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February 21, 2002

William F. Caton
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FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY**Re: Consolidated Application of EchoStar Communications Corporation,
General Motors Corporation, Hughes Electronics Corporation, Transferors,
and EchoStar Communications Corporation, Transferee, for Authority to
Transfer Control, CS Docket No. 01-348**

Dear Mr. Caton:

Pursuant to Section 1.65 of the Commission's Rules, 47 C.F.R. § 1.65, EchoStar Communications Corporation ("ECC"), General Motors Corporation ("GM") and Hughes Electronics Corporation ("Hughes") (collectively "Applicants") hereby update the above-captioned application to reflect the consummation of a transaction between ECC and Vivendi Universal, S.A. ("Vivendi"). On December 18, 2001, Applicants filed a letter with the Commission noting that on December 14, 2001, ECC signed definitive agreements relating to a transaction with Vivendi and generally describing the transaction. The transaction closed on Tuesday, January 22, 2002.

In light of the consummation of the transaction, the Applicants hereby amend the above-referenced Application in the following minor respects:

- The following sentence should be inserted as the penultimate sentence on Page 11 of Volume I of the Application:

Finally, on January 22, 2002, ECC consummated an agreement with Vivendi Universal, S.A., described in additional detail in a letter filed with the Commission on December 18, 2001.¹

¹ See Letter from Counsel for EchoStar Communications Corporation and Counsel for General Motors Corporation and Hughes Electronics Corporation to Ms. Magalie Roman Salas, Secretary, Federal Communications Commission (filed Dec. 18, 2001).

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- Pages 15-16 of Volume I of the Application should be modified to read as follows:

The other ECC public shareholders at the time of the closing (including Vivendi, which will become a holder of ECC Class A common stock upon conversion of its ECC Series D convertible preferred stock immediately prior to the merger), will receive shares of Class A common stock representing approximately 24.3% of the economic interest (and approximately 5.7% of the voting interest) in New EchoStar giving effect to the conversion of certain ECC debt securities into shares of Class A common stock of New EchoStar.²

- The third sentence of Section (I)(B) "Description of the Transactions – The Merger" on page 18 of Volume I of the Application should be modified to read as follows:

As a result of the merger: (i) the holders of ECC Class A common stock and the holders of ECC Series D convertible preferred stock (which will convert into ECC Class A common stock immediately prior to the merger) will receive shares of the Class A Common Stock of New EchoStar...

- Attachment D to the Application containing the exhibit entitled "Principal Ownership of EchoStar Communications Corporation (a Nevada Corporation)" should be replaced by the attached revised Attachment D that reflects Vivendi's new ownership interest in ECC.

In addition, Jean-Marie Messier, Chairman and CEO of Vivendi and a French citizen, has become a member of ECC's Board of Directors and will continue as a Director of New EchoStar after the merger. This change is of no decisional significance since the 1996 repeal of the Communications Act's restriction on foreign directors. *See* Pub. L. No. 104-104, Section 403(k), 110 Stat. 56, codified at 47 U.S.C. § 310(b) (1996). Consistent with that repeal, FCC Form 312 (Feb. 1998) has been revised to eliminate the question regarding foreign directors. Apparently due to an oversight, however, the version of Form 312 used for electronic filings does not reflect this deletion. Since the Applicants filed electronically, they answered that

² The applicants note that the percentage economic and voting interests of the various shareholders in New EchoStar set forth in this section of Volume I of the Application do not need to be amended to reflect the Vivendi transaction because the figures contained in the Dec. 3, 2001 Application assumed that there would be a \$1.5 billion equity issuance by EchoStar prior to the merger.

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question in the negative. The Applicants hereby apprise the Commission that the answer should now be affirmative to the extent the question about foreign directors is still relevant.


In his capacity as a Director of ECC and New EchoStar, Mr. Messier will be excluded from any discussions and will not be provided with any competitively sensitive information concerning competitive programming on the DBS network.

Should you have any questions regarding this matter, please do not hesitate to contact the undersigned. We would appreciate your associating this letter with the above-referenced application.

Respectfully submitted,

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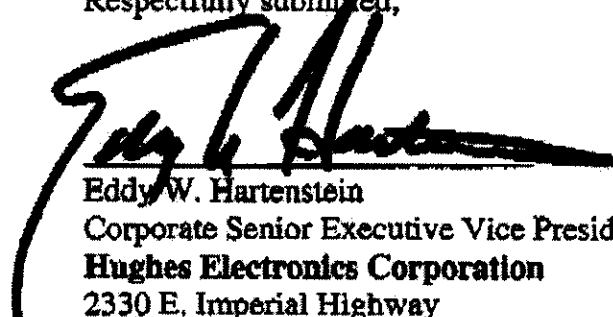
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Respectfully submitted,

A large, stylized handwritten signature in black ink, appearing to read 'Eddy W. Hartenstein', is written over a horizontal line.

Eddy W. Hartenstein
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Dated: 2/21/2002

**PRINCIPAL OWNERSHIP OF ECHOSTAR COMMUNICATIONS CORPORATION
(A NEVADA CORPORATION)¹**

<u>Individual Ownership Interests</u>	<u>Citizenship</u>	<u>Approx. Equity Interest</u>	<u>Approx. Voting Interest</u>
Charles W. Ergen ²	USA	44.8%	89.0%
James DeFranco	USA	1.5%	0.3%
<u>Top Institutional/Corporate Holders</u>	<u>State/Country Of Incorporation</u>	<u>Approx. Equity Interest</u>	<u>Approx. Voting Interest</u>
Vivendi Universal, S.A.	France	10.7%	2.2%
FMR Corporation (Fidelity Management & Research Corp.)	Massachusetts	6.6%	1.3%
Massachusetts Financial Services Co.	Delaware	4.9%	1.0%
Putnam Investments, LLC	Massachusetts	2.3%	0.5%
Morgan Stanley Dean Witter	Delaware	2.0%	0.4%
The News Corp. Ltd.	Australia	1.9%	0.4%

¹ As of January 25, 2002 – Based on issued and outstanding Class A common, Class B common and Series D convertible preferred stock.

² Includes both Class A common and Class B common stock ownership. Class B common stock is owned through a family trust.

CERTIFICATE OF SERVICE

I, Todd B. Lantor, hereby certify that on the 21st day of February 2002, a true and correct copy of the foregoing was served via hand delivery (indicated by *) or by first-class mail, postage pre-paid upon the following:

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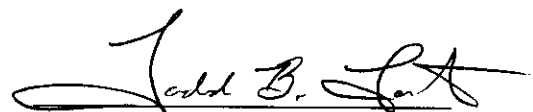
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