

ORIGINAL

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DOCKET FILE COPY ORIGINAL

January 24, 2002

By Hand & Electronically

Ms. Marcia Glauberman
Policy and Rules Division
Federal Communications Commission
Room 3A738
455 Twelfth Street, S.W.
Washington, D.C. 20554

RECEIVED

JAN 24 2002

FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

Re: **Protective Order – Acknowledgments of Confidentiality,
In the Matter of EchoStar Communications Corporation,
General Motors Corporation, and Hughes Electronics
Corporation, CS Docket No. 01-348**

Dear Ms. Glauberman:

In accordance with paragraph 8 of the Protective Order released on January 9, 2002, please find enclosed executed Acknowledgments of Confidentiality for me and three of my colleagues who are counsel to Pegasus Communications Corporation in this proceeding.

These Acknowledgments are being filed at this time in light of the Bureau's Order Denying Pegasus Communications Corporation's Petition To Suspend The Pleading Cycle, which was released today. In footnote 9 of that Order, the Bureau stated that: "EchoStar, nonetheless, indicates that it will release this 'sensitive information,' i.e., Annexes I through IV to the Investment Agreement, pursuant to the Protective Order in this proceeding." We intend to contact counsel for the transfer applicants to determine when this information will be released.

By hand-delivered copies of this letter, we are serving copies of these Acknowledgments upon counsel for each of the transfer applicants today.

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Ms. Marcia Glauber
January 24, 2002
Page 2

If you have any questions, please do not hesitate to contact me at your convenience. Thank you.

Sincerely,



Patrick J. Grant

Enclosures

cc (w/encls): Pantelis Michalopoulos, Steptoe & Johnson, Counsel for EchoStar
Communications Corp.

Gary M. Epstein, Latham & Watkins, Counsel for General Motor
Corporation and Hughes Electronics Corporation

APPENDIX B

Acknowledgment of Confidentiality

I hereby acknowledge that I have received and read a copy of the foregoing Protective Order in the above-captioned proceeding, and I understand it. I agree that I am bound by the Protective Order and that I shall not disclose or use Stamped Confidential Documents or Confidential Information except as allowed by the Protective Order. I acknowledge that a violation of the Protective Order is a violation of an order of the Federal Communications Commission.

Without limiting the foregoing, to the extent that I have any employment, affiliation or role with any person or entity other than a conventional private law firm (such as, but not limited to, a lobbying or public interest organization), I acknowledge specifically that my access to any information obtained as a result of the order is due solely to my capacity as Counsel or consultant to a party or other person described in paragraph 5 of the foregoing Protective Order and that I will not use such information in any other capacity nor will I disclose such information except as specifically provided in the Protective Order.

I hereby certify that I am not involved in "competitive decision-making" as that term is used in the definition of In-House Counsel in paragraph 2 of the Protective Order.

I acknowledge that it is my obligation to ensure that: (1) Stamped Confidential Documents and Confidential Information are used only as provided in the Protective Order; and (2) Stamped Confidential Documents are not duplicated except as specifically permitted by the terms of paragraph 10 of the Protective Order, and I certify that I have verified that there are in place procedures, at my firm or office, to prevent unauthorized disclosure of Stamped Confidential Documents or Confidential Information.

Capitalized terms used herein and not otherwise defined shall have the meanings ascribed to them in the Protective Order.

Executed at Washington, D.C. this 24 day of January, 2002.



[Name] Patrick J. Grant
[Position] Partner
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(202) 942-6060

Counsel for Pegasus Communications Corp.

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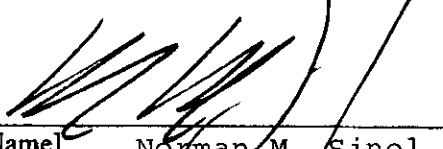
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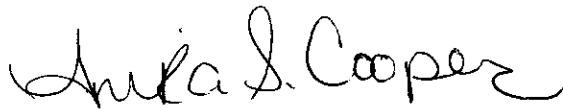
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