

# Strategies Law Group, PLLC

April 16, 2013

## VIA OVERNIGHT DELIVERY

Ms. Marlene H. Dortch, Secretary  
Federal Communications Commission  
445 12th Street, SW  
Washington, DC 20554  
Attn: International Bureau  
Wireline Competition Bureau

## RE: NOTICE OF *PRO FORMA* TRANSACTION

Dear Ms. Dortch:

dishNET Wireline L.L.C. (“dishNET Wireline” or the “Company”), advises the Commission of the completion of a *pro forma* indirect change in the intermediate corporate ownership of the Company. This letter is filed pursuant to Sections 63.03(d) and 63.24(f) of the Commission’s Rules, 47 C.F.R. §§ 63.03(d) & 63.24(f).

Prior to January 1, 2013 dishNET Wireline (formerly known as Liberty-Bell Telecom, LLC) and its direct corporate holding company, Liberty-Bell, LLC were ninety percent (90%) owned by DISH Media Holdings Corp., with the remaining 10 percent (10%) divided among certain individuals. DISH Media Holdings Corp. is a wholly-owned, direct subsidiary of DISH Network Corporation, a publicly traded entity.

On January 1, 2013, DISH Media Holdings Corp. and DISH Network Corporation completed certain non-substantive *pro forma* internal corporate transactions whereby majority ownership of Liberty-Bell, LLC (and therefore indirect majority ownership of dishNET Wireline) was transferred from DISH Media Holdings Corp. to dishNET Holding L.L.C., an entity that, like Dish Media Holdings Corp., is wholly owned by DISH Network Corporation.

These transactions did not affect the ultimate or direct ownership of dishNET Wireline. The sole impact was a *pro forma* change in the intermediate holding company through which DISH Network Corporation indirectly owns dishNET Wireline. dishNET Wireline emphasizes that the transactions did not involve any change in the operations or management of the Company or the rates, terms or conditions of the services the Company provides. The transactions were transparent to customers and did not result in discontinuance of any service.

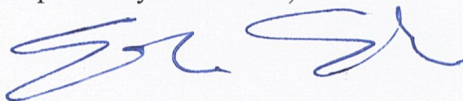
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Based on Commission rules, dishNET Wireline understands that prior approval was not required to complete these internal transactions. This post-closing notice is therefore being filed to advise the Commission of the completion of the described changes.

As required by the Commission's Rules, responses are provided in **Exhibit A** to the information identified in Sections 63.04(a)(1)-(4) and 63.18(a)-(d) & (h) of the Commission's Rules, 47 C.F.R. §§ 63.04(a)(1)-(4) & 63.18(a)-(d) & (h)..

An original and nine (9) copies notice are enclosed. Please date-stamp and return the enclosed extra copy of the notice in the attached stamped envelope. Questions regarding this notice may be addressed to the undersigned.

Respectfully submitted,

A handwritten signature in blue ink, appearing to be 'ESQ', is written over the typed name of Edward S. Quill, Jr.

Edward S. Quill, Jr.  
Brian McDermott

Counsel for dishNET Wireline, L.L.C.

## EXHIBIT A

### **63.04(a)(1)/63.18(a) - Names, Addresses and Telephone Numbers**

dishNET Wireline L.L.C. (FRN # 0010436087)  
2460 West 26<sup>th</sup> Avenue, #380-C  
Denver, Colorado 80211  
Telephone: 303-831-1977

### **63.04(a)(2)/63.18(b) - Jurisdiction of each party:**

dishNET Wireline is a limited liability company formed under the laws of the State of Colorado.

### **63.04(a)(3)/63.18(c) - Contact Information**

Correspondence concerning this notice should be sent to:

Edward S. Quill, Jr.  
Brian McDermott  
Strategies Law Group, PLLC  
1002 Parker Street  
Falls Church, Virginia 22046  
Telephone: (571) 730-4970  
Facsimile: (571) 730-4971  
Email: [equill@stratlg.com](mailto:equill@stratlg.com)  
[bmcdermott@stratlg.com](mailto:bmcdermott@stratlg.com)

With copies to:

William P. Hunt  
Director, Regulatory  
Liberty-Bell Telecom, LLC  
2460 West 26<sup>th</sup> Ave, Suite 380-C  
Denver, CO, 80211  
Telephone: (303) 723-1712  
Facsimile: (303) 831-1988  
E-mail: [WilliamP.Hunt@dishnetwork.com](mailto:WilliamP.Hunt@dishnetwork.com)

### 63.18(d) - FCC International Section 214 Authority

dishNET Wireline holds global international resold Section 214 authority pursuant to authority granted by the Commission in IB File No. IB File No. ITC-214-20080219-00066 as amended in IB File No. ITC-AMD-20100524-00206. dishNET Wireline also holds blanket domestic interstate Section 214 authority.

### 63.04(a)(4)/63.18(h) - Ownership information

- (1) The following entity owns or controls ten percent (10%) or more of **dishNET Wireline, L.L.C.:**

Name: Liberty-Bell, LLC  
2460 West 26th Avenue, #380-C  
Denver, Colorado 80211  
Citizenship: U.S.  
Equity/Voting Interest: 100%  
Principal Business: Holding Company

- (2) The following entity owns or controls ten percent (10%) or more of **Liberty-Bell, LLC:**

Name: dishNET Holding L.L.C.  
9601 South Meridian Boulevard  
Englewood, Colorado 80112  
Citizenship: U.S.  
Equity Interest: 90%  
Voting Interest: 93.1%  
Principal Business: Holding Company

- (3) The following entity owns ten percent (10%) or more of **dishNET Holding L.L.C.:**

Name: DISH Network Corporation  
9601 South Meridian Boulevard  
Englewood, Colorado 80112  
Citizenship: U.S.  
Equity/Voting Interest: 100%  
Principal Business: Holding Company

- (4) **DISH Network Corporation** is a publicly traded company. As of April 12, 2013, the following entity owned or controlled ten (10%) or more of **DISH Network Corporation:**

Name: Charles W. Ergen  
Citizenship: U.S.  
Equity Interest: 52.0%  
Voting Interest: 88.0%

Principal Business: Individual

No other entity directly or indirectly owns or controls 10% or more of dishNET Wireline, L.L.C.

dishNET Wireline, L.L.C. has no interlocking directorates with foreign carriers.

## Verification

STATE OF COLORADO    )  
  ) ss.  
COUNTY OF DENVER    )

**VERIFICATION**

I, William P. Hunt III, state under penalty of perjury that I am Director of Regulatory; for dishNET Wireline, L.L.C, and that I am authorized to make this Verification on behalf of dishNET Wireline L.L.C.; that the foregoing filing was prepared under my direction and supervision; and that the contents are true and correct to the best of my knowledge, information, and belief.

Wm. P. Hunt III

Dated: 4/16/13