

## **EXHIBIT 1**

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

Pursuant to Section 25.119 of the Commission's rules,<sup>1</sup> EchoStar Broadcasting Holding Corporation ("EBHC"), an indirect subsidiary of DISH Network Corporation ("DISH"), and EchoStar Operating L.L.C. ("EOL"), a direct subsidiary of EchoStar Corporation ("EchoStar") (collectively, "Applicants"), request Commission consent to a *pro forma* assignment over the earth station licenses specified below (the "Earth Station Licenses") and in the accompanying Form 312s, Schedule A (Question A8), from EBHC to EOL. Both companies are controlled by Mr. Charles W. Ergen, who holds a controlling, majority voting interest in DISH and EchoStar.

#### **I. DESCRIPTION OF THE TRANSACTION AND PUBLIC INTEREST BENEFITS**

On February 28, 2017, DISH and EchoStar consummated a Commission-approved *pro forma* transaction whereby, among other things, certain earth station licenses were transferred to EBHC.<sup>2</sup> The parties have since concluded that certain antennas authorized under those licenses optimally reside with EOL, rather than EBHC, for operational purposes. Consequently, EBHC obtained license modifications to provide separate licenses for those antennas, which are now authorized under the Earth Station Licenses, and the Applicants have agreed to the assignment of the Earth Station Licenses to EOL. This *pro forma* transaction will serve the public interest by facilitating optimal management and operations of certain earth station antennas used for EchoStar's services. The ownership structure of EchoStar and EOL is set forth in Attachment A

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<sup>1</sup> 47 C.F.R. § 25.119

<sup>2</sup> See EchoStar Broadcasting Holding Corporation, SES-ASG-20170206-00118 (granted Feb. 10, 2017); Letter from Stephanie A. Roy, Steptoe & Johnson LLP, Counsel to DISH Network Corporation, to Marlene Dortch, FCC, SES-ASG-20170206-00118 SES-ASG-20170206-00119, SES-ASG-20170206-00120 (Mar, 1, 2017).

(Ownership Diagram) to this application. Ultimate control over the Earth Station Licenses remains with Mr. Ergen through his ongoing control of both DISH and EchoStar.<sup>3</sup>

## II. AUTHORIZATIONS TO BE ASSIGNED

The Applicants request consent for assignment of the following Earth Station Licenses from EBHC to EOL:

Current Licensee	Call Sign	Location	Station Class/Radio Service	Expiration
EchoStar Broadcasting Holding Corporation	E170093	Gilbert, AZ	Fixed Earth Station	06/27/2032
EchoStar Broadcasting Holding Corporation	E170094	Quicksburg, VA	Fixed Earth Station	06/27/2032
EchoStar Broadcasting Holding Corporation	E170095	Laramie, WY	Fixed Earth Station	06/27/2032

## III. CERTIFICATION

The FCC has already passed on the qualifications of EOL to hold FCC licenses, including in the context of a similar license assignment earlier this year.<sup>4</sup> Moreover, Commission approval of the proposed assignment does not require a waiver or declaratory ruling regarding any applicable FCC rule. The Applicants certify that the proposed assignment is *pro forma* and, together with all previous *pro forma* transactions, will not result in a substantial change in control of the Earth Station Licenses. Thus, under Section 25.119(i) of the Commission's rules, Commission approval will be deemed granted one business day after filing.<sup>5</sup>

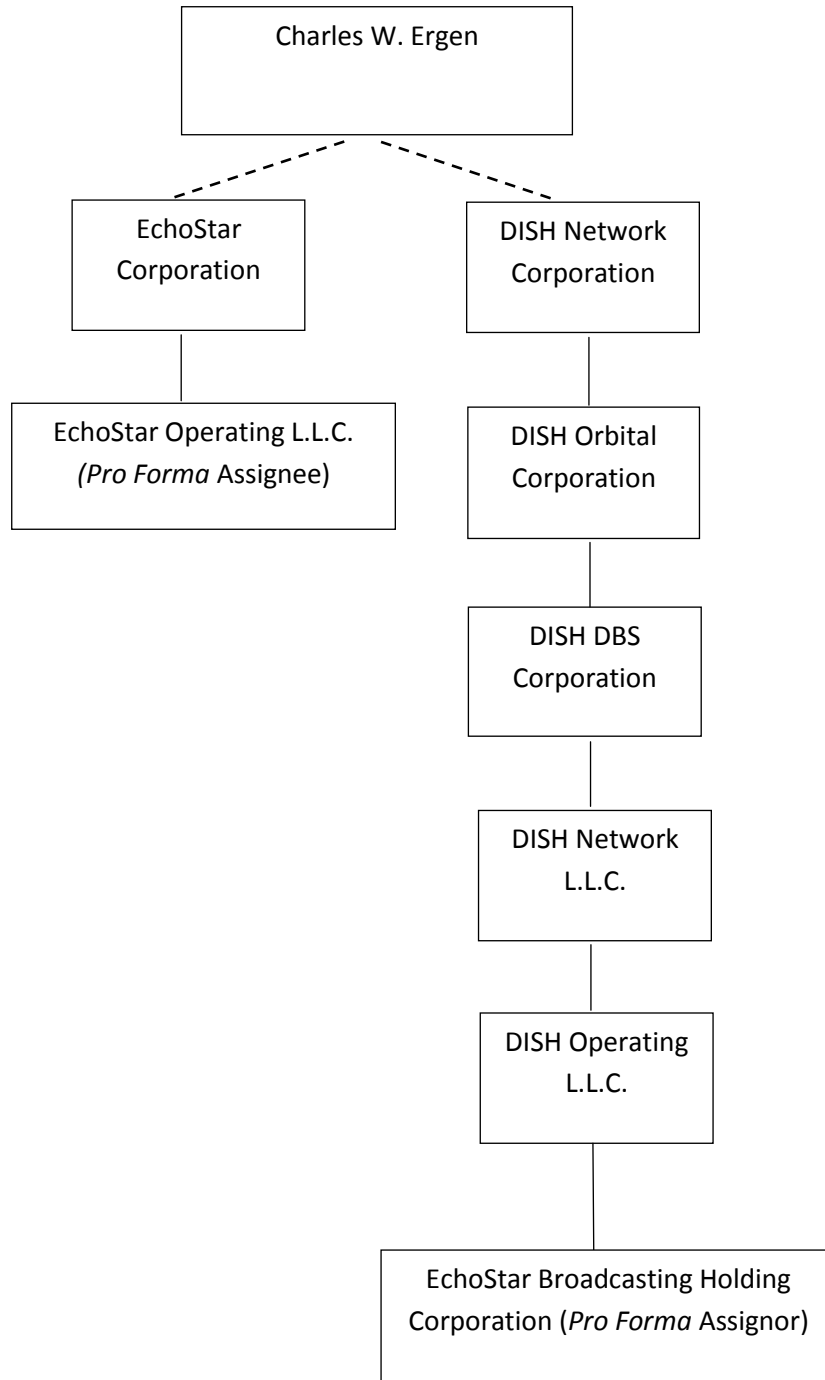
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<sup>3</sup> See Federal Communications Bar Association Petition for Forbearance from Section 310(d) Regarding Non-Substantial Assignments of Wireless Licenses and Transfer of Control, *Opinion and Order*, 13 FCC Rcd. 6293, 6298–99 (1998) (describing license transfers to corporations owned or controlled by the assignor's shareholders as *pro forma* in nature).

<sup>4</sup> See EchoStar Operating L.L.C., SES-ASG-20170306-00238 (granted Mar. 7, 2017).

<sup>5</sup> 47 C.F.R. § 25.119(i).

**Attachment A (Ownership Diagram)**



Legend

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

\_\_\_\_\_ 100 percent ownership interest