

**EXPLANATORY STATEMENT**

Hughes Communications, Inc. (“HCI”) and its indirect subsidiaries, HNS License Sub., LLC and HNS License Sub, Ltd. (together, the “HNS Licensees”), seek via this application special temporary authority (“STA”) to continue to operate with BRH Holdings GP, Ltd. (“BRH”)<sup>1</sup> as the controlling entity of HCI and the HNS Licensees. As described fully in the underlying applications for transfer of control of space, earth, and Experimental Radio Service licenses and authorizations that HCI and the Hughes Licensees filed earlier this week, HCI and HCI’s regulatory counsel learned on August 23, 2007 that a reorganization of the ownership structure of the Apollo investment funds (“Apollo Reorganization”) had resulted in control of HCI and the HNS Licensees being transferred from Apollo Capital Management IV, Inc. and AIF IV Management, Inc. to BRH as of July 13, 2007.<sup>2</sup> Applications seeking consent of the Federal Communications Commission for the transfer of control of HCI and the HNS Licensees are now pending before the Commission’s International Bureau and Office of Engineering & Technology.<sup>3</sup>

HCI understands that the Communications Act and the Commission’s rules require prior Commission consent to any transfer of control of a Commission Title III authorization. As such consent was not obtained before the transfer of control of HCI and its subsidiaries was consummated, HCI and the HNS Licensees are hereby requesting STA to permit these entities to continue operating under their current ownership and control structure pending final action on the underlying transfer of control applications.

FCC grant of an STA will serve the public interest, convenience, and necessity by maintaining the *status quo* and permitting continued operation of the various satellite and space station facilities licensed to HCI and the HNS Licensees. These facilities provide,

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<sup>1</sup> As explained in Exhibit E&F to the transfer applications, BRH is controlled by Apollo principals Leon Black, Marc Rowan, and Joshua Harris (with Leon Black having certain veto rights).

<sup>2</sup> As soon as HCI was able to ascertain the facts relating to the Apollo Reorganization, HCI prepared and filed a letter apprising the Commission of the transfer of control, and indicating that the applications necessary to obtain the requisite Commission consent would be submitted as soon as was practicable. See Letter from Raul R. Rodriguez and Stephen D. Baruch, Counsel to HCI, to Marlene H. Dortch, Secretary, FCC, dated August 30, 2007.

<sup>3</sup> HCI is the applicant for authority to transfer control of the SPACEWAY 3 space station in FCC File No. SAT-T/C-20070904-00119. This request also seeks STA for temporary operation consistent with the three Earth station transfer applications filed by HNS License Sub., LLC (FCC File Nos. SES-T/C-20070905-01228, -01229, and -01230) and one Earth station application filed by HNS License Sub., Ltd. (FCC File No. SES-T/C-20070905-01231). HNS License Sub, LLC has also applied to the Office of Engineering & Technology for authority to transfer control of several Experimental Radio Service authorizations that it holds. See FCC File No. 0023-EX-TU-2007. Exhibit E&F from the transfer applications is included as an Attachment to this request.

Hughes Communications, Inc.  
Request for Special Temporary Authority

or will provide, needed data transmission services for a variety of major clients, including Lowe's, Kmart, Walgreen's and Rite Aid, and hundreds of thousands of users nationwide. Moreover, HCI's newly-launched SPACEWAY 3 satellite is currently undergoing delicate orbit-raising maneuvers on its way to its permanent home at 94.95° W.L., where it will begin providing much anticipated and needed Ka-band FSS services early next year. HCI and the HNS Licensees need to be in constant communication with the satellite during these maneuvers.

Given the circumstances described, HCI and the HNS Licensees request expedited consideration of this STA. As the applications for transfer of control are now pending, a 60-day STA is requested. *See* 47 C.F.R. § 25.120(b)(3). HCI and the HNS Licensees understand that grant of STA would be without prejudice to whatever actions may be taken in connection with the underlying transfer of control applications.

**Exhibits E & F**  
**Response to Questions 43, A.20 and A.21**  
**Description of Transaction/Public Interest Statement/Ownership and Control**

The instant application is one of six contemporaneously filed applications (“Applications”) that together seek consent of the Federal Communications Commission (“FCC” or “Commission”) to a transfer of control of Hughes Communications, Inc. (“HCI”) and two of HCI’s indirect subsidiaries – HNS License Sub, Limited and HNS License Sub, LLC (together, the “HNS Licensees”) – from Apollo Capital Management IV, Inc. and AIF IV Management, Inc. (together, “Apollo IV”) to BRH Holdings GP, Ltd. (“BRH Holdings”) pursuant to a reorganization (“Apollo Reorganization”) of Apollo IV, together with its affiliated investment management entities (“Apollo”). HCI is the holder of a non-common carrier satellite space station authorization for the SPACEWAY 3 satellite. The HNS Licensees are the holders of several non-common carrier earth station authorizations and Experimental Radio Service authorizations used in connection with the business of providing VSAT services and manufacturing communications equipment.

Apollo is a global alternative asset manager, with a proven track record of successful private equity, distressed debt and mezzanine investing. The Apollo Reorganization was effectuated pursuant to a three-step transaction, the final step of which was consummated on August 8, 2007. In the second step of this transaction, which was consummated on July 13, 2007, control of HCI and the HNS Licensees was transferred from Apollo IV, which was controlled by Leon Black, to BRH Holdings, which is controlled equally by Leon Black, Marc Rowan, and Joshua Harris (with Leon Black having certain veto rights, as explained below). Like Apollo founder Mr. Black, Messrs. Rowan and Harris are co-founders and long-time principals of Apollo.

Prior to the Apollo Reorganization, HCI was controlled by five entities affiliated with Apollo (the “Apollo Stockholders”). Leon Black was the sole shareholder of Apollo IV, which indirectly controlled the Apollo Stockholders. The Apollo Stockholders held approximately 63% of the stock of Hughes at the time Apollo IV acquired control of Hughes in early 2006. The organizational structure of Apollo’s ownership in HCI, as approved by the Commission pursuant to an assignment of license application (File No. SAT-ASG-20050826-00168) that was consummated on February 21, 2006, is depicted in Attachment 2 to this Exhibit.

Pursuant to the Apollo Reorganization, a series of intermediate entities has been inserted into the chain of ownership. In addition, pursuant to the Apollo Reorganization, control of HCI and the HNS Licensees has been transferred from Apollo IV to BRH Holdings. Apollo’s control of BRH Holdings is now exercised equally by Apollo principals Leon Black, Marc Rowan, and Joshua Harris. However, Leon Black has the right to veto certain major decisions relating to Apollo, such as the appointment of any director to the board of directors of Apollo. The organizational structure of Apollo’s ownership in HCI following the Apollo Reorganization is depicted in Attachment 3 to this Exhibit.

HCI and HCI’s regulatory counsel learned of the Apollo Reorganization for the first time on August 23, 2007. HCI understands that the Communications Act and the Commission’s rules

require prior Commission consent to any transfer of control of a Commission Title III authorization. HCI acknowledges that such prior consent was not obtained before the transfer of control of HCI described herein was consummated. As soon as HCI was able to ascertain the facts relating to the Apollo Reorganization, HCI prepared and filed a letter (a copy of which is appended hereto as Attachment 1) apprising the Commission of the transfer of control, and indicating that the applications necessary to obtain the requisite Commission consent would be submitted as soon as was practicable. Accordingly, HCI is promptly filing the Applications in order to seek the requisite FCC consent.

FCC approval of the Applications will serve the public interest, convenience, and necessity because the Apollo Reorganization enhances the flexibility of the capital structure of Apollo, and thus, of HCI and the HNS Licensees. Approval will also ensure that the ownership of HCI and the HNS Licensees will be accurately reflected in the Commission's records.

Further information about the ownership of HNS License Sub, LLC and HNS License Sub, Limited is set forth below.

**I. HNS License Sub, LLC**

Address: HNS License Sub, LLC  
11717 Exploration Lane  
Germantown, Maryland 20876  
Citizenship: Delaware  
Primary Business: Holding licenses

HNS License Sub, LLC is a wholly owned subsidiary of Hughes Network Systems, LLC.

**I. HNS License Sub, Limited**

Address: HNS License Sub, Limited  
Sunrise Parkway  
Linford Wood  
Milton Keynes MK 14 6LS  
United Kingdom  
Citizenship: United Kingdom  
Primary Business: Holding licenses

HNS License Sub, Limited is a wholly owned subsidiary of Hughes Network Systems, Ltd., a U.K. general partnership company. Hughes Network Systems, Ltd. is a wholly owned subsidiary of Hughes Network Systems Europe, Ltd., a U.K. holding company. Hughes Network Systems Europe, Ltd. is a wholly owned subsidiary of Hughes Network Systems, LLC.

## II. Hughes Network Systems, LLC

Address: Hughes Network Systems, LLC  
11717 Exploration Lane  
Germantown, Maryland 20876  
Citizenship: Delaware  
Primary Business: Providing VSAT services

Hughes Network Systems, LLC is a wholly owned subsidiary of Hughes Communications, Inc.

## III. Hughes Communications, Inc.

Address: Hughes Communications, Inc.  
11717 Exploration Lane  
Germantown, Maryland 20876  
Citizenship: Delaware  
Primary Business: Hughes Communications, Inc. is responsible for the management, operation, and control of the business and affairs of Hughes Network Systems, LLC.

The equity and voting interests in Hughes Communications, Inc. are described below.

### A. Equity interests in Hughes Communications, Inc.<sup>1</sup>

The Apollo Stockholders are Apollo Investment Fund IV, L.P., Apollo Overseas Partners IV, L.P., AP/RM Acquisition LLC, AIF IV/RRRR LLC, and ST/RRRR LLC. The Apollo Stockholders collectively hold a direct equity interest of at least 64.9 % in HCI. The remaining equity interests are widely-distributed among HCI's other stockholders. No other entity or individual would hold a direct or indirect equity interest in HCI of 10% or more.

The names, addresses, citizenship, primary business and equity interest in HCI of each of the Apollo Stockholders is as follows:

#### *Apollo Investment Fund IV, L.P.*

Address:	Two Manhattanville Road Purchase, NY 10577
Citizenship:	Delaware
Primary Business:	Investment in securities
Equity interest in HCI:	53.1%

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<sup>1</sup> Equity interests in Hughes Communications, Inc. have been calculated on a fully diluted basis.

*Apollo Overseas Partners IV, L.P.*

Address:	c/o Walkers SPV Limited PO Box 908GT Walker House Mary Street George Town, Grand Cayman Cayman Islands BWI
Citizenship:	Cayman Islands
Primary Business:	Investment in securities
Equity interest in HCI:	2.7%

*AP/RM Acquisition LLC*

Address:	Two Manhattanville Road Purchase, NY 10577
Citizenship:	Delaware
Primary Business:	Investment in HCI
Equity interest in HCI:	2.2%

*AIF IV/RRRR LLC*

Address:	Two Manhattanville Road Purchase, NY 10577
Citizenship:	Delaware
Primary Business:	Investment in HCI
Equity interest in HCI:	4.1%

*ST/RRRR LLC*

Address:	Two Manhattanville Road Purchase, NY 10577
Citizenship:	Delaware
Primary Business:	Investment in HCI
Equity interest in HCI:	2.8%

B. Voting interests in Hughes Communications, Inc.

The Apollo Stockholders hold 64.9% of the voting interests in HCI. The remaining voting interests are widely distributed among HCI's other stockholders, with no single such stockholder holding a voting interest of 10% or greater in HCI.

As described in greater detail below, the Apollo Stockholders' voting interests in HCI are ultimately, indirectly controlled by principals of Apollo through a series of intermediate subsidiaries and management arrangements:

1. Intermediate Subsidiaries

*Apollo Advisors IV, L.P.*

Address: 9 West 57th Street  
43rd Floor  
New York, NY 10019

Citizenship: Delaware

Primary Business: General partner of Apollo Investment Fund IV, L.P. and  
Apollo Overseas Partners IV, L.P.

Apollo Advisors IV, L.P. is the general partner of Apollo Investment Fund IV, L.P. and the managing general partner of Apollo Overseas Partners IV, L.P. In that capacity, the management, operation and control of Apollo Investment Fund IV, L.P. and Apollo Overseas Partners IV, L.P., including control over the voting and disposition of their interests in HCI, is vested exclusively in Apollo Advisors IV, L.P. As further described in Section III.B.2 below, Apollo Advisors IV, L.P. has delegated this authority, pursuant to a management agreement, to Apollo Management IV, L.P.

*Apollo Capital Management IV, Inc.*

Address: 9 West 57th Street  
43rd Floor  
New York, NY 10019

Citizenship: Delaware

Primary Business: General partner of Apollo Advisors IV, L.P.

Apollo Capital Management IV, Inc. is the general partner of Apollo Advisors IV, L.P., and in that capacity has complete and exclusive responsibility for all management decisions to be made on behalf of Apollo Advisors IV, L.P. and for the conduct of the business and affairs of Apollo Advisors IV, L.P.

*Apollo Principal Holdings I, L.P.*

Address: 9 West 57th Street  
43rd Floor  
New York, NY 10019

Citizenship: Delaware

Primary Business: Sole shareholder of Apollo Capital Management IV, Inc.

Apollo Principal Holdings I, L.P. is the sole shareholder of Apollo Capital Management IV, Inc., and in that capacity has complete and exclusive responsibility for all management decisions to be made on behalf of Apollo Capital Management IV, Inc., and for the conduct of the business and affairs of Apollo Capital Management IV, Inc.

*Apollo Principal Holdings I GP, LLC*

Address: 9 West 57th Street  
43rd Floor  
New York, NY 10019  
Citizenship: Delaware  
Primary Business: General partner of Apollo Principal Holdings I, L.P.

Apollo Principal Holdings I GP, LLC is the general partner of Apollo Principal Holdings I, L.P., and in that capacity has complete and exclusive responsibility for all management decisions to be made on behalf of Apollo Principal Holdings I, L.P., and for the conduct of the business and affairs of Apollo Principal Holdings I, L.P. Apollo Principal Holdings I GP, LLC is managed by a Board of Managers comprised of Apollo principals Leon Black, Marc Rowan, and Joshua Harris. Such Board of Managers generally has the sole right to manage the business of Apollo Principal Holdings I GP, LLC.

*APO Asset Co. LLC*

Address: 9 West 57th Street  
43rd Floor  
New York, NY 10019  
Citizenship: Delaware  
Primary Business: Sole member of Apollo Principal Holdings I GP, LLC

APO Asset Co. LLC is the sole member of Apollo Principal Holdings I GP, LLC.

*Apollo Global Management, LLC*

Address: 9 West 57th Street  
43rd Floor  
New York, NY 10019  
Citizenship: Delaware  
Primary Business: Sole member of APO Asset Co. LLC

Apollo Global Management LLC is the sole member of APO Asset Co. LLC, and in that capacity has complete and exclusive responsibility for all management decisions to be made on behalf of APO Asset Co. LLC, and for the conduct of the business and affairs of APO Asset Co. LLC. As further described in Section III.B.2 below, BRH Holdings GP, Ltd., the controlling member of Apollo Global Management, LLC, has delegated the management, operation and control of Apollo Global Management, LLC to AGM Management, LLC.



*BRH Holdings GP, Ltd.*

Address: 9 West 57th Street  
43rd Floor  
New York, NY 10019  
Citizenship: Cayman Islands  
Primary Business: Controlling member of Apollo Global Management, LLC

BRH Holdings GP, Ltd. holds approximately 87% of the voting membership interests of, and thus is the controlling member of, Apollo Global Management, LLC. In that capacity, the management, operation and control of Apollo Global Management, LLC is vested in BRH Holdings GP, Ltd.

Apollo principals Leon Black, Marc Rowan, and Joshua Harris are the sole stockholders and directors of BRH Holdings GP, Ltd. Information about Mr. Black, Mr. Rowan, and Mr. Harris is as follows:

*Leon Black*

Address: 9 West 57th Street  
43rd Floor  
New York, NY 10019  
Citizenship: U.S.  
Primary Business: Investment Management

*Marc Rowan*

Address: 9 West 57th Street  
43rd Floor  
New York, NY 10019  
Citizenship: U.S.  
Primary Business: Investment Management

*Joshua Harris*

Address: 9 West 57th Street  
43rd Floor  
New York, NY 10019  
Citizenship: U.S.  
Primary Business: Investment Management

2. Management Arrangements

*Apollo Management IV, L.P.*

Address: 9 West 57th Street  
43rd Floor  
New York, NY 10019  
Citizenship: Delaware  
Primary Business: Management of the Apollo Stockholders

By the terms of (i) the organizational documents of AP/RM Acquisition, LLC, AIF IV/RRRR LLC, and ST/RRRR LLC appointing Apollo Management IV, L.P. as manager of those entities and (ii) separate management agreements through which Apollo Advisors IV, L.P. has delegated to Apollo Management IV, L.P. management, operation and control of Apollo Investment Fund IV, L.P. and Apollo Overseas Partners IV, L.P., Apollo Management IV, L.P., a Delaware limited partnership, is the manager of each of the Apollo Stockholders and, in such capacity, has full authority to act on behalf of and to bind the Apollo Stockholders in all respects, including, without limitation, the authority to negotiate, complete, execute and deliver any and all agreements, deeds, instruments, receipts, certificates and other documents on behalf of the Apollo Stockholders, and to take all such other actions on behalf of the Apollo Stockholders as Apollo Management IV, L.P. may consider necessary or advisable in connection with the management of the Apollo Stockholders.

*Apollo Management, L.P.*

Address: 9 West 57th Street  
43rd Floor  
New York, NY 10019  
Citizenship: Delaware  
Primary Business: General partner of Apollo Management IV, L.P.

Apollo Management, L.P. is the general partner of Apollo Management IV, L.P., and in that capacity has complete and exclusive responsibility for all management decisions to be made on behalf of Apollo Management IV, L.P. and for the conduct of the business and affairs of Apollo Management IV, L.P., including all such decisions and all such business and affairs to be made or conducted by Apollo Management IV, L.P. in its capacity as manager of the Apollo Stockholders.

*Apollo Management GP, LLC*

Address: 9 West 57th Street  
43rd Floor  
New York, NY 10019  
Citizenship: Delaware  
Primary Business: General partner of Apollo Management, L.P.

Apollo Management GP, LLC is the general partner of Apollo Management, L.P., and in that capacity has complete and exclusive responsibility for all management decisions to be made on behalf of Apollo Management, L.P. and for the conduct of the business and affairs of Apollo Management, L.P.

*Apollo Management Holdings, L.P.*

Address: 9 West 57th Street  
43rd Floor  
New York, NY 10019  
Citizenship: Delaware  
Primary Business: Sole member and manager of Apollo Management GP, LLC

Apollo Management Holdings, L.P. is the sole member and manager of Apollo Management GP, LLC, and in that capacity has complete and exclusive responsibility for all management decisions to be made on behalf of Apollo Management GP, LLC and for the conduct of the business and affairs of Apollo Management GP, LLC.

*Apollo Management Holdings GP, LLC*

Address: 9 West 57th Street  
43rd Floor  
New York, NY 10019  
Citizenship: Delaware  
Primary Business: Sole member of Apollo Management Holdings, L.P.

Apollo Management Holdings GP, LLC is the general partner of Apollo Management Holdings, L.P., and in that capacity has complete and exclusive responsibility for all management decisions to be made on behalf of Apollo Management Holdings, L.P. and for the conduct of the business and affairs of Apollo Management Holdings, L.P. Apollo Management Holdings GP, LLC is managed by a Board of Managers comprised of Apollo principals Leon Black, Marc Rowan, and Joshua Harris. Such Board of Managers generally has the sole right to manage the business of Apollo Management Holdings GP, LLC.

*APO Corp.*

Address: 9 West 57th Street  
43rd Floor  
New York, NY 10019  
Citizenship: Delaware  
Primary Business: Sole member of Apollo Management Holdings GP, LLC

APO Corp. is the sole member of Apollo Management Holdings GP, LLC.

The sole member of APO Corp. is Apollo Global Management, LLC. Information regarding the ownership of Apollo Global Management, LLC is set forth in Section III.B.I above. APO Corp. is managed by a Board of Directors comprised of Leon Black, Marc Rowan, and Joshua Harris. Such Board of Directors generally has the sole right to manage the business of APO Corp.

BRH Holdings GP, Ltd. has delegated the management, operation and control of Apollo Global Management, LLC to AGM Management, LLC, a Delaware limited liability company. In such capacity, AGM Management, LLC has full authority to act on behalf of and to bind Apollo

Global Management, LLC in all respects, including, without limitation, the authority to negotiate, complete, execute and deliver any and all agreements, deeds, instruments, receipts, certificates and other documents on behalf of the Apollo Global Management, LLC, and to take all such other actions on behalf of Apollo Global Management, LLC as AGM Management, LLC may consider necessary or advisable in connection with the management of Apollo Global Management, LLC.

BRH Holdings GP, Ltd., the controlling member of Apollo Global Management, LLC, also is the sole member of AGM Management, LLC. Information regarding the ownership of BRH Holdings GP, Ltd. is set forth in Section III.B.I above.

**ATTACHMENT 1**



LEVENTHAL SENTER & LERMAN PLLC

August 30, 2007

**BY HAND DELIVERY:**

Marlene H. Dortch  
Secretary  
Federal Communications Commission  
445 12<sup>th</sup> Street, S.W  
Washington, D.C. 20554

**Re: Transfer of Control of Hughes Communications, Inc.**

Dear Ms. Dortch:

By this letter, Hughes Communications, Inc. (“Hughes”), indirect parent corporation of HNS License Sub, LLC (“HNS Sub LLC”) and HNS License Sub, Limited (“HNS Sub Limited” and, together with HNS Sub LLC, the “HNS Licensees”), hereby informs the Commission that control of the Hughes companies was transferred without prior Commission approval as explained herein. Hughes holds non-common carrier Title III space station authorizations for the SPACEWAY 3 satellite; HNS Sub LLC and HNS Sub Limited hold numerous non-common carrier earth station licenses and authorizations, and HNS Sub LLC also holds authorizations in the Experimental Radio Service.

Following a transaction that was approved by the Commission in 2005, and consummated in February 2006 (*see, e.g.*, File No. SAT-ASG-20050826-00168), Hughes and its subsidiaries were indirectly controlled by Apollo Capital Management IV, Inc. and AIF IV Management, Inc. (together, “Apollo IV”). Leon Black was the sole shareholder of Apollo IV, which indirectly controlled five entities affiliated with Apollo (the “Apollo Stockholders”). The Apollo Stockholders held approximately 63% of the stock of Hughes at the time Apollo IV acquired control of Hughes in early 2006. Apollo IV, together with its affiliated investment management entities (“Apollo”), is a global alternative asset manager, with a proven track record of successful private equity, distressed debt and mezzanine investing.

Late last week, Hughes’s corporate officers and outside regulatory counsel were informed by counsel for Apollo that a newly-completed corporate restructuring at the upper levels of the Hughes ownership chain was effectuated pursuant to a three-step reorganization of Apollo, the final step of which was consummated on August 8, 2007. In the second step of this reorganization, which was consummated on July 13, 2007, control of Hughes and the HNS Licensees was transferred from Apollo IV, which was controlled by Leon Black, to BRH Holdings, which is controlled equally by Leon Black, Marc Rowan, and Joshua Harris (with Mr. Black having certain veto rights, as explained below). Like Apollo founder Mr. Black, Messrs. Rowan and Harris are co-founders and long-time principals of Apollo.



Marlene H. Dortch  
August 30, 2007  
Page 2

Specifically, pursuant to the Apollo reorganization, a series of intermediate entities has been inserted into the chain of ownership of Apollo IV. In addition, pursuant to the Apollo reorganization, control of Hughes and the HNS Licensees has been transferred from Apollo IV to BRH Holdings. Apollo principals Leon Black, Marc Rowan, and Joshua Harris are the directors of BRH, and Apollo's control of BRH Holdings is now exercised equally by Messrs. Black, Rowan, and Harris. However, Mr. Black has the right to veto certain major decisions relating to Apollo, such as the appointment of any director to the board of directors of Apollo.

At no time prior to Thursday afternoon of last week (August 23, 2007) was Hughes or any of its corporate officers aware that changes taking place at the top of the complex Apollo ownership chain amounted to a transfer of control under Commission regulations and the Communications Act. The matter apparently came to light within the Apollo group following an ownership review that resulted from an unrelated proposal for the assignment of authorizations held by a company in which the Apollo group of companies holds a minority stake, and counsel for Apollo brought the matter to Hughes's attention on August 23.

Hughes, its corporate officers, and outside regulatory counsel undertook an immediate investigation of the facts involved. By the end of the day on Friday, August 24, although not all of the details were yet known, Hughes was convinced that control had been prematurely transferred, and ordered the preparation of appropriate documentation to align, formally, control as it now exists with the Commission's records. Details of the restructuring transactions and the timing of the transfer of control were assembled and provided to Hughes and its outside regulatory counsel on Wednesday, August 29. Requests for transfer of control and temporary authority related thereto are being prepared and will be filed with the Commission as soon as is practicable.

Hughes understands that the Communications Act and the Commission's rules require prior Commission consent to any transfer of control of a Commission Title III authorization. Hughes acknowledges that such prior consent was not obtained before the transfer of control of Hughes was consummated. By this letter, Hughes is formally apprising the Commission and responsible staff of the circumstances of the change in its control, as expeditiously as possible, even as it prepares the documentation that will bring its licenses into alignment with its ownership chain.

Hughes regrets that it failed to follow the Commission's regulations and the Communications Act itself in connection with the transfer of control described herein. By copying this letter to the staff members listed below, Hughes is promptly apprising Commission personnel of this development and of the steps Hughes is taking to obtain the required Commission consent.



Marlene H. Dortch  
August 30, 2007  
Page 3

Hughes asks that a copy of this letter be placed in the license, authorization, and/or application files of each station listed on the attachment hereto.

Respectfully submitted,

Raul R. Rodriguez  
Stephen D. Baruch

*Attorneys for Hughes Communications, Inc and its subsidiaries*

cc (by email): Ms. Helen Domenici, Chief, International Bureau, FCC  
Mr. Julius Knapp, Chief, Office of Engineering and Technology, FCC  
Mr. Robert Nelson, Chief, Satellite Division, IB  
Ms. Andrea Kelly, Chief, Policy Branch, IB  
Mr. Scott Kotler, Chief, System Analysis Branch, IB  
Mr. James Burtle, Chief, Experimental Licensing Branch, OET



ATTACHMENT

SATELLITE AUTHORIZATIONS			
File Number	Applicant Name	Call Sign	Location
SAT-LOA-20050214-00038, as modified by SAT-MOD-20050523-00106, as amended by SAT-AMD-20060306-00025, and further modified by SAT-MOD-20060901-00093.	Hughes Communications, Inc.	S2663 (SPACEWAY 3)	94.95W
SAT-STA-20070720-00106	Hughes Communications, Inc.	S2663 (SPACEWAY 3)	94.95W

EARTH STATION AUTHORIZATIONS			
File Number	Applicant Name	Call Sign	Location
SES-MFS-20070419-00489	HNS License Sub, LLC	E000166	Germentown, MD
SES-STA-20070724-00980	HNS License Sub, LLC	E000166	Germentown, MD
SES-MOD-20040805-01106	HNS License Sub, Limited	E000362	Kailua-Kona, HI
SES-LIC-20010625-01298, as amended by SES-AMD-20010712-01299	HNS License Sub, Limited	E010187	San Juan, PR
SES-MOD-20040805-01103	HNS License Sub, Limited	E020195	Fairbanks, AK
SES-MOD-20040805-01107	HNS License Sub, Limited	E020205	Kodiak, AK
SES-MOD-20040805-01108	HNS License Sub, Limited	E020206	Sand Point, AK
SES-MOD-20040805-01105	HNS License Sub, Limited	E020207	Eielson AFB, AK
SES-MOD-20040805-01104	HNS License Sub, Limited	E020208	Agana, Guam
SES-LIC-20040927-01461	HNS License Sub, Limited	E040382	Wake Island
SES-LIC-20041111-01674	HNS License Sub, Limited	E040436	Wahiawa, HI
SES-LIC-20061017-01852 as amended by SES-AMD-20061103-01954 and SES-AMD-20070207-00204	HNS License Sub, LLC	E060382	Castle Rock, CO
SES-STA-20070709-00908	HNS License Sub, LLC	E060382	Castle Rock, CO
SES-LIC-20061017-01869, as amended by SES-AMD-20061103-01952 and SES-AMD-20070207-00203	HNS License Sub, LLC	E060383	Fillmore, CA
SES-STA-20070709-00909	HNS License Sub, LLC	E060383	Fillmore, CA
SES-LIC-20061226-02232, as amended by SES-AMD-20070124-00137	HNS License Sub, LLC	E060445	Germentown, MD
SES-LIC-20070709-00913, as amended by SES-AMD-20070730-01004	HNS License Sub, Limited	E070110	Midway Island
SES-MOD-20070409-00463	HNS License Sub, LLC	E940460	North Las Vegas, NV
SES-MOD-20030725-01030	HNS License Sub, LLC	E990170	Southfield, MI



ATTACHMENT

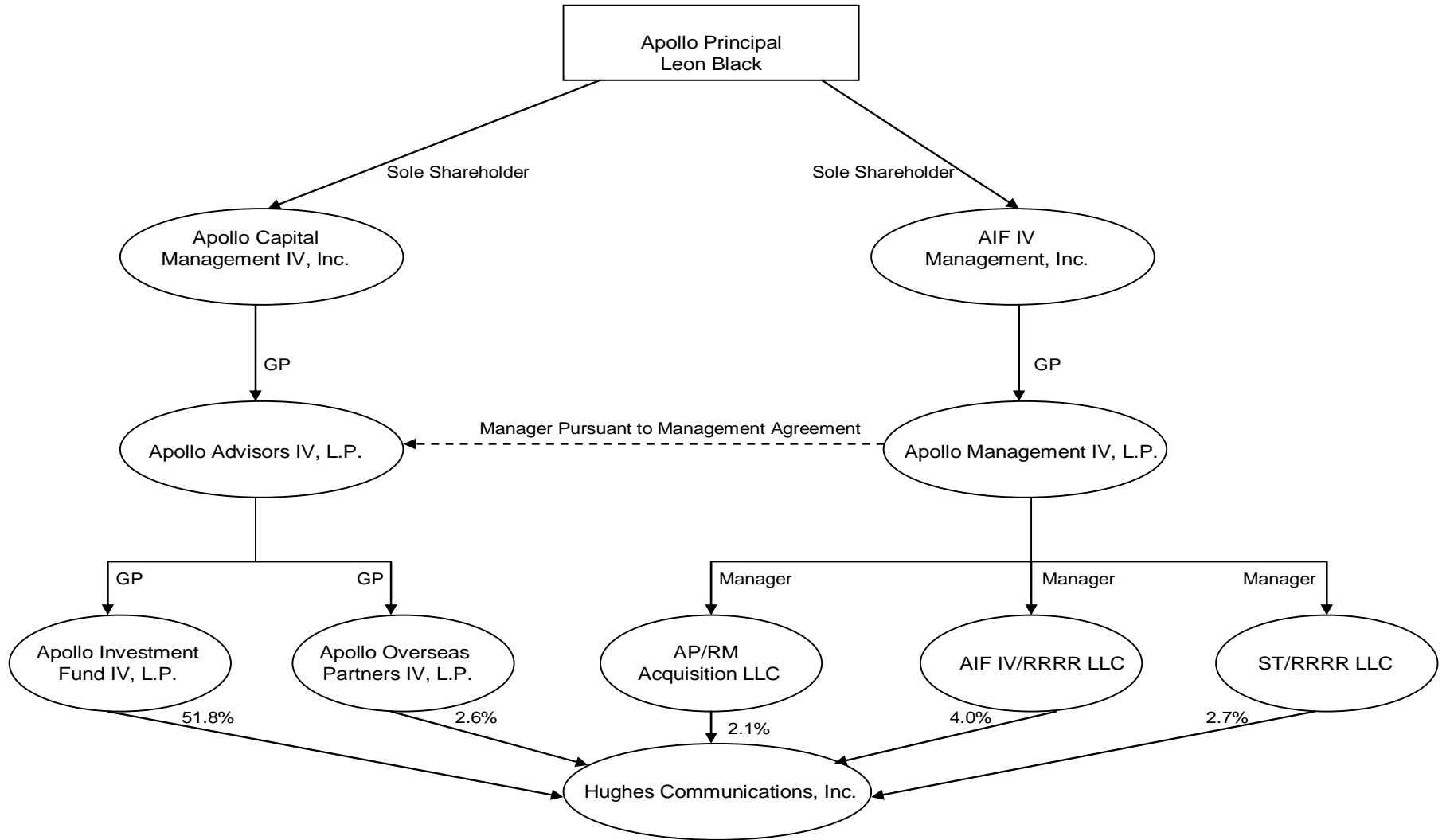
<b>EXPERIMENTAL AUTHORIZATIONS</b>			
<b>File Number</b>	<b>Applicant Name</b>	<b>Call Sign</b>	<b>Location</b>
0088-EX-RR-2006	HNS License Sub, LLC	WD2XFP	Germantown, MD; North Las Vegas, NV
0089-EX-RR-2006	HNS License Sub, LLC	WD2XJU	San Diego, CA
0011-EX-PL-2006	HNS License Sub, LLC	WE2XEW	N/A
0110-EX-RR-2007	HNS License Sub, LLC	WD2XRV	Germantown, MD

<b>PENDING APPLICATIONS</b>			
<b>File Number</b>	<b>Applicant Name</b>	<b>Call Sign</b>	<b>Location</b>
SES-STA-20070829-01149	HNS License Sub, LLC	E000166	Germantown, MD (STA extension request)
SAT-STA-20070830-00118	Hughes Communications, Inc.	S2663	STA Request for SPACEWAY 3 IOT



**ATTACHMENT 2**

# Ownership of HCI Prior to Apollo Reorganization



**ATTACHMENT 3**

