BOSTON
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WASHINGTON, D.C.

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July 22, 2002

FCC/MELLON

VIA MESSENGER

Federal Communications Commission International Bureau – Satellites P.O. Box 358210 Pittsburgh, PA 15251-5210

Re: Amendment to Application for Modification of S2132 (FCC File No.

SAT-MOD-20011221-00136)

Ladies and Gentlemen:

Enclosed on behalf of Hughes Network Systems, Inc., is a minor amendment to the above-referenced application for modification of S2132. The proposed amendment involves a change in the applicant from Hughes Communications Galaxy, Inc. to Hughes Network Systems, Inc.

Also enclosed is a Remittance Advice (FCC Form 159) and a check made payable to the Federal Communications Commission in the amount of \$1,335.00 to cover the required filing fee.

In the event there are any questions concerning this matter, please let me know.

Very truly yours,

Jeffrey A. Marks

of LATHAM & WATKINS

Enclosures

cc: Ms. Jennifer Gilsenan (FCC)

Mr. Bruce D. Jacobs (Counsel for Pegasus Development Corporation)

READ INSTRUCTIONS C.	AREFULLY	ı				Approve	ed by OMB 3060-0589				
JEI OILL I ROCLLDING			MMUNICATIONS CO			Page No <u>1</u> of <u>1</u>					
		REM	ITTANCE ADV	ICE	SPECIAL						
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(28B) FCC CODE I											
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(30) CERTIFICATION	N STATEMENT		, certify under penalt	y of perjury that	the foregoing and supp	orting information is	true and correct				
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Est. Avg. Burden Hours Per Response: 11 Hrs.

Approved by OMB FCC Use Only 3060-0678 File Number: Avg. Burden Hours Call Sign:

Call Sign: Call Sign:

APPLICATION FOR SATELLITE SPACE AND EARTH STATION AUTHORIZATIONS FEDERAL COMMUNICATIONS COMMISSION

APPLICANT INFORMATION

	2 Vain	Talankana Musakar
1 e-oal Name of Amplicant	2. Voice	2. Voice Telephone Number
III. Aboa Notriosh Ciratoma Inc	(301	(301) 601-7226
2 Other Nerva Head for Doing Business (if any)	4. Fax 1	4. Fax Telephone Number
3. Other Name Osed for Doning Business (11 any)	(301	(301) 428-7012
5. Mailing Street Address or P.O. Box	6. City	
	Germantown	
11717 Exploration Lane	7. State / Country (if not U.S.A.)	8. Zip Code
ATTENTION: Joslyn Read	MD	20876
0 Name of Contact Representative (If other than applicant)	10. Voic	10. Voice Telephone Number
TOPE D Tapks	(202	(202) 637-2200
OCHI F. UGIING	12. Fax	12. Fax Telephone Number
11. Firm or Company Name	\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\	
Latham & Watkins		(202) 631-2201
OX.	14. City	
	Washington	
SOO Blevelich octeer, NW, outce took	15. State / Country (if not U.S.A.)) 16. Zip Code
ATTENTION:	DC	20004-1304

CLASSIFICATION OF FILING

(b) File number of pending application: SAT-MOD-20011221-00136	(a) Date pending application was fied: December 21, 2001	S2132	Call sign of station: \$2132
enter:	10 If this filing is an amendment to a mending application enter:		10 161: 61:
	b10. Other (Please Specify):	b5. Assignment of License or Registration	
Use Non-U.S. Licensed Satellite to Provide Service in the United States	b9. Letter of Intent to Use Non-U.S. Licensed Satellite	☐ b4. Modification of License or Registration	X a2. Space Station
tion Using Non-U.S. Licensed Satellite	☐ b8. Application for License of New Receive-Only Station Using Non-U.S. Licensed Satellite	b3. Amendment to a Pending Application] []
	b7. Notification of Minor Modification	b2. Application for Registration of New	al Farth Station
	b6. Transfer of Control of License or Registration	In b1. Application for License of New Station	
	only one box for 17a and only one box for 17b.	17. Place an "X" in the box next to the classification that applies to this filing for both questions a. and b. Mark only one box for 17a and only one box for 17b.	17. Place an "X" in the box next

∆ NO	<u>5</u> .	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 as an exhibit for new transmitting facilities, major modifications, or major amendments. Refer to OET Bulletin 65.	If YES, submit the statement as required by A Radiation Hazard Study must accompany all
		EIN VIKOINIVIEW LAL FOLIC I	28 Would a Commission grant of any proposal
		j = authorization for facilities for which environmental assessment and radiation mazard reporting is required	
		i authorization to change Points of Communication (satellites & countries)	-
		g – authorization to change assigned frequency(tes) h – authorization to add Points of Communication (satellites & countries)	
		f – authorization to relocate fixed station	
		d — authorization to replace antenna e — authorization to add antenna	-
		b authorization to change emission designator and related service c authorization to increase EIRP and EIRP density	
		a authorization to add new emission designator and related service	
		27. The purpose of this proposed modification or amendment is to: Place an "X" in the box(es) next to all that apply.	27. The purpose of this proposed modification o
		PURPOSE OF MODIFICATION OR AMENDMENT	
		b. Transmit-Only c. Receive-Only	a. Transmit/Receive
		ark only one box.	26. TYPE OF EARTH STATION FACILITY Mark only one box
	Y (Specify)	b. Temporary-Fixed Earth Station	a. Fixed Earth Station b. Ter If space station applicant, go to Question 27
			25. CLASS OF STATION: Place an "X" in the
		TYPE OF STATION	
	: 30Ghz	🛚 c. Other (Please specify) Frequency Lower: 20Ghz; Freqency Upper:	a. C-Band (4/6 GHz) b. Ku-Band (12/14 GHz)
		24. FREQUENCY BAND(S): Place an "X" in the box(es) next to all applicable frequency band(s).	24. FREQUENCY BAND(S): Place an "X" in t
		letwork D. Not connected to the Public Switched Network	a. Connected to the Public Switched Network
		23. If applicant is providing INTERNATIONAL COMMON CARRIER service, see instructions regarding Sec. 214 filings. Mark only one box. Are these facilities:	23. If applicant is providing INTERNATIONAL
b. Using Non-U.S. licensed satellites	b. Using Non-U	X b. Non-Common Carrier a. Using U.S. licensed satellites	a. Common Carrier
	s) next to all that apply.	applicable status. Mark only one box. 22. If earth station applicant, place an "X" in the box(es) next to all that apply.	21. STATUS: Place an "X" in the box next to the applicable status. Mark only one box.
		c. Radiodetermination Satellite e. Direct to Home Fixed Satellite g. Other (please specify)	X a. Fixed Satellite c. Radic
		20. NATURE OF SERVICE: This filing is for an authorization to provide or use the following type(s) of service(s): Place an "X" in the box(es) next to all that apply.	20. NATURE OF SERVICE: This filing is for a
		TYPE OF SERVICE	

ALIEN OWNERSHIP

	to in the applica to in the proc 40. If the applica stockholders control, indic 41. By checking of Federal be of a convictic		σ , , , σ									
Does the applicant intend to use a non-U.S. licensed satellite to provide service in the United States? If we answer 42h and attach an exhibit providing the information specified in 47 C.F.R. § 25.137, as	Is the applicant, or any person directly or indirectly controlling the applicant, currently a party in any person directly or indirectly controlling the applicant, currently a party in any person directly or indirectly controlled substances. See Exhibit B to in the proceeding two items? If Yes, attach as an exhibit, an explanation of the circumstances. See Exhibit B to in the proceeding two items? If Yes, attach as an exhibit, an explanation of the circumstances. See Exhibit B to in the proceeding two items? If Yes, attach as an exhibit the names, addresses, and citizenship of those stockholders owning of 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. By checking Yes, the undersigned certifies, that 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 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.	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 the circumstances. If the applicant, or any person directly or indirectly controlling the applicant, currently a party in any pending matter referred to in the proceeding two items? If Yes, attach as an exhibit, an explanation of the circumstances. If the applicant is a corporation and is applying for a space station license, attach as an exhibit the names, addresses, and citize stockholders owning of record and/or voting 10 percent or more of the Filer's voting stock and the percentages so held. In the control, indicate the beneficiary (ies) or class of beneficiaries. Also list the names and addresses of the officers and directors of By checking Yes, the undersigned certifies, that neither the applicant nor any other party to the application is subject to a deniate of the conviction for norsession or distribution of a controlled substance. 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If Yes, attach as an exhibit, copies of the requests for waivers or exceptions with supporting documents. If Yes, attach as an exhibit, copies of the requests for waivers or exceptions with supporting documents. If Yes, attach as an exhibit, an explanation of FCC station authorization, license, or construction permit denied b application for an initial, modification or renewal of FCC station authorization, license, or construction permit denied b application for an initial, modification, 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 the circumstances. 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If Yes, answer to questions 29, 30, 31, 32 and/or 33 is Yes, attach as an exhibit, the identification of the aliens or foreign answer to questions 29, 30, 31, 32 and/or 33 is Yes, attach as an exhibit, copies of the requests for waivers or exceptions with supporting documents. If Yes, attach as an exhibit, copies of the requests for waivers or exceptions with supporting documents. If Yes, attach as an exhibit, an explanation of the circumstances. Commission? If Yes, attach as an exhibit, an explanation of the circumstances. Has the applicant, or any party to this application, or any party directly or indirectly controlling the applicant ever be convicted of a felony by any state or federal court? If Yes, attach as an exhibit, an explanation of the circumstances. 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If the applicant is a corporation and is applying for a space station license, attach as an exhibit, the names, addresses, of the officers and discontrolled to be benef	Is the applicant 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? Is the applicant a corporation directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is sowned 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 any answer to questions 29, 30, 31, 32 and/or 33 is Yes, attach as an exhibit, the identification of the aliens or foreign entities, their nationality, their relationship to the applicant, and the percentage of stock they own or vote. BASIC QUALIFICATIONS BASIC QUALIFICATIONS Does the applicant request any waivers or exemptions from any of the Commission's Rules? Does the applicant or any party to this application had any FCC station authorization, license revoked or had any application for an initial, modification or renewal of FCC station authorization, license, or construction permit denied by the applicant, or any party to this application, or any party directly or indirectly controlling the applicant ever been. Has the applicant, or any party to this application, or any party directly or indirectly controlling the applicant ever been. Has the applicant, or any partants, exclusive traffic arrangement or any other means or unfair methods of competition? If Yes, attach as an exhibit, an explanation of the circumstances. 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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).	47. Signature	45. Typed Name of Person Signing Mike Cook Sr. Vice President & General N	ernmental Entity	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.	CERTIFICATION		Explanatory Note Regarding Schedules A and B	Consent to Amendment by Hughes Communictati	Response to Question 40	39	Exhibit No. Identify all ex		See Exhibit A.
ABLE BY FINE AND/OR IMPRISONMENT FION AUTHORIZATION (U.S. Code, Title 47, 3).	48. Date 7/19/02	Vice President & Gener	ernmental Entity	ectrum as against the regulatory power of the United States because of the nce with this application. The applicant certifies that grant of this CFR Part 20. All statements made in exhibits are a material part hereof and or the applicant, hereby certifies that all statements made in this application elief, and are made in good faith.				XY,					

Exhibit A, Page 1 of 1
Response to Questions 27 and 43
Hughes Network Systems, Inc.

EXHIBIT A

This minor amendment to SAT-MOD-20011221-00136 involves a change in the applicant from Hughes Communications Galaxy, Inc. ("HCG") to Hughes Network Systems, Inc. ("HNS"). The Commission has already approved the *pro forma* assignment from HCG to HNS of the underlying license that SAT-MOD-20011221-00136 seeks to modify (*see* SAT-ASG-20011204-00110). This minor amendment will not effect a substantial change in control; both HCG and HNS are wholly owned subsidiaries of Hughes Electronics Corporation ("HEC").

This minor amendment is part of an internal reorganization of the corporate structure of HEC. The public interest will be served by allowing HEC to place the FCC licenses and applications that it controls with the Hughes business units best suited to utilize those licenses and applications.

Exhibit B, Page 1 of 1

Response to Question 39

Hughes Network Systems, Inc.

EXHIBIT B

1. <u>State Department Review</u>

In 1996, two Hughes employees participated in a committee formed to review the findings of Chinese engineers regarding the failure of a Long March rocket in China. A grand jury investigation of potential export control law violations arising from the actions of the two employees was closed without issuing charges. However, Hughes is subject to the authority of the United States State Department to impose sanctions for non-criminal violations of the Arms Export Control Act. To date, the State Department has not imposed sanctions.

2. 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. Motion to compel arbitration with named plaintiffs was granted. The parties have since agreed to dismiss class allegations and settle and dismiss the named plaintiffs' claims, though the settlement has not been finalized.

3. 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 the complaint was granted with leave to amend. The second motion to dismiss was granted with prejudice with respect to federal antitrust claims, and without prejudice with respect to state law claims.

4. Cable Connections, Inc., et al. v. DIRECTV, Inc., et al.

In May 2001, plaintiffs filed a class action complaint in Oklahoma State Court alleging claims including breach of contract and fiduciary duty, fraud, promissory estoppel, antitrust and unfair competition. The four plaintiffs are DIRECTV dealers who claim to be bringing the complaint on behalf of all DIRECTV dealers, including former PRIMESTAR and USSB dealers. In August 2001, the case was stayed and the court ordered the individual plaintiffs to pursue their contract. None of the plaintiffs has yet instituted arbitration proceedings.

Exhibit C, Page 1 of 3
Response to Question 40
Hughes Network Systems, Inc.

EXHIBIT C

Hughes Network Systems, Inc. ("HNS") is a wholly-owned subsidiary of Hughes Electronics Corporation ("HEC"), which is a wholly-owned subsidiary of General Motors Corporation ("GM").

The address of HNS is: 11717 Exploration Lane, Germantown, MD 20876. The Address of HEC is: 200 North Sepulveda Blvd., El Segundo, CA 90245. The address of GM is: 3440 West Grand Blvd., Detroit, MI 48202-3091.

State Street Bank and Trust Company, a Massachusetts company, (acting as trustee for various trusts and employee benefit plans) beneficially owns approximately 14% of the common stock of General Motors. The address of State Street Bank and Trust Company is: 225 Franklin Street, Boston, MA 02110.

U.S. Trust Corporation, a New York corporation, beneficially owns approximately 20% of the Class H Common Stock of General Motors. The address of U.S. Trust Corporation is 114 West 47th St., New York, NY 10036.

Currently pending before the Commission are an application for consent to the proposed merger of Echostar Communications Corporation ("ECC") and HEC, and several related applications for consent to the transfer of control of HNS and other affiliated companies to ECC.

The Directors and Officers of HNS are as listed below:

Directors

Name

Pradman Kaul (Chairman)
Jack Shaw
Pradeep Kaul
Jim Lucchese
Paul Gaske
Bahram Pourmand

Officers

Name <u>Ti</u>

Kaul, Pradman Chairman & CEO

Kaul, Pradeep Executive Vice President
Lucchese, Jim Executive Vice President and

Chief Financial Officer

Gaske, Paul Executive Vice President

Exhibit C, Page 2 of 3 Response to Question 40 Hughes Network Systems, Inc.

Officers

Name	Title
Pourmand, Bahram	Executive Vice President
Fraley, Dan	Senior Vice President
Hsu, Tom	Senior Vice President
Corrigan, John	Senior Vice President
Shukla, Vinod	Senior Vice President
Morris, Adrian	Senior Vice President
Kenyon, John	Senior Vice President
McEwan, John	Senior Vice President
Segal, Randy	Senior Vice President, General
	Counsel and Secretary
Kerentoff, Sandi	Senior Vice President
Hoversten, Estil	Senior Vice President
Gandolfi, Jim	Senior Vice President
Cook, Mike	Senior Vice President
Golding, Len	Vice President
Carrier, Stephan	Vice President
Buschman, Bob	Vice President
Herskovitz, Michael	Vice President
Kepley, Robert	Vice President
Kay, Stan	Vice President
Choquette, George	Vice President
Skeith, Mike	Vice President
Johal, Dilbag	Vice President
Mehta, Ashok	Vice President
Whysong, Brian	Vice President
Sharifi, Hossein	Vice President
Marzella, Nicholas	Vice President
Sharma, Anil	Vice President
Tewari, Neeraj	Vice President
Gorsuch, Michael	Vice President
Mohadjer, Ali	Vice President
McElroy, Tom	Vice President and
•	Assistant Treasurer
Sun, Mike	Vice President
Cannon, Keary	Vice President
Kuo, K.C.	Vice President
Klisch, Frank	Vice President
Mohebbi, Matthew	Vice President
Slekys, Arunas	Vice President
Lee, Lin-Nan	Vice President
200, Dan 1 100	7.7. D . 1

Vice President

Ghosh, Hitendra

Exhibit C, Page 3 of 3 Response to Question 40 Hughes Network Systems, Inc.

Officers

Rosario, Binoy

Bhave, Mahesh

Dehesh, Houtan

Manson, Dean

O'Brien, Phil

Williamson, Janet L.

Name Vice President and Treasurer Dutt, Deepak Vice President Armstrong, Dick Vice President Zatloukal, Dave Vice President Hamel, Dan Vice President Sarraf, Jamal Vice President Fitzpatrick, Edward Montague, George Vice President and Assistant Treasurer Vice President Regard, Emil Clarkson, Ted Vice President Vice President Biber, Jeff Vice President Boyd, Toni Gulla, Peter Vice President Vice President Stoll, John Vice President Pardee, Peter Vice President Kumar, Arun George, Harry Vice President Vice President

Vice President

Vice President

Assistant Secretary

Assistant Secretary

Assistant Secretary

Title

Exhibit D, Page 1 of 1

Consent To Amendment by Hughes Communications Galaxy, Inc.

Hughes Network Systems, Inc.

EXHIBIT D

Hughes Communications Galaxy, Inc. ("HCG") hereby consents to Hughes

Network Systems, Inc. ("HNS") filing this amendment to SAT-MOD-20011221-00136 effecting
a change of the applicant from HCG to HNS.

HUGHES COMMUNICATIONS GALAXY, INC.

NAME: Patrick T. Doyle

TITLE: Sr. Vice President and

Chief Financial Officer

Date: ____7/18/02

Exhibit E, Page 1 of 1
Explanatory Note Regarding Schedules A and B
Hughes Network Systems, Inc.

EXHIBIT E

Pursuant to the Commission's Instructions for Completion of FCC Form 312

Application for Satellite Space and Earth Station Authorizations, Hughes Network Systems, Inc.

("HNS") includes neither Schedule A, which is not applicable to amendments to pending applications, nor Schedule B, which is applicable only to earth station applications. In order to facilitate processing of this minor amendment, however, HNS has provided all relevant information requested by Schedule A on the FCC 312 Main Form and exhibits thereto.