

STEPTOE & JOHNSON LLP

ATTORNEYS AT LAW

Pantelis Michalopoulos  
202.429.6239  
pmichalo@steproe.com

RECEIVED

FEB 06 2008

Satellite Division  
International Bureau

1330 Connecticut Avenue, NW  
Washington, DC 20036-1795  
Tel 202.429.3000  
Fax 202.429.3902  
steproe.com

FILED/ACCEPTED

JAN 31 2008

Federal Communications Commission  
Office of the Secretary

January 31, 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.

---

<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).

Marlene H. Dortch  
January 31, 2008  
Page 2

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>

---

<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 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).

Marlene H. Dortch  
January 31, 2008  
Page 3

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,



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	E070273	EchoStar Satellite Operating L.L.C.	EchoStar Corporation
SES-LIC-20071204-01653			
SES-AMD-20071220-01732	E070274	EchoStar Satellite Operating L.L.C.	EchoStar Corporation
SES-LIC-20071204-01655			
SES-AMD-20071220-01731	E070275	EchoStar Satellite Operating L.L.C.	EchoStar Corporation
SES-LIC-20071204-01654			
SES-AMD-20071220-01733	E070283	EchoStar Satellite Operating L.L.C.	EchoStar Corporation
SES-LIC-20071207-01674			
SES-AMD-20071220-01734	E070284	EchoStar Satellite Operating L.L.C.	EchoStar Corporation
SES-LIC-20071207-01675			
SES-AMD-20071220-01735	E070286	EchoStar Satellite Operating L.L.C.	EchoStar Corporation
SES-LIC-20071217-01703			
SAT-AMD-20080114-00018	S2440	EchoStar Satellite Operating L.L.C.	EchoStar Corporation
SAT-AMD-20051118-00247			
SAT-LOA-20020328-00050			
SAT-AMD-20080114-00019	S2441	EchoStar Satellite Operating L.L.C.	EchoStar Corporation
SAT-AMD-20051118-00246			
SAT-LOA-20020328-00051			
SAT-AMD-20080114-00020	S2442	EchoStar Satellite Operating L.L.C.	EchoStar Corporation
SAT-AMD-20051118-00245			
SAT-LOA-20020328-00052			
SAT-AMD-20080114-00021	S2723	EchoStar Satellite Operating L.L.C.	EchoStar Corporation
SAT-LOA-20070105-00001			
SAT-AMD-20080114-00022	S2725	EchoStar Satellite Operating L.L.C.	EchoStar Corporation
SAT-LOA-20070105-00003			