (or a newly formed holding company of Hughes) will be split-off from General Motors Corporation, will have a new ownership structure as a result of a merger with EchoStar Communications Corporation (a Nevada corporation), and will be renamed EchoStar Communications Corporation ("New EchoStar").

The proposed transfer of control is in the public interest because it will permit EchoStar to continue the full-range of telecommunications services provided by Licensee, thereby promoting competition and resulting in enhanced service options and improved service for U.S. consumers. See also Consolidated Application for Authority to Transfer Control, File No. ___ (being filed concurrently with this transfer of control application).
III. INFORMATION REQUIRED BY SECTION 63.18

The following information is provided in compliance with 47 C.F.R. § 63.18:

a. The name, address and telephone number of the Transferee is:

   EchoStar Communications Corporation
   5701 South Santa Fe
   Littleton, CO 80120
   (303) 723-1000

The name, address and telephone number of the Transferor is:

   Hughes Electronics Corporation
   11717 Exploration Lane
   Germantown, MD 20876
   (301) 428-5500

b. Hughes is a U.S. corporation, organized under the laws of Delaware, and
   EchoStar is a U.S. corporation organized under the laws of Nevada. After the merger,
   Hughes will be renamed EchoStar Communications Corporation, a Delaware
   corporation ("New EchoStar").

c. Correspondence concerning this Application should be directed to:

   David K. Moskowitz
   Senior Vice President and General Counsel
   EchoStar Communications Corporation
   5701 South Santa Fe
   Littleton, CO 80120
   (303) 723-1000

   Larry D. Hunter
   Corporate Vice President
   Hughes Electronics Corporation
   2230 East Imperial Hwy.
   El Segundo, CA 90245
   (310) 964-5000
with copies to:

Pantelis Michalopoulos
Philip L. Malet
Steptoe & Johnson LLP
1330 Connecticut Avenue, N.W.
Washington, D.C. 20036-1795
(202) 429-3000

James Barker
Gary Epstein
Latham & Watkins
555 11th Street, N.W.
Suite 1000
Washington, D.C. 20004-1304
(202) 637-2200

d. Echostar has not received authority previously under Section 214 of the Communications Act.

e. EchoStar and Hughes seek authority, pursuant to 47 C.F.R. § 63.18(e)(3), to transfer Hughes' Section 214 authorizations to EchoStar.

f. Not applicable.

g. Not applicable.

h. The name, address, citizenship and principal business of the sole shareholder that controls ten percent or more of EchoStar is:

Charles W. Ergen
Chairman and CEO
EchoStar Communications Corporation
5701 South Santa Fe
Littleton, CO 80120
Principal Business: Direct Broadcast Satellite and Other Communications Services
Citizenship: USA

EchoStar does not have any interlocking directorates with a foreign carrier.
i. EchoStar and Hughes certify, by their signatures to this Application, that they are not affiliated with any foreign carrier.

j. EchoStar and Hughes certify, by their signatures to this Application, that they do not seek to provide international telecommunications services to any destination country where:

1. EchoStar or Hughes is a foreign carrier in that country; or

2. EchoStar or Hughes controls a foreign carrier in that country; or

3. Any entity that owns more than 25 percent of EchoStar or Hughes, or that controls EchoStar or Hughes, controls a foreign carrier in that country

4. Two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25 percent of EchoStar or Hughes and are parties to, or the beneficiaries of, a contractual relation (e.g., a joint venture or market alliance) affecting the provision or marketing of international basic telecommunications services in the United States.

k. Not applicable.

l. Not applicable.

m. Not applicable.

n. EchoStar and Hughes certify, by their signatures to this Application, that they have not agreed and will not agree in the future to accept any direct or indirect special concessions from a foreign carrier or administration concerning traffic or revenue flows between the United States and any countries they are authorized to service.
o. EchoStar and Hughes certify, by their signatures to this Application, that they are not subject to denial of any federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.

p. The parties request streamlined processing pursuant to Section 63.12 of the Commission's Rules and are entitled to such processing because:

(1) They are not affiliated with a foreign carrier in a destination market;

(2) They do not have an affiliation with a dominant U.S. carrier whose international switched or private line services they seek to resell; and

(3) They do not seek authority to provide switched basic services to a country for which the Commission has not previously authorized the provision of switched services over private lines.

IV. CONCLUSION

For the reasons set forth above, EchoStar and Hughes request that the Commission promptly grant this Application to transfer control of the Licensee's Section 214 authorizations as requested herein.
ECHOSTAR COMMUNICATIONS CORPORATION

By: [Signature]
David K. Moskowitz
Senior Vice President and General Counsel
HUGHES ELECTRONICS CORPORATION

By: Eddy W. Hartenstein
Corporate Senior Executive Vice President
Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, DC 20554

In the Matter of

Hughes Electronics Corporation,
Transferor,

EchoStar Communications Corporation
Transferee,

Application for transfer of control of
authority under Section 214 of the
Communications Act of 1934, as
amended, to provide domestic and
global facilities-based and resale
services and to provide private line
and public switched services to
international points.

APPLICATION FOR TRANSFER OF CONTROL OF SECTION 214 AUTHORITY

I. INTRODUCTION

EchoStar Communications Corporation ("EchoStar" or "Transferee") and
Hughes Electronics Corporation ("Hughes" or "Transferor") hereby request the transfer
of control of the authorizations granted to PanAmSat Carrier Services, Inc. ("PanAmSat"
or "Licensee"), pursuant to Section 214 of the Communications Act of 1934, as
amended, 47 U.S.C. § 214, and Section 63.18 of the Commission's Rules, 47 C.F.R. §
63.18, to provide domestic and global facilities-based and resale services, and to
establish and operate channels of communication between the United States and the
PAS-1 Satellite for the provision of international private line and public switched services to and from overseas points. Those authorizations were granted to the Licensee by two separate orders. See Overseas Common Carrier Section 214 Applications Actions Taken, 13 FCC Rcd. 25180, File No. I-T-C-98-052 (1998) (granting global facilities-based and global resale service authority to PanAmSat); PanAmSat Carrier Services, Inc., 10 FCC Rcd. 928, File No. I-T-C-93-236 (1995) (granting PanAmSat authority to establish and operate channels of communication between satellite earth stations in the United States and the PAS-1 satellite).¹

Part II of this Application describes the proposed transfer and demonstrates that grant of this Application is in the public interest. Part III provides the information required by 47 C.F.R. § 63.18.

II. DESCRIPTION OF TRANSACTION AND PUBLIC INTEREST STATEMENT

As noted above, EchoStar and Hughes request Commission approval for transfer of control of the Section 214 authorizations granted to Licensee on March 5, 1998 and January 25, 1995. Pursuant to a series of agreements dated October 28, 2001, and pending FCC approval, EchoStar and Hughes have agreed to merge their businesses and transfer all of their FCC authorizations, including the subject 214 authorizations, to Hughes (or a newly formed holding company above Hughes). The merged entity will have a new ownership structure and will be renamed EchoStar

¹ See Hughes Communications, Inc. and Affiliated Companies and Anselmo Group Voting Trust/PanAmSat Licensee Corp. and Affiliated Companies, Application for Transfer of Control and/or Assignment of Various Space Station, Earth Station, and Section 214 Authorizations, 12 FCC Rcd 7534 (1997).
Communications Corporation ("New EchoStar"). This proposed license transfer will result from the transfer of Hughes' indirect majority equity stake in PanAmSat either to New EchoStar through the merger or to EchoStar through a separate purchase of Hughes' indirect stake in PanAmSat in the event the merger is terminated under certain circumstances.

The proposed transfer of control is in the public interest because it will permit EchoStar to continue the full-range of telecommunications services provided by PanAmSat, thereby promoting competition in the domestic and international service markets and resulting in enhanced service options and improved service for U.S. consumers. See also Consolidated Application for Authority to Transfer Control, File No. ____ (being filed concurrently with this transfer of control application).

III. INFORMATION REQUIRED BY SECTION 63.18

The following information is provided in compliance with 47 C.F.R. § 63.18:

a. The name, address and telephone number of the Transferee is:

EchoStar Communications Corporation
5701 South Santa Fe
Littleton, CO 80120
(303) 723-1000
The name, address and telephone number of the Transferor is:

Hughes Electronics Corporation
11717 Exploration Lane
Germantown, MD 20876
(301) 428-5500

b. Hughes is a U.S. corporation organized under the laws of Delaware, and EchoStar is a U.S. corporation organized under the laws of Nevada. After the merger, Hughes will be renamed EchoStar Communications Corporation, a Delaware corporation ("New EchoStar").

c. Correspondence concerning this Application should be directed to:

   David K. Moskowitz
   Senior Vice President and General Counsel
   EchoStar Communications Corporation
   5701 South Santa Fe
   Littleton, CO 80120
   (303) 723-1000

   Larry D. Hunter
   Corporate Vice President
   Hughes Electronics Corporation
   2230 East Imperial Hwy.
   El Segundo, CA 90245
   (310) 964-5000

   Kalpak Gude
   Vice President and Associate General Counsel
   PanAmSat Corporation
   1133 Connecticut Avenue, N.W.
   Suite 675
   Washington, DC 20036
   (202) 223-3511
with copies to:

Pantelis Michalopoulos
Philip L. Malet
Steptoe & Johnson LLP
1330 Connecticut Avenue, N.W.
Washington, D.C. 20036-1795
(202) 429-3000

James Barker
Gary Epstein
Latham & Watkins
555 11th Street, N.W.
Suite 1000
Washington, D.C. 20004-1304
(202) 637-2200

Joseph A. Godles
Goldberg, Godles, Weiner & Wright LLP
1229 19th Street, N.W.
Washington, D.C. 20036
(202) 429-4901

d. Echostar has not received authority previously under Section 214 of the Communications Act.

e. EchoStar and Hughes seek authority, pursuant to 47 C.F.R. § 63.18(e)(3), to transfer Licensee's Section 214 authorizations to EchoStar.

f. Not applicable.

g. Not applicable.

h. The name, address, citizenship and principal business of the sole shareholder that controls ten percent or more of EchoStar is:
EchoStar does not have any interlocking directorates with a foreign carrier.

i. EchoStar and Hughes certify, by signature to this Application, that they are not affiliated with a foreign carrier.

j. EchoStar and Hughes certify, by signature to this Application, that they do not seek to provide international telecommunications services to any destination country where:

(1) EchoStar or Hughes is a foreign carrier in that country; or

(2) EchoStar or Hughes controls a foreign carrier in that country; or

(3) Any entity that owns more than 25 percent of EchoStar or Hughes, or that controls EchoStar or Hughes, controls a foreign carrier in that country

(4) Two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25 percent of EchoStar or Hughes and are parties to, or the beneficiaries of, a contractual relation (e.g., a joint venture or market alliance) affecting the provision or marketing of international basic telecommunications services in the United States.

k. Not applicable.

l. Not applicable.

m. Not applicable.

n. EchoStar and Hughes certify, by their signatures to this Application, that they have not agreed and will not agree in the future to accept any direct or indirect
special concessions from a foreign carrier or administration concerning traffic or revenue flows between the United States and any countries they are authorized to serve.

o. EchoStar and Hughes certify, by their signatures to this Application, that they are not subject to denial of any federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.

p. The parties request streamlined processing pursuant to Section 63.12 of the Commission's Rules and are entitled to such processing because:

1. They are not affiliated with a foreign carrier in a destination market;

2. They do not have an affiliation with a dominant U.S. carrier whose international switched or private line services they seek to resell; and

3. They do not seek authority to provide switched basic services to a country for which the Commission has not previously authorized the provision of switched services over private lines.

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IV. CONCLUSION

For the reasons set forth above, EchoStar and Hughes request that the Commission promptly grant this Application to transfer control of Licensee's Section 214 authorizations as requested herein.
HUGHES ELECTRONICS CORPORATION

By:
Eddy V. Hartenstein
Corporate Senior Executive Vice President