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February 1, 2008

Via HAND DELIVERY

Marlene H. Dortch  
Secretary  
Federal Communications Commission  
445 12th Street, S.W.  
Washington, DC 20554

FILED/ACCEPTED

FEB - 1 2008

Federal Communications Commission  
Office of the Secretary

Re: **Corrected Notice of Applicant Change – EchoStar Corporation**  
**File No. SAT-LOA-20071221-00183**

Dear Ms. Dortch:

Yesterday, EchoStar Satellite Operating L.L.C. (“ESOLLC”) and EchoStar Corporation submitted two letters pursuant to Section 1.65 of the Commission’s rules, 47 C.F.R. § 1.65, to notify the Commission that (1) EchoStar Satellite Operating Corporation had changed its name to ESOLLC with respect to this application (“Name Change Letter”),<sup>1</sup> and (2) to substitute EchoStar Corporation for ESOLLC as the applicant, with respect to various other pending applications before the Commission (“Substitution Letter”).<sup>2</sup> Due to inadvertence, however, those letters incorrectly indicated that ESOLLC should remain the applicant on the above referenced application. In fact, EchoStar Corporation should be substituted as the applicant for this application.

Accordingly, ESOLLC and EchoStar Corporation hereby withdraw the Name Change Letter and submit a corrected Substitution Letter (Exhibit A). We respectfully request that this corrected letter be

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<sup>1</sup> Letter from Pantelis Michalopoulos, Counsel for ESOLLC and EchoStar Corporation, to Marlene H. Dortch, Secretary, FCC, *filed in* File No. SAT-LOA-20071221-00183 (Jan. 31, 2008).

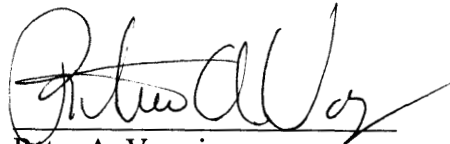
<sup>2</sup> *See* Letter from Pantelis Michalopoulos, Counsel for ESOLLC and EchoStar Corporation, to Marlene H. Dortch, Secretary, FCC, *filed in* File No. SES-LIC-20071128-01626 *et al.* (Jan. 31, 2008).

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accepted in place of the original Substitution Letter (which can now be discarded). We apologize for any inconvenience this may have caused.

Please contact me if you have any questions.

Sincerely,

A handwritten signature in black ink, appearing to read "Petra A. Vorwig", written over a horizontal line.

Petra A. Vorwig

*Counsel for EchoStar Corporation*

**Exhibit A**

# STEPTOE & JOHNSON LLP

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February 1, 2008

Via HAND DELIVERY

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

Re: **Change of Applicant -- EchoStar Corporation**

Dear Ms. Dortch,

Pursuant to Section 1.65 of the Commission's rules, 47 C.F.R. § 1.65, EchoStar Satellite Operating L.L.C. ("ESOLLC")<sup>1</sup> notifies the Commission that EchoStar Corporation, a publicly traded Nevada corporation, is being substituted as the applicant for the pending applications listed in Exhibit A, effective January 25, 2008.

On January 1, 2008, ESOLLC consummated an assignment of its earth station assets and some of its satellite assets to EchoStar Holding Corporation as part of a *pro forma* transaction approved by the Commission on November 16, 2007. Public Notice, DA 07-4655 (rel. Nov. 16, 2007). On January 25, 2008, EchoStar Holding Corporation changed its name to EchoStar Corporation. We respectfully request that the IBFS records for the listed applications be updated to reflect EchoStar Corporation as the applicant.

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<sup>1</sup> EchoStar Satellite Operating Corporation was converted into a Colorado limited liability company effective on December 31, 2007. Under Colorado law, "[t]he resulting entity is the same entity as the converting entity." See Colo. Rev. Stat. 7-90-202(4).

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The applications that ESOLLC has assigned to EchoStar Corporation include its 17/24 GHz Broadcasting-Satellite Service applications.<sup>2</sup> Accordingly, to the extent necessary, EchoStar requests a waiver of Section 25.158(c) of the Commission's rules to allow the 17/24 GHz BSS applications to maintain their priority in the filing queue. 47 C.F.R. § 25.158(c). Section 25.158(c) provides that "an applicant for a GSO-like satellite system license is not allowed to transfer, assign, or otherwise permit any other entity to assume its place in any queue."<sup>3</sup> It is uncertain to what extent this rule applies to a *pro forma* change such as this, where the real party in interest remains the same. In any event, the Commission has routinely chosen not to apply this rule where the assignment or transfer was for a legitimate business purpose (rather than for a speculative purpose), as in the case of major merger transactions that are not *pro forma* at all.<sup>4</sup> Should a waiver be necessary, the same precedent would apply with even greater force to *pro forma* transactions.

Here, there is a legitimate business purpose for the substitution of EchoStar Corporation for ESOLLC as the applicant of these applications: it is part of a *pro forma* corporate reorganization and spin-off among companies controlled by Mr. Charles W. Ergen. In November 2007, the Bureau approved the *pro forma* assignment described in the listed applications and the 17/24 GHz BSS applications were not the main object of this restructuring. Rather, they were only five of numerous authorizations and pending applications that were transferred to EchoStar as a result of this transaction.<sup>5</sup>

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<sup>2</sup> See File Nos. SAT-AMD-20080114-00018, SAT-AMD-20080114-00019, SAT-AMD-20080114-00020, SAT-AMD-20080114-00021, SAT-AMD-20080114-00022.

<sup>3</sup> 47 C.F.R. § 25.158(c).

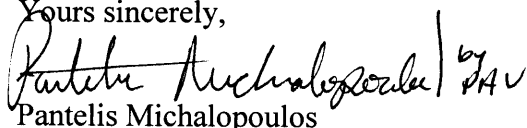
<sup>4</sup> See, e.g., *Intelsat Holdings, Ltd., Transferor, and Serafina Holdings Limited, Transferee, Consolidated Application for Consent to Transfer Control of Holders of Title II and Title III Authorizations*, Memorandum Opinion and Order, FCC 07-220 (rel. Dec. 17, 2007); *Constellation, LLC, Carlyle PanAmSat I, LLC, Carlyle PanAmSat II, LLC, PEP PAS, LLC, and PEOP PAS, LLC, Transferors and Intelsat Holdings, Ltd., Transferee, Consolidated Application for Authority to Transfer Control of PanAmSat Licensee Corporation and PanAmSat H-2 Licensee Corporation*, Memorandum Opinion and Order, 21 FCC Rcd 7368 (rel. June 19, 2006).

<sup>5</sup> EchoStar notes that the Commission revised the definition of a major amendment to exclude transfers of control when a major amendment would result in an applicant losing its place in the queue because "[t]he Commission did not intend the first-come, first-served procedure to deter legitimate business transactions." See *Amendment of the Commission's Space Station Licensing Rules and Policies*, First Report and Order and Further Notice of Proposed Rulemaking, 18 FCC Rcd 10760, ¶ 40. See also *General Motors Corporation and Hughes Electronics Corporation, Transferors, and The News Corporation Limited, Transferee, for Authority to Transfer Control*, Supplemental Order, 19 FCC Rcd 6309, ¶¶ 3-4 (rel. Apr. 9, 2004) (determining that the transfer did not result in any pending applications subject to cut-off dates to lose their place in the queue).

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Accordingly, to the extent necessary, EchoStar respectfully requests that Section 25.158(c) of the Commission's rules be waived to allow this minor change in the identity of the applicant with respect to the above referenced 17/24 GHz BSS applications.

Yours sincerely,

A handwritten signature in black ink, appearing to read "Pantelis Michalopoulos", followed by a vertical line and the initials "PAM".

Pantelis Michalopoulos

*Counsel for EchoStar Satellite Operating L.L.C.  
and EchoStar Corporation*

cc: Kathleen Campbell – International Bureau  
Jeanette Spriggs – International Bureau

### Exhibit A

<b>File Number</b>	<b>Call Sign</b>	<b>Current Applicant</b>	<b>New Applicant</b>
SES-LIC-20071128-01626	E070266	EchoStar Satellite Operating L.L.C.	EchoStar Corporation
SES-AMD-20071220-01737 SES-LIC-20071204-01653	E070273	EchoStar Satellite Operating L.L.C.	EchoStar Corporation
SES-AMD-20071220-01732 SES-LIC-20071204-01655	E070274	EchoStar Satellite Operating L.L.C.	EchoStar Corporation
SES-AMD-20071220-01731 SES-LIC-20071204-01654	E070275	EchoStar Satellite Operating L.L.C.	EchoStar Corporation
SES-AMD-20071220-01733 SES-LIC-20071207-01674	E070283	EchoStar Satellite Operating L.L.C.	EchoStar Corporation
SES-AMD-20071220-01734 SES-LIC-20071207-01675	E070284	EchoStar Satellite Operating L.L.C.	EchoStar Corporation
SES-AMD-20071220-01735 SES-LIC-20071217-01703	E070286	EchoStar Satellite Operating L.L.C.	EchoStar Corporation
SAT-AMD-20080114-00018 SAT-AMD-20051118-00247 SAT-LOA-20020328-00050	S2440	EchoStar Satellite Operating L.L.C.	EchoStar Corporation
SAT-AMD-20080114-00019 SAT-AMD-20051118-00246 SAT-LOA-20020328-00051	S2441	EchoStar Satellite Operating L.L.C.	EchoStar Corporation
SAT-AMD-20080114-00020 SAT-AMD-20051118-00245 SAT-LOA-20020328-00052	S2442	EchoStar Satellite Operating L.L.C.	EchoStar Corporation
SAT-AMD-20080114-00021 SAT-LOA-20070105-00001	S2723	EchoStar Satellite Operating L.L.C.	EchoStar Corporation
SAT-AMD-20080114-00022 SAT-LOA-20070105-00003	S2725	EchoStar Satellite Operating L.L.C.	EchoStar Corporation
SAT-LOA-20071221-00183	S2746	EchoStar Satellite Operating L.L.C.	EchoStar Corporation