

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:  
(42) USSB II, Inc. Space Stations

**1-8. Legal Name of Applicant**

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

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

<b>Name:</b>	Pantelis Michalopoulos	<b>Phone Number:</b>	(202) 429-6494
<b>Company:</b>	Step toe & Johnson LLP	<b>Fax Number:</b>	(202) 429-3902
<b>Street:</b>	1330 Connecticut Ave., NW	<b>E-Mail:</b>	
<b>City:</b>	Washington	<b>State:</b>	DC
<b>Country:</b>	USA	<b>Zipcode:</b>	20036-1795
<b>Contact Title:</b>		<b>Relationship:</b>	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 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 checked="" type="radio"/> Noncommercial educational licensee  <input checked="" type="radio"/> Other (please explain): Section 1.1107(11) does not impose a filing fee on applications for a request to transfer direct broadcast satellite licenses.</p>	
17d.	
<p>Fee Classification A BFY – Space Station (Geostationary)</p>	<p>Quantity 0</p>
<p>Fee Classification B</p>	<p>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:  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) Direct Broadcast Satellite

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: Frequency Upper: 17.3 – 17.8 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"/>  <input 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"/>  <input 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>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

<input checked="" type="radio"/> CONSENT TO TRANSFER OF CONTROL	<input type="radio"/> CONSENT TO ASSIGNMENT OF LICENSE
<input type="radio"/> NOTIFICATION OF TRANSFER OF CONTROL OF RECEIVE ONLY REGISTRATION	<input type="radio"/> NOTIFICATION OF ASSIGNMENT OF RECEIVE ONLY REGISTRATION

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

<b>Name:</b>	USSB II, Inc.	<b>Phone Number:</b>	(310) 364-6000
<b>DBA Name:</b>		<b>Fax Number:</b>	(310) 456-1089
<b>Street:</b>	200 North Sepulveda Blvd. P.O. Box 956	<b>E-Mail:</b>	
<b>City:</b>	El Segundo	<b>State:</b>	
<b>Country:</b>	USA	<b>Zipcode:</b>	90245
<b>Attention:</b>	General Counsel		

<p><b>A8. List Callsign(s) of station(s) being assigned or transferred</b></p> <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 25%; padding: 5px;"><b>Callsign:</b> DBS8107</td> <td style="width: 25%; padding: 5px;"><b>Callsign:</b> DBS8107</td> <td style="width: 25%; padding: 5px;"><b>Callsign:</b> DBS8107</td> <td style="width: 25%; padding: 5px;"><b>Callsign:</b> DBS8107</td> </tr> </table>	<b>Callsign:</b> DBS8107	<b>Callsign:</b> DBS8107	<b>Callsign:</b> DBS8107	<b>Callsign:</b> DBS8107	<p><b>A9. No. of station(s) listed</b></p>
<b>Callsign:</b> DBS8107	<b>Callsign:</b> DBS8107	<b>Callsign:</b> DBS8107	<b>Callsign:</b> DBS8107		
<p><b>A10. Name of Transferor/ Assignor</b></p> <p><b>Name:</b> Hughes Electronics Corporation      <b>Phone Number:</b> (310) 364-6000</p> <p><b>Company:</b>      <b>Fax Number:</b> (310) 456-1089</p> <p><b>Street:</b> 200 North Sepulveda Blvd.      <b>E-Mail:</b></p> <p style="padding-left: 40px;">P.O. Box 956</p> <p><b>City:</b> El Segundo      <b>State:</b> CA</p> <p><b>Country:</b> USA      <b>Zipcode:</b> 90245 -</p> <p><b>Contact Title:</b>      <b>Relationship:</b></p>					

<p><b>A15. Name of Transferee/ Assignee</b></p> <p><b>Name:</b> EchoStar Communications Corporation (a Delaware corporation)      <b>Phone Number:</b> (303) 723-1000</p> <p><b>DBA Name:</b>      <b>Fax Number:</b> (303) 723-1699</p> <p><b>Street:</b> 5701 South Santa Fe      <b>E-Mail:</b></p> <p><b>City:</b> Littleton      <b>State:</b> CO</p> <p><b>Country:</b> USA      <b>Zipcode:</b> 80120 -</p> <p><b>Attention:</b></p>	
<p><b>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.</b></p> <p style="text-align: right;"> <input type="radio"/> Yes  <input checked="" type="radio"/> No  <input type="radio"/> N/A         </p>	
<p><b>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.</b></p>	

**CERTIFICATION**

<p>1. The undersigned, individually and for license, certifies that all attached exhibits pertain to Schedule A and all statement made in Schedule A of this application are true, complete 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) USSB II, Inc.</p>	<p>A24. Title (Office Held by Person Signing) Robert M. Hall, 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**

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EchoStar Communications Corporation (a Delaware corporation)

See narrative description in Consolidated Application for Authority to Transfer

Control.



**Response to Question A21**

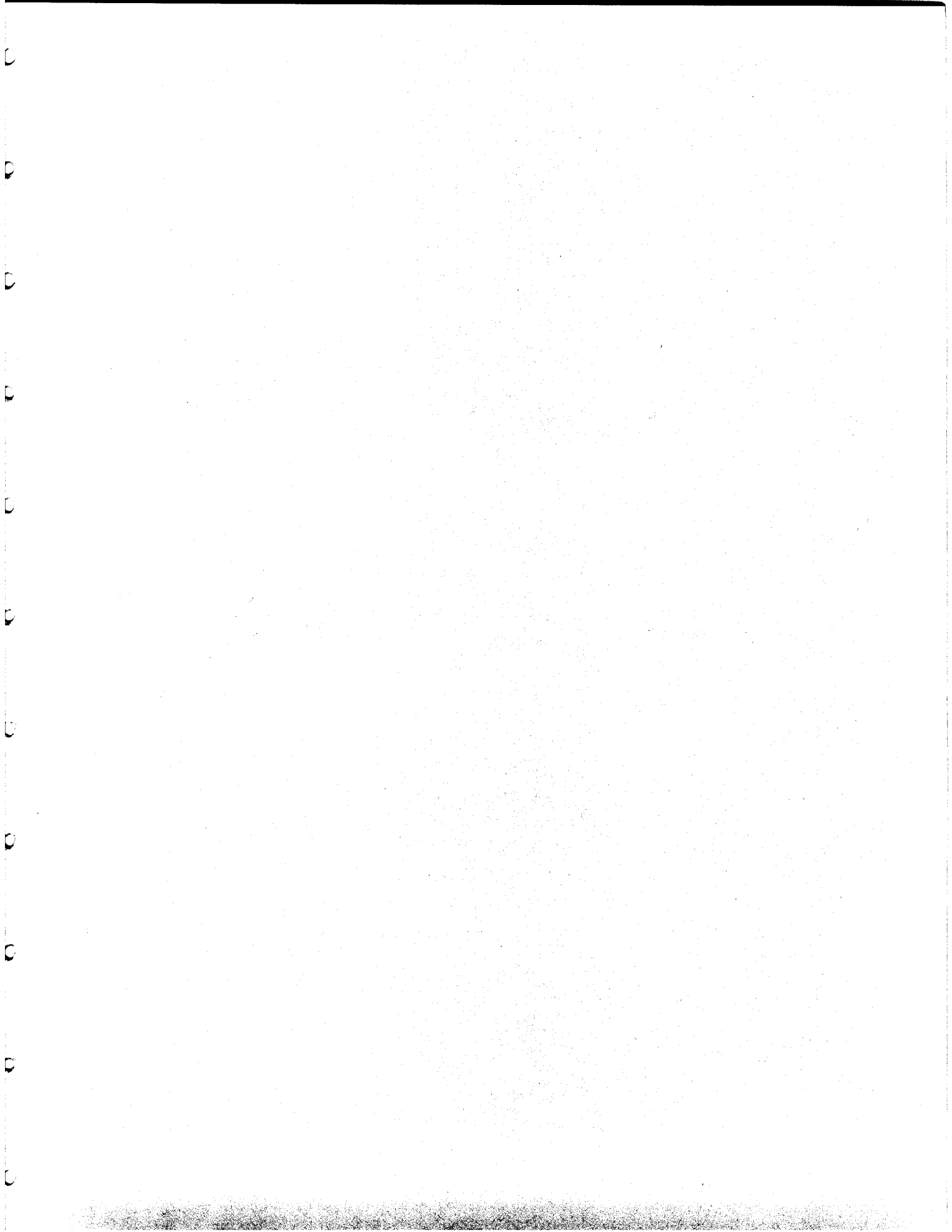
Page 1 of 1

EchoStar Communications Corporation (a Delaware corporation)

Public Interest Statement

See narrative description in Consolidated Application for Authority to Transfer

Control.



<b>FCC 603</b>	<b>FCC Wireless Telecommunications Bureau Application for Assignments of Authorization and Transfers of Control</b>	Approved by OMB 3060 - 0800 See instructions for public burden estimate  Previewed 12/02/2001 at 04:32PM  File Number: <b>0000662719</b>
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<b>1) Application Purpose: Transfer of Control</b>	
2a) If this request is for an Amendment or Withdrawal, enter the File Number of the pending application currently on file with the FCC.	File Number:
2b) File numbers of related pending applications currently on file with the FCC:	

**Type of Transaction**

3a) Is this a <i>pro forma</i> assignment of authorization or transfer of control? <b>No</b>
3b) If the answer to Item 3a is 'Yes', is this a notification of a <i>pro forma</i> transaction being filed under the Commission's forbearance procedures for telecommunications licenses?
4) For assignment of authorization only, is this a partition and/or disaggregation?
5) Does this filing request a waiver of the Commission's rules? <b>No</b>
6) Are attachments being filed with this application? <b>No</b>
7a) Does the transaction that is the subject of this application also involve transfer or assignment of other wireless licenses held by the assignor/transferor or affiliates of the assignor/transferor(e.g., parents, subsidiaries, or commonly controlled entities) that are not included on this form and for which Commission approval is required? <b>Yes</b>
7b) Does the transaction that is the subject of this application also involve transfer or assignment of non-wireless licenses that are not included on this form and for which Commission approval is required? <b>Yes</b>

**Transaction Information**

8) How will assignment of authorization or transfer of control be accomplished? <b>Merger</b> If required by applicable rule, attach as an exhibit a statement on how control is to be assigned or transferred, along with copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc.
9) The assignment of authorization or transfer of control of license is: <b>Voluntary</b>

**Licensee/Assignor Information**

10a) Taxpayer Identification Number: <b>953881942</b>	10b) SGIN: <b>000</b>	10c) FCC Registration Number (FRN): <b>0005748942</b>
11) First Name (if individual):	MI:	Last Name:
12) Entity Name (if not an individual): <b>Hughes Communications Satellite Services, Inc.</b>		
13) Attention To:		
14) P.O. Box:	And / Or	15) Street Address: <b>11717 Exploration Lane</b>
16) City: <b>Germantown</b>	17) State: <b>MD</b>	18) Zip: <b>20876</b>
19) Telephone Number: <b>(301)428-5500</b>	20) FAX: <b>(301)428-1868</b>	
21) E-Mail Address:		

**22) Race, Ethnicity, Gender of Assignor/Licensee (Optional)**

<b>Race:</b>	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
<b>Ethnicity:</b>	Hispanic or Latino:	Not Hispanic or Latino:			
<b>Gender:</b>	Female:	Male:			

**Transferor Information (for transfers of control only)**

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23a) Taxpayer Identification Number: <b>521106564</b>		23b) SGIN: <b>000</b>	23c) FCC Registration Number (FRN): <b>0002155695</b>
24) First Name (if individual):	MI:	Last Name:	Suffix:
25) Entity Name (if not an individual): <b>Hughes Electronics Corporation</b>			
26) P.O. Box: <b>956</b>	And / Or	27) Street Address: <b>200 North Sepulveda Blvd.</b>	
28) City: <b>El Segundo</b>	29) State: <b>CA</b>	30) Zip: <b>92045</b>	
31) Telephone Number: <b>(310)364-6000</b>		32) FAX: <b>(310)456-1089</b>	
33) E-Mail Address:			

**Name of Transferor Contact Representative (if other than Transferor) (for transfers of control only)**

34) First Name: <b>James</b>		MI: <b>H</b>	Last Name: <b>Barker</b>	Suffix:
35) Company Name: <b>Latham &amp; Watkins</b>				
36) P.O. Box:	And / Or	37) Street Address: <b>555 Eleventh Street, NW, Suite 1000</b>		
38) City: <b>Washington</b>	39) State: <b>DC</b>	40) Zip: <b>20004-1304</b>		
41) Telephone Number: <b>(202)637-2200</b>		42) FAX: <b>(202)637-2201</b>		
43) E-Mail Address:				

**Assignee/Transferee Information**

44) The Assignee is a(n): <b>Corporation</b>				
45a) Taxpayer Identification Number: <b>521106564</b>		45b) SGIN: <b>000</b>	45c) FCC Registration Number (FRN): <b>0002155695</b>	
46) First Name (if individual):	MI:	Last Name:	Suffix:	
47) Entity Name (if other than individual): <b>Hughes Electronics Corporation</b>				
48) Name of Real Party in Interest:			49) TIN:	
50) Attention To:				
51) P.O. Box: <b>956</b>	And / Or	52) Street Address: <b>200 North Sepulveda Blvd.</b>		
53) City: <b>El Segundo</b>	54) State: <b>CA</b>	55) Zip: <b>92045</b>		
56) Telephone Number: <b>(310)364-6000</b>		57) FAX: <b>(310)456-1089</b>		
58) E-Mail Address:				

**Name of Assignee/Transferee Contact Representative (if other than Assignee/Transferee)**

59) First Name: <b>Pantelis</b>		MI:	Last Name: <b>Michalopoulos</b>	Suffix:
60) Company Name: <b>Stephoe &amp; Johnson LLP</b>				
61) P.O. Box:	And / Or	62) Street Address: <b>1330 Connecticut Avenue</b>		
63) City: <b>Washington</b>	64) State: <b>DC</b>	65) Zip: <b>20036-1795</b>		
66) Telephone Number: <b>(202)429-6494</b>		67) FAX: <b>(202)429-3902</b>		
68) E-Mail Address:				

**Alien Ownership Questions**

69) Is the Assignee or Transferee a foreign government or the representative of any foreign government?	No
70) Is the Assignee or Transferee an alien or the representative of an alien?	No
71) Is the Assignee or Transferee a corporation organized under the laws of any foreign government?	No
72) Is the Assignee or Transferee a corporation 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?	No
73) Is the Assignee or Transferee 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? If 'Yes', attach exhibit explaining nature and extent of alien or foreign ownership or control.	No

**Basic Qualification Questions**

74) Has the Assignee or Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission? If 'Yes', attach exhibit explaining circumstances.	No
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75) Has the Assignee or Transferee or any party to this application, or any party directly or indirectly controlling the Assignee or Transferee, or any party to this application ever been convicted of a felony by any state or federal court? If 'Yes', attach exhibit explaining circumstances.	No
76) Has any court finally adjudged the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee 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 exhibit explaining circumstances.	No
77) Is the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee currently a party in any pending matter referred to in the preceding two items? If 'Yes', attach exhibit explaining circumstances.	Yes

#### 78) Race, Ethnicity, Gender of Assignee/Transferee (Optional)

<b>Race:</b>	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
<b>Ethnicity:</b>	Hispanic or Latino:	Not Hispanic or Latino:			
<b>Gender:</b>	Female:	Male:			

#### Assignor/Transferor Certification Statements

1) The Assignor or Transferor certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for <i>pro forma</i> assignments and transfers by telecommunications carriers. See <i>Memorandum Opinion and Order</i> , 13 FCC Rcd. 6293(1998).			
2) The Assignor or Transferor certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.			
79) Typed or Printed Name of Party Authorized to Sign			
First Name: Larry	MI: D	Last Name: Hunter	Suffix:
80) Title: Corporate Vice President			
Signature: Larry D Hunter		81) Date: 11/19/01	

#### Assignee/Transferee Certification Statements

1) The Assignee or Transferee certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for <i>pro forma</i> assignments and transfers by telecommunications carriers. See <i>Memorandum Opinion and Order</i> , 13 FCC Rcd. 6293 (1998).	
2) The Assignee or Transferee 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.	
3) The Assignee or Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership, attribution, or spectrum cap rule. *If the applicant has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.	
4) The Assignee or Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor or Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against the Assignor or Transferor prior to this assignment.	
5) The Assignee or Transferee certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.	
6) The Assignee or Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998, 21 U.S.C § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.	
7) The applicant certifies that it either (1) has an updated Form 602 on file with the Commission, (2) is filing an updated Form 602 simultaneously with this application, or (3) is not required to file Form 602 under the Commission's Rules.	

#### 82) Typed or Printed Name of Party Authorized to Sign

First Name: David	MI: K	Last Name: Moskowitz	Suffix:
83) Title: Sr. Vice President			
Signature: David K Moskowitz		84) Date: 11/19/01	
WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS 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).			

**Authorizations To Be Assigned or Transferred**

85) Call Sign	86) Radio Service	87) Location Number	88) Path Number (Microwave only)	89) Lower or Center Frequency (MHz)	90) Upper Frequency (MHz)	91) Constructed Yes / No
WPKJ833	AL					Yes

<b>FCC Form 603 Schedule A</b>	<b>Schedule for Assignments of Authorization and Transfers of Control in Auctioned Services</b>	Approved by OMB 3060 - 0800 See instructions for public burden estimate
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**Assignments of Authorization**

**1) Assignee Eligibility for Installment Payments (for assignments of authorization only)**

Is the Assignee claiming the same category or a smaller category of eligibility for installment payments as the Assignor (as determined by the applicable rules governing the licenses issued to the Assignor)?	
If 'Yes', is the Assignee applying for installment payments?	

**2) Gross Revenues and Total Assets Information (if required) (for assignments of authorization only)**

Refer to applicable auction rules for method to determine required gross revenues and total assets information

Year 1 Gross Revenues (current)	Year 2 Gross Revenues	Year 3 Gross Revenues	Total Assets:
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**3) Certification Statements**

**For Assignees Claiming Eligibility as an Entrepreneur Under the General Rule**

Assignee certifies that they are eligible to obtain the licenses for which they apply.
--

**For Assignees Claiming Eligibility as a Publicly Traded Corporation**

Assignee certifies that they are eligible to obtain the licenses for which they apply and that they comply with the definition of a Publicly Traded Corporation, as set out in the applicable FCC rules.
--

**For Assignees Claiming Eligibility Using a Control Group Structure**

Assignee certifies that they are eligible to obtain the licenses for which they apply.
Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

**For Assignees Claiming Eligibility as a Very Small Business, Very Small Business Consortium, Small Business, or as a Small Business Consortium**

Assignee certifies that they are eligible to obtain the licenses for which they apply.
Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

**For Assignees Claiming Eligibility as a Rural Telephone Company**

Assignee certifies that they meet the definition of a Rural Telephone Company as set out in the applicable FCC rules, and must disclose all parties to agreement(s) to partition licenses won in this auction. See applicable FCC rules.
--

**Transfers of Control**

**4) Licensee Eligibility (for transfers of control only)**

As a result of transfer of control, must the licensee now claim a larger or higher category of eligibility than was originally declared?	No
If 'Yes', the new category of eligibility of the licensee is:	

**Certification Statement for Transferees**

--

Transferee certifies that the answers provided in Item 4 are true and correct.

**Attachment List**

<b>Attachment Type</b>	<b>Date</b>	<b>Description</b>	<b>Contents</b>
------------------------	-------------	--------------------	-----------------

**There are no attachments for this application**

**EXHIBIT A**

**Request for Transfer of Control  
Station WPKJ833**

The current licensee of station WPKJ833 is Hughes Communications Satellite Services, Inc. Hughes Communications Satellite Services, Inc. is a wholly owned subsidiary of Hughes Electronics Corporation ("Hughes"), a Delaware corporation, which is in turn a wholly owned subsidiary of General Motors Corporation ("GM").

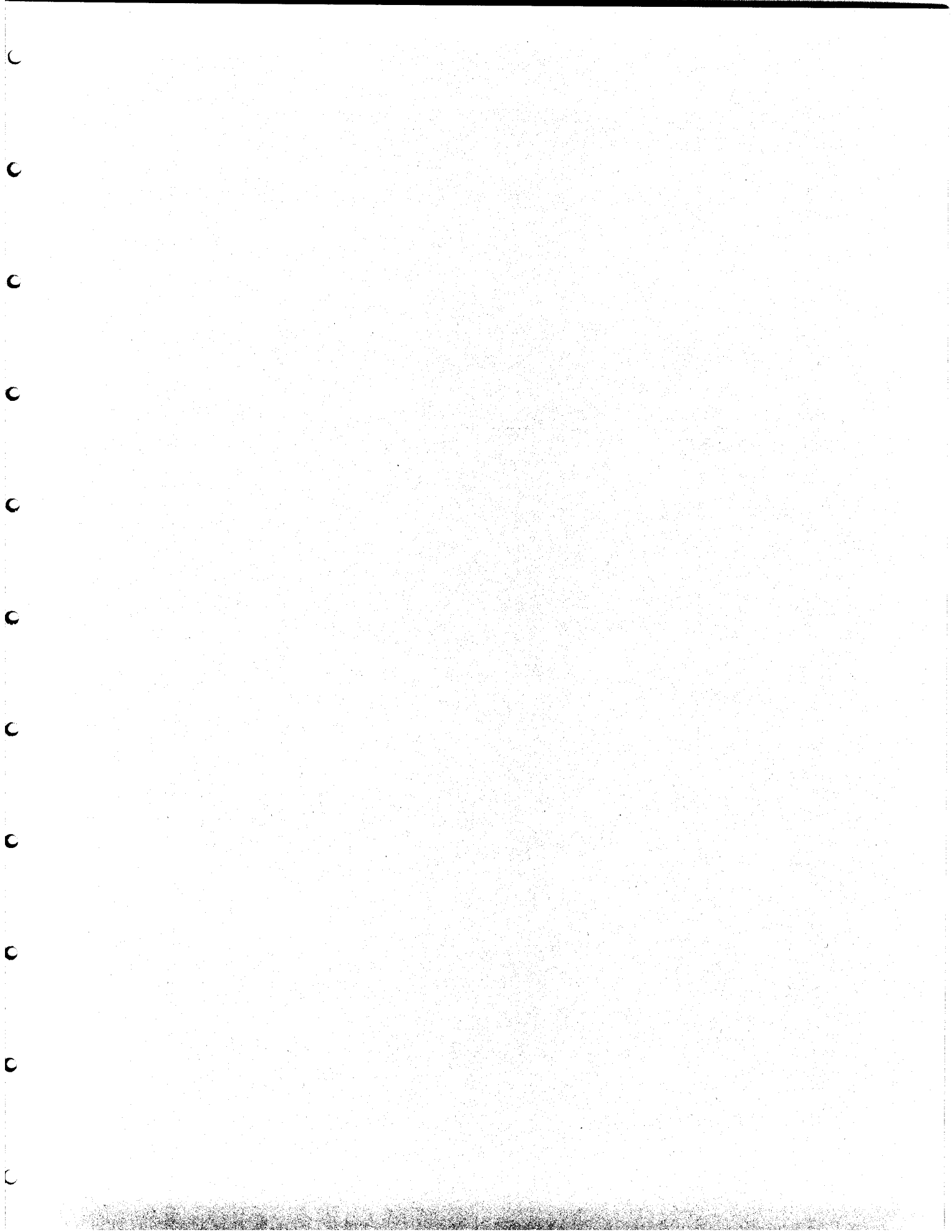
This application requests the Commission's consent to transfer control of authorization WPKJ833 to Hughes (or a newly formed holding company above Hughes which holds all of the capital stock of Hughes (also referred to herein as "Hughes")), which will have a new ownership structure and will be renamed EchoStar Communications Corporation ("New EchoStar"). The proposed license transfer will result from the split-off of Hughes from GM and the merger of EchoStar Communications Corporation (a Nevada corporation) into Hughes.



## EXHIBIT B

### Response to Question 77

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.



<b>FCC 603</b>	<b>FCC Wireless Telecommunications Bureau Application for Assignments of Authorization and Transfers of Control</b>	Approved by OMB 3060 - 0800 See instructions for public burden estimate  Submitted 12/02/2001 at 12:00AM  File Number: <b>0000679724</b>
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1) Application Purpose: <b>Transfer of Control</b>	
2a) If this request is for an Amendment or Withdrawal, enter the File Number of the pending application currently on file with the FCC.	File Number:
2b) File numbers of related pending applications currently on file with the FCC:	

**Type of Transaction**

3a) Is this a <i>pro forma</i> assignment of authorization or transfer of control? <b>No</b>
3b) If the answer to Item 3a is 'Yes', is this a notification of a <i>pro forma</i> transaction being filed under the Commission's forbearance procedures for telecommunications licenses?
4) For assignment of authorization only, is this a partition and/or disaggregation?
5) Does this filing request a waiver of the Commission's rules? <b>No</b>
6) Are attachments being filed with this application? <b>No</b>
7a) Does the transaction that is the subject of this application also involve transfer or assignment of other wireless licenses held by the assignor/transferrer or affiliates of the assignor/transferrer (e.g., parents, subsidiaries, or commonly controlled entities) that are not included on this form and for which Commission approval is required? <b>Yes</b>
7b) Does the transaction that is the subject of this application also involve transfer or assignment of non-wireless licenses that are not included on this form and for which Commission approval is required? <b>Yes</b>

**Transaction Information**

8) How will assignment of authorization or transfer of control be accomplished? <b>Merger</b> If required by applicable rule, attach as an exhibit a statement on how control is to be assigned or transferred, along with copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc.
9) The assignment of authorization or transfer of control of license is: <b>Voluntary</b>

**Licensee/Assignor Information**

10a) Taxpayer Identification Number: <b>521106564</b>	10b) SGIN: <b>000</b>	10c) FCC Registration Number (FRN): <b>0002155695</b>
11) First Name (if individual):	MI:	Last Name:
12) Entity Name (if not an individual): <b>Hughes Electronics Corporation</b>		
13) Attention To:		
14) P.O. Box: <b>956</b>	And / Or	15) Street Address: <b>200 North Sepulveda Blvd.</b>
16) City: <b>El Segundo</b>	17) State: <b>CA</b>	18) Zip: <b>90245</b>
19) Telephone Number: <b>(310)364-6000</b>	20) FAX: <b>(310)456-1089</b>	
21) E-Mail Address:		

**22) Race, Ethnicity, Gender of Assignor/Licensee (Optional)**

<b>Race:</b>	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
<b>Ethnicity:</b>	Hispanic or Latino:	Not Hispanic or Latino:			
<b>Gender:</b>	Female:	Male:			

**Transferor Information (for transfers of control only)**

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23a) Taxpayer Identification Number: 521106564		23b) SGIN: 000	23c) FCC Registration Number (FRN): 0002155695
24) First Name (if individual):	MI:	Last Name:	Suffix:
25) Entity Name (if not an individual): Hughes Electronics Corporation			
26) P.O. Box: 956	And / Or	27) Street Address:	
28) City: El Segundo		29) State: CA	30) Zip: 90245
31) Telephone Number: (310)364-6000		32) FAX: (310)456-1089	
33) E-Mail Address:			

**Name of Transferor Contact Representative (if other than Transferor) (for transfers of control only)**

34) First Name: James		MI: H	Last Name: Barker	Suffix:
35) Company Name: Latham & Watkins				
36) P.O. Box:	And / Or	37) Street Address: 555 Eleventh Street, NW, Suite 1000		
38) City: Washington		39) State: DC	40) Zip: 20004-1304	
41) Telephone Number: (202)637-2000		42) FAX: (202)637-2201		
43) E-Mail Address:				

**Assignee/Transferee Information**

44) The Assignee is a(n): Corporation			
45a) Taxpayer Identification Number: 521106564		45b) SGIN: 000	45c) FCC Registration Number (FRN): 0002155695
46) First Name (if individual):	MI:	Last Name:	Suffix:
47) Entity Name (if other than individual): Hughes Electronics Corporation			
48) Name of Real Party in Interest:			49) TIN:
50) Attention To:			
51) P.O. Box: 956	And / Or	52) Street Address: 200 North Sepulveda Blvd.	
53) City: El Segundo		54) State: CA	55) Zip: 90245
56) Telephone Number: (310)364-6000		57) FAX: (310)456-1089	
58) E-Mail Address:			

**Name of Assignee/Transferee Contact Representative (if other than Assignee/Transferee)**

59) First Name: Pantelis		MI:	Last Name: Michalopoulos	Suffix:
60) Company Name: Steptoe & Johnson LLP				
61) P.O. Box:	And / Or	62) Street Address: 1330 Connecticut Ave., NW		
63) City: Washington		64) State: DC	65) Zip: 20036-1795	
66) Telephone Number: (202)429-6494		67) FAX: (202)429-3902		
68) E-Mail Address:				

**Alien Ownership Questions**

69) Is the Assignee or Transferee a foreign government or the representative of any foreign government?	No
70) Is the Assignee or Transferee an alien or the representative of an alien?	No
71) Is the Assignee or Transferee a corporation organized under the laws of any foreign government?	No
72) Is the Assignee or Transferee a corporation 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?	No
73) Is the Assignee or Transferee 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? If 'Yes', attach exhibit explaining nature and extent of alien or foreign ownership or control.	No

**Basic Qualification Questions**

74) Has the Assignee or Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission? If 'Yes', attach exhibit explaining circumstances.	No
--	----

75) Has the Assignee or Transferee or any party to this application, or any party directly or indirectly controlling the Assignee or Transferee, or any party to this application ever been convicted of a felony by any state or federal court? If 'Yes', attach exhibit explaining circumstances.	No
76) Has any court finally adjudged the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee 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 exhibit explaining circumstances.	No
77) Is the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee currently a party in any pending matter referred to in the preceding two items? If 'Yes', attach exhibit explaining circumstances.	Yes

**78) Race, Ethnicity, Gender of Assignee/Transferee (Optional)**

<b>Race:</b>	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
<b>Ethnicity:</b>	Hispanic or Latino:	Not Hispanic or Latino:			
<b>Gender:</b>	Female:	Male:			

**Assignor/Transferor Certification Statements**

1) The Assignor or Transferor certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for <i>pro forma</i> assignments and transfers by telecommunications carriers. See <i>Memorandum Opinion and Order</i> , 13 FCC Rcd. 6293(1998).			
2) The Assignor or Transferor certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.			
79) Typed or Printed Name of Party Authorized to Sign			
First Name: Larry	MI: D	Last Name: Hunter	Suffix:
80) Title: Corporate Vice President			
Signature: Larry D Hunter		81) Date: 12/02/01	

**Assignee/Transferee Certification Statements**

1) The Assignee or Transferee certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for <i>pro forma</i> assignments and transfers by telecommunications carriers. See <i>Memorandum Opinion and Order</i> , 13 FCC Rcd. 6293 (1998).	
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3) The Assignee or Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership, attribution, or spectrum cap rule.* *If the applicant has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.	
4) The Assignee or Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor or Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against the Assignor or Transferor prior to this assignment.	
5) The Assignee or Transferee certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.	
6) The Assignee or Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998, 21 U.S.C § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.	
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**82) Typed or Printed Name of Party Authorized to Sign**

First Name: David	MI: K	Last Name: Moskowitz	Suffix:
83) Title: Sr. Vice President			
Signature: David K Moskowitz		84) Date: 12/02/01	
WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS 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).			

**Authorizations To Be Assigned or Transferred**

85) Call Sign	86) Radio Service	87) Location Number	88) Path Number (Microwave only)	89) Lower or Center Frequency (MHz)	90) Upper Frequency (MHz)	91) Constructed Yes / No
KE2356	AL					Yes
WNEP883	AL					Yes
WNIU649	AL					Yes
WNIR536	AL					Yes
WNEU909	AL					Yes
KE4524	AL					Yes
KXU919	AL					Yes

FCC Form 603 Schedule A	<b>Schedule for Assignments of Authorization and Transfers of Control in Auctioned Services</b>	Approved by OMB 3060 - 0800 See instructions for public burden estimate
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**Assignments of Authorization**

**1) Assignee Eligibility for Installment Payments (for assignments of authorization only)**

Is the Assignee claiming the same category or a smaller category of eligibility for installment payments as the Assignor (as determined by the applicable rules governing the licenses issued to the Assignor)?
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**2) Gross Revenues and Total Assets Information (if required) (for assignments of authorization only)**

Refer to applicable auction rules for method to determine required gross revenues and total assets information

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Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

**For Assignees Claiming Eligibility as a Very Small Business, Very Small Business Consortium, Small Business, or as a Small Business Consortium**

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**Transfers of Control**

**4) Licensee Eligibility (for transfers of control only)**

As a result of transfer of control, must the licensee now claim a larger or higher category of eligibility than was originally declared?	No
If 'Yes', the new category of eligibility of the licensee is:	

**Certification Statement for Transferees**

Transferee certifies that the answers provided in Item 4 are true and correct.
--

**Attachment List**

Attachment Type	Date	Description	Contents
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**There are no attachments for this application**

## EXHIBIT A

### **Request for Transfer of Control Stations KE2356, WNIU649, WNIR536, WNEU909, KE4524, KXU919 and WNEP883**

The current licensee of stations KE2356, WNIU649, WNIR536, WNEU909, KE4524, KXU919 and WNEP883 is Hughes Electronics Corporation ("Hughes"). Hughes, a Delaware corporation, is a wholly owned subsidiary of General Motors Corporation ("GM").

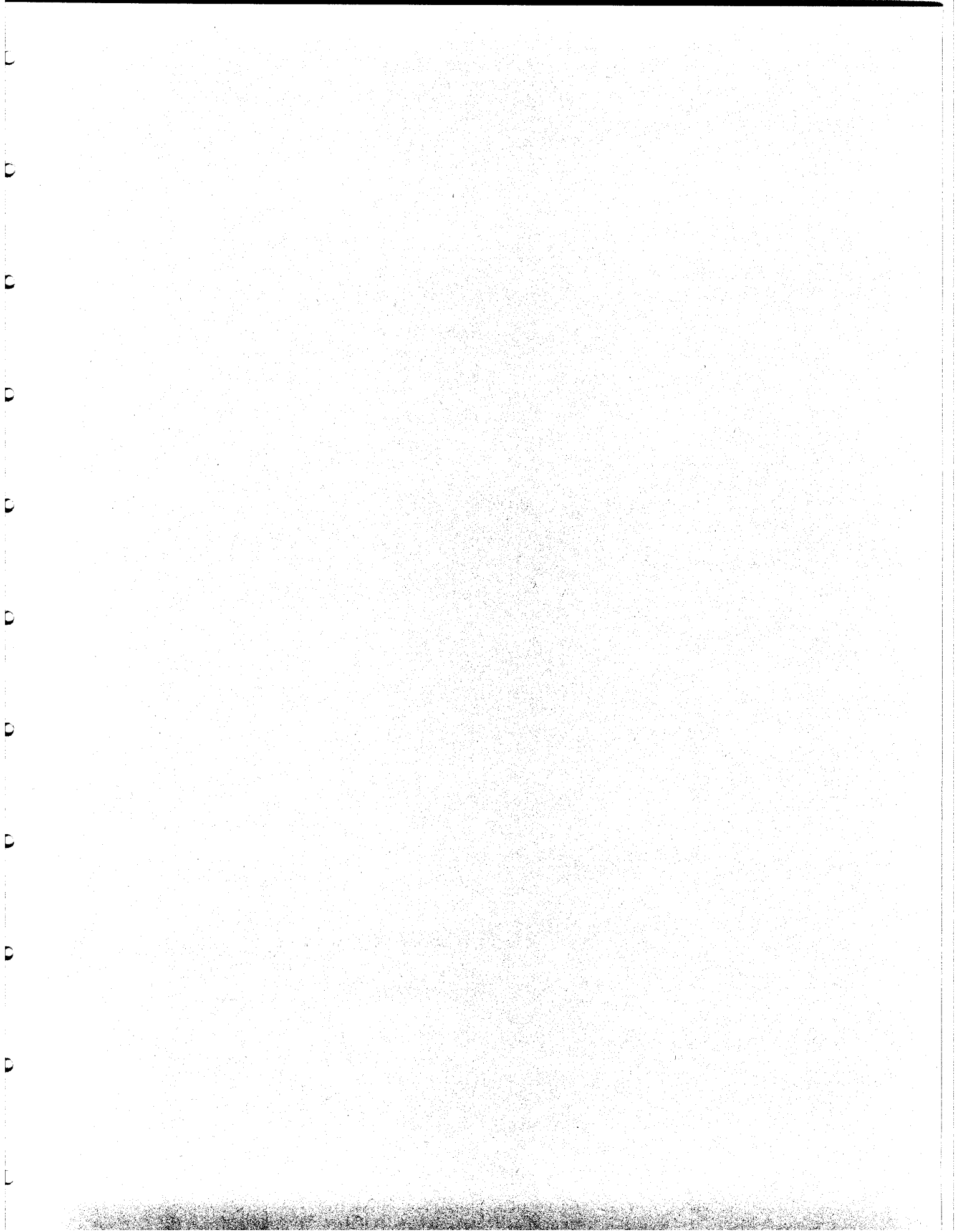
This application requests the Commission's consent to transfer control of authorizations KE2356, WNIU649, WNIR536, WNEU909, KE4524, KXU919 and WNEP883 to Hughes (or a newly formed holding company above Hughes which holds all of the capital stock of Hughes (also referred to herein as "Hughes")), which will have a new ownership structure and will be renamed EchoStar Communications Corporation ("New EchoStar"). The proposed license transfer will result from the split-off of Hughes from GM and the merger of EchoStar Communications Corporation (a Nevada corporation) into Hughes.



## EXHIBIT B

### Response to Question 77

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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.



<p><b>FCC 603</b></p>	<p><b>FCC Wireless Telecommunications Bureau Application for Assignments of Authorization and Transfers of Control</b></p>	<p>Approved by OMB 3060 - 0800 See instructions for public burden estimate</p> <p>Submitted 12/02/2001 at 12:00AM</p> <p>File Number: <b>0000679730</b></p>
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1) Application Purpose: <b>Transfer of Control</b>	
2a) If this request is for an Amendment or Withdrawal, enter the File Number of the pending application currently on file with the FCC.	File Number:
2b) File numbers of related pending applications currently on file with the FCC:	

**Type of Transaction**

3a) Is this a <i>pro forma</i> assignment of authorization or transfer of control? <b>No</b>
3b) If the answer to Item 3a is 'Yes', is this a notification of a <i>pro forma</i> transaction being filed under the Commission's forbearance procedures for telecommunications licenses?
4) For assignment of authorization only, is this a partition and/or disaggregation?
5) Does this filing request a waiver of the Commission's rules? <b>No</b>
6) Are attachments being filed with this application? <b>No</b>
7a) Does the transaction that is the subject of this application also involve transfer or assignment of other wireless licenses held by the assignor/transferee or affiliates of the assignor/transferee (e.g., parents, subsidiaries, or commonly controlled entities) that are not included on this form and for which Commission approval is required? <b>Yes</b>
7b) Does the transaction that is the subject of this application also involve transfer or assignment of non-wireless licenses that are not included on this form and for which Commission approval is required? <b>Yes</b>

**Transaction Information**

8) How will assignment of authorization or transfer of control be accomplished? <b>Merger</b> If required by applicable rule, attach as an exhibit a statement on how control is to be assigned or transferred, along with copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc.
9) The assignment of authorization or transfer of control of license is: <b>Voluntary</b>

**Licensee/Assignor Information**

10a) Taxpayer Identification Number:	10b) SGIN:	10c) FCC Registration Number (FRN):
11) First Name (if individual):	MI:	Last Name:
12) Entity Name (if not an individual): <b>Hughes Network Systems, Inc.</b>		
13) Attention To:		
14) P.O. Box: <b>956</b>	And / Or	15) Street Address: <b>200 North Sepulveda Blvd.</b>
16) City: <b>El Segundo</b>	17) State: <b>CA</b>	18) Zip: <b>92045</b>
19) Telephone Number: <b>(310)364-6000</b>	20) FAX: <b>(310)456-1089</b>	
21) E-Mail Address:		

**22) Race, Ethnicity, Gender of Assignor/Licensee (Optional)**

<b>Race:</b>	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
<b>Ethnicity:</b>	Hispanic or Latino:	Not Hispanic or Latino:			
<b>Gender:</b>	Female:	Male:			

**Transferor Information (for transfers of control only)**

--

23a) Taxpayer Identification Number: 521106564		23b) SGIN: 000	23c) FCC Registration Number (FRN): 0002155695
24) First Name (if individual):	MI:	Last Name:	Suffix:
25) Entity Name (if not an individual): Hughes Electronics Corporation			
26) P.O. Box: 956	And / Or	27) Street Address: 200 North Sepulveda Blvd.	
28) City: El Segundo	29) State: CA	30) Zip: 92045	
31) Telephone Number: (310)364-6000	32) FAX: (310)459-1089		
33) E-Mail Address:			

**Name of Transferor Contact Representative (if other than Transferor) (for transfers of control only)**

34) First Name: James		MI: H	Last Name: Barker	Suffix:
35) Company Name: Latham & Watkins				
36) P.O. Box:	And / Or	37) Street Address: 555 Eleventh Street, NW, Suite 1000		
38) City: Washington	39) State: DC	40) Zip: 20004-1304		
41) Telephone Number: (202)637-2200	42) FAX: (202)637-2201			
43) E-Mail Address:				

**Assignee/Transferee Information**

44) The Assignee is a(n): Corporation			
45a) Taxpayer Identification Number: 521106564		45b) SGIN: 000	45c) FCC Registration Number (FRN): 0002155695
46) First Name (if individual):	MI:	Last Name:	Suffix:
47) Entity Name (if other than individual): Hughes Electronics Corporation			
48) Name of Real Party in Interest:		49) TIN:	
50) Attention To:			
51) P.O. Box: 956	And / Or	52) Street Address: 200 North Sepulveda Blvd.	
53) City: El Segundo	54) State: CA	55) Zip: 92045	
56) Telephone Number: (310)364-6000	57) FAX: (310)456-1089		
58) E-Mail Address:			

**Name of Assignee/Transferee Contact Representative (if other than Assignee/Transferee)**

59) First Name: Pantelis		MI:	Last Name: Michalopoulos	Suffix:
60) Company Name: Steptoe & Johnson LLP				
61) P.O. Box:	And / Or	62) Street Address: 1330 Connecticut Ave., NW		
63) City: Washington	64) State: DC	65) Zip: 20036-1795		
66) Telephone Number: (202)429-6494	67) FAX: (202)429-3902			
68) E-Mail Address:				

**Alien Ownership Questions**

69) Is the Assignee or Transferee a foreign government or the representative of any foreign government?	No
70) Is the Assignee or Transferee an alien or the representative of an alien?	No
71) Is the Assignee or Transferee a corporation organized under the laws of any foreign government?	No
72) Is the Assignee or Transferee a corporation 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?	No
73) Is the Assignee or Transferee 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? If 'Yes', attach exhibit explaining nature and extent of alien or foreign ownership or control.	No

**Basic Qualification Questions**

74) Has the Assignee or Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission? If 'Yes', attach exhibit explaining circumstances.	No
--	----

75) Has the Assignee or Transferee or any party to this application, or any party directly or indirectly controlling the Assignee or Transferee, or any party to this application ever been convicted of a felony by any state or federal court? If 'Yes', attach exhibit explaining circumstances.	No
76) Has any court finally adjudged the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee 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 exhibit explaining circumstances.	No
77) Is the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee currently a party in any pending matter referred to in the preceding two items? If 'Yes', attach exhibit explaining circumstances.	Yes

**78) Race, Ethnicity, Gender of Assignee/Transferee (Optional)**

<b>Race:</b>	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
<b>Ethnicity:</b>	Hispanic or Latino:		Not Hispanic or Latino:		
<b>Gender:</b>	Female:		Male:		

**Assignor/Transferor Certification Statements**

1) The Assignor or Transferor certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for <i>pro forma</i> assignments and transfers by telecommunications carriers. See <i>Memorandum Opinion and Order</i> , 13 FCC Rcd. 6293(1998).			
2) The Assignor or Transferor certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.			
79) Typed or Printed Name of Party Authorized to Sign			
First Name: <b>Larry</b>	MI: <b>D</b>	Last Name: <b>Hunter</b>	Suffix:
80) Title: <b>Corporate Vice President</b>			
Signature: <b>Larry D Hunter</b>		81) Date: <b>12/02/01</b>	

**Assignee/Transferee Certification Statements**

1) The Assignee or Transferee certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for <i>pro forma</i> assignments and transfers by telecommunications carriers. See <i>Memorandum Opinion and Order</i> , 13 FCC Rcd. 6293 (1998).	
2) The Assignee or Transferee 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.	
3) The Assignee or Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership, attribution, or spectrum cap rule.* *If the applicant has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.	
4) The Assignee or Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor or Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against the Assignor or Transferor prior to this assignment.	
5) The Assignee or Transferee certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.	
6) The Assignee or Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998, 21 U.S.C § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.	
7) The applicant certifies that it either (1) has an updated Form 602 on file with the Commission, (2) is filing an updated Form 602 simultaneously with this application, or (3) is not required to file Form 602 under the Commission's Rules.	

**82) Typed or Printed Name of Party Authorized to Sign**

First Name: <b>David</b>	MI: <b>K</b>	Last Name: <b>Moskowitz</b>	Suffix:
83) Title: <b>Sr. Vice President</b>			
Signature: <b>David K Moskowitz</b>		84) Date: <b>12/02/01</b>	
<b>WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS 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).</b>			

**Authorizations To Be Assigned or Transferred**

85) Call Sign	86) Radio Service	87) Location Number	88) Path Number (Microwave only)	89) Lower or Center Frequency (MHz)	90) Upper Frequency (MHz)	91) Constructed Yes / No
WPLT306	AL					Yes

<b>FCC Form 603 Schedule A</b>	<b>Schedule for Assignments of Authorization and Transfers of Control in Auctioned Services</b>	Approved by OMB 3060 - 0800 See instructions for public burden estimate
------------------------------------	---	--

**Assignments of Authorization**

**1) Assignee Eligibility for Installment Payments (for assignments of authorization only)**

Is the Assignee claiming the same category or a smaller category of eligibility for installment payments as the Assignor (as determined by the applicable rules governing the licenses issued to the Assignor)?
If 'Yes', is the Assignee applying for installment payments?

**2) Gross Revenues and Total Assets Information (if required) (for assignments of authorization only)**

Refer to applicable auction rules for method to determine required gross revenues and total assets information

Year 1 Gross Revenues (current)	Year 2 Gross Revenues	Year 3 Gross Revenues	Total Assets:
---------------------------------	-----------------------	-----------------------	---------------

**3) Certification Statements**

**For Assignees Claiming Eligibility as an Entrepreneur Under the General Rule**

Assignee certifies that they are eligible to obtain the licenses for which they apply.
--

**For Assignees Claiming Eligibility as a Publicly Traded Corporation**

Assignee certifies that they are eligible to obtain the licenses for which they apply and that they comply with the definition of a Publicly Traded Corporation, as set out in the applicable FCC rules.
--

**For Assignees Claiming Eligibility Using a Control Group Structure**

Assignee certifies that they are eligible to obtain the licenses for which they apply.
Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

**For Assignees Claiming Eligibility as a Very Small Business, Very Small Business Consortium, Small Business, or as a Small Business Consortium**

Assignee certifies that they are eligible to obtain the licenses for which they apply.
Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

**For Assignees Claiming Eligibility as a Rural Telephone Company**

Assignee certifies that they meet the definition of a Rural Telephone Company as set out in the applicable FCC rules, and must disclose all parties to agreement(s) to partition licenses won in this auction. See applicable FCC rules.
--

**Transfers of Control**

**4) Licensee Eligibility (for transfers of control only)**

As a result of transfer of control, must the licensee now claim a larger or higher category of eligibility than was originally declared?
If 'Yes', the new category of eligibility of the licensee is:

**Certification Statement for Transferees**

--

Transferee certifies that the answers provided in Item 4 are true and correct.

**Attachment List**

<b>Attachment Type</b>	<b>Date</b>	<b>Description</b>	<b>Contents</b>
------------------------	-------------	--------------------	-----------------

**There are no attachments for this application**

**EXHIBIT A**

**Request for Transfer of Control  
Station WPLT306**

The current licensee of station WPLT306 is Hughes Network Systems, Inc. Hughes Network Systems, Inc. is a wholly owned subsidiary of Hughes Electronics Corporation ("Hughes"), a Delaware corporation, which is in turn a wholly owned subsidiary of General Motors Corporation ("GM").

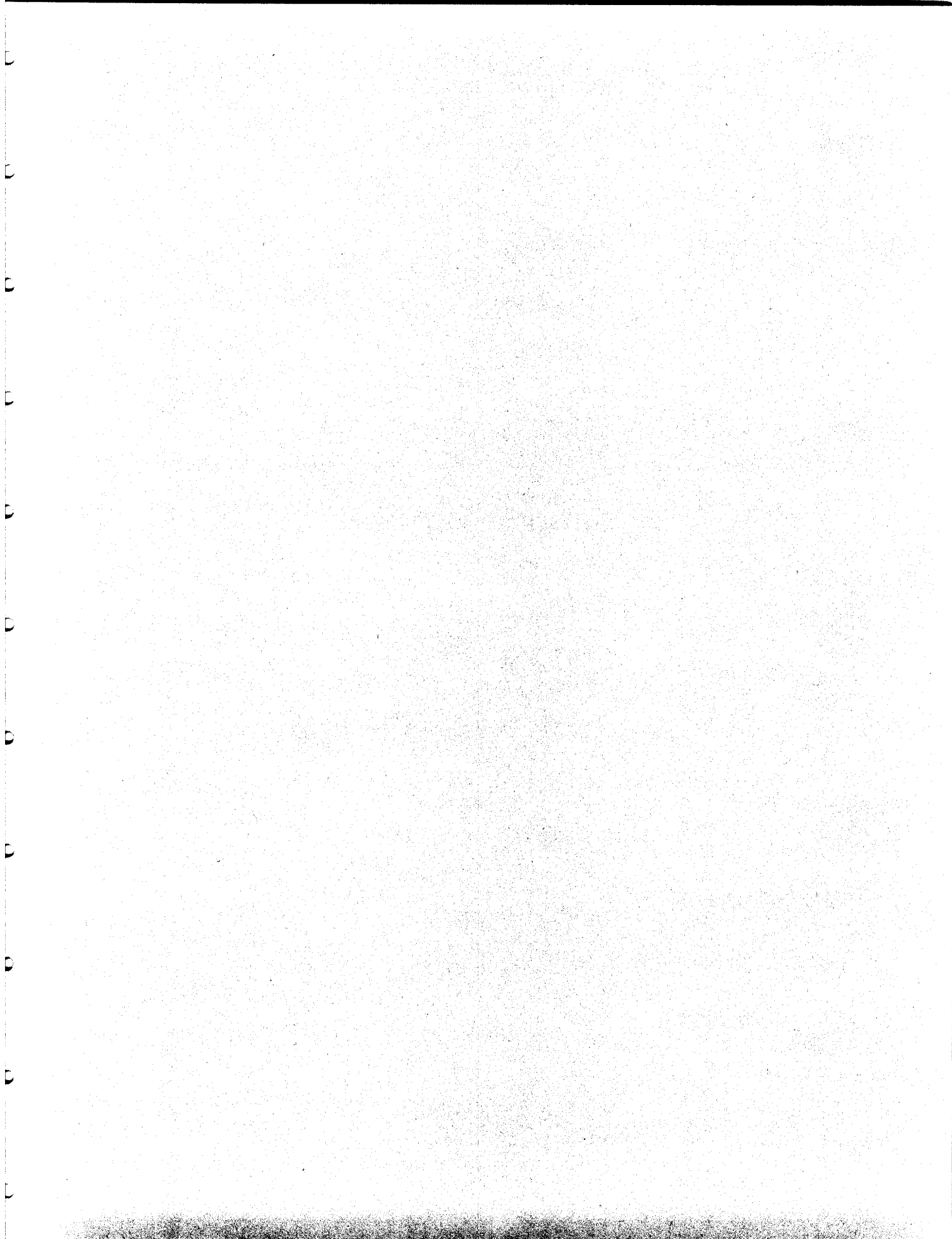
This application requests the Commission's consent to transfer control of authorization WPLT306 to Hughes (or a newly formed holding company above Hughes which holds all of the capital stock of Hughes (also referred to herein as "Hughes")), which will have a new ownership structure and will be renamed EchoStar Communications Corporation ("New EchoStar"). The proposed license transfer will result from the split-off of Hughes from GM and the merger of EchoStar Communications Corporation (a Nevada corporation) into Hughes.



## EXHIBIT B

### Response to Question 77

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.



You will be presented with the FCC FORM 159, Fee Remittance Advice after submitting your application and obtaining a confirmation number. This Fee Remittance Advice, FCC Form 159, must currently be submitted in paper form along with payment to the address indicated in the FCC Fee Filing Guide. Electronic submission of FCC Form 159 is not currently available.

Expires 11/30/99

**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:\* **Hughes Network Systems, Inc.**

Attention:

\_\_\_\_\_

Street Address:

200 North Sepulveda Blvd.

P.O. Box:

956

City:\*

El Segundo

State:\*

CA

Zip Code:\*

90245

E-mail Address:

\_\_\_\_\_

2. Call sign and radio service of each station:\*

**WB2XIX, XE**

3. Transferee Name:\*

Hughes Electronics Corporation

Attention:

\_\_\_\_\_

Street Address:

200 North Sepulveda Blvd.

P.O. Box:

956

City:\*

El Segundo

State:\*

CA

Zip Code:\*

90245

E-Mail Address:

\_\_\_\_\_

Applicant FCC Registration Number (FRN): \*

0002155695

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.\*

Yes

No

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.\*

Yes

No

**6. THIS SECTION TO BE ANSWERED ONLY BY LICENSES OF PUBLIC COAST, AIRPORT CONTROL TOWER, AERONAUTICAL ENROUTE, AERONAUTICAL FIXED, OR COMMON CARRIER ALASKA PUBLIC FIXED STATIONS SUBSEQUENT TO THE TRANSFER OF CONTROL:**

- (a) Will any officer or director of such corporation be an alien?
- (b) Will more than 1/5 of the capital stock be either owned of record or may it be 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?
- (c) Will the licensee be directly or indirectly controlled by any other corporation?
- (d) What is the name and address of the corporation in immediate control?
- (e) Under the laws of what State or Country is the controlling corporation organized?
- (f) Is more than 1/4 of the capital stock of controlling corporation either owned of record or may it be 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?
- (g) Is any officer or more than 1/4 of the directors of the controlling corporation an alien?
- (h) Is the controlling corporation in turn controlled by other companies?

7.

**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 Licensee \_\_\_\_\_ Date: \_\_\_\_\_  
 Randy Segal, Sr. Vice President 12/02/2001

Signature of Transferee of Control\* \_\_\_\_\_ Date: \_\_\_\_\_  
 David K. Moskowitz, Sr. Vice President 12/02/2001

Check appropriate classification: \*

Individual  Partner  Officer  Other (Please specify in an exhibit)

NOTE: An asterisk '\*' displayed after a field indicates it must be completed before this application can be submitted.

Submit

Clear Screen

**FCC Home Page | Search | Commissioners | Bureaus/Offices | Finding Info**

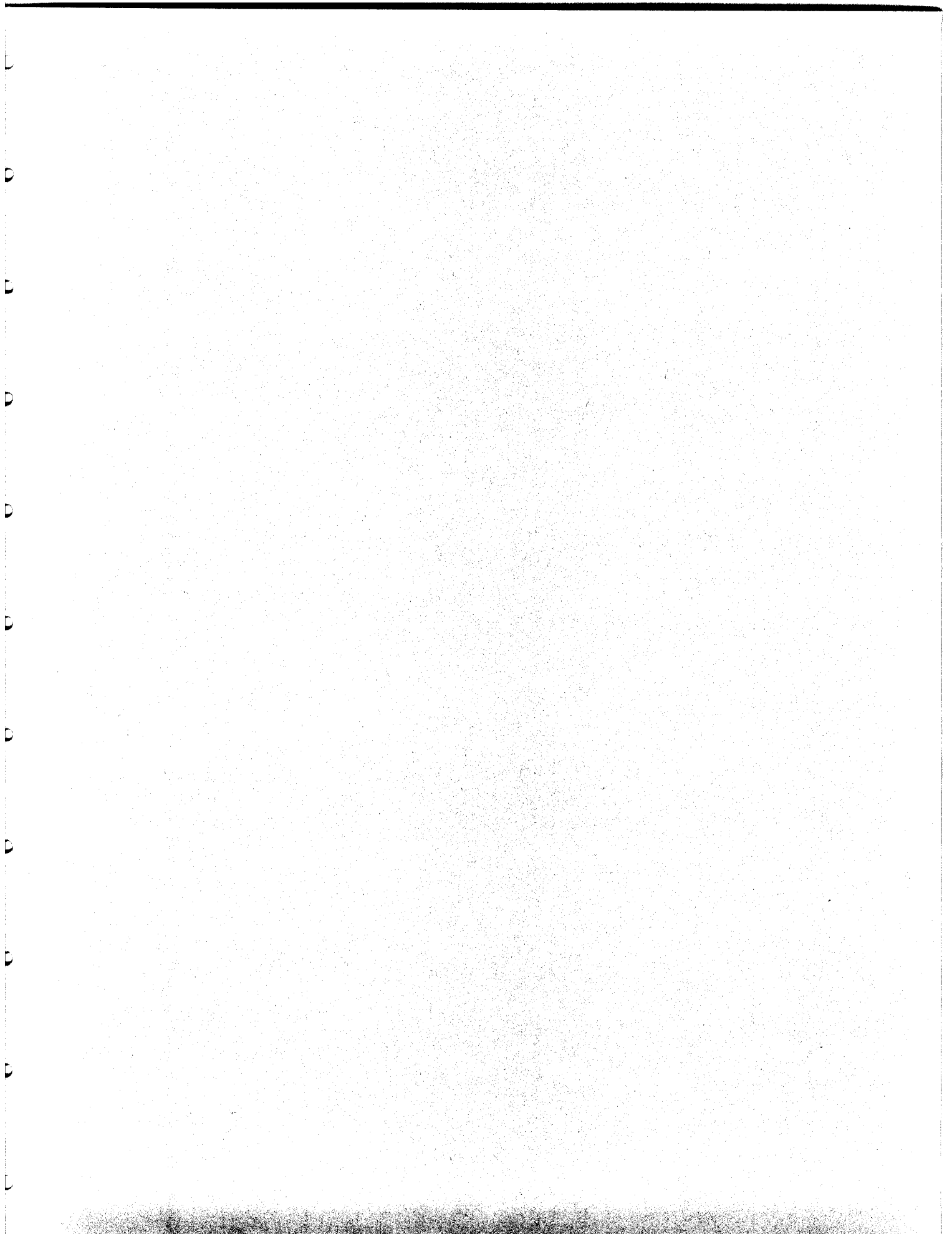
*Mail your comments or suggestions (To: [ELB@fcc.gov](mailto:ELB@fcc.gov))  
 FCC - Federal Communications Commission - FCC\_703*

**EXHIBIT A**

**Request for Transfer of Control  
Station WB2XIX**

The current licensee of station WB2XIX is Hughes Network Systems, Inc. Hughes Network Systems, Inc. is a wholly owned subsidiary of Hughes Electronics Corporation ("Hughes"), a Delaware corporation, which is in turn a wholly owned subsidiary of General Motors Corporation ("GM").

This application requests the Commission's consent to transfer control of authorization WB2XIX to Hughes (or a newly formed holding company above Hughes which holds all of the capital stock of Hughes (also referred to herein as "Hughes")), which will have a new ownership structure and will be renamed EchoStar Communications Corporation ("New EchoStar"). The proposed license transfer will result from the split-off of Hughes from GM and the merger of EchoStar Communications Corporation (a Nevada corporation) into Hughes.



<p><b>FCC 605</b> <b>Main Form</b></p>	<p><b>Quick-Form Application for Authorization in the Ship, Aircraft, Amateur, Restricted and Commercial Operator, and the General Mobile Radio Services</b></p>	<p>Approved by OMB 3060-0850 See instructions for public burden estimate</p> <p>Previewed 12/02/2001 at 03:12PM</p> <p>File Number:</p>
--	--	---

1) Radio Service Code: <b>AC</b>	
2) Application Purpose: <b>New</b>	
3) If this request is for a STA (Special Temporary Authorization) enter 'S' and attach the required exhibit as described in the instructions. Otherwise enter N (Not Applicable).	<b>N</b>
4) If this request is for an Amendment or Withdrawal of Application, enter the file number of the pending application currently on file with the FCC. Attach additional sheets if necessary.	File Number:
5) If this request is for a Modification, Renewal Only, Renewal/Modification, Cancellation of License, Duplicate License, or Administrative Update, enter the call sign of the existing FCC license. Attach additional sheets if necessary.	Call Sign/Serial#:
6) If this request is for a New, Amendment, Renewal Only, Renewal/Modification, enter the requested authorization expiration date (this item is optional).	MM DD
7) Does this filing request a Waiver of the Commission's Rules? If 'Y', attach the required showing as described in the instructions.	<b>No</b>
8) Are Attachments (other than associated schedules) being filed with this application?	<b>No</b>

**Applicant Information**

9a) Taxpayer Identification Number: <b>521106564</b>	9b) SGIN:	9c) FCC Registration Number (FRN): <b>0002155695</b>
10) Applicant/Licensee is a(n): <b>Corporation</b>		
11) First Name (if individual):	MI:	Last Name:
11a) Data of Birth (required for Amateur Radio or Commercial Operators(including Restricted Radiotelephone)):		
12) Entity Name (if other than individual): <b>Hughes Electronics Corporation</b>		
13) Attention To:		
14) P.O. Box: <b>956</b>	And/Or	15) Street Address: <b>200 North Sepulveda Blvd.</b>
16) City: <b>El Segundo</b>	17) State: <b>CA</b>	18) Zip: <b>92045-</b>
20) Telephone Number: <b>(310)364-6000</b>		21) FAX: <b>(310)456-1089</b>
22) E-Mail Address:		

**Fee Status**

23) Is the Applicant exempt from FCC application fees?	<b>No</b>
24) Is the Applicant exempt from FCC regulatory fees?	<b>No</b>

**General Certification Statements**

1) 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.
2) The applicant certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
3) Neither the Applicant nor any member thereof is a foreign government or a representative thereof.
4) The applicant certifies that neither the applicant nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR 1.2002(b) for the definition of "party to the application" as used in this certification.
5) Amateur or GMRS Applicant certifies that the construction of the station would NOT be an action which is likely to have a

significant environmental effect (see the Commission's Rules 47 CFR Sections 1.1301-1.1319 and Section 97.13(a).  
 6) Amateur Applicant certifies that they have READ and WILL COMPLY WITH Section 97.13(c) of the Commission's Rules regarding RADIOFREQUENCY (RF) RADIATION SAFETY and the amateur service section of OST/OET Bulletin Number 65.

**Certification Statements For GMRS Applicants**

- 1) Applicant certifies that he or she is claiming eligibility under Rule Section 95.5 of the Commission's Rules.
- 2) Applicant certifies that he or she is at least 18 years of age.
- 3) Applicant certifies that he or she will comply with the requirement that use of frequencies 462.650, 467.650, 462.700 and 467.700 Mhz is not permitted near the Canadian border North of Line A and West of Line C. These frequencies are used through Canada and harmful interference is anticipated.

**Signature**

24) Typed or Printed Name of Party Authorized to Sign

First Name: David	MI: K	Last Name: Moskowitz	Suffix:
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25) Title: Sr. Vice President

Signature: David K Moskowitz      26) Date: 11/26/01

Failure To Sign This Application May Result In Dismissal Of The Application And Forfeiture Of Any Fees Paid

WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS 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, § 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, § 503).

<p><b>FCC 605 Schedule C</b></p>	<p><b>Schedule for Additional Data for the Aircraft Radio Service (Part 87)</b></p>	<p>Approved by OMB 3060-0850 See 605 Main Form Instructions for public burden estimate</p> <p>File Number:</p>
--------------------------------------	---	--

You must obtain an FCC Aircraft Radio Station License if you make international flights or communications.

**If you are not required to obtain a license -- you do not need to file this form with the FCC.**

1) Provide the FAA Registration Number (N-number): 21AM

2a) Is Application for a Fleet License ? No      2b) Total Number of Aircraft in Fleet ?

3) Is application for a portable license ? No

4) Classification Requested (Enter only one): Private Aircraft

**Attachment List**

Attachment Type	Date	Description	Contents
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**There are no attachments for this application**



**EXHIBIT A**

**Request for New License  
Station 21AM**

The current licensee of station 21AM is Hughes Electronics Corporation ("Hughes"). Hughes, a Delaware corporation, is a wholly owned subsidiary of General Motors Corporation ("GM").

Hughes requests a new license for station 21AM because it is contemplated that Hughes will have a new ownership structure. Following the merger, Hughes will be renamed EchoStar Communications Corporation. This new ownership structure will result from the split-off of Hughes from GM and the merger of EchoStar Communications Corporation (a Nevada corporation) into Hughes, (or a newly formed holding company above Hughes which holds all of the capital stock of Hughes (also referred to herein as "Hughes")).

<p><b>FCC 605 Main Form</b></p>	<p><b>Quick-Form Application for Authorization in the Ship, Aircraft, Amateur, Restricted and Commercial Operator, and the General Mobile Radio Services</b></p>	<p>Approved by OMB 3060-0850 See instructions for public burden estimate</p> <p>Previewed 12/02/2001 at 03:15PM</p> <p>File Number:</p>
-------------------------------------	--	---

1) Radio Service Code: AC	
2) Application Purpose: New	
3) If this request is for a STA (Special Temporary Authorization) enter 'S' and attach the required exhibit as described in the instructions. Otherwise enter N (Not Applicable).	N
4) If this request is for an Amendment or Withdrawal of Application, enter the file number of the pending application currently on file with the FCC. Attach additional sheets if necessary.	File Number:
5) If this request is for a Modification, Renewal Only, Renewal/Modification, Cancellation of License, Duplicate License, or Administrative Update, enter the call sign of the existing FCC license. Attach additional sheets if necessary.	Call Sign/Serial#:
6) If this request is for a New, Amendment, Renewal Only, Renewal/Modification, enter the requested authorization expiration date (this item is optional).	MM DD
7) Does this filing request a Waiver of the Commission's Rules? If 'Y', attach the required showing as described in the instructions.	No
8) Are Attachments (other than associated schedules) being filed with this application?	No

**Applicant Information**

9a) Taxpayer Identification Number: 521106564	9b) SGIN:	9c) FCC Registration Number (FRN): 0002155695
10) Applicant/Licensee is a(n): Corporation		
11) First Name (if individual):	MI:	Last Name: Suffix:
11a) Data of Birth (required for Amateur Radio or Commercial Operators(including Restricted Radiotelephone)):		
12) Entity Name (if other than individual): Hughes Electronics Corporation		
13) Attention To:		
14) P.O. Box: 956	And/Or	15) Street Address: 200 North Sepulveda Blvd.
16) City: El Segundo	17) State: CA	18) Zip: 92045- 19) Country:
20) Telephone Number: (310)364-6000		21) FAX: (310)456-1089
22) E-Mail Address:		

**Fee Status**

23) Is the Applicant exempt from FCC application fees?	No
24) Is the Applicant exempt from FCC regulatory fees?	No

**General Certification Statements**

1) 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.
2) The applicant certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
3) Neither the Applicant nor any member thereof is a foreign government or a representative thereof.
4) The applicant certifies that neither the applicant nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR 1.2002(b) for the definition of "party to the application" as used in this certification.
5) Amateur or GMRS Applicant certifies that the construction of the station would NOT be an action which is likely to have a

significant environmental effect (see the Commission's Rules 47 CFR Sections 1.1301-1.1319 and Section 97.13(a).  
 6) Amateur Applicant certifies that they have READ and WILL COMPLY WITH Section 97.13(c) of the Commission's Rules regarding RADIOFREQUENCY (RF) RADIATION SAFETY and the amateur service section of OST/OET Bulletin Number 65.

**Certification Statements For GMRS Applicants**

- 1) Applicant certifies that he or she is claiming eligibility under Rule Section 95.5 of the Commission's Rules.
- 2) Applicant certifies that he or she is at least 18 years of age.
- 3) Applicant certifies that he or she will comply with the requirement that use of frequencies 462.650, 467.650, 462.700 and 467.700 Mhz is not permitted near the Canadian border North of Line A and West of Line C. These frequencies are used through Canada and harmful interference is anticipated.

**Signature**

24) Typed or Printed Name of Party Authorized to Sign  
 First Name: **David** | MI: **K** | Last Name: **Moskowitz** | Suffix:  
 25) Title: **Sr. Vice President**  
 Signature: **David K Moskowitz** | 26) Date: **11/26/01**  
 Failure To Sign This Application May Result In Dismissal Of The Application And Forfeiture Of Any Fees Paid  
 WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS 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, § 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, § 503).

<b>FCC 605 Schedule C</b>	<b>Schedule for Additional Data for the Aircraft Radio Service (Part 87)</b>	Approved by OMB 3060-0850 See 605 Main Form Instructions for public burden estimate  File Number:
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You must obtain an FCC Aircraft Radio Station License if you make international flights or communications.

**If you are not required to obtain a license -- you do not need to file this form with the FCC.**

1) Provide the FAA Registration Number (N-number): **21AX**

2a) Is Application for a Fleet License ? **No** | 2b) Total Number of Aircraft in Fleet ?

3) Is application for a portable license ? **No**

4) Classification Requested (Enter only one): **Private Aircraft**

**Attachment List**

Attachment Type	Date	Description	Contents
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**There are no attachments for this application**

**EXHIBIT A**

**Request for New License  
Station 21AX**

The current licensee of station 21AX is Hughes Electronics Corporation ("Hughes"). Hughes, a Delaware corporation, is a wholly owned subsidiary of General Motors Corporation ("GM").

Hughes requests a new license for station 21AX because it is contemplated that Hughes will have a new ownership structure. Following the merger, Hughes will be renamed EchoStar Communications Corporation. This new ownership structure will result from the split-off of Hughes from GM and the merger of EchoStar Communications Corporation (a Nevada corporation) into Hughes, (or a newly formed holding company above Hughes which holds all of the capital stock of Hughes (also referred to herein as "Hughes")).