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FCC/MELLON

JUL 22 2002

July 22, 2002

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

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE

Approved by OMB
3060-0589
Page No 1 of 1

(1) LOCKBOX #

358210

SPECIAL USE

FCC USE ONLY

SECTION A - PAYER INFORMATION

(2) PAYER NAME (if paying by credit card, enter name exactly as it appears on your card)

Hughes Network Systems, Inc.

(3) TOTAL AMOUNT PAID (U.S. Dollars and cents)

\$1,335.00

(4) STREET ADDRESS LINE NO. 1

11717 Exploration Lane

(5) STREET ADDRESS LINE NO. 2

(6) CITY

Germantown

(7) STATE

MD

(8) ZIP CODE

20876

(9) DAYTIME TELEPHONE NUMBER (include area code)

301/601-7226

(10) COUNTRY CODE (if not in U.S.A.)

FCC REGISTRATION NUMBER (FRN) AND TAX IDENTIFICATION NUMBER (TIN) REQUIRED

(11) PAYER (FRN)

0005-6521-10

(12) PAYER (TIN)

954659709

IF PAYER NAME AND THE APPLICANT NAME ARE DIFFERENT, COMPLETE SECTION B
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C)

(13) APPLICANT NAME

(14) STREET ADDRESS LINE NO. 1

(15) STREET ADDRESS LINE NO. 2

(16) CITY

(17) STATE

(18) ZIP CODE

(19) DAYTIME TELEPHONE NUMBER (include area code)

(20) COUNTRY CODE (if not in U.S.A.)

FCC REGISTRATION NUMBER (FRN) AND TAX IDENTIFICATION NUMBER (TIN) REQUIRED

(21) APPLICANT (FRN)

(22) APPLICANT (TIN)

COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET

(23A) CALL SIGN/OTHER ID

S2132

(24A) PAYMENT TYPE CODE

CWY

(25A) QUANTITY

1

(26A) FEE DUE FOR (PTC)

1,335.00

(27A) TOTAL FEE

1,335.00

FCC USE ONLY

(28A) FCC CODE 1

(29A) FCC CODE 2

(23B) CALL SIGN/OTHER ID

(24B) PAYMENT TYPE CODE

(25B) QUANTITY

(26B) FEE DUE FOR (PTC)

(27B) TOTAL FEE

FCC USE ONLY

(28B) FCC CODE 1

(29B) FCC CODE 2

SECTION D - CERTIFICATION

(30) CERTIFICATION STATEMENT

I, _____, certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief. SIGNATURE _____ DATE _____

SECTION E - CREDIT CARD PAYMENT INFORMATION

(31)

MASTERCARD/VISA ACCOUNT NUMBER:

EXPIRATION

MASTERCARD

VISA

I hereby authorize the FCC to charge my VISA or MASTERCARD for the service(s)/authorization herein described.

SIGNATURE _____

DATE _____

FEDERAL COMMUNICATIONS COMMISSION
APPLICATION FOR SATELLITE SPACE AND EARTH STATION AUTHORIZATIONS

Approved by OMB
3060-0578
Est. Avg. Burden Hours
Per Response: 11 Hrs.

FCC Use Only
File Number
Call Sign
Fee Number

APPLICANT INFORMATION

1. Legal Name of Applicant Hughes Network Systems, Inc.		2. Voice Telephone Number (301) 601-7226	
3. Other Name Used for Doing Business (if any)		4. Fax Telephone Number (301) 428-7012	
5. Mailing Street Address or P.O. Box 11717 Exploration Lane ATTENTION: Joslyn Read		6. City Germentown	8. Zip Code 20876
9. Name of Contact Representative (if other than applicant) John P. Janka		7. State / Country (if not U.S.A.) MD	10. Voice Telephone Number (202) 637-2200
11. Firm or Company Name Latham & Watkins		12. Fax Telephone Number (202) 637-2201	
13. Mailing Street Address or P.O. Box 555 Eleventh Street, NW, Suite 1000 ATTENTION:		14. City washington	16. Zip Code 20004-1304
		15. State / Country (if not U.S.A.) DC	

CLASSIFICATION OF FILING

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.

<input type="checkbox"/> b1. Application for License of New Station	<input type="checkbox"/> b6. Transfer of Control of License or Registration
<input type="checkbox"/> a1. Earth Station	<input type="checkbox"/> b7. Notification of Minor Modification
<input checked="" type="checkbox"/> a2. Space Station	<input type="checkbox"/> b8. Application for License of New Receive-Only Station Using Non-U.S. Licensed Satellite
<input type="checkbox"/> b2. Application for Registration of New Domestic Receive-Only Station	<input type="checkbox"/> b9. Letter of Intent to Use Non-U.S. Licensed Satellite to Provide Service in the United States
<input checked="" type="checkbox"/> b3. Amendment to a Pending Application	<input type="checkbox"/> b10. Other (Please Specify): _____
<input type="checkbox"/> b4. Modification of License or Registration	
<input type="checkbox"/> b5. Assignment of License or Registration	

18. If this filing is in reference to an existing station, enter:
Call sign of station: **S2132**

19. If this filing is an amendment to a pending application enter:
(a) Date pending application was filed: **December 21, 2001**
(b) File number of pending application: **SAT-MOD-20011221-00136**

TYPE OF SERVICE

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.

- a. Fixed Satellite c. Radiodetermination Satellite e. Direct to Home Fixed Satellite
 b. Mobile Satellite d. Earth Exploration Satellite f. Digital Audio Radio Service g. Other (please specify) _____

21. STATUS: Place an "X" in the box next to the applicable status. Mark only one box.

- a. Common Carrier b. Non-Common Carrier

22. If earth station applicant, place an "X" in the box(es) next to all that apply.

- a. Using U.S. licensed satellites b. Using Non-U.S. licensed satellites

23. If applicant is providing INTERNATIONAL COMMON CARRIER service, see instructions regarding Sec. 21.4 filings. Mark only one box. Are these facilities:

- a. Connected to the Public Switched Network b. Not connected to the Public Switched Network

24. FREQUENCY BAND(S): Place an "X" in the box(es) next to all applicable frequency band(s).

- a. C-Band (4/6 GHz) c. Other (Please specify) _____ Frequency Lower: 20Ghz; Frequency Upper: 30Ghz
 b. Ku-Band (12/14 GHz)

TYPE OF STATION

25. CLASS OF STATION: Place an "X" in the box next to the class of station that applies. Mark only one box.

- a. Fixed Earth Station b. Temporary-Fixed Earth Station c. 12/14 GHz VSAT Network d. Mobile Earth Station e. Space Station f. Other (Specify) _____
 If space station applicant, go to Question 27. Geostationary

26. TYPE OF EARTH STATION FACILITY: Mark only one box.

- a. Transmit/Receive b. Transmit-Only c. Receive-Only

PURPOSE OF MODIFICATION OR AMENDMENT

27. The purpose of this proposed modification or amendment is for: Place an "X" in the box(es) next to all that apply.

- | | |
|-------------------------------------|---|
| <input type="checkbox"/> | a -- authorization to add new emission designator and related service |
| <input type="checkbox"/> | b -- authorization to change emission designator and related service |
| <input type="checkbox"/> | c -- authorization to increase EIRP and EIRP density |
| <input type="checkbox"/> | d -- authorization to replace antenna |
| <input type="checkbox"/> | e -- authorization to add antenna |
| <input type="checkbox"/> | f -- authorization to relocate fixed station |
| <input type="checkbox"/> | g -- authorization to change assigned frequency(ies) |
| <input type="checkbox"/> | h -- authorization to add Points of Communication (satellites & countries) |
| <input type="checkbox"/> | i -- authorization to change Points of Communication (satellites & countries) |
| <input type="checkbox"/> | j -- authorization for facilities for which environmental assessment and radiation hazard reporting is required |
| <input checked="" type="checkbox"/> | k -- Other (Please Specify) <u>See Exhibit A.</u> |

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? YES NO

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.

ALIEN OWNERSHIP

29. Is the applicant a foreign government or the representative of any foreign government?	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> NO
30. Is the applicant an alien or the representative of an alien?	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> NO
31. Is the applicant a corporation organized under the laws of any foreign government?	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> NO
32. 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?	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> NO
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?	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> NO
34. 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

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.	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> NO
36. Has the applicant or any party to this application 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 the circumstances.	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> NO
37. Has the applicant, or any party to this application, 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.	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> NO
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 the circumstances.	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> NO
39. Is 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.	<input checked="" type="checkbox"/> YES	<input type="checkbox"/> NO
40. If the applicant is a corporation and is applying for a space station license, 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.	<input checked="" type="checkbox"/> YES	<input type="checkbox"/> NO
41. 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.	<input checked="" type="checkbox"/> YES	<input type="checkbox"/> NO
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.	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> 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? <u>N/A</u>		

43. Description. (Summarize the nature of the application and the services to be provided).
See Exhibit A.

Exhibit No.	Identify all exhibits that are attached to this application.
A	Response to Questions 27 and 43
B	Response to Question 39
C	Response to Question 40
D	Consent to Amendment by Hughes Communications Galaxy, Inc.
E	Explanatory Note Regarding Schedules A and B

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): (Place an "X" in the box next to applicable response.)

- a. Individual b. Unincorporated Association c. Partnership d. Corporation e. Governmental Entity f. Other (Please specify) _____

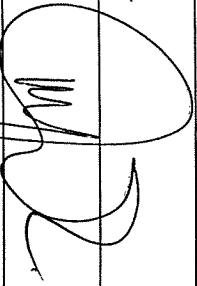
45. Typed Name of Person Signing

Mike Cook

46. Title of Person Signing

Sr. Vice President & General Manager - Spaceway

47. Signature



48. Date

7/19/02

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).

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

1. State Department Review

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

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

Kaul, Pradman
Kaul, Pradeep
Lucchese, Jim
Gaske, Paul

Title

Chairman & CEO
Executive Vice President
Executive Vice President and
Chief Financial Officer
Executive Vice President

Officers

<u>Name</u>	<u>Title</u>
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
Ghosh, Hitendra	Vice President

Officers

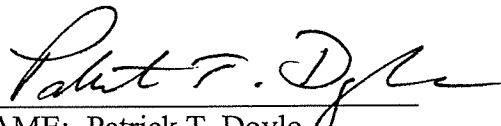
<u>Name</u>	<u>Title</u>
Dutt, Deepak	Vice President and Treasurer
Armstrong, Dick	Vice President
Zatloukal, Dave	Vice President
Hamel, Dan	Vice President
Sarraaf, Jamal	Vice President
Fitzpatrick, Edward	Vice President
Montague, George	Vice President and Assistant Treasurer
Regard, Emil	Vice President
Clarkson, Ted	Vice President
Biber, Jeff	Vice President
Boyd, Toni	Vice President
Gulla, Peter	Vice President
Stoll, John	Vice President
Pardee, Peter	Vice President
Kumar, Arun	Vice President
George, Harry	Vice President
Rosario, Binoy	Vice President
Bhave, Mahesh	Vice President
Dehesh, Houtan	Vice President
Manson, Dean	Assistant Secretary
O'Brien, Phil	Assistant Secretary
Williamson, Janet L.	Assistant Secretary

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.

By: 
NAME: Patrick T. Doyle
TITLE: Sr. Vice President and
Chief Financial Officer

Date: 7/18/02

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.