

**APPLICATION FOR SATELLITE SPACE AND EARTH STATION AUTHORIZATIONS FOR
TRANSFER OF CONTROL OR ASSIGNMENT FCC 312 MAIN FORM FOR OFFICIAL USE
ONLY**

FCC Use Only

2 APPLICANT INFORMATION

Enter a description of this application to identify it on the main menu:

(26) Hughes Network Systems, Inc. Space Stations

1-8. Legal Name of Applicant

| | | | |
|-------------------|--|----------------------|----------------|
| Name: | EchoStar Communications Corporation (a Delaware corporation) | Phone Number: | (303) 723-1000 |
| DBA Name: | | Fax Number: | (303) 723-1699 |
| Street: | 5701 South Santa Fe | E-Mail: | |
| City: | Littleton | State: | CO |
| Country: | USA | Zipcode: | 80120 - |
| Attention: | General Counsel | | |

9-16. Name of Contact Representative (If other than applicant)

Name: Pantelis Michalopoulos **Phone Number:** (202) 429-6494
Company: Steptoe & Johnson LLP **Fax Number:** (202) 429-3902
Street: 1330 Connecticut Ave., NW **E-Mail:**
City: Washington **State:** DC
Country: USA **Zipcode:** 20036-1795
Contact Title: Legal Counsel

CLASSIFICATION OF FILING

17. Choose the button next to the classification that applies to this filing for both questions a. and b. Choose only one for 17a and only one for 17b.

- a1. Earth Station
- a2. Space Station

- (N/A) b1. Application for License of New Station
- (N/A) b2. Application for Registration of New Domestic Receive-Only Station
- (N/A) b3. Amendment to a Pending Application
- (N/A) b4. Modification of License or Registration
- b5. Assignment of License or Registration
- b6. Transfer of Control of License or Registration
- (N/A) b7. Notification of Minor Modification
- (N/A) b8. Application for License of New Receive-Only Station Using Non-U.S. Licensed Satellite
- (N/A) b9. Letter of Intent to Use Non-U.S. Licensed Satellite to Provide Service in the United States
- (N/A) b10. Other (Please specify)

| | |
|---|---|
| <p>17c. Is a fee submitted with this application? <input checked="" type="radio"/> If Yes, complete and attach FCC Form 159. If No, indicate reason for fee exemption (see 47 C.F.R. Section 1.1114). <input type="radio"/> Governmental Entity <input type="radio"/> Noncommercial educational licensee <input type="radio"/> Other (please explain):</p> | |
| 17d. | <p>Fee Classification A BFY – Space Station (Geostationary) Quantity 12 Fee Classification B Quantity</p> |
| <p>18. If this filing is in reference to an existing station, enter: (a) Call sign of station: Not Applicable</p> | <p>19. If this filing is an amendment to a pending application enter: (a) Date pending application was filed: (b) File number of pending application: Not Applicable Not Applicable</p> |

TYPE OF SERVICE

20. NATURE OF SERVICE: This filing is for an authorization to provide or use the following type(s) of service(s): Select all that apply:

- a. Fixed Satellite
- b. Mobile Satellite
- c. Radiodetermination Satellite
- d. Earth Exploration Satellite
- e. Direct to Home Fixed Satellite
- f. Digital Audio Radio Service
- g. Other (please specify)

21. STATUS: Choose the button next to the applicable status. Choose only one.

- Common Carrier
- Non-Common Carrier

22. If earth station applicant, check all that apply.

- Using U.S. licensed satellites
- Using Non-U.S. licensed satellites

23. If applicant is providing INTERNATIONAL COMMON CARRIER service, see instructions regarding Sec. 214 filings. Choose one. Are these facilities:

- Connected to a Public Switched Network
- Not connected to a Public Switched Network
- N/A

24. FREQUENCY BAND(S): Place an "X" in the box(es) next to all applicable frequency band(s).

- a. C-Band (4/6 GHz)
- b. Ku-Band (12/14 GHz)
- c. Other (Please specify upper and lower frequencies in MHz.)
 Frequency Lower: 20 GHz Frequency Upper: 30 GHz

TYPE OF STATION

25. CLASS OF STATION: Choose the button next to the class of station that applies. Choose only one.

- a. Fixed Earth Station
- b. Temporary-Fixed Earth Station
- c. 12/14 GHz VSAT Network
- d. Mobile Earth Station
- e. Geostationary Space Station
- f. Non-Geostationary Space Station
- g. Other (please specify)

26. TYPE OF EARTH STATION FACILITY: Choose only one.

- Transmit/Receive
- Transmit-Only
- Receive-Only
- N/A

PURPOSE OF MODIFICATION

27. The purpose of this proposed modification is to: (Place an "X" in the box(es) next to all that apply.)

Not Applicable

ENVIRONMENTAL POLICY

28. Would a Commission grant of any proposal in this application or amendment have a significant environmental impact as defined by 47 CFR 1.1307? If YES, submit the statement as required by Sections 1.1308 and 1.1311 of the Commission's rules, 47 C.F.R. 1.1308 and 1.1311, as an exhibit to this application. A Radiation Hazard Study must accompany all applications for new transmitting facilities, major modifications, or major amendments.

Yes No

ALIEN OWNERSHIP Earth station applicants not proposing to provide broadcast, common carrier, aeronautical en route or aeronautical fixed radio station services are not required to respond to Items 30-34.

29. Is the applicant a foreign government or the representative of any foreign government?

Yes No N/A

30. Is the applicant an alien or the representative of an alien?

Yes No
 N/A

31. Is the applicant a corporation organized under the laws of any foreign government?

Yes No
 N/A

| | |
|---|---|
| <p>32. Is the applicant a corporation of which any officer or director is an alien or of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?</p> | <p style="text-align: right;"> <input type="radio"/> Yes <input type="radio"/> N/A <input checked="" type="radio"/> No </p> |
| <p>33. Is the applicant a corporation directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?</p> | <p style="text-align: right;"> <input type="radio"/> Yes <input type="radio"/> N/A <input checked="" type="radio"/> No </p> |
| <p>34. If any answer to questions 29, 30, 31, 32 and/or 33 is Yes, attach as an exhibit an identification of the aliens or foreign entities, their nationality, their relationship to the applicant, and the percentage of stock they own or vote.</p> | |

BASIC QUALIFICATIONS

| | |
|---|--|
| <p>35. Does the Applicant request any waivers or exemptions from any of the Commission's Rules? If Yes, attach as an exhibit, copies of the requests for waivers or exceptions with supporting documents.</p> | <p style="text-align: right;"> <input type="radio"/> Yes <input checked="" type="radio"/> No </p> |
| <p>36. Has the applicant or any party to this application or amendment had any FCC station authorization or license revoked or had any application for an initial, modification or renewal of FCC station authorization, license, or construction permit denied by the Commission? If Yes, attach as an exhibit, an explanation of circumstances.</p> | <p style="text-align: right;"> <input type="radio"/> Yes <input checked="" type="radio"/> No </p> |

| | |
|---|---|
| <p>37. Has the applicant, or any party to this application or amendment, or any party directly or indirectly controlling the applicant ever been convicted of a felony by any state or federal court? If Yes, attach as an exhibit, an explanation of circumstances.</p> | <p style="text-align: center;"> <input type="radio"/> Yes <input checked="" type="radio"/> No </p> |
| <p>38. Has any court finally adjudged the applicant, or any person directly or indirectly controlling the applicant, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement or any other means or unfair methods of competition? If Yes, attach as an exhibit, an explanation of circumstances</p> | <p style="text-align: center;"> <input type="radio"/> Yes <input checked="" type="radio"/> No </p> |
| <p>39. Is the applicant, or any person directly or indirectly controlling the applicant, currently a party in any pending matter referred to in the preceding two items? If yes, attach as an exhibit, an explanation of the circumstances.</p> | <p style="text-align: center;"> <input checked="" type="radio"/> Yes <input type="radio"/> No </p> |
| <p>40. If the applicant is a corporation and is applying for a space station license, attach as an exhibit the names, address, and citizenship of those stockholders owning a record and/or voting 10 percent or more of the Filer's voting stock and the percentages so held. In the case of fiduciary control, indicate the beneficiary(ies) or class of beneficiaries. Also list the names and addresses of the officers and directors of the Filer.</p> | |
| <p>41. By checking Yes, the undersigned certifies, that neither 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 Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance. See 47 CFR 1.2002(b) for the meaning of "party to the application" for these purposes.</p> | |

42a. Does the applicant intend to use a non-U.S. licensed satellite to provide service in the United States? If Yes, answer 42b and attach an exhibit providing the information specified in 47 C.F.R. 25.137, as appropriate. If No, proceed to question 43.

Yes No

42b. What administration has licensed or is in the process of licensing the space station? If no license will be issued, what administration has coordinated or is in the process of coordinating the space station?

43. Description. (Summarize the nature of the application and the services to be provided).

See narrative description in Consolidated Application for Authority to Transfer Control.

CERTIFICATION

The Applicant waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application. The applicant certifies that grant of this application would not cause the applicant to be in violation of the spectrum aggregation limit in 47 CFR Part 20. All statements made in exhibits are a material part hereof and are incorporated herein as if set out in full in this application. The undersigned, individually and for the applicant, hereby certifies that all statements made in this application and in all attached exhibits are true, complete and correct to the best of his or her knowledge and belief, and are made in good faith.

44. Applicant is a (an): (Choose the button next to applicable response.)

Individual
 Unincorporated Association
 Partnership
 Corporation
 Governmental Entity
 Other (please specify)

| | |
|--|---|
| 45. Name of Person Signing David K. Moskowitz | 46. Title of Person Signing Sr. Vice President and General Counsel |
|--|---|

47. Please supply any need attachments.

| | | |
|---------------|---------------|---------------|
| Attachment 1: | Attachment 2: | Attachment 3: |
|---------------|---------------|---------------|

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 AUTHORIZATION
 (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

SATELLITE EARTH STATION AUTHORIZATIONS
FCC Form 312 - Schedule A

FOR OFFICIAL USE ONLY

Select one of the following

- CONSENT TO TRANSFER OF CONTROL CONSENT TO ASSIGNMENT OF LICENSE
- NOTIFICATION OF TRANSFER OF CONTROL OF RECEIVE ONLY REGISTRATION NOTIFICATION OF ASSIGNMENT OF RECEIVE ONLY REGISTRATION

A1. Name of Licensee (as shown on FCC 312 - Main Form)

| | | | |
|-------------------|---|----------------------|----------------|
| Name: | Hughes Network Systems, Inc. | Phone Number: | (310) 364-6000 |
| DBA Name: | | Fax Number: | (310) 456-1089 |
| Street: | 200 North Sepulveda Blvd. P.O. Box 956 | E-Mail: | |
| City: | El Segundo | State: | |
| Country: | USA | Zipcode: | 90245 |
| Attention: | General Counsel | | |

| | | | | | | | | | | | | | |
|---|---------------------------|---------------------------|---------------------------|---------------------------|---------------------------|---------------------------|---------------------------|---------------------------|---------------------------|---------------------------|---------------------------|---------------------------|--|
| <p>A8. List Callsign(s) of station(s) being assigned or transferred</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 25%;">Callsign: S2133</td> <td style="width: 25%;">Callsign: S2340</td> <td style="width: 25%;">Callsign: S2185</td> <td style="width: 25%;">Callsign: S2339</td> </tr> <tr> <td>Callsign: S2190</td> <td>Callsign: S2189</td> <td>Callsign: S2338</td> <td>Callsign: S2188</td> </tr> <tr> <td>Callsign: S2341</td> <td>Callsign: S2132</td> <td>Callsign: S2187</td> <td>Callsign: S2186</td> </tr> </table> | Callsign: S2133 | Callsign: S2340 | Callsign: S2185 | Callsign: S2339 | Callsign: S2190 | Callsign: S2189 | Callsign: S2338 | Callsign: S2188 | Callsign: S2341 | Callsign: S2132 | Callsign: S2187 | Callsign: S2186 | <p>A9. No. of station(s) listed</p> |
| Callsign: S2133 | Callsign: S2340 | Callsign: S2185 | Callsign: S2339 | | | | | | | | | | |
| Callsign: S2190 | Callsign: S2189 | Callsign: S2338 | Callsign: S2188 | | | | | | | | | | |
| Callsign: S2341 | Callsign: S2132 | Callsign: S2187 | Callsign: S2186 | | | | | | | | | | |
| <p>A10. Name of Transferor/ Assignor</p> <p>Name: Hughes Electronics Corporation Phone Number: (310) 364-6000</p> <p>Company: Fax Number: (310) 456-1089</p> <p>Street: 200 North Sepulveda Blvd. E-Mail:</p> <p style="padding-left: 20px;">P.O. Box 956</p> <p>City: El Segundo State: CA</p> <p>Country: USA Zipcode: 90245 -</p> <p>Contact Title: Relationship:</p> | | | | | | | | | | | | | |

| | |
|--|--|
| <p>A15. Name of Transferee/ Assignee</p> <p>Name: EchoStar Communications Corporation (a Delaware corporation) Phone Number: (303) 723-1000</p> <p>DBA Name: Fax Number: (303) 723-1699</p> <p>Street: 5701 South Santa Fe E-Mail:</p> <p>City: Littleton State: CO</p> <p>Country: USA Zipcode: 80120</p> <p>Attention: -</p> | |
| <p>A20. If these facilities are licensed, is the transferee / assignee directly or indirectly controlled by any other entity? If yes, attach as Exhibit E, a statement (including organizational diagrams where appropriate) which fully and completely identifies the nature and extent of control including: (1) the name, address, citizenship, and primary business of the controlling entity and any intermediate subsidiaries or parties, and (2) the names, addresses, citizenship, and the percentages of voting and equity stock of those stockholders holding 10 percent or more of the controlling corporation's voting stock.</p> <p style="text-align: right;"> <input type="radio"/> Yes <input checked="" type="radio"/> No <input type="radio"/> N/A </p> | |
| <p>A21. If these facilities are licensed, attach as Exhibit F, a complete statement setting forth the facts which show how the assignment or transfer will serve the public interest.</p> | |

CERTIFICATION

1. The undersigned, individually and for licensee, certifies that all attached exhibits pertain to Schedule A and all statement made in Schedule A of this application are true, compete and correct to the best of his/her knowledge and belief. The undersigned also certifies that any contracts or other instruments submitted herewith are complete and constitute the full agreement.

2. The undersigned represents that stock will not be delivered and that control will not be transferred until the Commission's consent has been received, but that transfer of control or assignment of license will be completed within 60 days of Commission consent. The undersigned also acknowledges that the Commission must be notified by letter within 30 days of consummation.

| | |
|--|---|
| A22. Printed Name of Licensee (Must agree with A1) Hughes Network Systems, Inc. | A24. Title (Office Held by Person Signing) Randy Segal, Sr. Vice President |
| A26. Printed Name of License Transferor / Assignor (Must agree with A10) Hughes Electronics Corporation | A28. Title (Office Held by Person Signing) Larry D. Hunter, Corporate Vice President |
| A26. Printed Name of License Transferee / Assignee (Must agree with A15) EchoStar Communications Corporation (a Delaware co | A28. Title (Office Held by Person Signing) David K. Moskowitz, Sr. Vice President |

Response to Question 39

Page 1 of 1

EchoStar Communications Corporation (a Delaware corporation)

1. Sensor Co. Ltd. v. Hughes Electronics Manufacturing Service Company, et al.
Plaintiff seeking \$35 million for alleged fraud, breach of contract, breach of warranties and violation of California's unfair trade practices act. Hughes denies liability, and has filed cross-claims seeking contribution and indemnification from co-defendants. Co-defendants have filed cross-complaints seeking indemnification from Hughes. Discovery has not commenced.
2. Grand Jury Investigation/State Department Review
There is a pending grand jury investigation into whether Hughes should be accused of criminal violations of the export control laws arising out of the participation of two employees on a committee formed to review the findings of Chinese engineers regarding the failure of a Long March rocket in China in 1996. Hughes is also subject to the authority of the United States State Department to impose sanctions for non-criminal violations of the Arms Export Control Act. In this long-pending investigation, no indictment has issued, nor has the State Department imposed sanctions, to date.
3. Bischoff, et al. v. DIRECTV, et al.
In September 2000, a putative class action was commenced against DIRECTV, Thomson Consumer Electronics, Best Buy Co., Circuit City Stores and Tandy Corporation. The named plaintiffs purport to represent a class of all consumers who purchased DIRECTV equipment and services any time from March 1996 to September 1, 2000, and allege that defendants have violated federal and California antitrust statutes by entering into agreements to exclude competition and force retailers to boycott competitors' products and services. There will be a status conference in this matter shortly. DIRECTV intends to move to compel arbitration.
4. Kingray, et al. v. NBA, et al.,
Kingray, et al. v. NHL, et al.
Putative class actions against NBA and NHL, its member teams and DIRECTV. Plaintiffs allege that the distribution agreements between the leagues and DIRECTV violate the antitrust laws. DIRECTV's motion to dismiss complaint granted with leave to amend. Second motion to dismiss now pending. DIRECTV's motion to compel arbitration denied. DIRECTV has filed notice of appeal of arbitration ruling.

Response to Question 40

Page 1 of 1

EchoStar Communications Corporation (a Delaware corporation)

See narrative description in Consolidated Application for Authority to Transfer

Control.

Note to Response to Question A1

Page 1 of 1

EchoStar Communications Corporation (a Delaware corporation)

As of the date of this filing, the authorizations listed in the tables below are licensed to Hughes Communications Galaxy, Inc. and Hughes Communications, Inc., as indicated. Contemporaneously with this filing, Hughes Network Systems, Inc. ("HNS") is filing an application for Commission consent to the pro forma assignment of these licenses from the current licensee to HNS. This pro forma assignment is not contingent on the consummation of the transactions that are the subject of this Application.

HUGHES COMMUNICATIONS GALAXY, INC.

| Type of Authorization | Call Sign/File Number | Location/Description | Frequency |
|-----------------------|-----------------------|----------------------|-----------|
| Space Station | S2132 | 101° WL | 20/30 GHz |
| Space Station | S2133 | 99° WL | 20/30 GHz |
| Space Station | S2185 | 49° WL | 20/30 GHz |
| Space Station | S2186 | 54° EL | 20/30 GHz |
| Space Station | S2187 | 101° EL | 20/30 GHz |
| Space Station | S2188 | 111° EL | 20/30 GHz |
| Space Station | S2189 | 164° EL | 20/30 GHz |
| Space Station | S2190 | 25° EL | 20/30 GHz |

HUGHES COMMUNICATIONS, INC

| Type of Authorization | Call Sign/File Number | Location/Description | Frequency |
|-----------------------|-----------------------|----------------------|-----------|
| Space Station | S2338 | 131° WL | 20/30 GHz |
| Space Station | S2339 | 26.2° WL | 20/30 GHz |
| Space Station | S2340 | 7.5° WL | 20/30 GHz |
| Space Station | S2341 | 103° EL | 20/30 GHz |

Response to Question A21

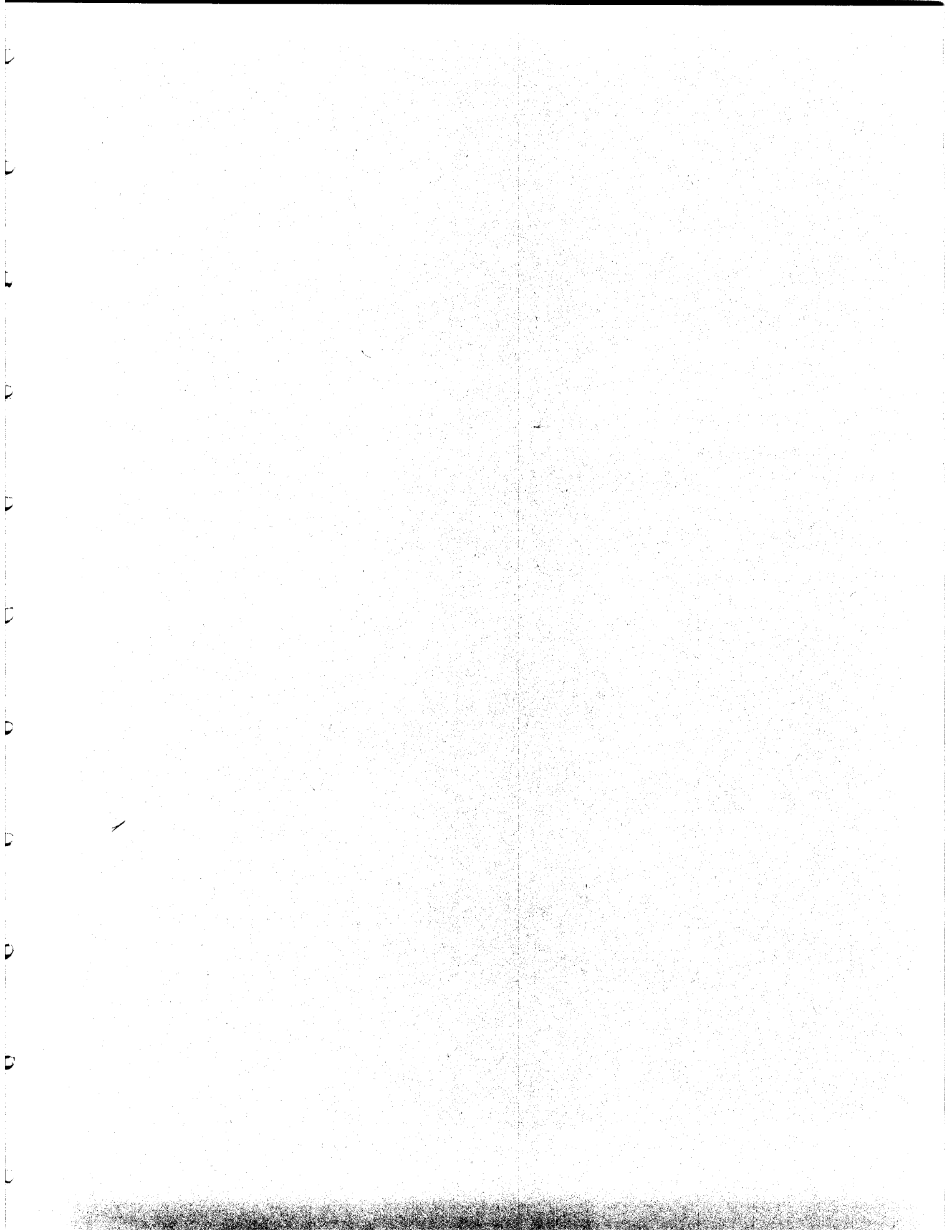
Page 1 of 1

EchoStar Communications Corporation (a Delaware corporation)

Public Interest Statement

See narrative description in Consolidated Application for Authority to Transfer

Control.



| | |
|--|--------------|
| APPLICATION FOR SATELLITE SPACE AND EARTH STATION AUTHORIZATIONS FOR TRANSFER OF CONTROL OR ASSIGNMENT FCC 312 MAIN FORM FOR OFFICIAL USE ONLY | FCC Use Only |
|--|--------------|

2 APPLICANT INFORMATION

Enter a description of this application to identify it on the main menu:

(27) Hughes Network Systems, Inc. Temporary Fixed, Transmit Receive Earth Stations

1-8. Legal Name of Applicant

| | | | |
|--|--|--|---|
| Name: DBA Name: Street: City: Country: Attention: | EchoStar Communications Corporation (a Delaware corporation) 5701 South Santa Fe Littleton USA General Counsel | Phone Number: Fax Number: E-Mail: State: Zipcode: | (303) 723-1000 (303) 723-1699 CO 80120 - |
|--|--|--|---|

9-16. Name of Contact Representative (If other than applicant)

Name: Pantelis Michalopoulos **Phone Number:** (202) 429-6494
Company: Steptoe & Johnson LLP **Fax Number:** (202) 429-3902
Street: 1330 Connecticut Ave., NW **E-Mail:**
City: Washington **State:** DC
Country: USA **Zipcode:** 20036-1795
Contact Title: Legal Counsel

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- (N/A) b1. Application for License of New Station
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(N/A) b9. Letter of Intent to Use Non-U.S. Licensed Satellite to Provide Service in the United States
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| 17d. | |
| Fee Classification A CNX – Fixed Satellite Transmit/Receive Earth Station | Quantity 1 |
| Fee Classification B | Quantity 1 |
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 b. Mobile Satellite
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21. STATUS: Choose the button next to the applicable status. Choose only one.

Common Carrier Non-Common Carrier

22. If earth station applicant, check all that apply.

Using U.S. licensed satellites
 Using Non-U.S. licensed satellites

23. If applicant is providing INTERNATIONAL COMMON CARRIER service, see instructions regarding Sec. 214 filings. Choose one. Are these facilities:

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Not Applicable

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 N/A

31. Is the applicant a corporation organized under the laws of any foreign government?

Yes No
 N/A

| | |
|---|--|
| <p>32. Is the applicant a corporation of which any officer or director is an alien or of which more than one-fifth of the capital stock is owned or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?</p> | <p> <input type="radio"/> Yes <input type="radio"/> N/A <input checked="" type="radio"/> No </p> |
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BASIC QUALIFICATIONS

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| | |
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| <p>37. Has the applicant, or any party to this application or amendment, or any party directly or indirectly controlling the applicant ever been convicted of a felony by any state or federal court? If Yes, attach as an exhibit, an explanation of circumstances.</p> | <p style="text-align: right;"> <input type="radio"/> Yes <input checked="" type="radio"/> No </p> |
| <p>38. Has any court finally adjudged the applicant, or any person directly or indirectly controlling the applicant, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement or any other means or unfair methods of competition? If Yes, attach as an exhibit, an explanation of circumstances</p> | <p style="text-align: right;"> <input type="radio"/> Yes <input checked="" type="radio"/> No </p> |
| <p>39. Is the applicant, or any person directly or indirectly controlling the applicant, currently a party in any pending matter referred to in the preceding two items? If yes, attach as an exhibit, an explanation of the circumstances.</p> | <p style="text-align: right;"> <input checked="" type="radio"/> Yes <input type="radio"/> No </p> |
| <p>40. If the applicant is a corporation and is applying for a space station license, attach as an exhibit the names, address, and citizenship of those stockholders owning a record and/or voting 10 percent or more of the Filer's voting stock and the percentages so held. In the case of fiduciary control, indicate the beneficiary(ies) or class of beneficiaries. Also list the names and addresses of the officers and directors of the Filer.</p> | <p style="text-align: right;"> <input checked="" type="radio"/> Yes <input type="radio"/> No </p> |
| <p>41. By checking Yes, the undersigned certifies, that neither 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 Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance. See 47 CFR 1.2002(b) for the meaning of "party to the application" for these purposes.</p> | <p style="text-align: right;"> <input checked="" type="radio"/> Yes <input type="radio"/> No </p> |

42a. Does the applicant intend to use a non-U.S. licensed satellite to provide service in the United States? If Yes, answer 42b and attach an exhibit providing the information specified in 47 C.F.R. 25.137, as appropriate. If No, proceed to question 43.

Yes No

42b. What administration has licensed or is in the process of licensing the space station? If no license will be issued, what administration has coordinated or is in the process of coordinating the space station?

43. Description. (Summarize the nature of the application and the services to be provided).

See narrative description in Consolidated Application for Authority to Transfer Control.

CERTIFICATION

The Applicant waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application. The applicant certifies that grant of this application would not cause the applicant to be in violation of the spectrum aggregation limit in 47 CFR Part 20. All statements made in exhibits are a material part hereof and are incorporated herein as if set out in full in this application. The undersigned, individually and for the applicant, hereby certifies that all statements made in this application and in all attached exhibits are true, complete and correct to the best of his or her knowledge and belief, and are made in good faith.

44. Applicant is a (an): (Choose the button next to applicable response.)

- Individual
- Unincorporated Association
- Partnership
- Corporation
- Governmental Entity
- Other (please specify)

45. Name of Person Signing
David K. Moskowitz

46. Title of Person Signing
Sr. Vice President and General Counsel

47. Please supply any need attachments.

Attachment 1:

Attachment 2:

Attachment 3:

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 AUTHORIZATION
(U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

SATELLITE EARTH STATION AUTHORIZATIONS
FCC Form 312 - Schedule A
FOR OFFICIAL USE ONLY

Select one of the following

- CONSENT TO TRANSFER OF CONTROL CONSENT TO ASSIGNMENT OF LICENSE
- NOTIFICATION OF TRANSFER OF CONTROL OF RECEIVE ONLY REGISTRATION NOTIFICATION OF ASSIGNMENT OF RECEIVE ONLY REGISTRATION

A1. Name of Licensee (as shown on FCC 312 - Main Form)

| | | | |
|-------------------|---|----------------------|----------------|
| Name: | Hughes Network Systems, Inc. | Phone Number: | (310) 364-6000 |
| DBA Name: | | Fax Number: | (310) 456-1089 |
| Street: | 200 North Sepulveda Blvd. P.O. Box 956 | E-Mail: | |
| City: | El Segundo | State: | |
| Country: | USA | Zipcode: | 90245 |
| Attention: | General Counsel | | |

| A8. List Callsign(s) of station(s) being assigned or transferred | A9. No. of station(s) listed | | | | |
|--|------------------------------|-----------------------------|------------------|------------------|--|
| <table border="1"> <tr> <td data-bbox="332 1564 410 1717">Callsign: E873438</td> <td data-bbox="332 1411 410 1564">Callsign: E861092</td> <td data-bbox="332 1260 410 1411">Callsign:</td> <td data-bbox="332 1106 410 1260">Callsign:</td> </tr> </table> | Callsign: E873438 | Callsign: E861092 | Callsign: | Callsign: | <p data-bbox="456 1417 483 1791">A10. Name of Transferor/ Assignor</p> <p data-bbox="527 682 555 1581">Name: Hughes Electronics Corporation Phone Number: (310) 364-6000</p> <p data-bbox="604 682 631 1581">Company: Fax Number: (310) 456-1089</p> <p data-bbox="649 682 677 1581">Street: 200 North Sepulveda Blvd. E-Mail:</p> <p data-bbox="695 682 722 1402">P.O. Box 956</p> <p data-bbox="740 682 768 1402">City: El Segundo State: CA</p> <p data-bbox="786 682 813 1402">Country: USA Zipcode: 90245 -</p> <p data-bbox="831 682 859 1402">Contact Title: Relationship:</p> |
| Callsign: E873438 | Callsign: E861092 | Callsign: | Callsign: | | |

| | |
|--|--|
| <p>A15. Name of Transferee/ Assignee</p> <p>Name: EchoStar Communications Corporation (a Delaware corporation) Phone Number: (303) 723-1000</p> <p>DBA Name: Fax Number: (303) 723-1699</p> <p>Street: 5701 South Santa Fe E-Mail:</p> <p>City: Littleton State: CO</p> <p>Country: USA Zipcode: 80120 -</p> <p>Attention:</p> | |
| <p>A20. If these facilities are licensed, is the transferee / assignee directly or indirectly controlled by any other entity? If yes, attach as Exhibit E, a statement (including organizational diagrams where appropriate) which fully and completely identifies the nature and extent of control including: (1) the name, address, citizenship, and primary business of the controlling entity and any intermediate subsidiaries or parties, and (2) the names, addresses, citizenship, and the percentages of voting and equity stock of those stockholders holding 10 percent or more of the controlling corporation's voting stock.</p> <p style="text-align: right;"> <input type="radio"/> Yes <input checked="" type="radio"/> No <input type="radio"/> N/A </p> | |
| <p>A21. If these facilities are licensed, attach as Exhibit F, a complete statement setting forth the facts which show how the assignment or transfer will serve the public interest.</p> | |

CERTIFICATION

| | |
|--|---|
| <p>1. The undersigned, individually and for licensee, certifies that all attached exhibits pertinent to Schedule A and all statement made in Schedule A of this application are true, compete and correct to the best of his/her knowledge and belief. The undersigned also certifies that any contracts or other instruments submitted herewith are complete and constitute the full agreement.</p> <p>2. The undersigned represents that stock will not be delivered and that control will not be transferred until the Commission's consent has been received, but that transfer of control or assignment of license will be completed within 60 days of Commission consent. The undersigned also acknowledges that the Commission must be notified by letter within 30 days of consummation.</p> | |
| <p>A22. Printed Name of Licensee (Must agree with A1) Hughes Network Systems, Inc.</p> | <p>A24. Title (Office Held by Person Signing) Randy Segal, Sr. Vice President</p> |
| <p>A26. Printed Name of License Transferor / Assignor (Must agree with A10) Hughes Electronics Corporation</p> | <p>A28. Title (Office Held by Person Signing) Larry D. Hunter, Corporate Vice President</p> |
| <p>A26. Printed Name of License Transferee / Assignee (Must agree with A15) EchoStar Communications Corporation (a Delaware co</p> | <p>A28. Title (Office Held by Person Signing) David K. Moskowitz, Sr. Vice President</p> |

Response to Question 39

Page 1 of 1

EchoStar Communications Corporation (a Delaware corporation)

1. Sensor Co. Ltd. v. Hughes Electronics Manufacturing Service Company, et al.
Plaintiff seeking \$35 million for alleged fraud, breach of contract, breach of warranties and violation of California's unfair trade practices act. Hughes denies liability, and has filed cross-claims seeking contribution and indemnification from co-defendants. Co-defendants have filed cross-complaints seeking indemnification from Hughes. Discovery has not commenced.
2. Grand Jury Investigation/State Department Review
There is a pending grand jury investigation into whether Hughes should be accused of criminal violations of the export control laws arising out of the participation of two employees on a committee formed to review the findings of Chinese engineers regarding the failure of a Long March rocket in China in 1996. Hughes is also subject to the authority of the United States State Department to impose sanctions for non-criminal violations of the Arms Export Control Act. In this long-pending investigation, no indictment has issued, nor has the State Department imposed sanctions, to date.
3. Bischoff, et al. v. DIRECTV, et al.
In September 2000, a putative class action was commenced against DIRECTV, Thomson Consumer Electronics, Best Buy Co., Circuit City Stores and Tandy Corporation. The named plaintiffs purport to represent a class of all consumers who purchased DIRECTV equipment and services any time from March 1996 to September 1, 2000, and allege that defendants have violated federal and California antitrust statutes by entering into agreements to exclude competition and force retailers to boycott competitors' products and services. There will be a status conference in this matter shortly. DIRECTV intends to move to compel arbitration
4. Kingray, et al. v. NBA, et al.,
Kingray, et al. v. NHL, et al.,
Putative class actions against NBA and NHL, its member teams and DIRECTV. Plaintiffs allege that the distribution agreements between the leagues and DIRECTV violate the antitrust laws. DIRECTV's motion to dismiss complaint granted with leave to amend. Second motion to dismiss now pending. DIRECTV's motion to compel arbitration denied. DIRECTV has filed notice of appeal of arbitration ruling.

Response to Question 40

Page 1 of 1

EchoStar Communications Corporation (a Delaware corporation)

See narrative description in Consolidated Application for Authority to Transfer

Control.

Note to Reponse to Question A1

Page 1 of 1

EchoStar Communications Corporation (a Delaware corporation)

As of the date of this filing, the authorizations listed in the table below are licensed to Hughes Electronic Corporation. Contemporaneously with this filing, Hughes Network Systems, Inc. ("HNS") is filing an application for Commission consent to the pro forma assignment of these licenses from the current licensee to HNS. This pro forma assignment is not contingent on the consummation of the transactions that are the subject of this Application.

| Type of Authorization | Call Sign | Station Type/Description | Frequency | US/Non-US |
|-----------------------|-----------|-----------------------------------|-----------|-----------|
| Earth Station | E861092 | Temporary Fixed, Transmit/Receive | Ku-band | US |
| Earth Station | E873438 | Temporary Fixed, Transmit/Receive | Ku-band | US |

Response to Question A21

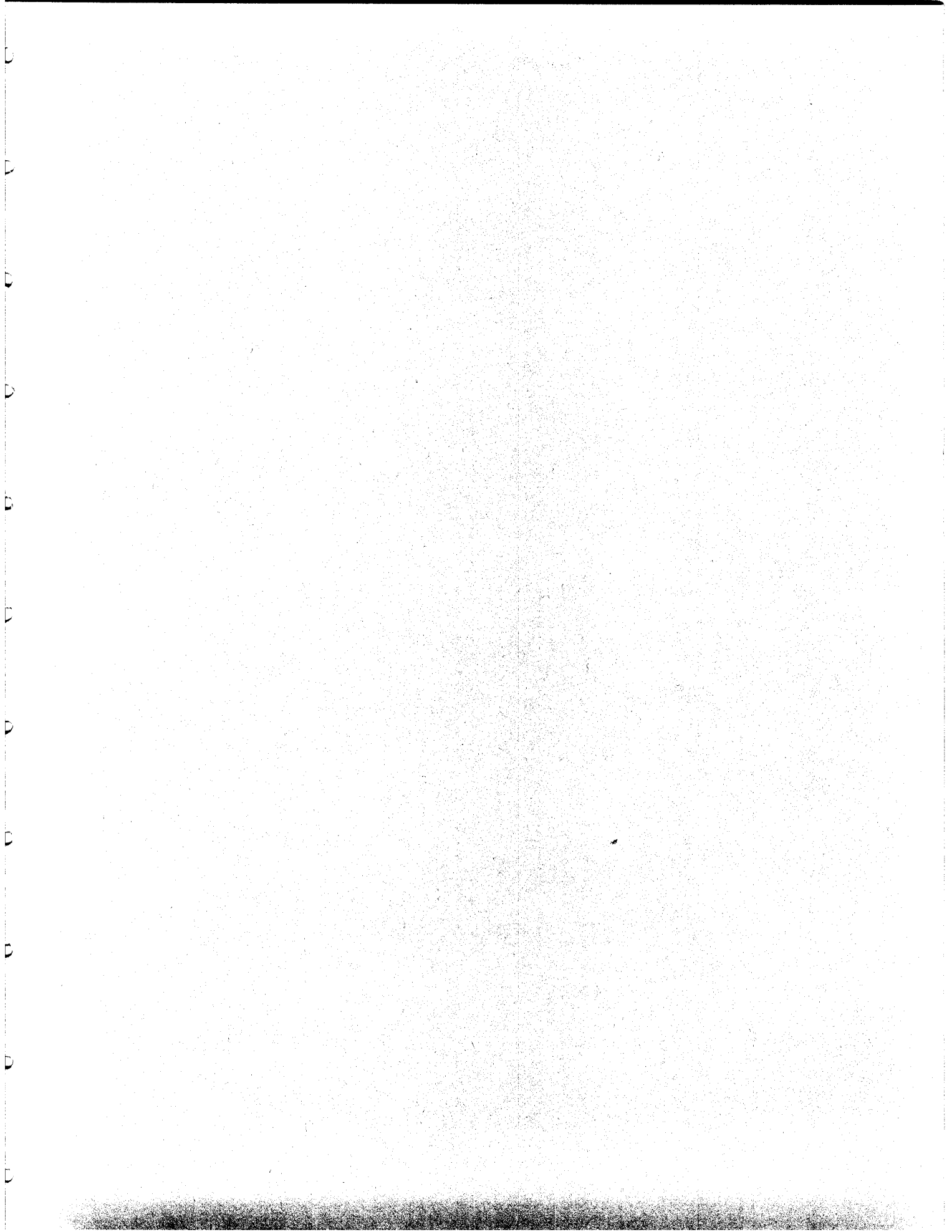
Page 1 of 1

EchoStar Communications Corporation (a Delaware corporation)

Public Interest Statement

See narrative description in Consolidated Application for Authority to Transfer

Control.



| | |
|--|--------------|
| APPLICATION FOR SATELLITE SPACE AND EARTH STATION AUTHORIZATIONS FOR TRANSFER OF CONTROL OR ASSIGNMENT FCC 312 MAIN FORM FOR OFFICIAL USE ONLY | FCC Use Only |
|--|--------------|

2 APPLICANT INFORMATION

Enter a description of this application to identify it on the main menu:

(28) Hughes Network Systems, Inc. Fixed, Transmit Receive Earth Stations

1-8. Legal Name of Applicant

| | | | |
|--|--|--|---|
| Name: DBA Name: Street: City: Country: Attention: | EchoStar Communications Corporation (a Delaware corporation) 5701 South Santa Fe Littleton USA General Counsel | Phone Number: Fax Number: E-Mail: State: Zipcode: | (303) 723-1000 (303) 723-1699 CO 80120 - |
|--|--|--|---|

9-16. Name of Contact Representative (If other than applicant)

| | | | |
|-----------------------|---------------------------|----------------------|----------------|
| Name: | Pantelis Michalopoulos | Phone Number: | (202) 429-6494 |
| Company: | Steptoe & Johnson LLP | Fax Number: | (202) 429-3902 |
| Street: | 1330 Connecticut Ave., NW | E-Mail: | |
| City: | Washington | State: | DC |
| Country: | USA | Zipcode: | 20036-1795 |
| Contact Title: | | Relationship: | Legal Counsel |

CLASSIFICATION OF FILING

17. Choose the button next to the classification that applies to this filing for both questions a. and b. Choose only one for 17a and only one for 17b.

- a1. Earth Station
- a2. Space Station

- (N/A) b1. Application for License of New Station
- (N/A) b2. Application for Registration of New Domestic Receive-Only Station
- (N/A) b3. Amendment to a Pending Application
- (N/A) b4. Modification of License or Registration
- b5. Assignment of License or Registration
- b6. Transfer of Control of License or Registration
- (N/A) b7. Notification of Minor Modification
- (N/A) b8. Application for License of New Receive-Only Station Using Non-U.S. Licensed Satellite
- (N/A) b9. Letter of Intent to Use Non-U.S. Licensed Satellite to Provide Service in the United States
- (N/A) b10. Other (Please specify)

| | | | | | |
|---|---|---|------------|----------------------|------------|
| <p>17c. Is a fee submitted with this application? <input checked="" type="radio"/> If Yes, complete and attach FCC Form 159. If No, indicate reason for fee exemption (see 47 C.F.R. Section 1.1114). <input type="radio"/> Governmental Entity <input type="radio"/> Noncommercial educational licensee <input type="radio"/> Other (please explain):</p> | | | | | |
| <p>17d.</p> <table border="1"> <tr> <td>Fee Classification A CNX – Fixed Satellite Transmit/Receive Earth Station</td> <td>Quantity 1</td> </tr> <tr> <td>Fee Classification B</td> <td>Quantity 9</td> </tr> </table> | | Fee Classification A CNX – Fixed Satellite Transmit/Receive Earth Station | Quantity 1 | Fee Classification B | Quantity 9 |
| Fee Classification A CNX – Fixed Satellite Transmit/Receive Earth Station | Quantity 1 | | | | |
| Fee Classification B | Quantity 9 | | | | |
| <p>18. If this filing is in reference to an existing station, enter: (a) Call sign of station: Not Applicable</p> | <p>19. If this filing is an amendment to a pending application enter: (a) Date pending application was filed: Not Applicable (b) File number of pending application: Not Applicable</p> | | | | |

TYPE OF SERVICE

20. NATURE OF SERVICE: This filing is for an authorization to provide or use the following type(s) of service(s): Select all that apply:

- a. Fixed Satellite
- b. Mobile Satellite
- c. Radiodetermination Satellite
- d. Earth Exploration Satellite
- e. Direct to Home Fixed Satellite
- f. Digital Audio Radio Service
- g. Other (please specify)

21. STATUS: Choose the button next to the applicable status. Choose only one.

- Common Carrier
- Non-Common Carrier

22. If earth station applicant, check all that apply.

- Using U.S. licensed satellites
- Using Non-U.S. licensed satellites

23. If applicant is providing INTERNATIONAL COMMON CARRIER service, see instructions regarding Sec. 214 filings. Choose one. Are these facilities:

- Connected to a Public Switched Network
- Not connected to a Public Switched Network
- N/A

24. FREQUENCY BAND(S): Place an "X" in the box(es) next to all applicable frequency band(s).

- a. C-Band (4/6 GHz)
 - b. Ku-Band (12/14 GHz)
 - c. Other (Please specify upper and lower frequencies in MHz.)
- Frequency Lower: 20 GHz Frequency Upper: 30 GHz

TYPE OF STATION

25. CLASS OF STATION: Choose the button next to the class of station that applies. Choose only one.

- a. Fixed Earth Station
- b. Temporary-Fixed Earth Station
- c. 12/14 GHz VSAT Network
- d. Mobile Earth Station
- e. Geostationary Space Station
- f. Non-Geostationary Space Station
- g. Other (please specify)

26. TYPE OF EARTH STATION FACILITY: Choose only one.

- Transmit/Receive
- Transmit-Only
- Receive-Only
- N/A

PURPOSE OF MODIFICATION

27. The purpose of this proposed modification is to: (Place an "X" in the box(es) next to all that apply.)

Not Applicable

ENVIRONMENTAL POLICY

28. Would a Commission grant of any proposal in this application or amendment have a significant environmental impact as defined by 47 CFR 1.1307? If YES, submit the statement as required by Sections 1.1308 and 1.1311 of the Commission's rules, 47 C.F.R. 1.1308 and 1.1311, as an exhibit to this application. A Radiation Hazard Study must accompany all applications for new transmitting facilities, major modifications, or major amendments.

Yes No

ALIEN OWNERSHIP Earth station applicants not proposing to provide broadcast, common carrier, aeronautical en route or aeronautical fixed radio station services are not required to respond to Items 30-34.

29. Is the applicant a foreign government or the representative of any foreign government?

Yes No N/A

30. Is the applicant an alien or the representative of an alien?

Yes No
 N/A

31. Is the applicant a corporation organized under the laws of any foreign government?

Yes No
 N/A

| | |
|---|---|
| <p>32. Is the applicant a corporation of which any officer or director is an alien or of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?</p> | <p>Yes <input type="radio"/> No <input checked="" type="radio"/> N/A <input type="radio"/></p> |
| <p>33. Is the applicant a corporation directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?</p> | <p>Yes <input type="radio"/> No <input checked="" type="radio"/> N/A <input type="radio"/></p> |
| <p>34. If any answer to questions 29, 30, 31, 32 and/or 33 is Yes, attach as an exhibit an identification of the aliens or foreign entities, their nationality, their relationship to the applicant, and the percentage of stock they own or vote.</p> | |

BASIC QUALIFICATIONS

| | |
|---|--|
| <p>35. Does the Applicant request any waivers or exemptions from any of the Commission's Rules? If Yes, attach as an exhibit, copies of the requests for waivers or exceptions with supporting documents.</p> | <p>Yes <input type="radio"/> No <input checked="" type="radio"/></p> |
| <p>36. Has the applicant or any party to this application or amendment had any FCC station authorization or license revoked or had any application for an initial, modification or renewal of FCC station authorization, license, or construction permit denied by the Commission? If Yes, attach as an exhibit, an explanation of circumstances.</p> | <p>Yes <input type="radio"/> No <input checked="" type="radio"/></p> |

| | |
|---|---|
| <p>37. Has the applicant, or any party to this application or amendment, or any party directly or indirectly controlling the applicant ever been convicted of a felony by any state or federal court? If Yes, attach as an exhibit, an explanation of circumstances.</p> | <p style="text-align: center;"> <input type="radio"/> Yes <input checked="" type="radio"/> No </p> |
| <p>38. Has any court finally adjudged the applicant, or any person directly or indirectly controlling the applicant, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement or any other means or unfair methods of competition? If Yes, attach as an exhibit, an explanation of circumstances</p> | <p style="text-align: center;"> <input type="radio"/> Yes <input checked="" type="radio"/> No </p> |
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| <p>40. If the applicant is a corporation and is applying for a space station license, attach as an exhibit the names, address, and citizenship of those stockholders owning a record and/or voting 10 percent or more of the Filer's voting stock and the percentages so held. In the case of fiduciary control, indicate the beneficiary(ies) or class of beneficiaries. Also list the names and addresses of the officers and directors of the Filer.</p> | |
| <p>41. By checking Yes, the undersigned certifies, that neither 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 Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance. See 47 CFR 1.2002(b) for the meaning of "party to the application" for these purposes.</p> | <p style="text-align: center;"> <input checked="" type="radio"/> Yes <input type="radio"/> No </p> |

42a. Does the applicant intend to use a non-U.S. licensed satellite to provide service in the United States? If Yes, answer 42b and attach an exhibit providing the information specified in 47 C.F.R. 25.137, as appropriate. If No, proceed to question 43.

Yes No

42b. What administration has licensed or is in the process of licensing the space station? If no license will be issued, what administration has coordinated or is in the process of coordinating the space station?

43. Description. (Summarize the nature of the application and the services to be provided).

See narrative description in Consolidated Application for Authority to Transfer Control.

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44. Applicant is a (an): (Choose the button next to applicable response.)

- Individual
- Unincorporated Association
- Partnership
- Corporation
- Governmental Entity
- Other (please specify)

45. Name of Person Signing
David K. Moskowitz

46. Title of Person Signing
Sr. Vice President and General Counsel

47. Please supply any need attachments.

Attachment 1:

Attachment 2:

Attachment 3:

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 AUTHORIZATION
(U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

SATELLITE EARTH STATION AUTHORIZATIONS
FCC Form 312 - Schedule A
FOR OFFICIAL USE ONLY

Select one of the following

- CONSENT TO TRANSFER OF CONTROL CONSENT TO ASSIGNMENT OF LICENSE
- NOTIFICATION OF TRANSFER OF CONTROL OF RECEIVE ONLY REGISTRATION NOTIFICATION OF ASSIGNMENT OF RECEIVE ONLY REGISTRATION

A1. Name of Licensee (as shown on FCC 312 - Main Form)

| | | | |
|-------------------|---|----------------------|----------------|
| Name: | Hughes Network Systems, Inc. | Phone Number: | (310) 364-6000 |
| DBA Name: | | Fax Number: | (310) 456-1089 |
| Street: | 200 North Sepulveda Blvd. P.O. Box 956 | E-Mail: | |
| City: | El Segundo | State: | |
| Country: | USA | Zipcode: | 90245 |
| Attention: | General Counsel | | |

| | | | | | | | | | | | | | |
|---|----------------------|----------------------|----------------------|----------------------|----------------------|----------------------|----------------------|----------------------|----------------------|----------------------|-----------|-----------|--|
| <p>A8. List Callsign(s) of station(s) being assigned or transferred</p> <table border="1" style="width: 100%; border-collapse: collapse; text-align: center;"> <tr> <td style="width: 25%;">Callsign: E940478</td> <td style="width: 25%;">Callsign: E940460</td> <td style="width: 25%;">Callsign: E920556</td> <td style="width: 25%;">Callsign: E910612</td> </tr> <tr> <td>Callsign: E900013</td> <td>Callsign: E890627</td> <td>Callsign: E890425</td> <td>Callsign: E881109</td> </tr> <tr> <td>Callsign: E880970</td> <td>Callsign: SES STA</td> <td>Callsign:</td> <td>Callsign:</td> </tr> </table> | Callsign: E940478 | Callsign: E940460 | Callsign: E920556 | Callsign: E910612 | Callsign: E900013 | Callsign: E890627 | Callsign: E890425 | Callsign: E881109 | Callsign: E880970 | Callsign: SES STA | Callsign: | Callsign: | <p>A9. No. of station(s) listed</p> |
| Callsign: E940478 | Callsign: E940460 | Callsign: E920556 | Callsign: E910612 | | | | | | | | | | |
| Callsign: E900013 | Callsign: E890627 | Callsign: E890425 | Callsign: E881109 | | | | | | | | | | |
| Callsign: E880970 | Callsign: SES STA | Callsign: | Callsign: | | | | | | | | | | |
| <p>A10. Name of Transferor/ Assignor</p> <p>Name: Hughes Electronics Corporation Phone Number: (310) 364-6000</p> <p>Company: Fax Number: (310) 456-1089</p> <p>Street: 200 North Sepulveda Blvd. E-Mail:</p> <p style="padding-left: 100px;">P.O. Box 956</p> <p>City: El Segundo State: CA</p> <p>Country: USA Zipcode: 90245 -</p> <p>Contact Title: Relationship:</p> | | | | | | | | | | | | | |

| | |
|--|--|
| <p>A15. Name of Transferee/ Assignee</p> | |
| <p>Name: EchoStar Communications Corporation (a Delaware corporation)</p> | <p>Phone Number: (303) 723-1000</p> |
| <p>DBA Name:</p> | <p>Fax Number: (303) 723-1699</p> |
| <p>Street: 5701 South Santa Fe</p> | <p>E-Mail:</p> |
| <p>City: Littleton</p> | <p>State: CO</p> |
| <p>Country: USA</p> | <p>Zipcode: 80120 -</p> |
| <p>Attention:</p> | |
| <p>A20. If these facilities are licensed, is the transferee / assignee directly or indirectly controlled by any other entity? If yes, attach as Exhibit E, a statement (including organizational diagrams where appropriate) which fully and completely identifies the nature and extent of control including: (1) the name, address, citizenship, and primary business of the controlling entity and any intermediate subsidiaries or parties, and (2) the names, addresses, citizenship, and the percentages of voting and equity stock of those stockholders holding 10 percent or more of the controlling corporation's voting stock.</p> | |
| <p>Yes <input type="radio"/> No <input checked="" type="radio"/> N/A <input type="radio"/></p> | |
| <p>A21. If these facilities are licensed, attach as Exhibit F, a complete statement setting forth the facts which show how the assignment or transfer will serve the public interest.</p> | |

CERTIFICATION

| | |
|--|---|
| <p>1. The undersigned, individually and for licensee, certifies that all attached exhibits pertain to Schedule A and all statement made in Schedule A of this application are true, compete and correct to the best of his/her knowledge and belief. The undersigned also certifies that any contracts or other instruments submitted herewith are complete and constitute the full agreement.</p> <p>2. The undersigned represents that stock will not be delivered and that control will not be transferred until the Commission's consent has been received, but that transfer of control or assignment of license will be completed within 60 days of Commission consent. The undersigned also acknowledges that the Commission must be notified by letter within 30 days of consummation.</p> | |
| <p>A22. Printed Name of Licensee (Must agree with A1) Hughes Network Systems, Inc.</p> | <p>A24. Title (Office Held by Person Signing) Randy Segal, Sr. Vice President</p> |
| <p>A26. Printed Name of License Transferor / Assignor (Must agree with A10) Hughes Electronics Corporation</p> | <p>A28. Title (Office Held by Person Signing) Larry D. Hunter, Corporate Vice President</p> |
| <p>A26. Printed Name of License Transferee / Assignee (Must agree with A15) EchoStar Communications Corporation (a Delaware co</p> | <p>A28. Title (Office Held by Person Signing) David K. Moskowitz, Sr. Vice President</p> |

Response to Question 39

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EchoStar Communications Corporation (a Delaware corporation)

1. Sensor Co. Ltd. v. Hughes Electronics Manufacturing Service Company, et al.
Plaintiff seeking \$35 million for alleged fraud, breach of contract, breach of warranties and violation of California's unfair trade practices act. Hughes denies liability, and has filed cross-claims seeking contribution and indemnification from co-defendants. Co-defendants have filed cross-complaints seeking indemnification from Hughes. Discovery has not commenced.

2. Grand Jury Investigation/State Department Review
There is a pending grand jury investigation into whether Hughes should be accused of criminal violations of the export control laws arising out of the participation of two employees on a committee formed to review the findings of Chinese engineers regarding the failure of a Long March rocket in China in 1996. Hughes is also subject to the authority of the United States State Department to impose sanctions for non-criminal violations of the Arms Export Control Act. In this long-pending investigation, no indictment has issued, nor has the State Department imposed sanctions, to date.

3. Bischoff, et al. v. DIRECTV, et al.
In September 2000, a putative class action was commenced against DIRECTV, Thomson Consumer Electronics, Best Buy Co., Circuit City Stores and Tandy Corporation. The named plaintiffs purport to represent a class of all consumers who purchased DIRECTV equipment and services any time from March 1996 to September 1, 2000, and allege that defendants have violated federal and California antitrust statutes by entering into agreements to exclude competition and force retailers to boycott competitors' products and services. There will be a status conference in this matter shortly. DIRECTV intends to move to compel arbitration

4. Kingray, et al. v. NBA, et al.,
Kingray, et al. v. NHL, et al.,
Putative class actions against NBA and NHL, its member teams and DIRECTV. Plaintiffs allege that the distribution agreements between the leagues and DIRECTV violate the antitrust laws. DIRECTV's motion to dismiss complaint granted with leave to amend. Second motion to dismiss now pending. DIRECTV's motion to compel arbitration denied. DIRECTV has filed notice of appeal of arbitration ruling.

Response to Question 40

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EchoStar Communications Corporation (a Delaware corporation)

See narrative description in Consolidated Application for Authority to Transfer

Control.

Note to Response to Question A1

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EchoStar Communications Corporation (a Delaware corporation)

As of the date of this filing, the authorizations listed in the table below are licensed to Hughes Electronic Corporation. Contemporaneously with this filing, Hughes Network Systems, Inc. ("HNS") is filing an application for Commission consent to the pro forma assignment of these licenses from the current licensee to HNS. This pro forma assignment is not contingent on the consummation of the transactions that are the subject of this Application.

| Type of Authorization | Call Sign | Station Type/Description | Frequency | US/Non-US |
|-----------------------|-----------|--------------------------|-----------|-----------|
| Earth Station | E880970 | Fixed, Transmit/Receive | Ku-band | US |
| Earth Station | E881109 | Fixed, Transmit/Receive | Ku-band | US |
| Earth Station | E890425 | Fixed, Transmit/Receive | Ku-band | US |
| Earth Station | E890627 | Fixed, Transmit/Receive | Ku-band | US |
| Earth Station | E900013 | Fixed, Transmit/Receive | Ku-band | US |
| Earth Station | E910612 | Fixed, Transmit/Receive | Ku-band | US |
| Earth Station | E920556 | Fixed, Transmit/Receive | C-band | US |
| Earth Station | E940460 | Fixed, Transmit/Receive | Ku-band | US |
| Earth Station | E940478 | Fixed, Transmit/Receive | C-band | US |

Note to Response to Question A8

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EchoStar Communications Corporation (a Delaware corporation)

On November 21, 2001, the Commission granted special temporary authority to Hughes Electronics Corporation d/b/a Hughes Network Systems to operate the following earth station:

| Listed Licensee | Type of Authorization | Call Sign/File Number | Location/Station Type/Description | Frequency | US/Non-US |
|--------------------------------|-----------------------|-------------------------------|---|-----------|-----------|
| Hughes Electronics Corporation | Earth Station | SES-STA 20011107- 02083 | Transmit/ Receive Earth Station Testing STA | 20/30 GHz | US |

Response to Question A21

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EchoStar Communications Corporation (a Delaware corporation)

Public Interest Statement

See narrative description in Consolidated Application for Authority to Transfer

Control.

