

# Strategies Law Group, PLLC

November 22, 2010

## VIA ELECTRONIC FILING

Ms. Marlene H. Dortch, Secretary  
Federal Communications Commission  
445 12<sup>th</sup> Street, SW  
Washington, DC 20554

Attn: David Krech, International Bureau  
Jodie May, Wireline Competition Bureau

RE: DISH Media Holdings Corporation/Liberty-Bell Telecom, LLC  
**WC Docket No. 10-231**  
**IB File No. ITC-T/C-INTR2010-03477**

Dear Ms. Dortch:

DISH Media Holdings Corporation and Liberty-Bell Telecom, LLC, the applicants in the above captioned matter (“Applicants”), in response to informal inquiries from Staff, hereby submit this supplement.<sup>1</sup>

1) Post-Closing Ownership Information

Following consummation of the Transaction (as defined in greater detail in the original Section 214 application) (the “Application”), DISH Media Holdings Corporation (a wholly owned subsidiary of DISH Network Corporation) will hold a majority indirect interest in Liberty-Bell Telecom, LLC. DISH Network Corporation is publicly traded and is the direct parent of DISH Media Holdings Corporation.

Applicants provide the following additional ownership information:

- As disclosed in the Application and based upon a Schedule 13G filed on February 12, 2010 (the “Schedule 13G”) by Goldman Sachs Asset Management, L.P. together with GS Investment Strategies, LLC (collectively “Goldman Sachs Asset Management”), Goldman Sachs Asset Management holds a 13.4% equity and a 1.1% voting interest in DISH Network Corporation.
- As disclosed in the Schedule 13G, Goldman Sachs Asset Management L.P. and GS Investment Strategies, LLC are both organized under the laws of the State of Delaware. As further disclosed in the Schedule 13G, Goldman Sachs Asset

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<sup>1</sup> Applicants do not have direct knowledge of the information provided herein. Accordingly, the information provided in this Supplement is based upon information and belief based on due inquiry, including verified public filings and responses to inquiries made to representatives of certain of the Goldman Sachs companies.

Management L.P. and GS Investment Strategies, LLC are each an investment advisor, their principal business office is located at 32 Old Slip, New York, New York 10005, and each are wholly owned subsidiaries of The Goldman Sachs Group, Inc. (“Goldman Sachs”).

- Goldman Sachs is a leading global investment banking, securities and investment management firm that provides a wide range of financial services to a substantial and diversified client base that includes corporations, financial institutions, governments and high-net-worth individuals.<sup>2</sup> Goldman Sachs is a Delaware corporation.<sup>3</sup> Goldman Sachs’s common stock is publicly traded on the New York Stock Exchange.<sup>4</sup> As of March 8, 2010, no person or entity owned a ten percent or greater ownership interest in Goldman Sachs.<sup>5</sup> The principal address of Goldman Sachs is 200 West Street, New York, New York 10282.<sup>6</sup>

Other than those entities identified above and in the Application, following the completion of the Transaction no other entity will directly or indirectly own or control 10% or more of Liberty-Bell Telecom, LLC. The citizenship of all of the entities identified above is United States.

2) Regulated Provider Affiliations

By virtue of the indirect ownership interest in Liberty-Bell Telecom, LLC held by The Goldman Sachs Group, Inc., through the proposed transaction, Liberty-Bell Telecom, LLC will become affiliated<sup>7</sup> with the following regulated U.S. domestic telecommunications companies (the percentage of Goldman Sachs Group, Inc.’s indirect ownership interest is provided after each entity identified below):

- **Arcadian Networks, Inc.** (29.3%): A provider of wireless broadband services, primarily to utilities and heavy industries, in 31 states.

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<sup>2</sup> See The Goldman Sachs Group, Inc. (Form 10-K), at 1 (Mar. 1, 2010), *available at* <http://www.sec.gov/Archives/edgar/data/886982/000095012310018464/y81914e10vk.htm> (page 1).

<sup>3</sup> See The Goldman Sachs Group, Inc. (Form 10-K) (Mar. 1, 2010), *available at* <http://www.sec.gov/Archives/edgar/data/886982/000095012310018464/y81914e10vk.htm> (cover page).

<sup>4</sup> See The Goldman Sachs Group, Inc. (Form 10-K) (Mar. 1, 2010), *available at* <http://www.sec.gov/Archives/edgar/data/886982/000095012310018464/y81914e10vk.htm> (cover page).

<sup>5</sup> See The Goldman Sachs Group, Inc. (Form DEF-14A), at 48 (Apr. 7, 2010), *available at* <http://www.sec.gov/Archives/edgar/data/886982/000119312510078005/ddef14a.htm> (page 48).

<sup>6</sup> See The Goldman Sachs Group, Inc. (Form 10-K) (Mar. 1, 2010), *available at* <http://www.sec.gov/Archives/edgar/data/886982/000095012310018464/y81914e10vk.htm> (cover page).

<sup>7</sup> 47 U.S.C. § 153(1).

- **Cequel Communications, LLC** (and its operating subsidiary, **Suddenlink Communications**) (30.82%): A provider of communications, video, and broadband services operating in Arkansas, California, Idaho, Kentucky, Louisiana, Maryland, Missouri, Mississippi, New Mexico, North Carolina, Ohio, Oklahoma, Texas, Virginia, and West Virginia.<sup>8</sup>
- **Conterra Ultra Broadband Holdings, Inc.** (29.12%): A provider of transport services and broadband Wide Area Networks (“WANS”), Voice over Internet Protocol (“VoIP”) telephony, distance learning, and Internet services to mobile wireless carriers, school districts and enterprises in 16 states.
- **CURRENT Group, LLC** (13.33%): A broadband over power line (“BPL”) provider that provides VoIP services in the northeastern United States.
- **Global Tel\*Link Corporation** (and its subsidiary **Public Communications Services, Inc.**) (16.04%): An owner and operator of prison payphones and public payphones and provides managed telecommunications services to inmates of state and county departments of corrections. Global Tel\*Link Corporation either offers service or is certificated to offer telecommunications services in the District of Columbia and all fifty states except Alaska. Global Tel\*Link Corporation recently acquired a 100 percent interest in Public Communications Services, Inc., which is authorized to provide inmate operator services to correctional facilities in all states except Alaska, Connecticut, and the District of Columbia, and currently provides service in thirty states.
- **Integra Telecom Holdings, Inc.** (36.41%): A provider, through its own service offerings and those of its subsidiaries,<sup>9</sup> of voice and data services operating in Arizona, California, Colorado, Idaho, Minnesota, Montana, Nevada, North Dakota, Oregon, Utah and Washington.

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<sup>8</sup> Applicants understand that Suddenlink is a franchised cable provider. Although Liberty-Bell Telecom, LLC is authorized to provide service in New Mexico, currently Liberty-Bell Telecom, LLC is not providing service (including telephone exchange service) within Suddenlink’s franchised cable service area (Curry County, New Mexico). Because Liberty-Bell Telecom, LLC is not currently operating within Suddenlink’s cable franchise service area, legal prohibitions on buy-outs are not applicable to the proposed transaction. *See* 47 U.S.C. §572; 47.C.F.R. §76.505.

<sup>9</sup> The following subsidiaries of Integra Telecom Holdings, Inc. provide regulated services: Integra Telecom of Idaho, Inc., Integra Telecom of Minnesota, Inc., Integra Telecom of North Dakota, Inc., Integra Telecom of Oregon, Inc., Integra Telecom of Utah, Inc., Integra Telecom of Washington, Inc., Scott-Rice Telephone Company, Electric Lightwave, LLC and Eschelon Telecom, Inc. The following subsidiaries of Eschelon Telecom, Inc. also provide regulated services: Advanced TelCom, Inc., Shared Communications Services, Inc., Oregon Telecom, Inc., Eschelon Telecom of Minnesota, Inc., Eschelon Telecom of Washington, Inc., Eschelon Telecom of Colorado, Inc., Eschelon Telecom of Nevada, Inc., Eschelon Telecom of Arizona, Inc., Eschelon Telecom of Utah, Inc., Eschelon Telecom of Oregon, Inc., Mountain Telecommunications of Arizona, Inc., OneEighty Communications, Inc. and United Communications, Inc. d/b/a UNICOM. *See* WC Docket Nos. 09-136 and 10-225.

All of the carriers identified above are new entrant competitive carriers except for Scott-Rose Telephone Company (a subsidiary of Integra Telecom Holdings, Inc.) that is a rural incumbent local exchange company located in Minnesota. To the best of Applicants' knowledge, through the proposed transaction, Liberty-Bell Telecom, LLC will not become affiliated with any other regulated domestic U.S. telecommunications providers.

Liberty-Bell Telecom, LLC will not become affiliated with any regulated foreign carriers by virtue of the proposed transaction.<sup>10</sup>

3) Updated Request for Streamlined Treatment

Despite the updated information provided above, Applicants submit that the Application continues to qualify for streamlined treatment and therefore request that the application be processed on that basis.

With respect to domestic interstate authority following the proposed transaction, Applicants and their affiliates (as defined in Section 3(1) of the Communications Act of 1934, as amended, 47 U.S.C. §153(3)(1)) will : (a) retain a market share in the interstate, interexchange market of less than ten percent (10%); (b) continue to provide competitive telephone exchange access services exclusively in geographic areas served by a dominant local exchange carrier that is not party to the transaction; and (c) continue to be non-dominant with respect to any and all services, with respect to (a) (b) and (c) as defined in 47 C.F.R. § 63.03(b)(2)(i). As noted above, all of the U.S. domestic carriers with which Liberty-Bell Telecom, LLC will become affiliated are new entrant competitive carriers except for Scott-Rose Telephone Company, a rural incumbent local exchange company located in Minnesota. Liberty-Bell Telecom, LLC provides service solely in Qwest territory and therefore has no operations and serves no customers in the service territory of Scott-Rose Telephone Company.

With respect to international authority, the Application remains eligible for streamlined processing pursuant to Section 63.12(a)-(b) of the Commission's Rules, 47 C.F.R. §63.12(a)-(b) for the reasons set forth in the application.

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<sup>10</sup> Specifically, The Goldman Sachs Group, Inc.'s indirect ownership or control in Liberty-Bell Telecom, LLC will not meet or exceed 25%. In addition, Mr. Ergen does not own or control 25% or more of any international carriers. As a result, Liberty-Bell Telecom, LLC will not become "affiliated," as that term is defined in the Commission's Rules, with any international carriers. See 47 C.F.R. §§ 63.18(i); 63.10(e).

Questions regarding this filing may be addressed to the undersigned.

Respectfully submitted,

Two handwritten signatures in black ink. The first signature is on the left and the second is on the right.

Edward S. Quill, Jr.  
Brian McDermott

Counsel for Liberty-Bell Telecom, LLC