FCC FORM 703 - FEDERAL COMMUNICATIONS COMMISSION APPLICATION FOR CONSENT TO TRANSFER CONTROL OF CORPORATION HOLDING STATION LICENSE

(This application must be filed before Transfer of Control takes place)

1. Name of corporate licensee: HNS License Sub, LLC

Attention: Steven Doiron

Street Address: 11717 Exploration Lane

PO Box:

City: Germantown State: MD Zip Code: 20876

Country:

E-mail Address: Steven.Doiron@hughes.com

2. Call sign and radio service of each station: WE2XEW XD WD2XFP XD WD2XRV XD

3. Transferee Name: EchoStar Corporation

Attention: Alison Minea

Street Address: 100 Inverness Terrace East

PO Box:

City: Englewood State: MD Zip: 80112

Country:

E-mail Address: Alison.Minea@dishnetwork.com

4. Subsequent to the Transfer of Control, will the licensee corporation be the same corporate entity? That is, will it retain its present name, corporate charter, State of incorporation, etc.? If "NO", submit an exhibit giving details. - Y

5. Subsequent to the Transfer of Control, will the licensee corporation be a representative of any foreign government? If "YES", submit an exhibit giving details. - N

6. Name of Corporate Licensee: HNS License Sub, LLC

7. Corporate Licensee Mailing Address:

Street Address: 11717 Exploration Lane

P.O. Box:

Mail Stop:

City: Germantown State: MD Zip: 20876

Country:

Email Address: Steven.Doiron@hughes.com

8.

CERTIFICATION

- Applicant waives any claim to the use of any particular frequency regardless of prior use by licensee or otherwise
- Applicant will have unlimited access to the radio equipment and will control access to exclude unauthorized persons;
- Neither applicant nor any member thereof is a foreign government or representative thereof;
- Applicant certifies that all statements made in this application and attachments are true, complete and made in good faith;
- Neither the 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 Abuse Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a

controlled substance.

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 LICENSE OR CONSTRUCTION PERMIT (U.S. CODE, TITLE 47, SECTION 312 (A)(1)), AND/OR FORFEITURE (U.S. CODE, TITLE 47, SECTION 503).

Signature of Authorized Employee of Licenese Corporation: Steven Doiron Date: Feb 28 2011 11:23PM

Signature of Transferee of Control: Jeffrey Blum, Sr. VP and Deputy General Counsel Date: Feb 28 2011 11:23PM

Officer

FCC FORM 442 - FEDERAL COMMUNICATIONS COMMISSION
APPLICATION FOR NEW OR MODIFIED RADIO STATION UNDER PART 5 OF FCC RULES - EXPERIMENTAL RADIO SERVICE (OTHER THAN BROADCAST)

Approved by OMB 3060 - 0065 Expires 09/30/98

Applicant's Name (company): HNS License Sub, LLC **File No.:** 0001-EX-TC-2011

Mailing Address

Attention: Steven Doiron
Street Address: 11717 Exploration Lane
P.O. Box:
City: Germantown
State: MD
Country:
Zip Code: 20876
E-Mail Address: Alison.Minea@dishnetwork.com

Application Purpose

Application is for: MODIFICATION OF LICENSE

For Modification indicate below

File No.: 0149-EX-ML-2010 **Callsign:** WE2XEW

Government Contract

Is this authorization to be used for fulfilling the requirement of a government contract with an agency of the United States Government? If "YES", include as an exhibit a narrative statement describing the government project, agency and contract number. No

Foreign Government Use

Is this authorization to be used for the exclusive purpose of developing radio equipment for export to be employed by stations under the jurisdiction of a foreign government? If "YES", include the contract number and the name of the foreign government concerned as an exhibit. No

Research Project

Is this authorization to be used for providing communications essential to a research project? (The radio communication is not the objective of the research project)? If "YES", include as an exhibit the following information:

a. **A description of the nature of the research project being conducted.**
b. **A showing that the communications facilities requested are necessary for the research project involved.**
c. **A showing that existing communications facilities are inadequete.**

No

Exhibit Information

If all the answers to Items 4, 5, 6 are "NO", include as an exhibit a narrative statement describing in detail the following items:

a. **The complete program of research and experimentation proposed including description of equipment and theory of operation.**
b. **The specific objectives sought to be accomplished.**
c. **How the program of experimentation has a reasonable promise of contribution to the development, extension, expansion or utilization of the radio art, or is along line not already investigated.**

Estimated Duration

Give an estimate of the length of time that will be required to complete the program of experimentation proposed in this application: 60 Months

Environmental Impact

Would a commission grant of this application come within Section 1.1307 of the FCC Rules, such that it may have a significant environmental impact? If "YES", include as an exhibit an Environmental Assessment as required by Section 1.1311. No

Manufacturer

List below transmitting equipment to be installed (if experimental, so state) if additional rows are required, please submit equipment list as an exhibit :

Manufacturer	Model Number	No. Of Units	Experimental
General Dynamics	S825-1100	20	No
General Dynamics	S825-1100	30	No

Station ID

Is the equipment listed in Item 10 capable of station identification pursuant to Section 5.115? No

Applicant Type

Applicant is: Corporation

Foreign Government

Is applicant a foreign government or a representative of a foreign government? No

License Denied or Revoked

Has applicant or any party to this application had any FCC station license or permit revoked or any application for permit, license or renewal denied by this Commission?

If "YES", include as an exhibit a statement giving call sign of license or permit revoked and relate circumstances.
No

Owner and Operator

Will applicant be owner and operator of the station? Yes

Contact Information

Give the following information of person who can best handle inquiries pertaining to this application: First Name: Steven
Last Name: Doiron
Title: Senior Director, Regulatory Affairs
Phone Number: 301-428-5506
E-Mail Address: Steven.Doiron@hughes.com

Drug Abuse Question

APPLICANT ANTI-DRUG ABUSE CERTIFICATION: By checking "YES", the individual applicant certifies that he or she is eligible for this license. This requires that he or she is not subject to a denial of federal benefits, including FCC benefits, as a result of a drug offense conviction pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. 862. A non-individual applicant, e.g., corporation. partnership or other unincorporated association, certifies that no party to the application is subject to a denial of federal benefits, pursuant to that section. For definition of a "party" for these purposes, see 47CFR 1.2002(b). Yes

Certification

THE APPLICANT CERTIFIES THAT:

a. **Copies of the FCC Rule Parts 2 and 5 are on hand; and**
b. **Adequete financial appropriations have been made to carry on the program of experimentation which will be conducted by qualified personnel; and**
c. **All operations will be on an experimental basis in accordance with Part 5 and other applicable rules, and will be conducted in such a manner and at such a time as to preclude harmful interference to any authorized station; and**
d. **Grant of the authorization requested herein will not be construed as a finding on the part of the Commission:**
   1. **that the frequencies and other technical parameters specified in the authorization are the best suited for the proposed program of experimentation, and**
   2. **that the applicant will be authorized to operate on any basis other than experimental, and**
   3. **that the Comission is obligated by the results of the experimental program to make provision in its rules including its table of frequency allocations for applicant's type of operation on a regularly licensed basis.**

THE APPLICANT FURTHER CERTIFIES THAT:

e. **All the statements in the application and attached exhibits are true, complete and correct to the best of the applicant's knowledge; and**
f. **The applicant is willing to finance and conduct the experimental program with full knowledge and understanding of the above limitations; and**
g. **The applicant waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the USA.**

Name of Applicant: HNS License Sub, LLC
Signature (Authorized person filing form): Jeffrey Blum, Sr. VP and Deputy General Counsel
Signature Date (Authorized person filing form): 02/28/2011
Title of Person Signing Application:
Classification: Office of applicant corporation or association

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 LICENSE OR CONSTRUCTION PERMIT (U.S. CODE, TITLE 47, SECTION 312(A)(1)), AND/OR FORFEITURE (U.S. CODE, TITLE 47, SECTION 503).

NOTIFICATION TO INDIVIDUALS UNDER PRIVACY ACT OF 1974 AND THE PAPERWORK REDUCTION ACT OF 1980

Information requested through this form is authorized by the Communications Act of 1934, as amended, and specified by Section 308 therein. The information will be used by Federal Communications Commission staff to determine eligibility for issuing authorizations in the use of the frequency spectrum and to effect the provisions of regulatory responsibilities rendered by the Commission by the Act. Information requested by this form will be available to the public unless otherwise requested pursuant to 47 CFR 0.459 of the FCC Rules and Regulations. Your response is required to obtain this authorization.

Public reporting burden for this collection of information is estimated to average four (4) hours per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing the burden to the Federal Communications Commission, Records Management Branch, Paperwork Reduction Project (3060-0065), Washington DC 20554. DO NOT send completed applications to this address. Individuals are not required to respond to this collection unless it displays a currently valid OMD control number.

THE FOREGOING NOTICE IS REQUIRED BY THE PRIVACY ACT OF 1974, P.L. 93-579, DECEMBER 31, 1974, 5 U.S.C. 552a(e)(3), AND THE PAPERWORK REDUCTION ACT OF 1980, P.L. 96-511, DECEMBER 11, 1980, 44 U.S.C. 3507.

Station Location

City	State	Latitude	Longitude	Mobile	Street (or other indication of location)	County	Radius of Operation
0		North	West	CONUS and territorial coastal waters			

Datum: NAD 83

Is a directional antenna (other than radar) used? Yes

Exhibit submitted: No

(a) Width of beam in degrees at the half-power point: 2.30

(b) Orientation in horizontal plane: 0.00

(c) Orientation in vertical plane: 0.00

Will the antenna extend more than 6 meters above the ground, or if mounted on an existing building, will it extend more than 6 meters above the building, or will the proposed antenna be mounted on an existing structure other than a building? No

(a) Overall height above ground to tip of antenna in meters:

(b) Elevation of ground at antenna site above mean sea level in meters:

(c) Distance to nearest aircraft landing area in kilometers:

(d) List any natural formations of existing man-made structures (hills, trees, water tanks, towers, etc.) which, in the opinion of the applicant, would tend to shield the antenna from aircraft:

Action	Frequency	Station Class	Output Power/ERP	Mean Peak	Frequency Tolerance (+/-)	Emission Designator	Modulating Signal
New	14.00000000-14.50000000 GHz	MO	15.000000 W 44.000000 kW	P	0.00001000 %	1M60G7D	

Action	Frequency	Station Class	Output Power/ERP	Mean Peak	Frequency Tolerance (+/-)	Emission Designator	Modulating Signal
New	14.00000000-14.50000000 GHz	MO	15.000000 W 44.000000 kW	P	0.00001000 %	12M8G7D	QPSK

Action	Frequency	Station Class	Output Power/ERP	Mean Peak	Frequency Tolerance (+/-)	Emission Designator	Modulating Signal
New	29.50000000-30.00000000 GHz	MO	10.000000 W 93.000000 kW	P	.	1M60G7D	

Action	Frequency	Station Class	Output Power/ERP	Mean Peak	Frequency Tolerance (+/-)	Emission Designator	Modulating Signal
New	29.50000000-30.00000000 GHz	MO	10.000000 W 93.000000 kW	P		800KG7D	QPSK, 512 ksymbols/sec

	City	State	Latitude	Longitude	Mobile	Street (or other indication of location)	County	Radius of Operation
0			North	West	CONUS and territorial coastal waters			

Datum: NAD 83

Is a directional antenna (other than radar) used? Yes

Exhibit submitted: No

(a) Width of beam in degrees at the half-power point: 2.50

(b) Orientation in horizontal plane: 0.00

(c) Orientation in vertical plane: 0.00

Will the antenna extend more than 6 meters above the ground, or if mounted on an existing building, will it extend more than 6 meters above the building, or will the proposed antenna be mounted on an existing structure other than a building? No

(a) Overall height above ground to tip of antenna in meters:

(b) Elevation of ground at antenna site above mean sea level in meters:

(c) Distance to nearest aircraft landing area in kilometers:

(d) List any natural formations of existing man-made structures (hills, trees, water tanks, towers, etc.) which, in the opinion of the applicant, would tend to shield the antenna from aircraft:

Action	Frequency	Station Class	Output Power/ERP	Mean Peak	Frequency Tolerance (+/-)	Emission Designator	Modulating Signal
New	14.00000000-14.50000000 GHz	MO	15.000000 W 30.000000 kW	P	0.00001000 %	1M60G7D	

Action	Frequency	Station Class	Output Power/ERP	Mean Peak	Frequency Tolerance (+/-)	Emission Designator	Modulating Signal
New	14.00000000-14.50000000 GHz	MO	15.000000 W 30.000000 kW	P	0.00001000 %	12M8G7D	QPSK

	City	State	Latitude	Longitude	Mobile	Street (or other indication of location)	County	Radius of Operation
0			North	West	CONUS and territorial coastal waters			

Datum: NAD 83

Is a directional antenna (other than radar) used? Yes

Exhibit submitted: No

(a) Width of beam in degrees at the half-power point: 2.60

(b) Orientation in horizontal plane: 0.00

(c) Orientation in vertical plane: 0.00

Will the antenna extend more than 6 meters above the ground, or if mounted on an existing building, will it extend more than 6 meters above the building, or will the proposed antenna be mounted on an existing structure other than a building? No

(a) Overall height above ground to tip of antenna in meters:

(b) Elevation of ground at antenna site above mean sea level in meters:

(c) Distance to nearest aircraft landing area in kilometers:

(d) List any natural formations of existing man-made structures (hills, trees, water tanks, towers, etc.) which, in the opinion of the applicant, would tend to shield the antenna from aircraft:

Action	Frequency	Station Class	Output Power/ERP	Mean Peak	Frequency Tolerance (+/-)	Emission Designator	Modulating Signal
New	14.00000000-14.50000000 GHz	MO	15.000000 W 25.000000 kW	P	0.00001000 %	1M60G7D	

Action	Frequency	Station Class	Output Power/ERP	Mean Peak	Frequency Tolerance (+/-)	Emission Designator	Modulating Signal
New	14.00000000-14.50000000 GHz	MO	15.000000 W 25.000000 kW	P	0.00001000 %	12M8G7D	QPSK

Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554

Application of		
HUGHES COMMUNICATIONS, INC.,		
Transferor,	File Nos.	SES-T/C-20110228-00221 SES-T/C-20110228-00222 SES-T/C-20110228-00223 SES-T/C-20110228-00224 SAT-T/C-20110228-00041 SAT-T/C-20110228-00042
and		
ECHOSTAR CORPORATION,		
Transferee,		
For Authority to Transfer Control.		

ERRATUM

EchoStar Corporation ("EchoStar") and Hughes Communications, Inc. ("Hughes") (collectively, "Applicants"), through counsel, hereby submit an Erratum to the above-captioned transfer of control applications. The purpose of this Erratum is to correct clerical errors in a chart depicting the ownership structure of Hughes prior to the proposed transfer of control. The original chart was included as part of the comprehensive exhibit which was attached to the transfer of control applications. A replacement chart is attached hereto.

Respectfully submitted,

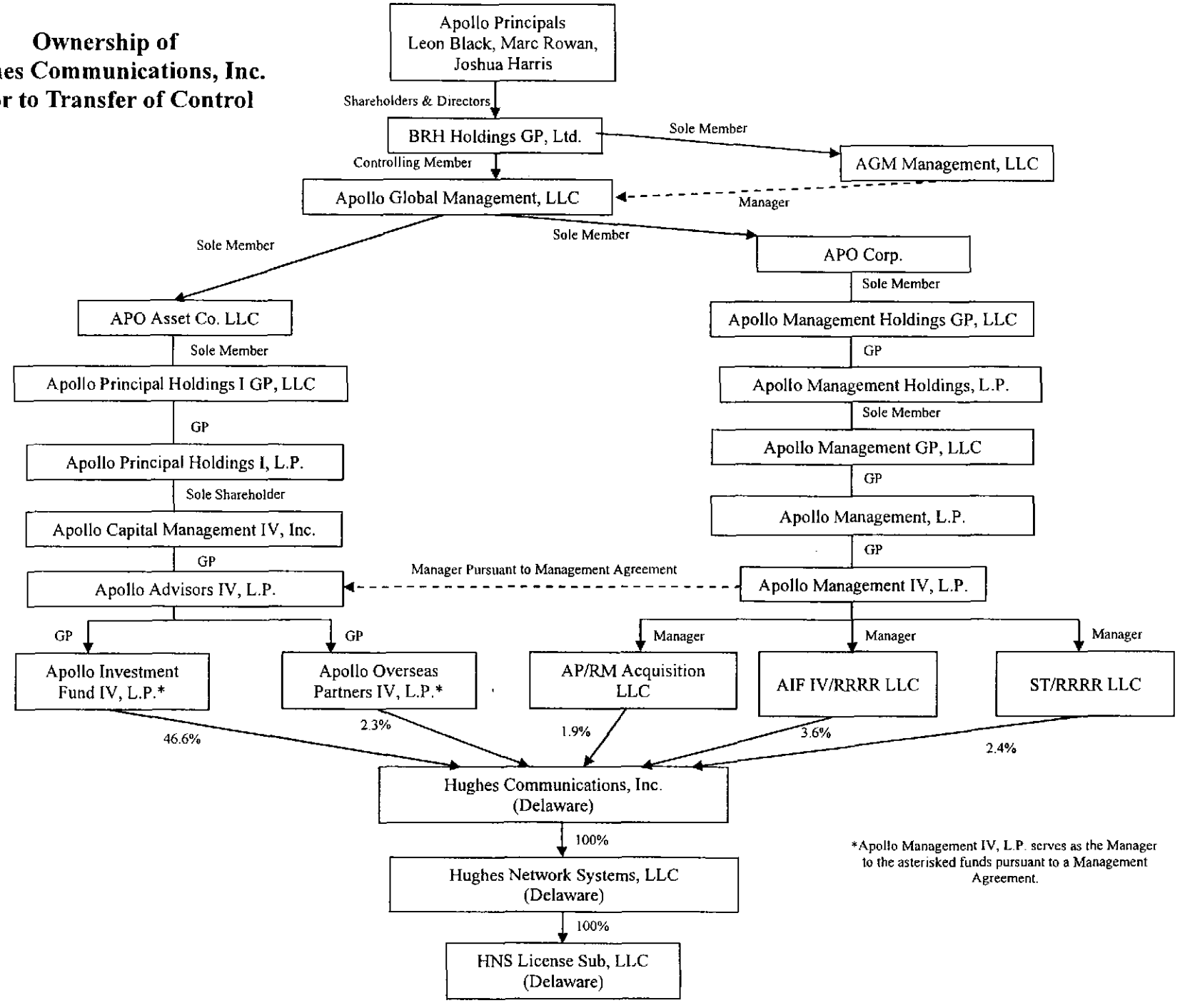
/s/

Pantelis Michalopoulos
Steptoe & Johnson LLP
1330 Connecticut Avenue, NW
Washington, D.C. 20036
(202) 429-3000
Counsel for EchoStar Corporation

Tom Davidson
Akin Gump Strauss Hauer & Feld LLP
1333 New Hampshire Avenue, NW
Washington, D.C. 20036
(202) 887-4011
Counsel for Hughes Communications, Inc.

Dated: March 2, 2011

Ownership of Hughes Communications, Inc. Prior to Transfer of Control



*Apollo Management IV, L.P. serves as the Manager to the asterisked funds pursuant to a Management Agreement.

Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554

Application of	)	
HUGHES COMMUNICATIONS, INC.,	)	
Transferor,	)	File Nos. _____
and	)	
ECHOSTAR CORPORATION,	)	
Transferee,	)	
For Authority to Transfer Control.	)	

CONSOLIDATED APPLICATION FOR AUTHORITY TO TRANSFER CONTROL

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Attachment 3 – Response to FCC Form 312, Question 36

Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554

Application of	)	
HUGHES COMMUNICATIONS, INC.,	)	
Transferor,	)	File Nos. _____
and	)	
ECHOSTAR CORPORATION,	)	
Transferee,	)	
For Authority to Transfer Control.	)	

CONSOLIDATED APPLICATION FOR AUTHORITY TO TRANSFER CONTROL

I. INTRODUCTION AND SUMMARY

EchoStar Corporation ("EchoStar") and Hughes Communications, Inc. ("Hughes") (collectively, "Applicants") seek approval for a merger that will join the expertise and resources of two very experienced satellite firms. EchoStar is a recognized pacesetter in the communications industry for its innovation in satellite solutions and technology. Hughes is a global pioneer in broadband satellite technologies and services and is a major provider of managed network services. The two companies are satellite operators that offer different but potentially complementary services and product lines. As a result, their merger will promote the public interest and carry out important Congressional and Federal Communications Commission ("Commission") policies by enhancing competition, increasing broadband access to unserved and underserved Americans, and promoting efficient use of spectrum. Specifically:

- **Greater Broadband Availability and Competition.** The proposed merger will result in the provision of more robust broadband services to rural and underserved areas by increasing the amount of satellite capacity available to provide such services. Additionally, by combining the engineering, financial, and satellite resources of EchoStar and Hughes, the proposed merger will spur competition for broadband services everywhere.

- **A Strengthened Satellite Broadband Provider.** The proposed merger will: (i) combine Hughes' current engineering capabilities with those of EchoStar, producing a combined brain trust of more than 2,000 engineers skilled in the provision of satellite-delivered services and focused upon improving access to, and the quality of, satellite-delivered broadband; (ii) endow the combined company with an improved financial position, which will allow the company to make further investments in its satellite infrastructure; (iii) allow access to additional satellite capacity, thus allowing for increased subscriber growth; (iv) combine EchoStar's years of experience operating a satellite-delivered video service and close working relationship with one of the nation's largest video distributors with Hughes' years of experience operating a satellite-delivered broadband service, thus creating the potential for offering both satellite TV service and satellite broadband service; and (v) bring a satellite broadband provider under the control of Mr. Charles W. Ergen, who has presided over an increase of satellite television subscribers from zero to over 14 million in a 15-year period.

- **A Stronger Fixed-Satellite Service ("FSS") Competitor.** The combined company will have more satellites, satellite capacity, orbital positions, and terrestrial infrastructure and will, therefore, be better able to compete with the current large FSS incumbents, including Intelsat and SES, as well as fiber and other terrestrial networks.

- **No Significant Negative Competitive Effects.** The benefits deriving from the proposed merger do not come at the price of any significant negative competitive impact, as there is very limited overlap between the services provided by each company today. In addition, while the proposed merger will increase EchoStar's ability to compete with large FSS incumbents, Hughes' and EchoStar's combined number of operational FSS satellites will still be far lower than the fleets commanded by Intelsat and SES.

To achieve these public interest benefits, the Applicants request the Commission's consent, in accordance with Section 310 of the Communications Act of 1934, as amended ("Communications Act"),[1] to transfer control over the satellite, earth station, and other related

[1] 47 U.S.C. § 310.

authorizations held by Hughes Network Systems, LLC, and HNS License Sub, LLC (both wholly owned subsidiaries of Hughes) to EchoStar.

The Applicants respectfully request expedited Commission action on this Application. There is good cause for this request given the limited window for funding the transaction in a still fragile financing environment, as well as the need to integrate the companies' operations soon in order to make a competitive difference. The Applicants note that the Commission took 51 days to evaluate the ViaSat-WildBlue transaction, a transaction that may have presented more significant issues from a regulatory perspective than the instant merger.[2]

This consolidated Application consists of a narrative description of the parties and the transaction, including a discussion of the public interest benefits of the transaction, declarations from both Applicants, and several attachments. In addition, each FCC form and its associated exhibits and filing fee have been filed separately in accordance with the Commission's rules. To the extent that any pending applications, or any other applications for new facilities or for renewal or modification of existing facilities, are granted prior to the approval of this transaction, the Applicants request a determination by the Commission that the grant of this Application includes authority for EchoStar to acquire control of any authorizations subsequently granted to Hughes pursuant to these applications.

[2] The applications were filed on October 22, 2009. The application fees were paid on October 26, 2009. The applications were accepted for filing on October 28, 2009. And the approval was granted on December 9, 2009. *See* ViaSat, Inc., FCC File No. SES-T/C-20091026-01360 (granted Dec. 8, 2009); *see also* Public Notice, Report No. SES-01201, Satellite Communications Services Information RE: Actions Taken (rel. Dec. 9, 2009).

II. THE PARTIES AND THE TRANSACTION

A. Description of the Parties

1. EchoStar.

EchoStar is a pioneer and innovator in the satellite industry. EchoStar's roots reach back more than 30 years when its Chairman, Charles W. Ergen, first entered the satellite television business as a distributor of C-Band television satellite systems. Since then, EchoStar and its predecessor companies have earned a reputation as innovators in consumer satellite technology: the first to develop a UHF remote control; the first to offer a satellite receiver for less than $200; the first to offer an integrated receiver descrambler for C-band satellite TV; the first to offer satellite television receivers with built-in digital video recorders; and more.[3]

EchoStar launched its first Direct Broadcast Satellite ("DBS") service satellite in December 1995 and began offering DBS service in 1996. At the time, some analysts questioned whether EchoStar would be able to reach the one million subscriber mark. In any event, EchoStar had one million subscribers as of 1997, and subscriber growth has continued at a rapid pace since. Today, DISH Network Corporation ("DISH"), EchoStar's affiliate, serves more than 14 million households and is the industry leader in multichannel video distribution technology and high definition programming.

EchoStar was spun off from DISH on January 1, 2008. Prior to that time, EchoStar's operations were combined with those of DISH. Today, both companies continue to be majority-owned by Mr. Ergen. Mr. Ergen is a visionary entrepreneur and has earned such accolades as CEO of the Year for the Satellite Industry and Space Industry Business Man of the Year. Mr. Ergen was instrumental in initiating "local-into-local" satellite service which gave American

[3] EchoStar Corporation, About EchoStar, www.echostar.com/company.aspx (last visited Feb. 28, 2011).

consumers the option to watch their local television channels via satellite. He was a co-founder of the Satellite Broadcasting Communications Association.

EchoStar was spun off from DISH on January 1, 2008, when DISH distributed to EchoStar its digital set-top box business and certain infrastructure and other assets, including certain of its satellites, satellite transmission assets, real estate, and other assets and related liabilities. Since the spinoff, while they have both remained majority-owned by Mr. Ergen, EchoStar and DISH have operated as separate, publicly traded companies, and neither entity has any ownership interest in the other.

EchoStar has since continued to build a significant, independent satellite operation. EchoStar focuses on creating hardware and service solutions for cable, telecommunications, IPTV, and satellite companies worldwide. To that end, EchoStar now employs about 1,100 engineers.

Today, EchoStar operates two primary business units: its satellite services business, and its digital set-top box business.

Satellite Services Business. EchoStar's satellite services business leases capacity on a full-time and occasional-use basis using its owned and leased in-orbit satellites. EchoStar currently leases capacity primarily to DISH for the purpose of providing DBS service to subscribers in the United States. EchoStar also leases satellite capacity to service providers for government entities, as well as to Internet service providers, broadcast news organizations, and private enterprise customers.

To support its satellite services business, EchoStar owns and operates six satellites: five DBS satellites (EchoStar 3 at 61.5° W.L., EchoStar 4 at 77° W.L., EchoStar 6 at 77° W.L., EchoStar 8 at 77° W.L., and EchoStar 12 at 61.5° W.L.) and one hybrid Ku-/Ka-band FSS

satellite (EchoStar 9 at 121° W.L.). EchoStar also leases capacity on five additional satellites, of which three are DBS (EchoStar 1 at 77° W.L., EchoStar 15 at 61.5° W.L., and Nimiq 5 at 72.7° W.L.) and two are Ka/Ku-band FSS (AMC-15 at 105° W.L. and AMC-16 at 85° W.L.). EchoStar also has an authorization to operate a DBS satellite at 86.5° W.L., and has requested a modification of that license to permit the operation of its EchoStar 8 satellite at that orbital location. Furthermore, EchoStar has licenses for five Reverse Band Working ("RBW") DBS satellites at 62.15° W.L., 75° W.L., 79° W.L., 107° W.L., and 110.4° W.L.

Products and Services for Video Entertainment. EchoStar is also in the "digital set-top box" business, designing, developing, and distributing digital set-top boxes and related products, including its Slingbox "placeshifting" technology. Its primary customers are satellite TV service providers, telecommunications companies, and cable operators. EchoStar also provides digital broadcast operations, including satellite uplinking/downlinking, transmission services, signal processing, conditional access management, and other services, primarily to DISH. EchoStar's principal digital broadcast centers are located in Cheyenne, Wyoming and Gilbert, Arizona. The company also has five regional digital broadcast centers. Programming and other data are received at these centers by fiber optic cable or satellite; there, they are processed, compressed, and encrypted and then uplinked to EchoStar's satellites and customers' satellites for transmission to end users.

Today, EchoStar provides DISH with key satellite capacity for the DISH DBS service. EchoStar also uplinks the programming that makes the DISH DBS service, both to EchoStar's satellites leased to DISH and to DISH's own satellites from EchoStar's uplink centers. Finally, EchoStar is DISH's sole supplier of digital set-top boxes and is a key provider of engineering services to DISH.

2. Hughes.

Hughes operates primarily through its wholly owned subsidiary, Hughes Network Systems, LLC ("HNS"). Today, Hughes employs approximately 2,200 people, including about 900 engineers worldwide, many of whom are located in Hughes' Germantown, Maryland facility. Since 1971, HNS has been a pioneer in commercial digital satellite communications and has achieved extensive depth and experience in the development, manufacturing, and operation of satellite-based data, voice, and video networks. In 1983, HNS deployed its first very small aperture terminal ("VSAT") network.

Using this expertise, HNS provides highly reliable, end-to-end communications with guaranteed quality of service to its enterprise customers regardless of the number of fixed or mobile sites or their geographic location. HNS started its business as an equipment and system supplier. In 1988, HNS began providing communications services, initially, to medium and large enterprises. About 10 years later, HNS leveraged its experience with its enterprise customers to expand its business into other growing market areas such as providing broadband Internet service to consumers and small and medium sized businesses. In addition, HNS has strategically used its technology base and expertise in satellite communications to provide turnkey satellite ground systems and user terminal equipment to mobile system operators and to provide broadband satellite network services and systems to both enterprise and residential customers.

HNS is the direct parent company of HNS License Sub, LLC, which holds various earth station licenses, and the indirect parent company of Hughes Network Systems, Ltd., which holds space station licenses from the United Kingdom. It owns and operates the SPACEWAY 3 satellite at the 94.95° W.L. orbital location. It is also building another satellite, Jupiter 1 (formerly known as SPACEWAY 4), that is set to use the 107.1° W.L. orbital location, and has

pending applications for the proposed SPACEWAY 5 and SPACEWAY 6 satellites, which would provide additional satellite capacity from the nominal 91° W.L. and 109° W.L. orbital locations. HNS operates in the following businesses: high-speed broadband Internet access, VSAT and other enterprise services, and equipment manufacturing.

Residential Satellite Broadband Services. In 2001, HNS launched its residential satellite Internet broadband access service, now called HughesNet®. HNS focused its efforts on underserved areas, including rural and suburban consumers. The quality and growth potential of HNS' residential satellite Internet broadband access service was enhanced in April 2008 when the SPACEWAY 3 satellite was brought into service. The satellite is designed to provide 10 Gbps of capacity and subscriber speeds comparable to Digital Subscriber Line ("DSL"). In order to provide its satellite delivered broadband Internet services, HNS provides its subscribers with user terminals consisting of a small antenna and radio transceiver located on the roof or side of a home and a satellite modem located indoors near the user's computer or router. Hughes then utilizes gateways throughout the United States and SPACEWAY 3 to communicate with the consumer terminals.

Additional capacity will become available when HNS launches its Jupiter 1 satellite in the first half of 2012. The Jupiter 1 satellite will employ a multi-spot beam, bent-pipe architecture. This next-generation, Ka-band, high-throughput satellite will provide enhanced download speeds between 2 and 25 Mbps and significant additional capacity of approximately 100 Gbps, enabling service to 1.5 to 2 million customers.

The HughesNet® service currently reaches all 50 states, Puerto Rico, and parts of Canada and provided service to over 578,000 subscribers as of December 31, 2010. HughesNet® packages range in price from $59.99 for 1 Mbps download/200 Kbps upload speeds, including

five email accounts, to $109.99 for 2 Mbps download/300 Kbps upload speeds, including ten email accounts.[4] HNS also offers customers the option to purchase equipment up front or to rent the equipment for a monthly service fee.

VSAT Enterprise Services. HNS also offers commercial satellite communications services over its network of VSAT terminals, including business-grade, broadband Internet access service. That network operates by connecting multiple, geographically dispersed communication sites through HNS' or another FSS provider's satellite system to a network hub, and from there to a data center or the Internet. HNS also provides wholesale VSAT service to resellers, which provide service to end users using their own network of VSAT terminals. Furthermore, HNS provides augmented VSAT services to large enterprises through various owned and operated service businesses throughout the United States, Europe, India, and Brazil, delivering continent-wide broadband satellite connectivity along with a range of managed solutions and applications to major enterprise customers in virtually every vertical sector. This allows HNS to combine the use of satellite and terrestrial alternatives, offering solutions that are tailored and cost optimized to specific customer requirements as well as to provide networking systems solutions to customers for mobile satellite and wireless backhaul systems. HNS leases transponder capacity on satellites from multiple providers for its enterprise customers. It also maintains hub facilities, located in Germany, India, and Brazil that provide ground support to HNS' international enterprise customers. The satellite capacity used to support these international hubs is procured from FSS providers such as Eutelsat and Intelsat.

Satellite Equipment. HNS also is a pioneering designer and manufacturer of satellite-based network equipment. HNS supplies a growing family of authorized service providers,

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[4] *See* HughesNet, Plans and Pricing, http://consumer.hughesnet.com/plans.cfm (last visited Feb.

government organizations, and businesses with advanced broadband systems and terminals. HNS has designed and manufactured products, including satellite Network Operations Centers ("NOCs") and gateways; two-way broadband satellite routers; mobile satellite handhelds and high-speed IP data terminals; and broadband wireless systems. To date, HNS has manufactured and shipped more than 2.5 million VSAT terminals to customers in over 100 countries.

B. Description of the Transaction

On February 13, 2011, the boards of directors of Hughes and EchoStar approved an agreement pursuant to which EchoStar will acquire all outstanding shares in Hughes and will assume Hughes' outstanding debt in a deal valued at approximately $2 billion.[5] Pursuant to the agreement, Broadband Acquisition Corporation, a wholly owned subsidiary of EchoStar, will merge with and into Hughes, with Hughes emerging as the surviving corporation and a wholly owned subsidiary of EchoStar. The existing and resulting corporate structures are illustrated pictorially in the charts provided in Attachment 1.

C. Authorizations to Be Transferred

As a result of the transaction, EchoStar will acquire indirect control over Hughes' FCC licenses and authorizations, which are set forth in the tables below and also are detailed, along with currently pending Hughes applications, in Attachment 2 of this Application. The authorizations include a license to operate SPACEWAY 3 at 94.95° W.L. and an authorization under a Letter of Intent ("LOI") to provide FSS service into the United States from 107.1° W.L. using the soon-to-be-launched Jupiter 1 satellite, which is licensed to Hughes Network Systems

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28, 2011). Prices are discounted further in the first 3 months.

[5] *See* Press Release, EchoStar Corporation and Hughes Communications, Inc., EchoStar Corporation to Acquire Hughes Communications, Inc. – Combination Creates a Worldwide Leader in Satellite Delivered Video and Broadband Services (Feb. 14, 2011) ("Transaction Announcement").

Ltd. by the United Kingdom,[6] as well as 20 associated earth station licenses and three experimental licenses.[7]

Satellite Authorizations Held and to Be Transferred by Hughes

Licensee	Satellite Name and Call Sign	Location	Service/ Band	Grant Date	Launch Date
Hughes Network Systems, LLC	SPACEWAY 3 (S2663)	94.95° W.L.	FSS/Ka	4/19/05	8/14/07
Hughes Network Systems, LLC	Jupiter 1 (formerly SPACEWAY 4) (S2753) – Letter of Intent authorization for UK-licensed satellite to access the U.S. market	107.1° W.L.	FSS/Ka	5/5/10	Early 2012

Earth Station Licenses Held and to Be Transferred by Hughes

Licensee	Call Sign	Service	Grant Date	Expiration
HNS License Sub, LLC	E000166[8]	FSS VSAT	7/2/10	9/13/25
HNS License Sub, LLC	E010187	International FSS	8/28/01	8/28/11
HNS License Sub, LLC	E020195	Domestic/International FSS	10/12/04	10/24/17
HNS License Sub, LLC	E020205	ESV	6/30/09	9/27/17
HNS License Sub, LLC	E020206	Domestic/International FSS	2/17/09	9/27/17
HNS License Sub, LLC	E020207	Domestic FSS	2/17/09	9/30/17
HNS License Sub, LLC	E020208	Domestic FSS	2/17/09	9/27/17
HNS License Sub, LLC	E040382	FSS	10/14/09	11/30/19

[6] The transfer of control of the LOI resulting from the instant merger is not subject to prior Commission approval. *See New DBSD Satellite Services G.P.*, DA 10-1881 ¶ 7 (rel. Sept. 29, 2010). Nonetheless, the Applicants have completed a Form 312 with respect to that transfer, too, for informational purposes and to assist the Commission in making the appropriate administrative updates to its records.

[7] The licensees have previously submitted information, incorporated here by reference, responsive to 47 C.F.R. § 25.137 – and there will be no changes in the operation of Hughes' earth stations as a result of the instant transfer of control. *See* Hughes Network Systems, LLC, FCC File No. SAT-LOI-20091110-00119 (granted Jan. 13, 2009).

[8] The VSAT earth station operating under call sign E000166 is currently operating under special temporary authority ("STA") to permit interim changes to frequencies on the hub antenna Hughes used to access the Galaxy 25 satellite due to reassignment of frequencies by the Galaxy 25 satellite operator. *See* File No. SES-STA-20110111-00036. The STA is set to expire on March 16, 2011. The Applicants request the Commission's authority for EchoStar to acquire control of this STA and any STAs subsequently granted to Hughes prior to the approval of this transaction.

HNS License Sub, LLC	E040436	FSS	10/14/09	12/22/19
HNS License Sub, LLC	E050236	FSS	10/20/08	9/27/20
HNS License Sub, LLC	E060382	FSS	3/6/07	3/6/22
HNS License Sub, LLC	E060383	FSS	3/6/07	3/6/22
HNS License Sub, LLC	E060445	VSAT	1/12/10	2/27/22
HNS License Sub, LLC	E090178	FSS	11/23/09	11/23/24
HNS License Sub, LLC	E8454	FSS	10/20/08	3/20/22
HNS License Sub, LLC	E940441	FSS	10/20/08	9/9/19
HNS License Sub, LLC	E940460	VSAT	8/26/08	12/23/19
HNS License Sub, LLC	E950010	FSS	10/20/08	12/16/19
HNS License Sub, LLC	E980296	FSS	10/20/08	9/4/23
HNS License Sub, LLC	E990170	VSAT	5/18/09	7/27/24

Experimental Licenses Held and to Be Transferred by Hughes

Licensee	File No.	Call Sign	Description	Expiration
HNS License Sub, LLC	0149-EX-ML-2010	WE2XEW	Mobile (Ku/Ka-band)	6/1/2011
HNS License Sub, LLC	0066-EX-RR-2008	WD2XFP	"Satellite-on-a-Pole" (Ka-band)	5/1/13
HNS License Sub, LLC	0109-EX-RR-2009	WD2XRV	Test Range (Ka-band)	7/1/14

III. THE TRANSACTION SERVES THE PUBLIC INTEREST

The proposed acquisition of Hughes by EchoStar meets the test set forth in Section 310(d) of the Communications Act, as this is a merger between firms with complementary services and capabilities. Among many other benefits, it will create a greatly strengthened provider of broadband Internet access service, especially in rural areas. It will bring a provider of high-speed access service under the control of Mr. Ergen, who led the astronomical increase in DISH's subscribership from zero to over 14 million. Subject to negotiation of a commercial agreement between DISH and EchoStar, the transaction has the potential to lead to access to DISH's subscribers and create opportunities for a seamless "triple play" bundled offering (video, Internet access, voice). The provision of such combined services would greatly increase the ability of satellite-delivered broadband and video to compete against incumbent cable and telecommunications operators.

The merger will also provide EchoStar with access to additional satellite capacity necessary for its various operations, as well as provide EchoStar with access to Hughes' substantial technical and design expertise, which will facilitate EchoStar's continued innovation in the satellite equipment market. At the same time, the lack of any significant overlap in the services provided by each company and the structure of the markets in which the combined entity will compete eliminates the possibility of any risk of harm to the public interest.

A. The Transaction Meets All Applicable Statutory and Regulatory Requirements

Under Section 310(d) of the Communications Act, the Commission may approve the proposed acquisition of Hughes by EchoStar upon a finding that "the public interest, convenience, and necessity will be served."[9] The Commission's public interest evaluation necessarily encompasses the "broad aims of the Communications Act,"[10] which include, among other things, accelerating private sector deployment of advanced services, avoiding anticompetitive effects, and generally managing the spectrum in the public interest.[11] The merger directly serves these public interest objectives by bringing EchoStar and Hughes together in a synergistic combination that will facilitate private sector deployment of advanced services

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[9] 47 U.S.C. § 310(d).

[10] *See* Comcast Corporation, General Electric Company, and NBC Universal, MB Docket No. 10-56, *Memorandum Opinion and Order*, FCC 11-4 ¶ 23 (rel. Jan. 20, 2011) ("*Comcast-NBCU Order*"); Applications for Consent to the Transfer of Control of Licenses, XM Satellite Radio Holdings Inc., Transferor, to Sirius Satellite Radio Inc., Transferee, *Memorandum Opinion and Order and Report and Order*, 23 FCC Rcd. 12348, 12364-65 ¶ 31 (2008); Liberty News Corp. and DIRECTV Group, Inc. and Liberty Media Corp. for Authority to Transfer Control, *Memorandum Opinion and Order*, 23 FCC Rcd. 3265, 3277-78 ¶ 23 (2008); Intelsat Holdings, Ltd., *Memorandum Opinion and Order*, 22 FCC Rcd. 22151, 22156-57 ¶¶ 16-17 (2007); BCE Inc. and Lorel Skynet Corp., *Memorandum Opinion and Order*, 22 FCC Rcd. 18049, 18052-53 ¶¶ 11-12 (2007) ("*BCE-Loral Order*").

[11] 47 U.S.C. § 521(4); *see also Comcast-NBCU Order* ¶ 23; Iridium Holdings LLC, *Memorandum Opinion and Order*, 24 FCC Rcd. 10725, 10732 ¶ 16 (2009) (citing 47 U.S.C. §

and build on the independent strengths of the two companies. Furthermore, the merger will enable Hughes to better serve the President's objectives set forth in the National Space Policy.[12] Specifically, the merger will promote competitive domestic industries to participate in global markets and advance the development of: satellite manufacturing; satellite-based services; space launch; terrestrial applications; and increased entrepreneurship.[13] Furthermore, a robust and competitive commercial space sector will foster the continued progress of the United States in space.

The Commission's public interest analysis generally has included an examination of the following fundamental questions: (i) whether the transaction would result in a violation of the Communications Act or the Commission's rules; (ii) whether the transaction promises to yield affirmative public interest benefits; and (iii) whether the transaction would substantially frustrate or impair the Commission's implementation or enforcement of the Communications Act or other related statutes or interfere with the Act's objectives.[14] The analysis also includes an evaluation of the likely competitive effects of the transaction and whether the proposed transfer creates a significant likelihood of competitive harm.[15] Here, the transaction will yield substantial public interest benefits, especially with respect to competition; it will violate no statutory or Commission rule; and it will not frustrate any Commission objective.

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157); Telecommunications Act of 1996, Pub. L. No. 104-104, 110 Stat. 56, Preamble (1996); *BCE-Loral Order*, 22 FCC Rcd. at 18052-54 ¶¶ 11-13.

[12] *See* Office of the President of the United States of America, National Space Policy of the United States of America, 3-4 (Jun. 28, 2010), *available at* http://www.whitehouse.gov/sites/default/files/national_space_policy_6-28-10.pdf.

[13] *Id.*

[14] *See, e.g.*, *Comcast-NBCU Order* ¶ 26; Time Warner Inc. and America Online, Inc., *Memorandum Opinion and Order*, 16 FCC Rcd. 6547, 6548-49 ¶ 1 (2001) ("*AOL-Time Warner Order*").

[15] *AOL-Time Warner Order*, 16 FCC Rcd. at 6549 ¶ 1.

To begin with, the proposed transaction does not implicate any foreign ownership, aggregation, cross-ownership, or any other restrictions imposed by the Communications Act, Commission regulation, or applicable statute. Both EchoStar and Hughes are currently Commission licensees, and the combined company's Chairman will be Mr. Ergen, the Chairman of EchoStar. The qualifications of all relevant parties are therefore a matter of record before the Commission. The combined entity will not have foreign ownership that even approaches the benchmark of any applicable foreign ownership rule. The proposed merger also does not implicate any Commission rule or policy governing cross-ownership between services. The transaction is also consistent with all applicable satellite service rules, including limitations stemming from past surrenders of licenses.[16] Likewise, the transaction does not implicate the rule that no one person is permitted to have an attributable interest in more than five authorizations for GSO-like satellites that are unbuilt.[17]

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[16] The International Bureau has held that certain past surrenders of satellite authorizations give rise to a presumption of "speculation" by EchoStar, which in turn limits the number of pending applications and unbuilt satellites a licensee may hold. *See* EchoStar Corporation, Application to Operate a C-Band Geostationary Satellite Orbit Satellite in the Fixed-Satellite Service at the 84.9° W.L. Orbital Location, *Memorandum Opinion and Order*, 25 FCC Rcd. 10193 (2010). EchoStar is contesting that decision. *See* EchoStar Corporation, Petition for Reconsideration, FCC File No. SAT-LOA-20090528-0006 (filed Aug. 30, 2010). But the decision is inapposite here as the Commission has explicitly noted that the limitation on pending applications does not apply to the acquisition of control over licenses for existing satellites. *See* Amendment of the Commission's Space Station Licensing Rules and Policies, *First Report and Order*, 18 FCC Rcd. 10760, 10850 ¶ 233 (2003) ("*First Come, First Served Order*") ("These limits do not apply to applications for replacement satellites, renewals of NGSO-like constellation licenses, modifications, transfers of control, or any other satellite-related application. Nor will we include a U.S. applicant's foreign-licensed satellites in these limits.").

[17] 47 C.F.R. § 25.159(a). While EchoStar currently has authorizations for five 17/24 GHz BSS satellites that have yet to be launched, that restriction, too, does not apply to transfers of control. *See id.* ("These limits do not apply to applications for replacement satellites, renewals . . . , modifications, transfers of control, or any other satellite-related application."). In addition, none of these restrictions applies to the foreign-licensed satellites of U.S. operators, such as the Jupiter 1 LOI authorization or the pending LOI applications for SPACEWAY 5 and 6, all three of which

B. The Transaction Will Produce Powerful Public Interest Synergies by Combining the Expertise of Both Companies

This is a transaction that is, first and foremost, about synergies. The CEOs of the two companies explained it well in announcing the transaction. Pradman Kaul, President and Chief Executive Officer of Hughes, stated:

> [T]his transaction brings together the two premier providers of satellite communications services and delivers substantial value to our shareholders. By combining Hughes' operational strength and proven record of customer satisfaction with EchoStar's expertise in cutting edge satellite video technology, customers will benefit significantly from our shared institutional excellence.[18]

Michael Dugan, President and Chief Executive Officer of EchoStar, explained:

> There is a unique and compelling fit between Hughes and EchoStar. With a rich engineering culture, an extensive fleet of owned and leased satellites, and experienced personnel in communications centers around the world, the combination of EchoStar and Hughes will create a powerful leader in video and data transport.[19]

These synergies will translate into a more vigorously competitive and efficient high speed broadband Internet access service, more competition with FSS operators and terrestrial networks, and lower cost and more innovative customer equipment. Moreover, both companies possess a rich engineering culture, vast knowledge in complementary satellite disciplines, and experienced personnel in communications centers around the world.

1. The Transaction's Synergies Will Promote Broadband Deployment by Strengthening Satellite Broadband.

The combined company will be a powerful and innovative competitor in broadband deployment consistent with the goals of the Communications Act. As the Commission has explained, broadband access has the capability of "unleashing new opportunities for American

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are authorized by the United Kingdom's Office of Communications. *See id.* ("Nor will we include a U.S. applicant's foreign-licensed satellites in these limits.").

[18] Transaction Announcement at 1.

innovators to create products and industries, new ways for citizens to engage their elected officials and a new foundation for job growth and international competitiveness."[20] As a result, the Commission has made it a priority that "every American . . . have affordable access to robust broadband service."[21]

But broadband adoption "lags considerably" for rural users, who are "less likely to have access to more than one [broadband] provider" than their urban counterparts.[22] As a result, costs for rural subscribers are higher and available speeds lower compared to their urban counterparts.

Fortunately, satellite systems are well-suited for the provision of broadband services in rural America. Satellites have broad coverage and are able to offer high-quality, ubiquitous service as soon as the satellite system is launched and operational. They can thus offer instantaneous deployment to low-population density and low-income areas.[23] As noted in the *National Broadband Plan*, "[s]atellite has the advantage of being both ubiquitous and having a geographically independent cost structure, making it particularly well suited to serve high-cost, low-density areas."[24]

Satellite also has proven to be a key communications source in times of emergency – a capacity shown to be of critical importance by recent events. During Hurricane Katrina, for example, the American Red Cross relied on VSAT networks to communicate with its field

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[19] *Id.*

[20] Federal Communications Commission, *Connecting America: The National Broadband Plan* 3 (2010) ("*National Broadband Plan*").

[21] *Id.* at 10.

[22] *Id.* at 37.

[23] *See* Extending Wireless Telecommunications Services to Tribal Lands, WT Docket No. 99-266, *Notice of Proposed Rulemaking*, 14 FCC Rcd. 13679, 13690 ¶ 24 (1999).

[24] *National Broadband Plan* at 137.

operations.[25] More recently, when the Egyptian government shut down the country's link to the outside world, Internet service providers ("ISPs") with the ability to link internationally through satellite broadband were still able to provide vital service.[26]

Today, only WildBlue and Hughes provide satellite-based fixed broadband service to retail consumers in the United States, with penetration rates for each company at around half a million subscribers. Satellite broadband consumer deployment has been somewhat limited, however, in part because it historically has been perceived as too slow, with download speeds often under 1 Mbps,[27] and companies have had difficulties dealing with the high fixed costs of designing, building, and launching a satellite.[28]

This transaction will greatly enhance the combined company's ability to address these challenges. It will bring to Hughes' existing broadband service EchoStar's additional engineering expertise as well as its relationship with DISH and its DBS service. It will also endow the combined company with additional satellite capacity and increased financial resources that will add strength to the service for the long term. As an example, Hughes engineers are experienced with the complicated loading factors and logistics associated with the provision of satellite broadband service, where the data traffic received by each user has an impact on the amount of data that can be accessed and sent by another customer. EchoStar's engineers, for their part, are well-steeped in the logistics of serving millions of customers – far more than now served by Hughes' high speed access service. Efficient deployment of the high-capacity Jupiter

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[25] American Red Cross, Technology Response to Hurricanes Katrina and Rita, http://www.sia.org/Civil-Presentations/Armond%20Mascelli%20-%20Red%20Cross.pdf.

[26] James Glanz, *Egypt Leaders Found 'Off' Switch for Internet*, *NY Times*, Jan. 28, 2011, http://www.nytimes.com/2011/02/16/technology/16internet.html?pagewanted=all (depicting efforts of small Egyptian ISP to use satellite broadband to reconnect its customers).

[27] *National Broadband Plan* at 21.

1 satellite, which will have download speeds comparable to those of cable high-speed access – ranging between 2-25 Mbps[29] – calls for precisely this mix of expertise. In addition, the merged company will profit from being able to deploy its combined fleet of satellites more efficiently. Excess capacity on a satellite that is now on the EchoStar side of the ledger could be used in certain cases to satisfy peak demand for a service now provided by Hughes.

Furthermore, for the significantly enhanced capacity of the Jupiter 1 satellite to be used most efficiently and effectively, such capacity could be "married" to access a significant subscriber base. EchoStar is in a position to potentially offer such access through its relationship with DISH. Significantly, the smooth working of a partnership offering subscribers the potential of a "triple play" bundle of video, high-speed access, and voice depends on a number of factors. These include engineering collaboration that will result in a seamless technical experience for the subscriber. It could be more difficult for an independent Hughes to enter into an effective arrangement of this kind with DISH. The combined entity, by contrast, will potentially be on much better footing in this respect: EchoStar and DISH currently engage in such information exchange and collaboration on a daily basis as a result of EchoStar's provision of significant satellite capacity, uplink services, set-top boxes, and other engineering services to DISH.

In short, the ability to provide video and broadband services, coupled with the cable-comparable data rates portended by the Jupiter 1 satellite, has the potential to increase competition for the existing bundled pay-TV and Internet packages offered by large, vertically integrated firms such as Comcast and Verizon. The transaction is thus likely to help bring more broadband service to rural consumers and more competitive service everywhere.

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[28] *Id.* at 62.

[29] Hughes, Jupiter, http://www.hughes.com/ProductsAndTechnology/Jupiter/Pages /default.aspx (last visited Feb. 28, 2011); *see also National Broadband Plan* at 38.

2. The Merger Will Strengthen the Combined Company's Market Position and Expertise in the Enterprise Market and in the Manufacture of Low Cost Satellite Equipment.

The merger will also produce many synergies beyond those already discussed. The transaction will improve the efficient distribution of wholesale satellite service because EchoStar can combine its years of delivering wholesale capacity and providing FSS backhaul services with Hughes' experience and expertise in the wholesale VSAT markets. This experience is not limited to satellite operations, but also extends to the development of increasingly advanced end-user equipment and distribution of that equipment to millions of consumers.

The merger combines two firms with a proven track record of providing low-cost satellite equipment to consumers. Both Hughes and EchoStar are on the cutting edge in different satellite services, with each developing innovative advances in satellite technology and manufacturing advanced satellite equipment. EchoStar's set-top boxes, by way of example, have consistently earned awards and accolades.[30] Hughes, in turn, is one of the leading producers of VSAT terminals.[31] By combining their engineering innovation and manufacturing prowess, the transaction will only enhance their ability to innovate in both areas.

3. The Transaction Will Spur Competition to FSS Providers and Terrestrial Networks.

In addition to promoting broadband and improving the ability of the combined entity to provide services and manufacturing products, the transaction will increase competition for FSS enterprise services, which includes Hughes's VSAT enterprise service. At present, the FSS

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[30] P.J. Jacobowitz, *Dish Network ViP922 SlingLoaded DVR*, *PC Magazine*, Aug. 16, 2010, http://www.pcmag.com/article2/0,2817,2367800,00.asp?tab=FullReview ("If you're lucky enough to be on the Dish Network, the ViP922 is the best DVR you can get, especially if you want to watch TV anytime or anywhere."); John P. Falcone, *EchoStar SlingLoaded HD DVR 922 Combines Slingbox and DVR into One Super Set-Top Box*, *CNET*, Jan. 8, 2009, http://ces.cnet.com/8301-19167_1-10137052-100.html.

industry is dominated by two major players – Intelsat and SES – as a result of significant acquisitions by these companies within the last five years.[32] The domestic and global footprint of these two entities far outstrips the combined FSS footprint of EchoStar and Hughes. According to the Commission's 2008 *Satellite Competition Report*, Intelsat and SES collectively comprise some 83% of the domestic wholesale FSS networking business (without taking into account terrestrial fiber and microwave networks, with which Intelsat and SES compete).[33] Hughes' share of that business, by contrast, was too small to justify separate discussion by the Commission and was therefore lumped in with the providers in the "other" category. EchoStar, for its part, does not offer VSAT services – it only leases some very limited capacity for provision of some VSAT-type services by other companies. But in combining the resources of EchoStar and Hughes – including the merged satellite and orbital capacity, the combined brain trust and technical know-how of more than 2,000 engineers, and the years of experience – this transaction will allow the combined entity to compete more forcefully against these major players. Among other things, the transaction will allow the combined entity to better compete against terrestrial fiber networks by lowering the cost of consumer equipment, increasing the bandwidth available for satellite broadband services, increasing the broadband speed for consumers, and lowering the per-Mbps cost. As a result of the transaction, the combined entity

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[31] *Comsys VSAT Report, Hughes Market Summary & Company Profile* 54 (2010) (11th ed.).

[32] Second Annual Report and Analysis of Competitive Market Conditions with Respect to Domestic and International Satellite Communications Services, IB Docket No. 07-252, *Second Report*, FCC 08-247 ¶ 26 (rel. Oct. 16, 2008) ("*Satellite Competition Report*"). As the Commission said, participants in the network services business "include FSS satellite operators; some teleport operators; all foreign-licensed satellite operators listed on the Permitted list; resellers of satellite capacity; terrestrial wireline and wireless carriers where they have network facilities; some self-supplying carriers and government users; and 'network integrators,' which are companies that supply their retail customers with network services." *Id.* ¶ 18.

[33] *Id.* ¶¶ 85-86, Table 4.

will be able to take advantage of economies of scale, lower its overhead, expand its footprint both globally and domestically, and better use its combined satellite capacity.

C. The Merger Will Not Result in Public Interest Harms

While the transaction provides many public interest benefits, including enhanced competition in a number of markets, it poses no risk of competitive harm. This is true for two simple reasons: there is only limited overlap between the two stand-alone companies' services; and there are much larger FSS providers, as well as terrestrial competitors. In short, this merger will complement and expand the services consumers receive.

1. No Significant Overlap in Services.

A significant portion of Hughes' business is its provision of residential satellite broadband services to subscribers through its HughesNet® offering. Neither EchoStar nor DISH is a supplier of broadband Internet access services today. Another large portion of Hughes' business is in the provision of VSAT enterprise services, primarily to enterprise customers both in the United States and around the world. EchoStar does not directly participate in this market either.[34] Hughes, for its part, does not compete with EchoStar's business of providing DBS and FSS satellite capacity and technical assistance, or with EchoStar's set-top box business.

2. Competition Will Remain Robust.

Even if overlaps were determined to exist, they would not be a concern because the two companies' services are subject to competitive pressure from the larger FSS and terrestrial

[34] EchoStar does lease some bulk capacity on certain of its Ka-band satellites to resellers, who in turn may use that leased capacity primarily to provide wholesale VSAT service to government customers. Even assuming this creates an indirect and limited overlap between the two companies, it presents no competitive issues. Such VSAT offerings are only a small part of a much larger market for domestic FSS and terrestrial network services featuring participants that will dwarf the combined entity, such as SES and Intelsat for FSS service, and AT&T and Verizon for terrestrial services. In addition, at least two other companies provide VSAT service to enterprise customers – Spacenet and ViaSat.

incumbents, which provide ample competitive choices. The proposed transaction would not materially alter this competitive environment. Backhaul video services, which EchoStar provides for DISH and, to a limited extent, DIRECTV, for example, can be offered, and are in fact offered, by a number of large FSS providers such as SES and Intelsat – which control 38% and 31% respectively of the satellite portion of the video contribution and distribution business as of the Commission's *2008 Satellite Competition Report*.[35] Equally important, the provision of backhaul video service to these customers is subject to considerable competition from fiber and microwave networks. As a result, consummation of this transaction will not result in any negative effects, but rather will create a small but vibrant competitor.

Furthermore, the satellite broadband market will not be adversely affected by this transaction. EchoStar does not compete against Hughes in the satellite broadband market. While EchoStar leases some limited wholesale capacity on the AMC-15 satellite to WildBlue, a provider of satellite broadband services,[36] the proposed transaction will not interfere with EchoStar's existing lease agreement with WildBlue. WildBlue will remain a strong competitor in this space, not least because it will have ample other partnership options and sources of capacity, including its current distribution agreement with DIRECTV and the Viasat-1 satellite.

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[35] *Satellite Competition Report* ¶¶ 85-86, Table 4.

[36] Contractually, under the terms of the lease agreement, WildBlue has a right to access this capacity for the life of the satellite. The cost of that access is fixed for the term of the agreement. As a result of these contractual protections, the combined entity would not be able to deny WildBlue access to the bare capacity on AMC-15, nor can it increase the price as a means of forcing WildBlue to cancel the agreement. Additionally, because the agreement is for bare capacity, the combined entity cannot manipulate the service quality provided over AMC-15. WildBlue has also entered into a capacity reservation agreement with EchoStar pursuant to which EchoStar reserves additional capacity on AMC-15 and AMC-16 for WildBlue's use. That reservation of capacity is related to a distribution agreement between WildBlue and DISH, which was entered into prior to the spinoff and is currently set to expire in August of this year. With the launch of ViaSat-1 set for this summer, WildBlue will have ample capacity for its operations.

IV. WAIVER REQUEST FOR PENDING APPLICATIONS

The Commission should exempt all currently pending applications filed by Hughes and its subsidiaries and by EchoStar from any applicable rules that would require such applications to be re-filed.[37] The Commission has traditionally granted such exemptions where the proposed transaction will serve a legitimate business purpose and will serve the public interest.[38]

As described throughout this Application, the proposed transaction serves a legitimate business purpose and serves the public interest. By combining their satellite assets and operational resources, the transaction will enhance the combined enterprise's U.S. and global service capabilities, allowing it to compete more effectively. The transaction involves – indeed, it is primarily focused upon – an operational satellite and the already-licensed Jupiter 1, which is under physical construction in anticipation of an early 2012 launch. Moreover, the applications currently pending are an integral part of Hughes' and EchoStar's expansion plans that were announced well before this proposed transaction and are essential to the continued competitiveness of their respective businesses. Under these circumstances, there can be no question that the transaction serves an independent business purpose and was not entered into for the purpose of merely acquiring the pending applications.[39]

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[37] *See* 47 C.F.R. § 25.158(c). The exemption requested in this section corresponds to the waivers requested on FCC Form 312, Question 35 for the space station applications.

[38] *See, e.g.*, DirectCom Networks, Inc., *Order and Authorization*, 16 FCC Rcd. 14287, 14292 ¶ 16 (2001); Loral Space & Comm. & Orion Network Syst., *Order and Authorization*, 13 FCC Rcd. 4592, 4599 ¶ 17 (1998) ("*Loral-Orion Order*"); AT&T Corp. & Loral SpaceCom Corp., *Order and Authorization*, 12 FCC Rcd. 925, 926-27 ¶ 96 & n.6 (1997) (waiving the rule "to allow acquisition of interests in applications as part of a larger corporate transaction involving acquisition of substantial and ongoing lines of business apart from the applications.").

[39] *See Loral-Orion Order*, 13 FCC Rcd. at 4599-4600 ¶ 17; General Electric Capital Corp. and SES Global S.A., *Order and Authorization*, 16 FCC Rcd. 17575, 17598 ¶ 56 (2001).

V. REQUEST FOR PERMIT-BUT-DISCLOSE STATUS

The Applicants request that the Commission designate the *ex parte* status of this proceeding as "permit-but-disclose" under the Commission's rules.[40] Doing so will facilitate the development of a complete record and is consistent with Commission decisions in other transactions.[41]

VI. CONCLUSION

The transaction complies with all Commission rules and regulations and will serve the public interest. It creates significant and powerful synergies for both companies and will enhance competition in the provision of broadband, satellite services, and consumer equipment. These public interest benefits are not undermined by any threat, either to any Commission objective or to competition in any relevant market, especially as EchoStar and Hughes offer services without significant overlap today. Consequently, the Applicants respectfully request that the Commission grant the application promptly and provide for any other authority that the Commission finds necessary or appropriate to enable the Applicants to consummate the proposed transaction.

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[40] 47 C.F.R. § 1.1206.

[41] *See, e.g.*, Public Notice, IB Docket No 08-143, Pleading Cycle Established, DA 08-1659, at 9-10 (rel. July 14, 2008).

Respectfully submitted,

/s/

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Senior Vice President, General Counsel, and Secretary
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11717 Exploration Lane
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(301) 428-5500

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Counsel for EchoStar Corporation

Dated: February 28, 2011

DECLARATION OF KENNETH CARROLL

I, Kenneth Carroll, being over 18 years of age, swear and affirm as follows:

1. I make this declaration in support of the application for the transfer of control over the Federal Communications Commission ("FCC") authorizations held by Hughes Communications, Inc. ("Hughes") and its subsidiaries to EchoStar Corporation ("EchoStar").

2. I am EchoStar Satellite Services' Chief Operating Officer.

3. I make this declaration based upon personal knowledge, information and belief. I will provide a brief description of EchoStar's current business and then describe some of the benefits I expect to come from Hughes' merger with EchoStar.

ECHOSTAR'S CURRENT BUSINESS

4. EchoStar is a pioneer and innovator in the satellite industry. EchoStar's roots reach back more than 30 years when its Chairman, Charles Ergen, first entered the satellite television business as a distributor of C-Band television satellite systems. Since then, EchoStar and its predecessor companies have earned a reputation as innovators in consumer satellite technology: the first to develop a UHF remote control; the first to offer a satellite receiver for less than $200; the first to offer an integrated receiver descrambler for C-band satellite TV; the first to offer satellite television receivers with built-in digital video recorders; and more.

5. EchoStar launched its first Direct Broadcast Satellite ("DBS") service satellite in December 1995 and began offering DBS service in 1996. At the time, some analysts questioned whether EchoStar would be able to reach the one million subscriber mark. In any event, EchoStar had one million subscribers as of 1997, and subscriber growth has continued at a rapid pace since. Today, DISH Network Corporation ("DISH"), EchoStar's affiliate, serves more than

14 million households and is the industry leader in multichannel video distribution technology and high definition programming.

6. EchoStar was spun off from DISH on January 1, 2008. Prior to that time, EchoStar's operations were combined with those of DISH. Today, both companies continue to be majority-owned by Mr. Ergen. Since the spinoff separating EchoStar and DISH, EchoStar has continued to build a significant satellite operation.

7. As a company, EchoStar is focused on the engineering and technical operations component of satellite services with over 1,100 engineers in its employ.

8. EchoStar operates two primary business units: satellite services; and products and services for delivering video.

9. **Satellite Services.** EchoStar's satellite services business leases capacity on a full-time and occasional-use basis using its owned and leased in-orbit satellites. EchoStar currently leases capacity primarily to DISH for the purpose of providing DBS service to subscribers in the United States. EchoStar also leases satellite capacity to service providers for government entities, as well as to Internet service providers, broadcast news organizations, and private enterprise customers.

10. To support its satellite services business, EchoStar owns and operates six satellites: five DBS satellites (EchoStar 3 at 61.5° W.L., EchoStar 4 at 77° W.L., EchoStar 6 at 77° W.L., EchoStar 8 at 77° W.L., and EchoStar 12 at 61.5° W.L.) and one hybrid Ku-/Ka-band satellite (EchoStar 9 at 121° W.L.). EchoStar also leases capacity on five additional satellites, of which three are DBS (EchoStar 1 at 77° W.L., EchoStar 15 at 61.5° W.L., and Nimiq 5 at 72.7° W.L.) and two are Ka/Ku band FSS (AMC-15 at 105° W.L., and AMC-16 at 85° W.L.). EchoStar also has an authorization to operate a DBS satellite at 86.5° W.L., and has requested a

modification of that license to permit the operation of its EchoStar 8 satellite at that orbital location. Furthermore, EchoStar has licenses for five 17/24 GHz Reverse Band Working ("RBW") DBS satellites at 62.15° W.L., 75° W.L., 79° W.L., 107° W.L., and 110.4° W.L.

11. **Products and Services for Video Entertainment.** EchoStar is also in the "digital set-top box" business – designing, developing and distributing digital set-top boxes and related products, including its Slingbox "placeshifting" technology, primarily for satellite TV service providers, telecommunications and cable companies. EchoStar also provides digital broadcast operations, including satellite uplinking/downlinking, transmission services, signal processing, conditional access management, and other services, primarily to DISH.

12. To my knowledge, Hughes does not provide most of the services discussed above.

BENEFITS FROM THE MERGER

13. A combined Hughes-EchoStar entity will create unique synergies from the combination of the complementary satellite business of the two companies. Neither company could achieve these benefits standing alone.

14. EchoStar excels at complex engineering and other logistics of DTH services offered to many millions of subscribers. Mr. Ergen is a recognized expert at spurring and managing rapid subscriber growth. Hughes, for its part, has immense expertise in an equally complex but complementary discipline – the technology and logistics of offering satellite broadband Internet access service. Expanding the service quality and subscriber base of satellite broadband Internet access requires many of the same skillsets that are used to develop and grow the DTH market.

15. I also believe the merger will facilitate possible commercial relationships to offer a "double" or "triple play" bundle (video, Internet access, and voice) to many of DISH's 14

million plus subscriber base. Among other things, this could accelerate the growth of satellite broadband Internet access offered by Jupiter 1 (Hughes' newest satellite) once it is launched, and could lower the per-subscriber costs of the service.

I declare under penalty of perjury that the foregoing is true and correct to the best of my information, knowledge and belief. Executed on February 28, 2011.

Kenneth Carroll
Chief Operating Officer
EchoStar Satellite Services

DECLARATION OF DEAN A. MANSON

I, Dean A. Manson, being over 18 years of age, swear and affirm as follows:

1. I make this declaration in support of the application for the transfer of control over the Federal Communications Commission ("FCC") authorizations held by Hughes Communications, Inc. ("Hughes") and its subsidiaries to EchoStar Corporation ("EchoStar").

2. I am the Senior Vice President, General Counsel and Secretary of Hughes.

3. I make this declaration based upon personal knowledge, information, and belief. I will provide a brief description of Hughes' current business and then describe some of the benefits I expect to flow from Hughes' merger with EchoStar.

4. In short, the merger will produce significant benefits that neither company could likely achieve standing alone. These benefits include: the combined brain trust of a veritable army of engineers versed in different but complementary satellite disciplines; the pooling of two companies' satellite resources; and the synergies of potentially leveraging EchoStar's relationship with the DISH Network to gain access to DISH's subscriber base.

HUGHES' CURRENT BUSINESS

5. Since 1971, Hughes (together with its predecessors) has been a pioneer in commercial digital satellite communications and has achieved extensive depth and experience in the development, manufacturing, and operation of satellite-based data, voice, and video networks. In 1983, Hughes deployed its first very small aperture terminal ("VSAT") network. Using this expertise, Hughes provides highly reliable, end-to-end communications with guaranteed quality of service to its enterprise customers, regardless of the number of fixed or mobile sites or their geographic location. Hughes started its business as an equipment and system supplier. In 1988, Hughes began providing communications services, initially to medium

and large enterprises. About 10 years later, Hughes leveraged its experience with its enterprise customers to expand its business into other growing market areas, such as providing broadband Internet service to consumers and small- and medium-sized businesses. In addition, Hughes has strategically used its technological base and expertise in satellite communications to provide turnkey satellite ground systems and user terminal equipment to mobile system operators.

6. Today, Hughes employs approximately 900 engineers worldwide, most of whom are located in Hughes' Germantown, Maryland facility.

7. Hughes provides broadband satellite network services and systems to both enterprise and residential customers. It owns and operates the SPACEWAY 3 satellite at the 94.95° W.L. orbital location. It is also building another satellite, Jupiter 1 (formerly known as SPACEWAY 4), that is set to use the 107.1° W.L. orbital location, and has pending applications for the proposed SPACEWAY 5 and SPACEWAY 6 satellites, which would provide additional satellite capacity from the nominal 91° W.L. and 109° W.L. orbital locations. Hughes operates in the following businesses: high-speed broadband Internet access, VSAT and other enterprise services, and equipment manufacturing.

8. **Residential Services.** Hughes launched its residential satellite Internet broadband access service, now called HughesNet®, in 2001. Hughes focused its efforts on underserved areas, including rural and suburban areas. The quality and growth potential of Hughes' residential satellite Internet broadband access service was enhanced in April 2008 when the SPACEWAY 3 satellite was brought into service. The satellite is designed to provide 10 Gbps of capacity and subscriber speeds comparable to Digital Subscriber Line ("DSL"). In order to provide its satellite delivered broadband Internet services, Hughes provides its subscribers with user terminals consisting of a small antenna and radio transceiver located on the roof or side of a

home and a satellite modem located indoors near the user's computer or router. Hughes then utilizes gateways throughout the United States and SPACEWAY 3 to communicate with the consumer terminals.

9. Additional capacity will become available when Hughes launches its Jupiter 1 satellite in the first half of 2012. The Jupiter 1 satellite will employ a multi-spot beam, bent-pipe architecture. This next-generation, Ka-band, high-throughput satellite will provide enhanced download speeds – between 2 and 25 Mbps – and significant additional capacity – approximately 100 Gbps, enabling service to 1.5 to 2 million customers.

10. The HughesNet® service reaches all 50 states, Puerto Rico, and parts of Canada and, as of September 30, 2010, provided service to over 560,000 consumers and small and medium sized businesses. The cost of the packages range from $59.99 for 1 Mbps download/200 Kbps upload speeds, including five email addresses, to $109.99 for 2 Mbps download/300 Kbps upload speeds, including ten email accounts. Hughes also offers customers the option to purchase equipment up front or to rent the equipment for a monthly service fee.

11. **VSAT Enterprise Services.** Hughes also offers commercial satellite communications services, including business grade, broadband Internet access service, over its network of VSAT terminals. That network operates by connecting multiple, geographically dispersed communication sites through Hughes' or another FSS provider's satellite system to a network hub, and from there to a data center or the Internet. Hughes also provides wholesale VSAT service to resellers, which provide service to end users using their own network of VSAT terminals. Furthermore, Hughes provides augmented VSAT services to large enterprises through various owned and operated service businesses throughout the United States, Europe, India, and Brazil, delivering continent-wide broadband satellite connectivity along with a range of managed

solutions and applications to major enterprise customers in virtually every vertical sector. This allows Hughes to combine the use of satellite and terrestrial alternatives – offering solutions that are tailored and cost optimized to the specific customer requirements – as well as providing networking systems solutions to customers for mobile satellite and wireless backhaul systems. Hughes leases transponder capacity on satellites from multiple providers for its enterprise customers. It also maintains hub facilities, located in Germany, India, and Brazil that provide ground support to Hughes' international enterprise customers. The satellite capacity used to support these international hubs is procured from FSS providers such as Eutelsat and Intelsat.

12. **Satellite Equipment.** Hughes is also a leading designer and manufacturer of satellite-based network equipment. Hughes supplies a growing family of authorized service providers, government organizations, and businesses with advanced broadband systems and terminals. Hughes has designed and manufactured products, including satellite Network Operations Centers (NOCs) and gateways; two-way broadband satellite routers; mobile satellite handhelds and high-speed IP data terminals; and broadband wireless systems. To date, Hughes has manufactured and shipped more than 2.5 million VSAT terminals to customers in over 100 countries.

13. It is important to note that, to my knowledge, EchoStar does not provide the services described above. The overlap between the two companies' current business is minimal. Rather, EchoStar's fleet of satellites is devoted to providing capacity for DBS and direct-to-home satellite television service, as well as various other FSS applications.

BENEFITS FROM THE MERGER

14. This transaction will bring together two premier providers of different satellite communications services. Both companies possess a rich engineering culture, vast knowledge

in complementary satellite disciplines, and experienced personnel in communications centers around the world.

15. As an example, Hughes engineers are experienced with the complicated loading factors and logistics associated with the provision of satellite broadband service, where the data traffic received by each user has an impact on the amount of data that can be accessed and sent by another customer. EchoStar's engineers, for their part, are well-steeped in the logistics of serving millions of customers – far more than now served by Hughes' high speed access service. Efficient deployment of the high-capacity Jupiter 1 satellite calls for precisely this mix of expertise.

16. In addition, the merged company will profit from being able to deploy its combined fleet of satellites more efficiently. Excess capacity on a satellite that is now on the EchoStar side of the ledger could be used readily to satisfy peak demand for a service now provided by Hughes.

17. Furthermore, for the significantly enhanced capacity of the Jupiter 1 satellite to be used most efficiently and effectively, this capacity could be "married" to access a significant subscriber base. EchoStar is in a position to potentially offer this through its relationship with DISH. Significantly, the smooth working of a partnership offering subscribers the potential of a "triple play" bundle (video, high-speed access, and voice) depends on a number of factors, including engineering collaboration that will result in a seamless technological experience for the subscriber. It could be more difficult for an independent Hughes to enter into an effective arrangement of this kind with DISH. The combined entity, by contrast, potentially will be on much better footing in this respect.

I declare under penalty of perjury that the foregoing is true and correct to the best of my information, knowledge, and belief. Executed on February 28, 2011.

Dean A. Manson
Senior Vice President, General Counsel & Secretary
Hughes Communications, Inc.

ATTACHMENT 1

Response to FCC Form 312, Questions 40 and A20

Ownership and Corporate Officers and Directors

OWNERSHIP

EchoStar Corporation ("EchoStar") is a publicly traded Nevada corporation. The stockholders owning of record and/or voting 10 percent or more of the voting stock of EchoStar included:

Ownership Interest	Citizenship	Approx. Equity Interest[1]	Approx. Voting Interest[1]
Charles W. Ergen[2] Chairman EchoStar Corporation 100 Inverness Terrace East Englewood, CO 80112	USA	56.4%[3]	92.7%

[1] As of December 31, 2010.

[2] Includes ownership of both Class A Common Stock and Class B Common Stock. A portion of Mr. Ergen's interest in EchoStar is held in trusts, including Grantor Retained Annuity Trusts ("GRATs"). The trustee for the GRATs is Mr. William R. Gouger, a U.S. citizen and manager of SC Management, LLC, whose principal business is management services, including estate planning. Mr. Gouger also remains a Partner with the law firm of Gouger, Franzmann & Redman, LLC, located at 400 Inverness Parkway, Suite 250, Englewood, Colorado 80112. In his capacity as trustee, subject to certain restrictions, Mr. Gouger holds, and has the ability to exercise voting power over, shares representing 22.2% of the equity interests (assuming conversion of all shares of outstanding Class B Common Stock into Class A Common Stock) and 36.7% of the voting interests in EchoStar (assuming no conversion of Class B Common Stock).

[3] Assumes conversion of all shares of outstanding Class B Common Stock into Class A Common Stock.

CORPORATE OFFICERS AND DIRECTORS[4]

EchoStar Corporation

Executive Officers:

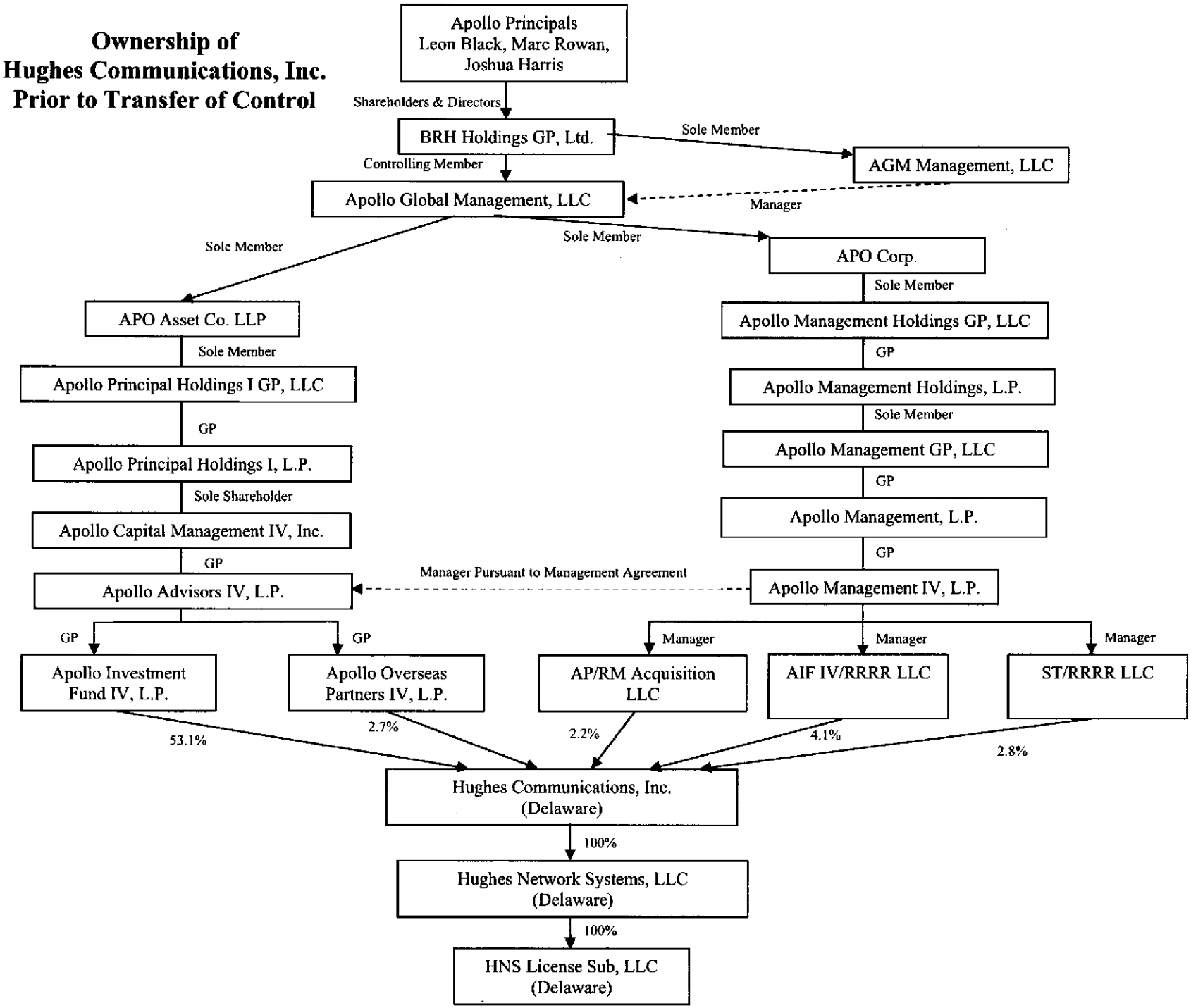
Michael T. Dugan	President and Chief Executive Officer
Charles W. Ergen	Chairman
R. Stanton Dodge	Executive Vice President, General Counsel and Secretary
David Rayner	Chief Financial Officer
Roger J. Lynch	Executive Vice President, Advanced Technologies
Mark W. Jackson	President – EchoStar Technologies L.L.C.
Steven B. Schaver	President – EchoStar International Corporation

Board of Directors:

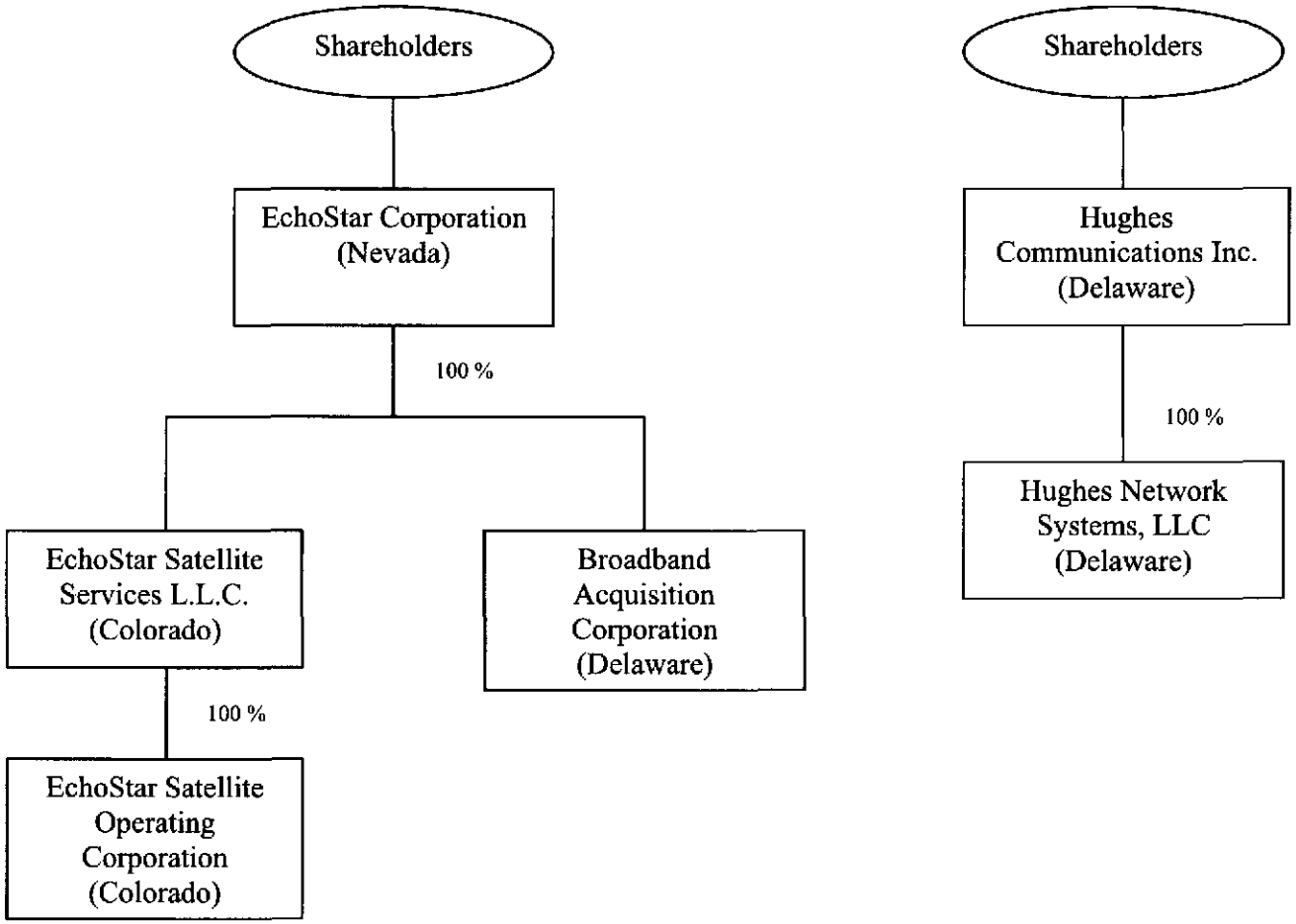
Charles W. Ergen	Chairman of the Board
R. Stanton Dodge	
David K. Moskowitz	
Michael T. Dugan	
Joseph P. Clayton	
Tom A. Ortolf	
C. Michael Schroeder	

[4] The address for all officers and directors of EchoStar Corporation is 100 Inverness Terrace E., Englewood, CO 80112.

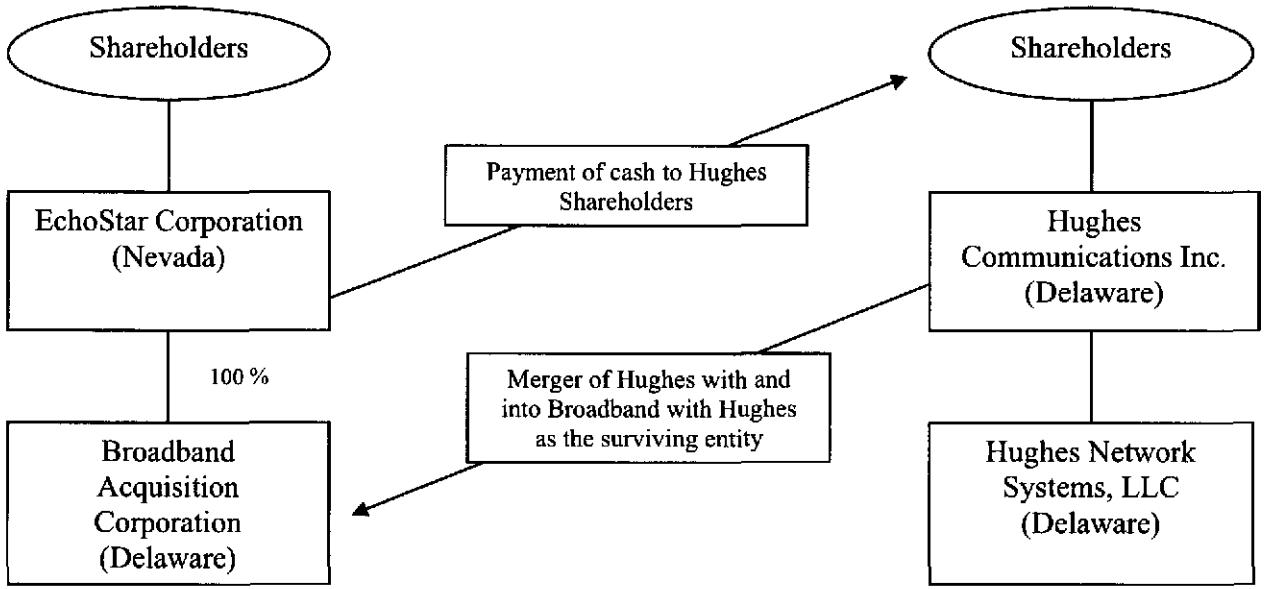
Ownership of Hughes Communications, Inc. Prior to Transfer of Control



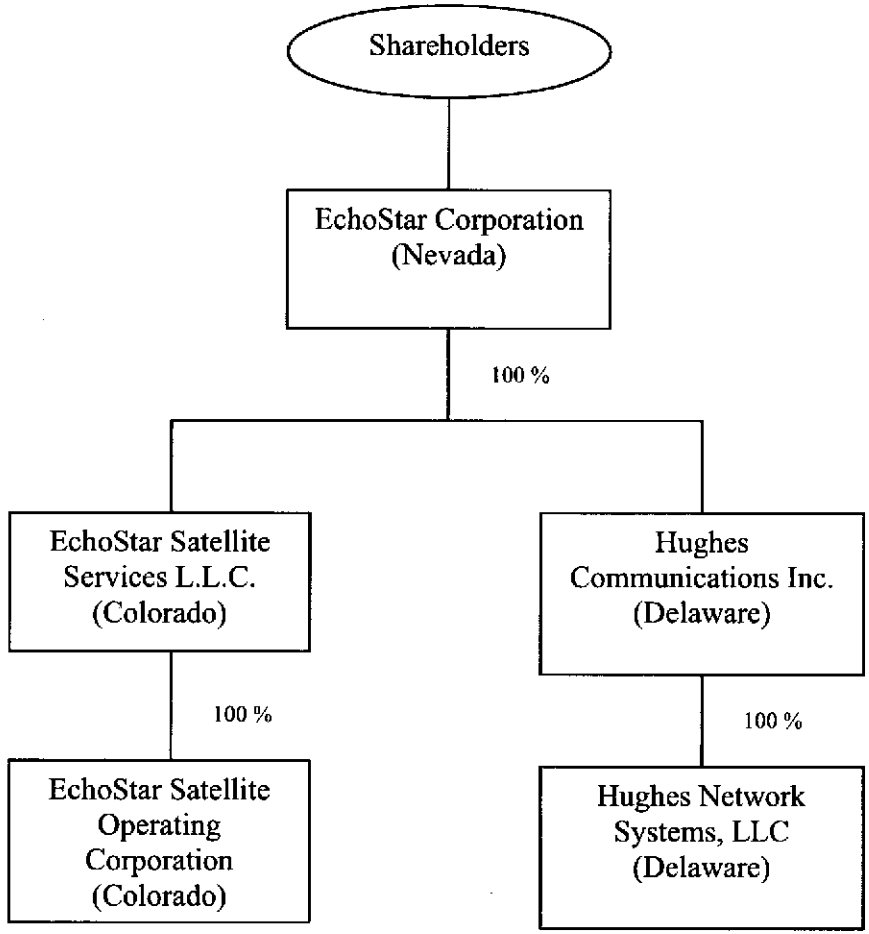
Simple Organizational Structure of EchoStar and Hughes Prior to the Merger



Actions Contemplated by the Merger



Simple Organizational Structure of EchoStar and Hughes Post Merger



ATTACHMENT 2

FCC Licenses, Authorizations, and Pending Applications of Hughes Communications, Inc. and Its Subsidiaries

I. Satellite Licenses and Authorizations Held by Hughes

Licensee	Satellite Name	Call Sign	Orbital Location	Service	Band	Grant Date	Launch Date
Hughes Network Systems, LLC	SPACEWAY 3	S2663	94.95° W.L.	FSS	KA	4/19/05	8/14/07
Hughes Network Systems, LLC	Jupiter 1 (formerly SPACEWAY 4)	S2753	107.1° W.L.	FSS	KA	5/5/10	Early 2012

II. Earth Station Licenses Held by Hughes

A. Ka-Band VSAT System[1]

Licensee	Call Sign	Service	Location	Grant Date	Expiration
HNS License Sub, LLC	E060445	VSAT	Germantown, MD	1/12/10	2/27/22

B. Ku-Band VSAT System[2]

Licensee	Call Sign	Service	Location	Grant Date	Expiration
HNS License Sub, LLC	E000166[3]	VSAT	Germantown, MD	7/2/10	9/13/25
HNS License Sub, LLC	E940460	VSAT	North Las Vegas, NV	8/26/08	12/23/19
HNS License Sub, LLC	E990170	VSAT	Southland, MI	5/18/09	7/27/24

C. Earth Stations Onboard Vessels ("ESV")[4]

Licensee	Call Sign	Service	Location	Grant Date	Expiration
HNS License Sub, LLC	E020205	ESV	Germantown, MD	6/30/09	9/27/17

D. Transmit-Receive Earth Stations

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[1] Grant Date reflects latest modification of authorization. Location reflects Hub station location.

[2] Grant Date reflects latest modification of authorization. Location reflects Hub station location.

[3] The VSAT earth station operating under call sign E000166 is currently operating under special temporary authority ("STA") to permit interim changes to frequencies on the hub antenna Hughes used to access the Galaxy 25 satellite due to reassignment of frequencies by the Galaxy 25 satellite operator. *See* File No. SES-STA-20110111-00036. The STA expires on March 16, 2011. The Applicants request the authority for EchoStar to acquire control of this STA and any STAs subsequently granted to Hughes prior to the approval of this transaction.

[4] Grant Date reflects latest modification of authorization. Location reflects Hub station location.

Licensee	Call Sign	Service	Location	Grant Date[5]	Expiration
HNS License Sub, LLC	E010187	FSS	San Juan, PR	8/28/01	8/28/11
HNS License Sub, LLC	E020195	FSS	Fairbanks, AK	10/12/04	10/24/17
HNS License Sub, LLC	E020206	FSS	Washington, DC	2/17/09	9/27/17
HNS License Sub, LLC	E020207	FSS	Houston, TX	2/17/09	9/30/17
HNS License Sub, LLC	E020208	FSS	Los Angeles, CA	2/17/09	9/27/17
HNS License Sub, LLC	E040382	FSS	New York, NY	10/14/09	11/30/19
HNS License Sub, LLC	E040436	FSS	New York, NY	10/14/09	12/22/19
HNS License Sub, LLC	E050236	FSS	Reston, VA	10/20/08	9/27/20
HNS License Sub, LLC	E060382	FSS	Castle Rock, CO	3/6/07	3/6/22
HNS License Sub, LLC	E060383	FSS	Fillmore, CA	3/6/07	3/6/22
HNS License Sub, LLC	E090178	FSS	Columbia, SC	11/23/09	11/23/24
HNS License Sub, LLC	E8454	FSS	Dayton, OH	10/20/08	3/20/22
HNS License Sub, LLC	E940441	FSS	Oklahoma City, OK	10/20/08	9/9/19
HNS License Sub, LLC	E950010	FSS	Knoxville, TN	10/20/08	12/16/19
HNS License Sub, LLC	E980296	FSS	Sheperdstown, WV	10/20/08	9/4/23

III. Experimental Licenses Held by Hughes

Licensee	File No.	Call Sign	Description	Expiration
HNS License Sub, LLC	0149-EX-ML-2010	WE2XEW	Mobile (Ku/Ka-band)	6/1/2011
HNS License Sub, LLC	0066-EX-RR-2008	WD2XFP	"Satellite-on-a-Pole" (Ka-band)	5/1/13
HNS License Sub, LLC	0109-EX-RR-2009	WD2XRV	Test Range (Ka-band)	2/1/14

IV. Pending Hughes Satellite Applications

Applicant	File Number	Call Sign	Orbital Location	Service	Band	Filed Date	Status
Hughes Network Systems, LLC	SAT-LOI-20091110-00120	S2754	109.1° W.L.	FSS	KA	11/10/09	Accepted for filing
Hughes Network Systems, LLC	SAT-LOI-20091110-00121	S2755	90.9° W.L.	FSS	KA	11/10/09	Accepted for filling
Hughes Network Systems, LLC	SAT-T/C-20100527-00113	S2663	94.95° W.L.	FSS	KA	5/27/10	Filed – Payment received

V. Pending Hughes Earth Station Applications

Applicant	File Number	Call Sign	Service	File Date	Status
HNS License Sub, LLC	SES-MFS-20100419-00452	E060445	FSS	4/19/10	Filed – Payment received
HNS License Sub, LLC	SES-MFS-20100419-00453	E060383	FSS	4/19/10	Filed – Payment received

[5] Grant Date reflects latest modification of authorization.

HNS License Sub, LLC	SES-MFS-20100419-00454	E060382	FSS	4/19/10	Filed – Payment received
HNS License Sub, LLC	SES-MFS-20101230-01641	E000166	VSAT	12/30/10	Accepted for Filing

ATTACHMENT 3

Response to FCC Form 312, Question 36

In a letter dated May 27, 2009, the Satellite Division of the International Bureau returned EchoStar Corporation's ("EchoStar's") application to operate a geostationary C-band satellite at the nominal 85° W.L. orbital location as unacceptable for filing, without prejudice to refiling. *See* Letter from Robert G. Nelson, Chief, Satellite Division, to Pantelis Michalopoulos, Counsel for EchoStar Corporation, DA 09-1149 (May 27, 2009).

On July 29, 2010, the International Bureau dismissed EchoStar's application to construct, launch, and operate a C-band satellite at the 84.9° W.L. orbital location, without prejudice to refiling. EchoStar Corporation, Application to Operate a C-Band Geostationary Satellite Orbit Satellite in the Fixed-Satellite Service at the 84.9° W.L. Orbital Location, *Memorandum Opinion and Order*, DA 10-1401 (July 29, 2010).