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August 30, 2007

FILED/ACCEPTED

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Federal Communications Commission
Office of the Secretary

BY HAND DELIVERY:

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

Re: Transfer of Control of Hughes Communications, Inc.

Dear Ms. Dortch:

By this letter, Hughes Communications, Inc. (“Hughes”), indirect parent corporation of HNS License Sub, LLC (“HNS Sub LLC”) and HNS License Sub, Limited (“HNS Sub Limited”) and, together with HNS Sub LLC, the “HNS Licensees”), hereby informs the Commission that control of the Hughes companies was transferred without prior Commission approval as explained herein. Hughes holds non-common carrier Title III space station authorizations for the SPACEWAY 3 satellite; HNS Sub LLC and HNS Sub Limited hold numerous non-common carrier earth station licenses and authorizations, and HNS Sub LLC also holds authorizations in the Experimental Radio Service.

Following a transaction that was approved by the Commission in 2005, and consummated in February 2006 (*see, e.g.*, File No. SAT-ASG-20050826-00168), Hughes and its subsidiaries were indirectly controlled by Apollo Capital Management IV, Inc. and AIF IV Management, Inc. (together, “Apollo IV”). Leon Black was the sole shareholder of Apollo IV, which indirectly controlled five entities affiliated with Apollo (the “Apollo Stockholders”). The Apollo Stockholders held approximately 63% of the stock of Hughes at the time Apollo IV acquired control of Hughes in early 2006. Apollo IV, together with its affiliated investment management entities (“Apollo”), is a global alternative asset manager, with a proven track record of successful private equity, distressed debt and mezzanine investing.

Late last week, Hughes’s corporate officers and outside regulatory counsel were informed by counsel for Apollo that a newly-completed corporate restructuring at the upper levels of the Hughes ownership chain was effectuated pursuant to a three-step reorganization of Apollo, the final step of which was consummated on August 8, 2007. In the second step of this reorganization, which was consummated on July 13, 2007, control of Hughes and the HNS Licensees was transferred from Apollo IV, which was controlled by Leon Black, to BRH Holdings, which is controlled equally by Leon Black, Marc Rowan, and Joshua Harris (with Mr. Black having certain veto rights, as explained below). Like Apollo founder Mr. Black, Messrs. Rowan and Harris are co-founders and long-time principals of Apollo.



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Specifically, pursuant to the Apollo reorganization, a series of intermediate entities has been inserted into the chain of ownership of Apollo IV. In addition, pursuant to the Apollo reorganization, control of Hughes and the HNS Licensees has been transferred from Apollo IV to BRH Holdings. Apollo principals Leon Black, Marc Rowan, and Joshua Harris are the directors of BRH, and Apollo's control of BRH Holdings is now exercised equally by Messrs. Black, Rowan, and Harris. However, Mr. Black has the right to veto certain major decisions relating to Apollo, such as the appointment of any director to the board of directors of Apollo.

At no time prior to Thursday afternoon of last week (August 23, 2007) was Hughes or any of its corporate officers aware that changes taking place at the top of the complex Apollo ownership chain amounted to a transfer of control under Commission regulations and the Communications Act. The matter apparently came to light within the Apollo group following an ownership review that resulted from an unrelated proposal for the assignment of authorizations held by a company in which the Apollo group of companies holds a minority stake, and counsel for Apollo brought the matter to Hughes's attention on August 23.

Hughes, its corporate officers, and outside regulatory counsel undertook an immediate investigation of the facts involved. By the end of the day on Friday, August 24, although not all of the details were yet known, Hughes was convinced that control had been prematurely transferred, and ordered the preparation of appropriate documentation to align, formally, control as it now exists with the Commission's records. Details of the restructuring transactions and the timing of the transfer of control were assembled and provided to Hughes and its outside regulatory counsel on Wednesday, August 29. Requests for transfer of control and temporary authority related thereto are being prepared and will be filed with the Commission as soon as is practicable.

Hughes understands that the Communications Act and the Commission's rules require prior Commission consent to any transfer of control of a Commission Title III authorization. Hughes acknowledges that such prior consent was not obtained before the transfer of control of Hughes was consummated. By this letter, Hughes is formally apprising the Commission and responsible staff of the circumstances of the change in its control, as expeditiously as possible, even as it prepares the documentation that will bring its licenses into alignment with its ownership chain.

Hughes regrets that it failed to follow the Commission's regulations and the Communications Act itself in connection with the transfer of control described herein. By copying this letter to the staff members listed below, Hughes is promptly apprising Commission personnel of this development and of the steps Hughes is taking to obtain the required Commission consent.



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Hughes asks that a copy of this letter be placed in the license, authorization, and/or application files of each station listed on the attachment hereto.

Respectfully submitted,

Raul R. Rodriguez
Stephen D. Baruch

Attorneys for Hughes Communications, Inc and its subsidiaries

cc (by email): Ms. Helen Domenici, Chief, International Bureau, FCC
Mr. Julius Knapp, Chief, Office of Engineering and Technology, FCC
Mr. Robert Nelson, Chief, Satellite Division, IB
Ms. Andrea Kelly, Chief, Policy Branch, IB
Mr. Scott Kotler, Chief, System Analysis Branch, IB
Mr. James Burtle, Chief, Experimental Licensing Branch, OET

ATTACHMENT



SATELLITE AUTHORIZATIONS			
File Number	Applicant Name	Call Sign	Location
SAT-LOA-20050214-00038, as modified by SAT-MOD-20050523-00106, as amended by SAT-AMD-20060306-00025, and further modified by SAT-MOD-20060901-00093.	Hughes Communications, Inc.	S2663 (SPACEWAY 3)	94.95W
SAT-STA-20070720-00106	Hughes Communications, Inc.	S2663 (SPACEWAY 3)	94.95W

EARTH STATION AUTHORIZATIONS			
File Number	Applicant Name	Call Sign	Location
SES-MFS-20070419-00489	HNS License Sub, LLC	E000166	Germentown, MD
SES-STA-20070724-00980	HNS License Sub, LLC	E000166	Germentown, MD
SES-MOD-20040805-01106	HNS License Sub, Limited	E000362	Kailua-Kona, HI
SES-LIC-20010625-01298, as amended by SES-AMD-20010712-01299	HNS License Sub, Limited	E010187	San Juan, PR
SES-MOD-20040805-01103	HNS License Sub, Limited	E020195	Fairbanks, AK
SES-MOD-20040805-01107	HNS License Sub, Limited	E020205	Kodiak, AK
SES-MOD-20040805-01108	HNS License Sub, Limited	E020206	Sand Point, AK
SES-MOD-20040805-01105	HNS License Sub, Limited	E020207	Eielson AFB, AK
SES-MOD-20040805-01104	HNS License Sub, Limited	E020208	Agana, Guam
SES-LIC-20040927-01461	HNS License Sub, Limited	E040382	Wake Island
SES-LIC-20041111-01674	HNS License Sub, Limited	E040436	Wahiawa, HI
SES-LIC-20061017-01852 as amended by SES-AMD-20061103-01954 and SES-AMD-20070207-00204	HNS License Sub, LLC	E060382	Castle Rock, CO
SES-STA-20070709-00908	HNS License Sub, LLC	E060382	Castle Rock, CO
SES-LIC-20061017-01869, as amended by SES-AMD-20061103-01952 and SES-AMD-20070207-00203	HNS License Sub, LLC	E060383	Fillmore, CA
SES-STA-20070709-00909	HNS License Sub, LLC	E060383	Fillmore, CA
SES-LIC-20061226-02232, as amended by SES-AMD-20070124-00137	HNS License Sub, LLC	E060445	Germentown, MD
SES-LIC-20070709-00913, as amended by SES-AMD-20070730-01004	HNS License Sub, Limited	E070110	Midway Island
SES-MOD-20070409-00463	HNS License Sub, LLC	E940460	North Las Vegas, NV
SES-MOD-20030725-01030	HNS License Sub, LLC	E990170	Southfield, MI

ATTACHMENT

EXPERIMENTAL AUTHORIZATIONS			
File Number	Applicant Name	Call Sign	Location
0088-EX-RR-2006	HNS License Sub, LLC	WD2XFP	Germantown, MD; North Las Vegas, NV
0089-EX-RR-2006	HNS License Sub, LLC	WD2XJU	San Diego, CA
0011-EX-PL-2006	HNS License Sub, LLC	WE2XEW	N/A
0110-EX-RR-2007	HNS License Sub, LLC	WD2XRV	Germantown, MD

PENDING APPLICATIONS			
File Number	Applicant Name	Call Sign	Location
SES-STA-20070829-01149	HNS License Sub, LLC	E000166	Germantown, MD (STA extension request)
SAT-STA-20070830-00118	Hughes Communications, Inc.	S2663	STA Request for SPACEWAY 3 IOT

