

Pantelis Michalopoulos  
202.429.6494  
pmichalo@steptoel.com

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FEDERAL COMMUNICATIONS COMMISSION  
U.S. DEPARTMENT OF JUSTICE

March 8, 2002

**BY HAND DELIVERY**

Mr. William F. Caton  
Secretary  
Federal Communications Commission  
445 Twelfth Street, SW – Room TW-A325  
Washington, D.C. 20554

EX PARTE OR LATE FILED

**Re: Consolidated Application of EchoStar Communications Corporation,  
General Motors Corporation and Hughes Electronics Corporation for  
Authority to Transfer Control, CS Docket No. 01-348**

Dear Mr. Caton:

On behalf of EchoStar Communications Corporation (“EchoStar”), enclosed for inclusion in the record of the above-referenced proceeding is a copy of a letter to the U.S. Department of Justice, copies of which are also being provided today to: (1) Kenneth Ferree (Chief, Cable Services Bureau); (2) Royce Sherlock (Cable Services Bureau); and (3) James R. Bird (Office of General Counsel). In addition, enclosed please find an additional copy of this material to be date-stamped and returned with our messenger.

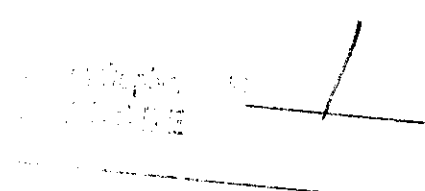
If you have any questions concerning this submission, please do not hesitate to contact me.

Sincerely yours,



Pantelis Michalopoulos  
*Counsel for EchoStar Communications Corporation*

Enclosures



February 26, 2002

**By HAND DELIVERY**

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MAR - 8 2002

Lawrence Frankel, Esq.  
Chief, Telecommunications Task Force  
U. S. Department of Justice  
Antitrust Division  
1401 H Street, N.W.  
Room 8004  
Washington, DC 20550

FEDERAL COMMUNICATIONS COMMISSION  
OFFICE OF THE SECRETARY

**Re: EchoStar/Hughes Merger**

Dear Mr. Frankel:

EchoStar Communications Corporation ("EchoStar") and General Motors Corporation ("General Motors") and its wholly-owned subsidiary, Hughes Electronics Corporation ("Hughes" and, together with EchoStar and General Motors, the "Applicants"), have filed consolidated applications asking the Federal Communications Commission ("Commission") to approve the transfer of control of licenses and authorizations currently held or controlled, directly or indirectly, by them in connection with the proposed merger of EchoStar and Hughes and related agreements. In their pre-filing conversations with Commission staff, the Commission staff requested permission to review all documents provided by the Applicants to the Department of Justice ("Department") in connection with the Department's review of the proposed merger pursuant to the Antitrust Civil Process Act and the Hart-Scott-Rodino Antitrust Improvements Act, and to engage in discussions with representatives of the Department with respect to those documents (collectively, the "HSR Protected Materials") and the status of the Department's review.

On January 7, 2002, the Applicants submitted a letter to Lawrence Frankel, Esq., Chief of the Department's Telecommunications Task Force, in which the Applicants provided the Department with limited authority to share HSR Protected Materials with the Commission. As set forth below, Vivendi Universal, S.A. ("Vivendi") and EchoStar grant similar limited authority to the Department with respect to HSR Protected Materials relating to the commercial arrangement between Vivendi and EchoStar ("Vivendi Materials"). The following conditions apply to this grant of authority by Vivendi and EchoStar to the Department:

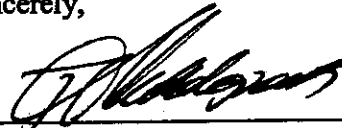
1. Vivendi and EchoStar waive any applicable confidentiality protections of the Antitrust Civil Process Act and the Hart-Scott-Rodino Antitrust Improvements Act and any applicable confidentiality provisions governing the Vivendi Materials only to the extent necessary to permit full discussions regarding the Vivendi Materials between the Department and the Commission personnel working on the EchoStar/Hughes merger proceeding with respect to the Department's review of the proposed merger and the status of the Department's review of the merger between the Applicants, and to permit such Commission personnel to view and take notes on the Vivendi Materials, *provided that*, any information derived from the Vivendi Materials and any notes taken by Commission personnel relating to the Vivendi Materials, will be treated as confidential pursuant to the Commission's rules and will not be placed in the administrative record and, *provided further that*, such restrictions shall not apply to any documents or information provided

by the Applicants directly to the Commission (including any documents and information that may be identical to documents and information included as part of the Vivendi Materials), which shall be governed by the protective order issued by the Commission in connection with the proceeding. Vivendi and EchoStar do not grant the Commission authority to consider the Vivendi Materials for any purpose other than to enable the Commission personnel to assist the Department in the Department's review of the Vivendi Materials.

2. Any discussions between the Department and Commission personnel will be treated as exempt *ex parte* presentations under Section 1.1204(a)(6) of the Commission's Rules, 47 C.F.R. § 1.1204(a)(6), and will not be disclosed, except as required under that section. If any such disclosures of discussions would reveal trade secrets or commercial or financial information that is privileged or confidential, then such disclosures only will occur in accordance with a protective order adopted by the Commission or a constituent Bureau thereof and as otherwise expressly provided in this letter.

Please do not hesitate to contact the undersigned persons if you have any questions regarding any of the foregoing. Thank you.

Sincerely,



Pantelis Michalopoulos, Esq.  
Steptoe & Johnson, LLP  
1333 New Hampshire Avenue, N.W.  
Washington, D.C. 20036-1795  
(202) 429-6494

*Counsel for EchoStar Communications Corporation*

Sincerely,



Tom Davidson, Esq.  
Akin, Gump, Strauss, Hauer & Feld, L.L.P  
1676 International Drive  
McLean, Virginia 22102  
(703) 891-7540

*Counsel for Vivendi Universal, S.A.*

Copies: Gary M. Epstein, Esq.  
Kenneth Ferree, Esq.  
Royce Sherlock, Esq.  
James R. Bird, Esq.  
Mr. William Caton