Approved by OMB 3060–0678

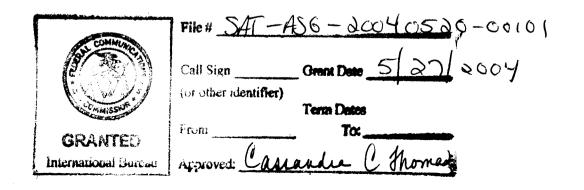
Date & Time Filed: May 20 2004 4:58:07:5531/m File Number: SAT-ASG-20040520-00101

APPLICATION FOR SATELLITE SPACE AND EARTH STATION AUTHORIZATIONS FOR TRANSFER OF CONTROL OR ASSIGNMENTFCC 312 MAIN FORM FOR OFFICIAL USE ONLY

APPLICANT INFORMATION

Enter a description of this application to identify it on the main menu: Spaceway @ 99 & 103 – pro forma assignment to DIRECTV Group

ame:	The DIRECTV Group, Inc.	Phone Number:	310-964-0725
DBA Name:		Fax Number:	310-964-0843
Street:	2250 E. Imperial Highway	E–Mail:	
City:	El Segundo	State:	CA
Country:	USA	Zipcode:	90245 –



1

9–16. Name of Contact Representative (If other than applicant) Name: William M. Wiltshire **Phone Number:** 202-730-1300 Company: Harris, Wiltshire & Grannis LLP Fax Number: 202-730-1301 wwiltshire@harriswiltshire.com Street: 1200 Eighteenth Street, NW E-Mail: 12th Floor Washington State: DC City: Country: USA Zipcode: 20036-Contact Counsel Relationship: Same Title:

CLASSIFICATION OF FILING

17. Choose the button next to the	
classification that applies to this filing for	(N/A) b1. Application for License of New Station
both questions a. and b. Choose only one	(N/A) b2. Application for Registration of New Domestic Receive–Only Station
for 17a and only one for 17b.	(N/A) b3. Amendment to a Pending Application
	(N/A) b4. Modification of License or Registration
o al. Earth Station	★ b5. Assignment of License or Registration
a2. Space Station	6 b6. Transfer of Control of License or Registration
	(N/A) b7. Notification of Minor Modification
	(N/A) b8. Application for License of New Receive–Only Station Using Non–U.S. Licensed
	Satellite
	(N/A) b9. Letter of Intent to Use Non–U.S. Licensed Satellite to Provide Service in the United
	States
	(N/A) b10. Other (Please specify)

17c. Is a fee submitted with this application of the feet and attach FCC Form of the feet	59. If No, indicate reason	for fee exemption (see	e 47 C.F.R.Section 1.1114).
17d. Fee Classification A BFY – Space Station (Geostationary)	Quantity 1 (First Station)	
Fee Classification B BFY - Space Stat	ion (Geostationary)	Quantity 1 (Each Additional Sta	tion)
18. If this filing is in reference to an existing station, enter: (a) Call sign of station: Not Applicable	19. If this filing is an amen (a) Date pending application Not Applicable		plication enter: (b) File number of pending application: Not Applicable

TYPE OF SERVICE

20. NATURE OF SERVICE: This filing is for an authorization to provide or use the following type(s) of service(s): Select all that apply:
a. Fixed Satellite
b. Mobile Satellite
c. Radiodetermination Satellite
d. Earth Exploration Satellite
e. Direct to Home Fixed Satellite
f. Digital Audio Radio Service
g. Other (please specify)
21. STATUS: Choose the button next to the applicable status. Choose only one. 22. If earth station applicant, check all that apply. Using U.S. licensed satellites
- Common Comion - Non Common Comion
Using Non-U.S. licensed satellites
23. If applicant is providing INTERNATIONAL COMMON CARRIER service, see instructions regarding Sec. 214 filings. Choose one. Are these
facilities: — Comported to a Public Switched Network — Not connected to a Public Switched Network — N/A
Connected to a Public Switched Network Not connected to a Public Switched Network N/A
24. FREQUENCY BAND(S): Place an "X" in the box(es) next to all applicable frequency band(s).
a. C–Band (4/6 GHz) b. Ku–Band (12/14 GHz)
c.Other (Please specify upper and lower frequencies in MHz.)
Frequency Lower: 18300 Frequency Upper: 30000

TYPE OF STATION

25. CLASS OF STATION: Choose the button next to the class of station that applies. Choose only one.	
a. Fixed Earth Station	
o b. Temporary–Fixed Earth Station	
o c. 12/14 GHz VSAT Network	
d. Mobile Earth Station	
e. Geostationary Space Station	
f. Non-Geostationary Space Station	
g. Other (please specify)	
26. TYPE OF EARTH STATION FACILITY: Choose only one.	
Transmit/Receive Transmit-Only Receive-Only N/A	
PURPOSE OF MODIFICATION	
27. The purpose of this proposed modification is to: (Place an "X" in the box(es) next to all that apply.)	
Not Applicable	

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? 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 for new transmitting facilities, major modifications, or major amendments.	0	Yes	⊚ ¹	No 		
ALIEN OWNERSHIP Earth station applicants not proposing to provide broadcast, common carrier, aeron aeronautical fixed radio station services are not required to respond to Items 30–34.	autic	cal en	rou	te oi	r	
29. Is the applicant a foreign government or the representative of any foreign government?	0	Yes	•	No	0	N/A
30. Is the applicant an alien or the representative of an alien?	•	O Y N/A	es	0	, No)
31. Is the applicant a corporation organized under the laws of any foreign government?	•	O Y N/A	es .	0	, 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?	O Yes N/A	O 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?	O Yes N/A	O No
34. If any answer to questions 29, 30, 31, 32 and/or 33 is Yes, attach as an exhibit an identification of the aliens or foreign entities, their nationality, their relationship to the applicant, and the percentage of stock they own or vote.	Exhibit A	
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.	• Yes	No No
36. Has the applicant or any party to this application or amendment 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 explination of circumstances.	• Yes	⊚ No

37. Has the applicant, or any party to this application or amendment, 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 explination of circumstances.	O Yes	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 circumstances	O Yes	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 preceding two items? If yes, attach as an exhinit, an explanation of the circumstances.	⊘ Yes	⊚ No
40. If the applicant is a corporation and is applying for a space station license, attach as an exhibit the names, address, and citizenship of those stockholders owning a 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.	Exhibit B	
41. By checking Yes, the undersigned certifies, that neither 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.	Yes	O 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.

O Yes



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?

43. Description. (Summarize the nature of the application and the services to be provided). (If the complete description does not appear in this box, please go to the end of the form to view it in its entirety.)

Applicant seeks consent to the pro forma assignment of the listed space stations to The DIRECTV Group, Inc. See Exhibit C for additional detail.

Exhibit C

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): (Choose the	ne button next to applicable response	e.)		
O Individual O Unincorporated Association				
Partnership				
Corporation				
Governmental Entity				
Other (please specify)				
45. Name of Person Signing Larry D. Hunter		46. Title of Person S Exec. VP, Gen. Coun		
47. Please supply any need attach	ments.			
Attachment 1:	Attachment 2:		Attachment 3:	
(U.S. Code	CATEMENTS MADE ON THIS FOR e, Title 18, Section 1001), AND/OR e, Title 47, Section 312(a)(1)), AND/	REVOCATION OF ANY	Y STATION AUTHORIZATION	

SATELLITE EARTH STATION AUTHORIZATIONS FCC Form 312 – Schedule A FOR OFFICIAL USE ONLY

	Select one of	the following	
O CONSENT TO TRANSFER O	OF CONTROL	CONSENT	TO ASSIGNMENT OF LICENSE
, v	GFER OF CONTROL OF RECEIVE GISTRATION	O NOTIFI	ICATION OF ASSIGNMENT OF RECEIVE ONLY REGISTRATION
A1. Name of Licensee (as shown or	n FCC 312 – Main Form)		
Name:	Hughes Network Systems, Inc.	Phone Number:	310-964-0725
DBA Name:		Fax Number:	
Street:	2250 E. Imperial Highway	E-Mail:	
City:	El Segundo	State:	CA
Country:	USA	Zipcode:	90245 –
Attention:	Janet L. Williamson		

						L		
C	allsign: S2191	Callsign: S2133	Callsign:	Callsign:	Callsign:	Callsign:	Callsign:	Callsign:
		I	1		I	ı	1	I

A9. No. of station(s) listed

	Name:	Hughes Network Systems, Inc.	Phone Number:	310–964–0725
	Company:		Fax Number:	
	Street:	2250 E. Imperial Highway	E-Mail:	
	City:	El Segundo	State:	CA
	Country:	USA	Zipcode:	90245 –
	Contact Title:	Janet L. Williamson, Assistant Secretary	Relationship:	Same
15. Name	of Transferee/ Assignee	:		
		The DIDECTY Group, Inc.	Phone	310-964-0725
	Name:	The DIRECTV Group, Inc.	Number:	
	Name: DBA Name:	The DIRECT V Group, Inc.	Number: Fax Number:	310-964-0843
		2250 E. Imperial Highway		310-964-0843
	DBA Name:		Fax Number:	310-964-0843 CA
	DBA Name: Street:	2250 E. Imperial Highway	Fax Number: E-Mail:	

A20. If these facilities are licensed, is the transferee / assignee directly or indirectly controlled by any other entity?
If yes, attach as Exhibit E, a statement (including organizational diagrams where appropriate) which fully and
completely identifies the nature and extent of control including: (1) the name, address, citizenship, and primary
busienss of the controlling entity and any intermediate subsidiaries or parties, and (2) the names, addresses,
citizenshihp, and the percentages of voting and equity stock of those stockholders holding 10 percent or more of the
controlling corporation's voting stock.

Yes		
	0	No
	\sim	N/A

A21. If these facilities are licensed, attach as Exhibit F, a complete statement setting forth the facts which show how the assignment or transfer will serve the public interest.

CERTIFICATION

- 1. The undersigned, individually and for licensee, certifies that all attached exhibits pertinenet to Schedule A and all statement made in Schedule A of this application are true, compete and correct to the best of his/her knowledge and belief. The undersigned also certifies that any contracts or other instruments submitted herewith are complete and constitute the full agreement.
- 2. The undersigned represents that stock will not be delivered and that control will not be transferred until the Commission's consent has been received, but that transfer of control or assignment of license will be completed within 60 days of Commission consent. The undersigned also acknowledges that the Commission must be notified by letter within 30 days of consummation.

A22. Printed Name of Licensee (Must agree with A1) Hughes Network Systems, Inc.	A24. Title (Office Held by Person Signing) Janet L. Williamson, Assistant Secretary
A26. Printed Name of License Transferor / Assignor (Must agree with A10) Hughes Network Systems, Inc.	A28. Title (Office Held by Person Signing) Janet L. Williamson, Assistant Secretary
A26. Printed Name of License Transferee / Assignee (Must agree with A15) The DIRECTV Group, Inc.	A28. Title (Office Held by Person Signing) Larry D. Hunter, Exec. VP, Gen. Counsel, & Sec.

FCC NOTICE REQUIRED BY THE PAPERWORK REDUCTION ACT

The public reporting for this collection of information is estimated to average 2 hours per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the required data, and completing and reviewing the collection of information. If you have any comments on this burden estimate, or how we can improve the collection and reduce the burden it causes you, please write to the Federal Communications Commission, AMD–PERM, Paperwork Reduction Project (3060–0678), Washington, DC 20554. We will also accept your comments regarding the Paperwork Reduction Act aspects of this collection via the Internet if you send them to jboley@fcc.gov. PLEASE DO NOT SEND COMPLETED FORMS TO THIS ADDRESS.

Remember – You are not required to respond to a collection of information sponsored by the Federal government, and the government may not conduct or sponsor this collection, unless it displays a currently valid OMB control number or if we fail to provide you with this notice. This collection has been assigned an OMB control number of 3060–0678.

THE FOREGOING NOTICE IS REQUIRED BY THE PAPERWORK REDUCTION ACT OF 1995, PUBLIC LAW 104–13, OCTOBER 1, 1995, 44 U.S.C. SECTION 3507.

EXHIBIT A

FCC Form 312: Response to Question 34
Foreign Ownership

Section 310(b)(4) of the Communications Act of 1934, as amended, establishes certain limitations on indirect foreign ownership and voting of certain common carrier and broadcast licensees. By definition, these limitations do not apply to non-common carrier space and earth station licenses or private wireless licenses. The Commission has also recently approved the ownership structure, including foreign ownership levels, of The DIRECTV Group, Inc.²

See 47 U.S.C. § 310(b)(4).

See General Motors Corp., Hughes Electronics Corp., and The News Corporation Limited, 19 FCC Rcd. 473 (2004).

EXHIBIT B

FCC Form 312: Response to Questions 40 and A20

Ownership, Directors, and Officers

1. ENTITY OWNERSHIP

Information relating to the stockholders that own of record and/or vote 10% or more of DIRECTV Enterprises, LLC's stock is as follows:

DIRECTV Enterprises, LLC

State of Organization:

Delaware

Principal Place of Business: 2230 E. Imperial Highway

El Segundo, CA 90245

Primary Business Activities: Provides digital television entertainment; broadband

satellite networks and services; and global video and data processing.

Principal Shareholders:

DIRECTV Enterprises, LLC ("DIRECTV Enterprises") is a wholly owned subsidiary of DIRECTV Holdings LLC, which is a wholly owned Subsidiary of The DIRECTV Group, Inc. ("DIRECTV Group"). The address of DIRECTV Holdings LLC is: 2230 E. Imperial Highway, El Segundo, CA 90245. The address of DIRECTV Group is: 2250 E. Imperial Highway, El Segundo, CA 90245.

Fox Entertainment Group, Inc. ("FEG"), a Delaware corporation, owns 34% of the equity and voting stock of DIRECTV Group. The News Corporation Limited ("News") indirectly holds approximately 97% voting and 82% ownership interest in FEG.¹ The address of FEG and News is: 1211 Avenue of the Americas, New York, NY 10036. Additional information regarding News is set forth below.

United States Trust Company of New York, a New York corporation, (acting as trustee for various trusts and employee benefit plans) beneficially owns approximately 19.7% of the voting stock of DIRECTV Group. The address of United States Trust Company of New York is: 114 West 47th Street, New York, NY 10036.

Exhibit B Page 1 of 3

The Commission has found that News has a de facto controlling interest over DIRECTV Group and its subsidiaries, including DIRECTV Enterprises, for purposes of the Communications Act of 1934. See General Motors Corporation, Hughes Electronics Corporation, and The News Corporation Limited, 19 FCC Rcd. 473 (¶ 14) (2004). News disclaims any beneficial ownership of the voting securities of DIRECTV Enterprises held by subsidiaries of DIRECTV Group and does not concede, by this filing, that DIRECTV Enterprises is controlled by News or its subsidiaries.

The News Corporation Limited

State of Incorporation: Australia

Principal Place of Business: 1211 Avenue of the Americas

New York, NY 10036

Primary Business Activities: Diversified international media and entertainment company with operations in a number of industry segments, including: filmed entertainment; television; cable network programming; magazines and inserts; newspapers; and book publishing.

Principal Shareholders:

K. Rupert Murdoch, a United States citizen, owns approximately 16% of the equity and 30% of the voting stock of News.² Mr. Murdoch's address is: 1211 Avenue of the Americas, New York, NY 10036.

Liberty Media Corporation, a Delaware corporation, owns approximately 17% of the equity and 9% of the voting stock of News. The address of Liberty Media Corporation is: 12300 Liberty Boulevard, Englewood, CO 80112.

2. DIRECTORS

Mitchell Stern, a U.S. citizen, is the sole director of DIRECTV Enterprises. He can be contacted at the following address: DIRECTV Enterprises, LLC, 2230 E. Imperial Highway, El Segundo, CA 90245.

3. OFFICERS

The officers of DIRECTV Enterprises are listed below:

Mitchell Stern - Chief Executive Officer and President

Steven J. Cox - Executive Vice President

Daniel M. Fawcett - Executive Vice President, General Counsel and Secretary

Peter Giacalone - Executive Vice President

Michael W. Palkovic - Executive Vice President and Chief Financial Officer Richard D. Slenker, Jr. - Executive Vice President

Exhibit B Page 2 of 3

This approximate percentage is calculated based on 2,097,473,050 ordinary shares outstanding on September 30, 2003, and includes ordinary shares owned by (1) Mr. K. Rupert Murdoch; (2) Cruden Investments Pty. Limited, a private Australian investment company owned by Mr. K. Rupert Murdoch, members of his family and various corporations and trusts, the beneficiaries of which include Mr. K. Rupert Murdoch, members of his family and certain charities; and (3) corporations which are controlled by trustees of settlements and trusts set up for the benefit of the Murdoch family, certain charities and other persons. In addition, Mr. K. Rupert Murdoch, Cruden Investments Pty. Limited and such other entities beneficially own 220,076,801 preferred limited voting ordinary shares.

Neal J. Tiles - Executive Vice President Stephanie A. Campbell - Senior Vice President Leigh Anne Nanci - Senior Vice President Robert D. Pacek - Senior Vice President and Chief Information Officer David E. Shanks - Senior Vice President Keith A. Causey - Vice President and Controller John A. Crook, III - Vice President Teresa L. Ferguson - Vice President Stanton S. Ibara - Vice President Paul A. James - Vice President William G. Johnston - Vice President Michael G. Krenik - Vice President Brent R. Pace - Vice President Jeanette T. Rapport - Vice President Robin N. Rogers - Vice President Linden Serbousek - Vice President

Each officer is a U.S. citizen and can be contacted at the following address: DIRECTV Enterprises, LLC, 2230 E. Imperial Highway, El Segundo, CA 90245.

Exhibit B Page 3 of 3

EXHIBIT C

FCC Form 312: Response to Questions 43 and A21 Description of Transaction and Public Interest Statement

1. DESCRIPTION OF TRANSACTION

Pursuant to Section 25.119 of the Commission's rules, DIRECTV Enterprises, LLC ("DIRECTV Enterprises") hereby requests consent to the assignment of Hughes Network Systems, Inc.'s ("HNS") license for a Ka-band satellite at 101° W.L. (call sign S2132) from HNS to DIRECTV Enterprises. This assignment is pro forma. Both HNS and DIRECTV Enterprises are wholly owned subsidiaries of The DIRECTV Group, Inc. ("DIRECTV Group"). Thus, ultimate ownership and control of call sign S2132 will not change as result of the assignment.

The applicant requests that this application not be placed on public notice prior to grant. *Pro forma* assignment applications that do not involve a substantial change in ownership or control are exempt from public notice requirements.³

2. PUBLIC INTEREST

The proposed assignment will benefit the public interest. The assignment of HNS' license to DIRECTV Enterprises will rationalize DIRECTV Group's satellite assets and streamline its satellite operations. This will enable DIRECTV Group and its subsidiaries to operate more efficiently and more effectively serve the public.

¹ 47 C.F.R. § 25.119.

The license for call sign S2132 authorizes use of the Ka-band frequencies for the 18.3-18.8 GHz and 19.7-20.2 GHz satellite downlink bands, and the 28.35-28.6 GHz, 29.25-29.5 GHz, and 29.5-30.0 GHz satellite uplink bands.

³ See 47 U.S.C. § 309(c)(2)(B) (eliminating thirty-day notice period for non-substantial transfers of control); 47 C.F.R. § 25.151(c)(5) (providing that a "public notice will not normally be issued for . . . consent to an assignment or transfer of control of a space station authorization . . . where the assignment or transfer does not involve a substantial change in ownership or control").