

EXHIBIT 1

DESCRIPTION OF TRANSACTION AND PUBLIC INTEREST STATEMENT (Response to Questions 43 & A21)

Pursuant to 47 C.F.R. § 25.119, EchoStar Broadcasting Corporation (“EBC”), an indirect subsidiary of EchoStar Corporation (“EchoStar”), DISH Network Corporation (“DISH”), and EchoStar Broadcasting Holding Corporation (“EBHC”), a future indirect subsidiary of DISH (collectively, “Applicants”), request Commission consent to a *pro forma* assignment and transfer of control over the earth station licenses specified in Attachment B (the “Earth Station Licenses”) and in the accompanying Forms 312, Schedule A (Question A8), from EBC to DISH.¹ Both DISH and EchoStar are controlled by Mr. Charles W. Ergen, who holds a controlling, majority voting interest in both companies.

I. Description of the Transaction and Public Interest Benefits

On January 31, 2017, DISH and EchoStar entered into a Share Exchange Agreement (“Agreement”). Under the Agreement, EchoStar will transfer certain businesses and assets to DISH in exchange for all of the outstanding shares of Hughes Retail Group tracking stock owned by DISH. These businesses and assets include the Earth Station Licenses currently held by EBC.²

¹ All of these earth station licenses authorize non-common carrier services, and thus their *pro forma* transfer requires prior Commission approval under 47 C.F.R. § 25.119(i). Although one of these licenses (*i.e.*, Call Sign E950252) is classified as “common carrier,” the Special Conditions of the license state that “[a]ll operations shall be on a non-common carrier basis.” *See* Radio Station Authorization, Call Sign, IBFS File No. SES-RWL-20050609-00719 (granted June 21, 2005). In an abundance of caution, the Applicants are including this earth station license, along with all other non-common carrier licenses, in this application for *pro forma* transfer.

² The applicants have filed this application as an assignment to make it clear that the licensee entity is changing, even though the ultimate disposition of the licenses from EC to DISH is a *pro forma* transfer of control.

The transaction will take place in two, near-simultaneous, stages. In the first stage, EchoStar will undertake a series of internal restructuring steps to create certain new, wholly owned and indirect subsidiaries, including EBHC. EchoStar will transfer certain assets of EBC to EBHC, including the Earth Station Licenses, and EBC will cease to exist.

In the second stage of the transaction DISH will exchange its Hughes Retail Group tracking stock for all of the shares of EBHC. As a result, following the transaction's closing, DISH will indirectly own and control, among other things, the Earth Station Licenses formerly held by EBC.³ The ownership structure is set forth in Attachment A (Ownership Diagram) to this application. Ultimate control over the Earth Station Licenses will continue to be exercised by Mr. Ergen through his ongoing control of DISH.⁴

This *pro forma* transaction will serve the public interest by creating a more efficient structure to facilitate investment in DISH and its affiliated companies.

II. Authorizations to be Transferred

The Applicants request consent for transfer of the Earth Station Licenses listed in Attachment B. The Applicants further request that grant of this application include Commission consent to the *pro forma* transfer to EBHC of all other earth station authorizations currently held by, or issued on or after this filing date to, EBC, including (i) existing special temporary

³ Other businesses affected by the transaction include EC subsidiaries Alta Wireless, Inc., Sling Media, Inc., and EchoStar Technologies L.L.C. Among them, these companies hold a private wireless license, Local Multipoint Distribution Service licenses, and various equipment authorizations, all of which will transfer to DISH. The applicants are separately seeking consent for, or will notify the Commission of, as appropriate under FCC rules, these *pro forma* transfers of control.

⁴ See Federal Communications Bar Association Petition for Forbearance from Section 310(d) Regarding Non-Substantial Assignments of Wireless Licenses and Transfer of Control, *Opinion and Order*, 13 FCC Rcd. 6293, 6298–99 (1998) (describing license transfers to corporations owned or controlled by the assignor's shareholders as *pro forma* in nature).

authorizations (“STAs”);⁵ and (ii) STAs and licenses granted pursuant to a pending application at the time of the transaction’s close.

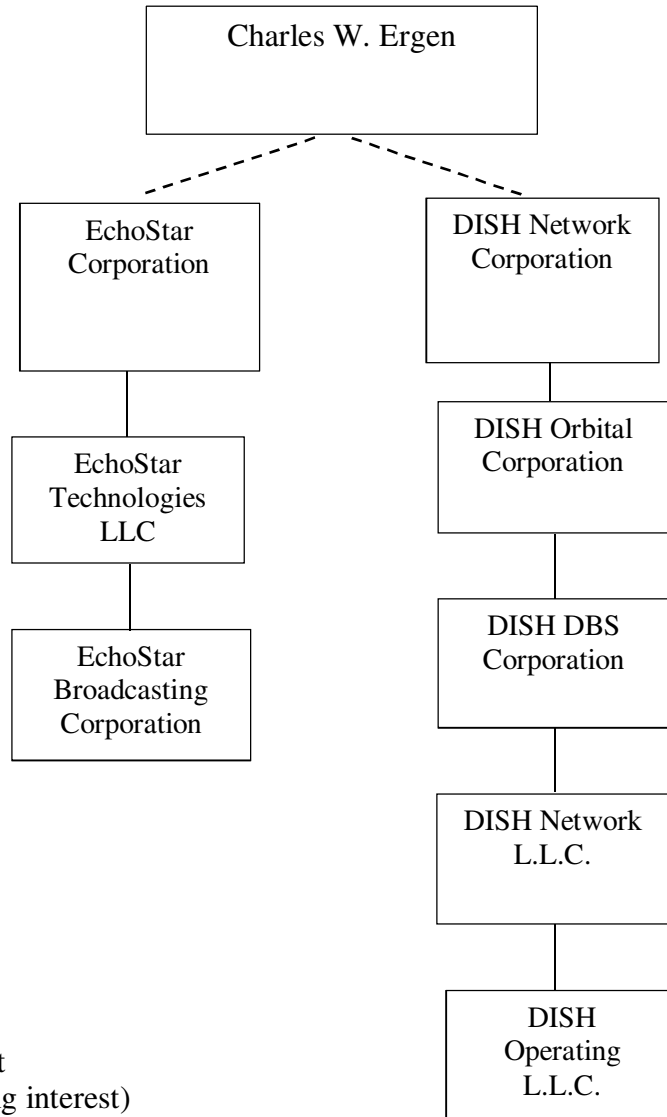
III. Certification

The Applicants certify that the proposed transfer is *pro forma* and will not result in a substantial change in control over the Earth Station Licenses. The FCC has already passed on the qualifications of DISH to control FCC licenses. Moreover, Commission approval of the proposed transfer does not require a waiver or declaratory ruling regarding any applicable FCC rule. Thus, under 47 C.F.R. § 25.119(i), Commission approval will be deemed granted one business day after filing.

⁵ See, e.g., IBFS File Nos. SES-STA-20160427-00381 & SES-STA-20160427-00382 (granted Aug. 17, 2016); SES-STA-20160603-00477 & SES-STA-20160603-00478 (granted Aug. 9, 2016); SES-STA-20161122-00902, SES-STA-20161122-00903 & SES-STA-20161122-00904 (granted Jan. 7, 2017).

**ATTACHMENT A
Ownership Diagram**

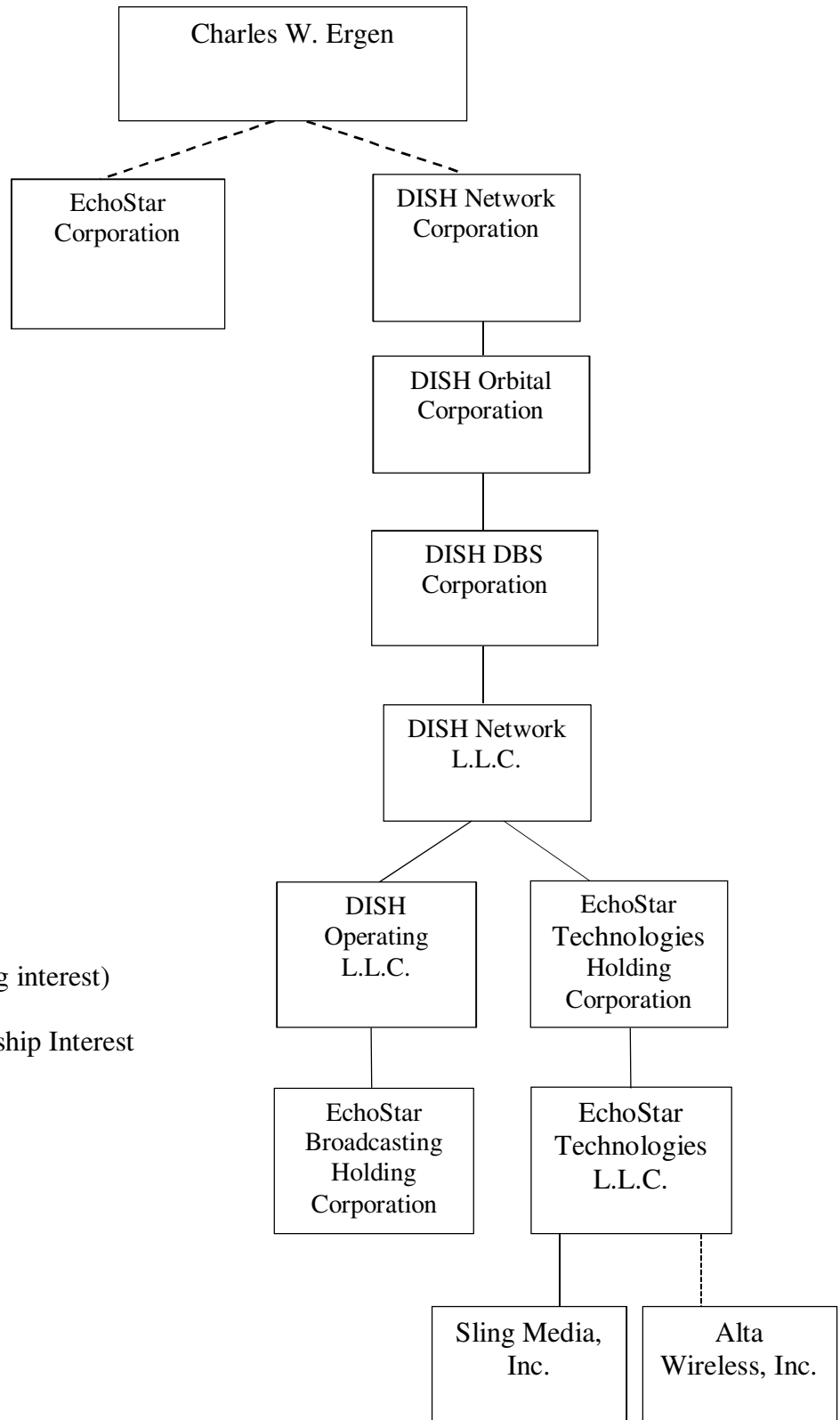
Current Structure



Legend

----- Controlling Interest
(i.e., majority voting interest)

———— 100 Percent Ownership Interest



**ATTACHMENT A
Ownership Diagram**

Post-Closing Structure

Legend

- - - - - Controlling Interest
(i.e., majority voting interest)
- 100 Percent Ownership Interest

ATTACHMENT B**Earth Station Licenses**

Licensee	Call Sign	Location	Station Class/Radio Service	Expiration
EchoStar Broadcasting Corporation	E000697	Monee, IL	Fixed Earth Station	1/12/2026
EchoStar Broadcasting Corporation	E010241	Gilbert, AZ	Fixed Earth Station	11/2/2026
EchoStar Broadcasting Corporation	E010242	Gilbert, AZ	Fixed Earth Station	11/2/2026
EchoStar Broadcasting Corporation	E010266	Gilbert, AZ	Fixed Earth Station	6/10/2017
EchoStar Broadcasting Corporation	E020233	Gilbert, AZ	Fixed Earth Station	10/25/2017
EchoStar Broadcasting Corporation	E020306	Gilbert, AZ	Fixed Earth Station	2/3/2018
EchoStar Broadcasting Corporation	E020307	Gilbert, AZ	Fixed Earth Station	2/3/2018
EchoStar Broadcasting Corporation	E030038	Cheyenne, WY	Fixed Earth Station	7/25/2018
EchoStar Broadcasting Corporation	E030167	Gilbert, AZ	Fixed Earth Station	10/8/2018
EchoStar Broadcasting Corporation	E030168	Gilbert, AZ	Fixed Earth Station	10/8/2018
EchoStar Broadcasting Corporation	E050017	Gilbert, AZ	Fixed Earth Station	6/7/2020
EchoStar Broadcasting Corporation	E050045	Gilbert, AZ	Fixed Earth Station	9/27/2020
EchoStar Broadcasting Corporation	E050181	Cheyenne, WY	Fixed Earth Station	4/7/2021
EchoStar Broadcasting Corporation	E050372	Spokane, WA	Fixed Earth Station	1/19/2021
EchoStar Broadcasting Corporation	E050373	Mt. Jackson, VA	Fixed Earth Station	1/20/2021
EchoStar Broadcasting Corporation	E050374	Spokane, WA	Fixed Earth Station	1/18/2021
EchoStar Broadcasting Corporation	E060003	Gilbert, AZ	Fixed Earth Station	3/29/2021
EchoStar Broadcasting Corporation	E060004	New Braunfels, TX	Fixed Earth Station	3/29/2021
EchoStar Broadcasting Corporation	E060028	Monee, IL	Fixed Earth Station	3/28/2021

Licensee	Call Sign	Location	Station Class/Radio Service	Expiration
EchoStar Broadcasting Corporation	E060399	Gilbert, AZ	Fixed Earth Station	12/12/2021
EchoStar Broadcasting Corporation	E070014	Gilbert, AZ	Fixed Earth Station	3/7/2022
EchoStar Broadcasting Corporation	E070015	Gilbert, AZ	Fixed Earth Station	3/7/2022
EchoStar Broadcasting Corporation	E070273	Mt. Jackson, VA	Fixed Earth Station	2/5/2023
EchoStar Broadcasting Corporation	E070275	Spokane, WA	Fixed Earth Station	2/5/2023
EchoStar Broadcasting Corporation	E070283	Monee, IL	Fixed Earth Station	2/5/2023
EchoStar Broadcasting Corporation	E070284	New Braunfels, TX	Fixed Earth Station	2/5/2023
EchoStar Broadcasting Corporation	E080005	Gilbert, AZ	Fixed Earth Station	3/18/2023
EchoStar Broadcasting Corporation	E080007	Gilbert, AZ	Fixed Earth Station	3/18/2023
EchoStar Broadcasting Corporation	E080008	Mt. Jackson, VA	Fixed Earth Station	3/18/2023
EchoStar Broadcasting Corporation	E080015	Spokane, WA	Fixed Earth Station	3/18/2023
EchoStar Broadcasting Corporation	E080058	Gilbert, AZ	Fixed Earth Station	4/30/2023
EchoStar Broadcasting Corporation	E080107	Multiple	Other	7/27/2023
EchoStar Broadcasting Corporation	E080120	Cheyenne, WY	Fixed Earth Station	11/3/2023
EchoStar Broadcasting Corporation	E080213	New Braunfels, TX	Fixed Earth Station	1/30/2024
EchoStar Broadcasting Corporation	E080214	Mt. Jackson, VA	Fixed Earth Station	1/30/2024
EchoStar Broadcasting Corporation	E080215	Monee, IL	Fixed Earth Station	1/30/2024
EchoStar Broadcasting Corporation	E080216	Spokane, WA	Fixed Earth Station	1/30/2024
EchoStar Broadcasting Corporation	E120024	Monee, IL	Fixed Earth Station	3/28/2027
EchoStar Broadcasting Corporation	E120105	Frederick, VA	Fixed Earth Station	7/31/2027

Licensee	Call Sign	Location	Station Class/Radio Service	Expiration
EchoStar Broadcasting Corporation	E130039	Lockhart, TX	Fixed Earth Station	4/18/2028
EchoStar Broadcasting Corporation	E150098	Summerset, SD	Fixed Earth Station	9/15/2030
EchoStar Broadcasting Corporation	E2981	Monee, IL	Fixed Earth Station	4/8/2026
EchoStar Broadcasting Corporation	E881172	Monee, IL	Fixed Earth Station	12/9/2023
EchoStar Broadcasting Corporation	E950252	Cheyenne, WY	Fixed Earth Station	6/9/2020
EchoStar Broadcasting Corporation	E950253	Cheyenne, WY	Fixed Earth Station	6/9/2020
EchoStar Broadcasting Corporation	E950287	Cheyenne, WY	Fixed Earth Station	10/27/2020
EchoStar Broadcasting Corporation	E950288	Cheyenne, WY	Fixed Earth Station	10/27/2020
EchoStar Broadcasting Corporation	E970394	Gilbert, AZ	Fixed Earth Station	3/6/2023
EchoStar Broadcasting Corporation	E970395	Gilbert, AZ	Fixed Earth Station	12/12/2022
EchoStar Broadcasting Corporation	E970396	Gilbert, AZ	Fixed Earth Station	12/12/2022
EchoStar Broadcasting Corporation	E980005	Cheyenne, WY	Fixed Earth Station	8/1/2026
EchoStar Broadcasting Corporation	E980047	Cheyenne, WY	Fixed Earth Station	3/6/2023
EchoStar Broadcasting Corporation	E980081	Cheyenne, WY	Fixed Earth Station	8/1/2026
EchoStar Broadcasting Corporation	E980117	Cheyenne, WY	Fixed Earth Station	3/13/2023
EchoStar Broadcasting Corporation	E980118	Cheyenne, WY	Fixed Earth Station	3/20/2023
EchoStar Broadcasting Corporation	E980127	Cheyenne, WY	Fixed Earth Station	7/24/2023
EchoStar Broadcasting Corporation	E980128	Cheyenne, WY	Fixed Earth Station	7/24/2023
EchoStar Broadcasting Corporation	E980142	Cheyenne, WY	Fixed Earth Station	5/22/2023
EchoStar Broadcasting Corporation	E980143	Cheyenne, WY	Fixed Earth Station	6/10/2023

Licensee	Call Sign	Location	Station Class/Radio Service	Expiration
EchoStar Broadcasting Corporation	E980174	Gilbert, AZ	Fixed Earth Station	5/29/2023
EchoStar Broadcasting Corporation	E980178	Gilbert, AZ	Fixed Earth Station	5/29/2023
EchoStar Broadcasting Corporation	E980180	Gilbert, AZ	Fixed Earth Station	5/29/2023
EchoStar Broadcasting Corporation	E990138	Cheyenne, WY	Fixed Earth Station	9/21/2024
EchoStar Broadcasting Corporation	E990139	Cheyenne, WY	Fixed Earth Station	9/21/2024
EchoStar Broadcasting Corporation	E990309	Cheyenne, WY	Fixed Earth Station	9/17/2024
EchoStar Broadcasting Corporation	E990310	Cheyenne, WY	Fixed Earth Station	9/21/2024