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March 17, 2011

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

**Re: EchoStar Corporation, EchoStar Satellite Operating Corporation, File Nos. SAT-ASG-20110224-00033, SAT-ASG-20110224-00034, SAT-ASG-20110224-00035**

Dear Ms. Dortch:

EchoStar Corporation (“EchoStar”) hereby submits this letter, pursuant to Section 1.65 of the Commission’s rules,<sup>1</sup> to update the information submitted in the above-referenced applications<sup>2</sup> and reflect the incorporation of EH Holding Corporation (“EHH”). Specifically, on February 24, 2011, EchoStar submitted these applications requesting consent to the *pro forma* assignment of its space station authorizations to its indirect wholly-owned subsidiary, EchoStar Satellite Operating Corporation (“ESOC”). EchoStar explained that the assignment is necessary for EchoStar’s subsidiaries to obtain debt financing and will improve the provision of satellite services to EchoStar’s customers. EchoStar also explained that, prior to obtaining financing, it would incorporate a new direct wholly-owned subsidiary, identified as “Finance Co.,” which, following certain events, would become the indirect parent of ESOC.<sup>3</sup>

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<sup>1</sup> 47 C.F.R. § 1.65.

<sup>2</sup> See File Nos. SAT-ASG-20110224-00033, SAT-ASG-20110224-00034, SAT-ASG-20110224-00035 (filed Feb. 24, 2011).

<sup>3</sup> See *id.*, Narrative at 2.

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On March 16, 2011, EchoStar incorporated this direct wholly-owned subsidiary, EHH. A list of EHH's directors and officers is provided as Attachment 1. The actions described in the original applications that will result in EHH becoming the indirect parent of ESOC will be completed within 60 days of receiving Commission consent to EchoStar's applications. EchoStar hereby substitutes EH Holding Corporation for Finance Co. in all references to Finance Co. in its applications.

Additionally, EchoStar is attaching to this letter revised charts reflecting the corporate structure before and after the proposed *pro forma* transfer of the licenses and reorganization described in the original applications (Attachment 2) and a revised ownership statement submitted in response to question A.20 of the Form 312 applications reflecting the incorporation of EHH (Attachment 3).

If you have any questions, please do not hesitate to contact me.

Respectfully submitted,

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/s/

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# **ATTACHMENT 1**

**EH Holding Corporation  
Directors and Officers**

Directors

Charles W. Ergen  
Michael T. Dugan  
R. Stanton Dodge

Officers

Charles W. Ergen - Chairman  
Michael T. Dugan – President and Chief Executive Officer  
R. Stanton Dodge – EVP, General Counsel and Secretary  
David J. Rayner – Chief Financial Officer

# **ATTACHMENT 2**

**Pre-Reorganization Structure**

**EchoStar Corporation**

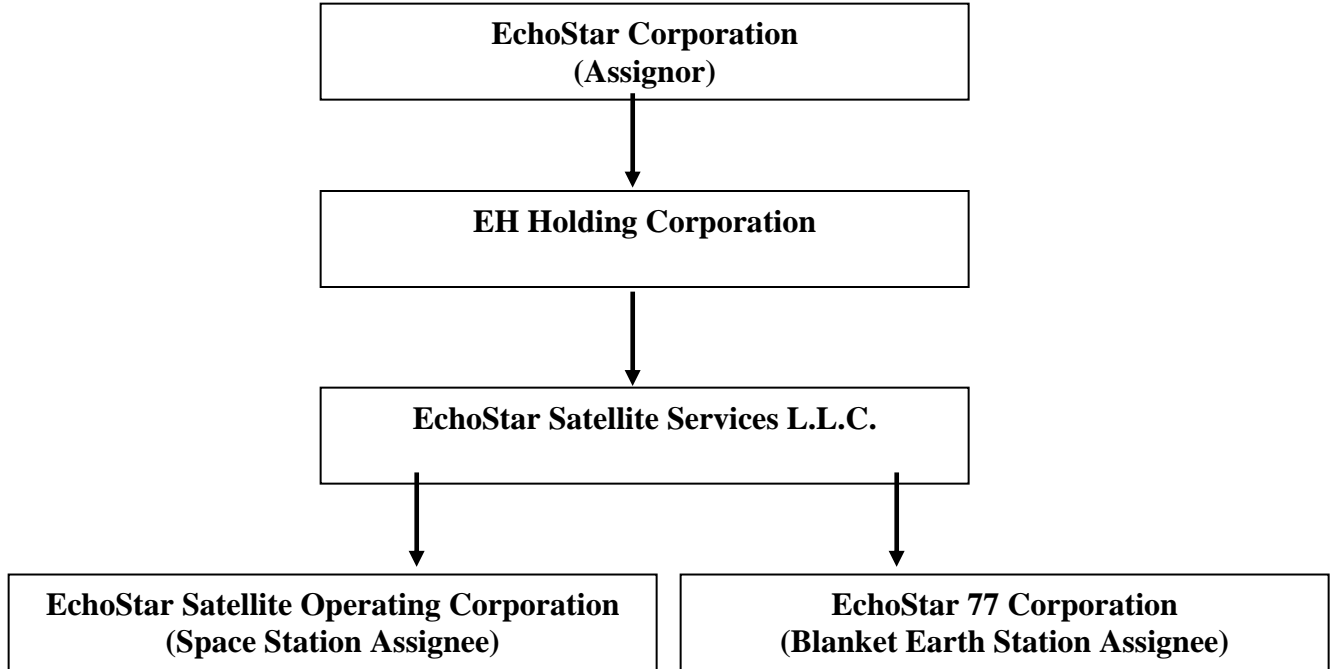
**EchoStar Satellite Services L.L.C.**

**EchoStar 77 Corporation**

**EchoStar Satellite Operating Corporation**



**Post-Reorganization Structure**



# **ATTACHMENT 3**



## EXHIBIT C

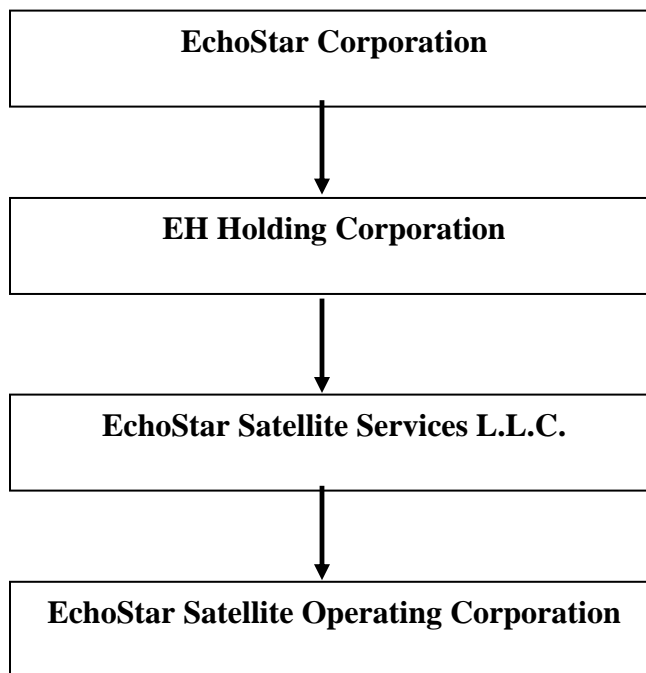
### RESPONSE TO QUESTION A.20

#### OWNERSHIP STATEMENT

**1. Name, address, citizenship and primary business of controlling and intermediate entities**

Upon receiving consent to the *pro forma* transaction described in these applications, EchoStar Satellite Operating Corporation (“ESOC”), a Colorado corporation with offices at 100 Inverness Terrace East, Englewood, CO 80112, will hold the licenses identified in these applications directly. ESOC is a direct wholly-owned subsidiary of EchoStar Satellite Services L.L.C. (“ESS”), a Colorado limited liability company with offices at 100 Inverness Terrace East, Englewood, CO 80112. ESS, for its part, is currently a direct wholly-owned subsidiary of EchoStar Corporation (“EchoStar”), but, following consummation of the corporate reorganization described in these applications, will become a direct wholly-owned subsidiary of EH Holding Corporation (“EHH”), a Colorado corporation with offices at 100 Inverness Terrace East, Englewood, CO 80112. EchoStar, a publicly traded Nevada corporation with offices at 100 Inverness Terrace East, Englewood, CO 80112, presently owns 100 percent of EHH directly. EchoStar’s primary business is the provision of satellite services and digital set-top box design, development, and distribution. EchoStar is controlled by Charles W. Ergen, a U.S. citizen, as described below.

The following diagram describes the corporate structure that will exist following consummation of the *pro forma* transaction.



**2. Name, address, citizenship and percentage holdings of all 10%+ stockholders of the controlling corporation**

<u>Ownership Interest</u>	<u>Citizenship</u>	<u>Approx. Equity Interest<sup>2</sup></u>	<u>Approx. Voting Interest<sup>1</sup></u>
Charles W. Ergen <sup>2</sup> Chairman EchoStar Corporation 100 Inverness Terrace East Englewood, CO 80112	USA	43.8%	56.0%
William R. Gouger <sup>3</sup> Gouger Franzmann & Hooke, LLC 400 Inverness Parkway, Suite 250 Englewood, CO 80112	USA	33.5%	36.7%

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<sup>1</sup> As of December 31, 2010.

<sup>2</sup> Includes both Class A common and Class B common stock ownership. Class B common stock is owned through certain trusts.

<sup>3</sup> Includes Class B common stock for which Mr. Gouger has voting power solely by virtue of his position as a trustee of several trusts established by Mr. Charles W. Ergen.