

Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.

701 Pennsylvania Avenue, N.W.
Washington, D.C. 20004

Benjamin J. Griffin

202 434 7300
202 434 7400 *fax*

Direct dial 202 661 8720
bgriffin@mintz.com

February 25, 2002

Mr. William Caton
Acting Secretary
Federal Communications Commission
455 12th Street, SW
Washington, D.C. 20554

Re: Application of EchoStar Communications Corporation, General Motors Corporation and Hughes Electronics Corporation (Transferors) and EchoStar Communications Corporation (Transferee) (CS Docket No. 01-348)

Dear Mr. Caton:

This letter is submitted in the above-referenced proceeding on behalf of R/L DBS Company, LLC ("R/L DBS"), which holds an authorization for a direct broadcast satellite ("DBS") service satellite that will operate over 11 DBS channels at the half-CONUS 61.5° W.L. orbital location.^{1/} As commenters have recognized, the EchoStar/DirecTV merger has the potential to change the competitive landscape for the provision of DBS service in the United States. Given that R/L DBS is one of the only two licensees of DBS spectrum other than EchoStar and DirecTV, it offers these comments on reply.

Since receiving an extension of its authorization in December 2000 (Memorandum Opinion and Order, DA 00-2852, rel. Dec. 29, 2000), and consistent with the milestones outlined in that Order, R/L DBS has been and is building a state-of-the art spot-beam satellite and plans to launch a competitive DBS service. In those markets covered by the R/L DBS spot-beams (a map of the R/L DBS satellite spot-beam coverage is attached), R/L DBS is developing plans to provide packages of local programming (including local-into-local broadcast retransmissions) in addition to national programming in competition with the incumbent DBS providers. Under the terms of its license, R/L DBS has access to 11 frequencies at 61.5° W.L. It currently expects to dedicate a majority of those frequencies to provide local programming in up to 148 DMAs. Consequently, given the limited number of remaining frequencies that can be used for national

^{1/} Upon consummation of a previously approved transaction (File No. SAT-T/C-20010605-00048, June 13, 2001), R/L DBS will be wholly-owned by Rainbow Media Holdings, Inc. and controlled by Cablevision Systems Corporation, a recognized innovator in the creation and marketing of multichannel video programming and related services to consumers.

Mr. William Caton
February 25, 2002
Page 2

programming, the “out-of-spot” national program offerings of R/L DBS – those that will be available to many of the rural markets that are the topic of concern among merger commenters – will be limited.

Following the consummation of the transaction between EchoStar and DirecTV, the merged entity will control 159 DBS frequencies, constituting all of the licensed United States’ DBS spectrum other than the 11 frequencies held by R/L DBS and the two frequencies used by Dominion Video Satellite, Inc. (“Dominion”). R/L DBS will be one of a very few potential competitors to the combined EchoStar/DirecTV in the United States DBS market.

Given the impact of the proposed merger and the potential strength of the merged entity, a greater allocation of spectrum at 61.5° W.L. to R/L DBS would facilitate the development by R/L DBS of a more robust product offering, including in rural “out-of-spot” markets. For example, there are two DBS channels at 61.5° W.L. that have not yet been assigned.^{2/} Additional capacity at 61.5° W.L. would lift the allocation dilemma faced by R/L DBS – limiting national programming to increase local-into-local penetration to more markets. R/L DBS could then increase substantially the scale of its offer to “out-of-spot” markets, including those unserved by cable, as well as the combined national/local program packages made available to households within the 22 satellite spot beams.

Respectfully submitted,

**Mintz, Levin, Cohn, Ferris,
Glovsky and Popeo, P.C.**

By: /s/ Benjamin J. Griffin
Howard J. Symons
Benjamin J. Griffin
Thomas G. Krattenmaker
Christopher R. Bjornson

Counsel for **R/L DBS Company, LLC**

BJG:jw
Attachment

^{2/} R/L DBS is the licensee of 11 frequencies at 61.5° W.L. Of the remaining 21, two are unassigned, two are licensed to and used by Dominion to transmit religious and family-oriented programming, six are licensed to Dominion but subleased to EchoStar, and 11 are licensed to and used by EchoStar.

Mr. William Caton

February 25, 2002

Page 3

cc: Qualex International
Royce Sherlock, FCC
Marcia Glauberman, FCC
Barbara Esbin, FCC
James Bird, FCC
David Sappington, FCC
JoAnn Lucanik, FCC
Douglas Webbink, FCC
Julius Knapp, FCC

Pantelis Michalopoulos, Esquire
Counsel for EchoStar Communications Corporation

Gary M. Epstein, Esquire
Counsel for General Motors Corporation
and Hughes Electronics Corporation

R/L DBS spot beam coverage from 61.5° W.L.

