



June 12, 2019

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Marlene H. Dortch, Secretary
Federal Communications Commission
445 Twelfth Street, SW
Washington, DC 20554

Re: EchoStar Operating L.L.C., *Pro Forma Assignment Application*, IBFS File No.
SES-ASG-20190607-00733

Dear Ms. Dortch:

EchoStar Operating L.L.C. hereby supplements its June 7, 2019 *pro forma* assignment application to assign earth station licenses to EchoStar BSS Corporation in the above-captioned IBFS file. Attached is an updated Exhibit 1, which provides a revised description of the transaction and the pre-closing and post-closing ownership diagrams. It replaces the original Exhibit 1.

Please contact the undersigned with any questions.

Respectfully Submitted,

/s/ Jennifer A. Manner
Jennifer A. Manner
Senior Vice President, Regulatory Affairs

EXHIBIT 1

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

Pursuant to 47 C.F.R. § 25.119, EchoStar Corporation (“EchoStar”) and DISH Network Corporation (“DISH”) seek Commission consent for the assignment and transfer of control over the Commission licenses described herein. The assignments and transfers will take place through a series of *pro forma* transactions. First, EchoStar Satellite Operating Corporation (“ESOC”), an indirect wholly owned subsidiary of EchoStar, EchoStar Operating L.L.C. (“EOLLC”), a direct wholly owned subsidiary of EchoStar, and EchoStar BSS Corporation (“EBC”), an indirect wholly owned subsidiary of EchoStar request Commission consent to a *pro forma* assignment of the space station licenses and earth station licenses specified in Attachment B and Attachment C (“Licenses”) in the accompanying Forms 312, Schedule A (Question A8), from ESOC and EOLLC to EBC.¹ In addition, EchoStar 77 Corporation, another indirect wholly owned subsidiary of EchoStar, will become a direct subsidiary of EBC. Immediately following these transactions, EBC will be transferred to DISH, and become a direct wholly owned subsidiary. EchoStar 77 Corporation will remain a direct subsidiary of EBC and also become a wholly owned subsidiary of DISH. EchoStar and DISH request Commission approval of these transfers of control from EchoStar to DISH. 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 May 19, 2019, EchoStar and certain subsidiaries of EchoStar entered into an agreement with DISH and certain subsidiaries of DISH, pursuant to which DISH agreed to

¹ All of these space station licenses authorize non-common carrier services, and thus their *pro forma* assignment requires prior Commission approval under 47 C.F.R. § 25.119(i).

acquire the portion of EchoStar’s business that manages and provides broadcast satellite services (“BSS Business” and, such acquisition, the “Acquisition”).² Prior to the consummation of the Acquisition, the BSS Business will be transferred from EchoStar and certain of its subsidiaries to EBC and its subsidiaries. Pursuant to the Acquisition agreement, DISH will acquire the products, assets, licenses and technology, and the business operations, revenues, billings, liabilities, and operating activities, primarily related to the BSS Business, including several space station and earth station licenses held by EchoStar. In return EchoStar shareholders will receive shares of DISH common stock.

As shown in Attachment A (Ownership Diagram), Mr. Ergen holds a controlling, majority voting interest in both EchoStar and DISH.³ Following the *pro forma* transaction, ultimate control over the Licenses will continue to be exercised by Mr. Ergen through his ongoing control of DISH.

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

II. Authorizations to be Transferred

The Applicants request consent to assign the Licenses listed in Attachment B and Attachment C. The Applicants further request that grant of these applications include Commission consent to the *pro forma* assignment to EBC of all other station authorizations

² Press Release, EchoStar Corporation, EchoStar Announces Agreement to Transfer BSS Business to DISH (May 20, 2019), <https://www.echostar.com/Press/Newsandmedia/EchoStar%20Announces%20Agreement%20to%20Transfer%20BSS%20Business%20to%20DISH.aspx/>

³ 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).

currently held by, or issued on or after this filing date to, the EchoStar Subsidiaries and associated with the Licenses listed in Attachment B and Attachment C, including (i) existing special temporary authorizations (“STAs”);⁴ (ii) STAs and licenses granted pursuant to a pending application; and (iii) pending modifications to licenses.⁵

III. Certification

The Applicants certify that the proposed assignment and transfer of control are *pro forma* and will not result in a substantial change in control over the Licenses. The FCC has already passed on the qualifications of DISH to control FCC licenses, including space and earth station license like those involved in these transactions. Moreover, Commission approval of the proposed assignment and transfer of control do not require a waiver or declaratory ruling regarding any applicable FCC rule. Thus, under Section 25.119(i) of the Commission’s rules, Commission approval will be deemed granted one business day after filing.⁶

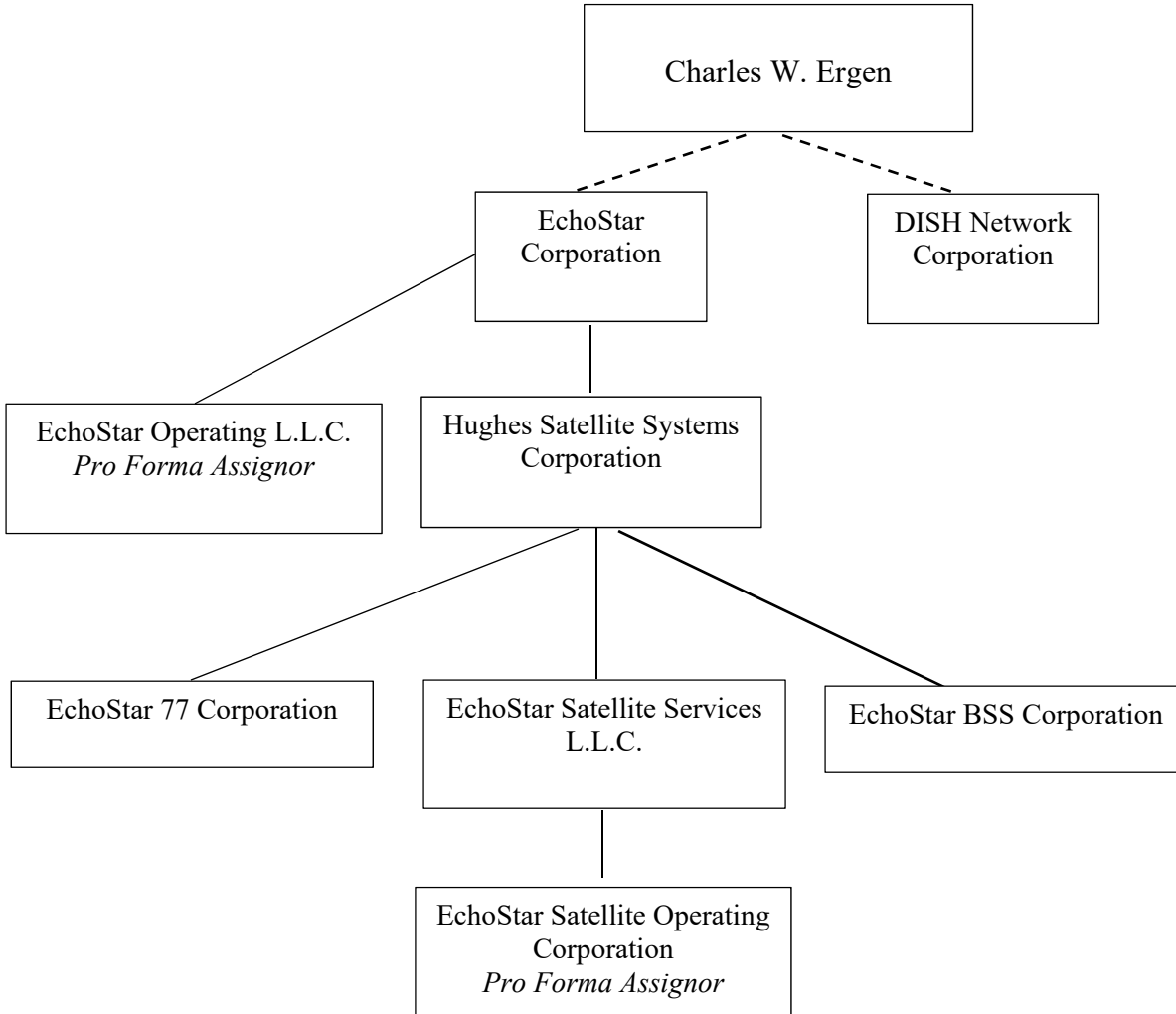
⁴ See IBFS File Nos. SAT-STA-20181212-00089; SAT-STA-20190206-00006; STA SES-STA-20190214-00097; STA SES-STA-20190308-00311; STA SES-STA-20190214-00098; STA SES-STA-20190214-00099; SES-STA-20190214-00100.

⁵ See IBFS File Nos. SES-MFS-20190214-00090; SES-MFS-20190214-00089; SES-MFS-20190214-00091; MOD SES-MFS-20190308-00275; MOD SES-MFS-20190214-00088.

⁶ See 47 C.F.R. § 25.119(i).

ATTACHMENT A

Pre-Closing Ownership Diagram

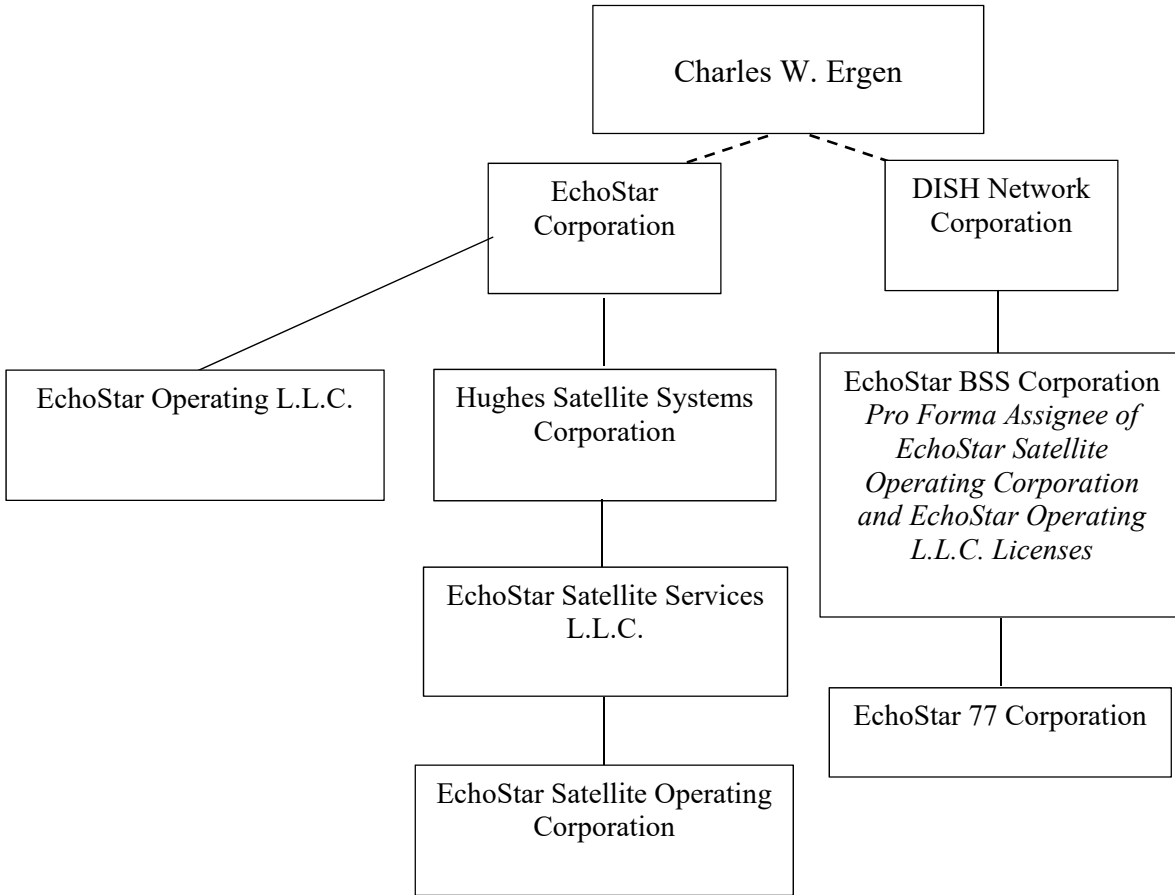


Legend

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

ATTACHMENT A

Post-Closing Ownership Diagram



Legend

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

———— 100 Percent Ownership

ATTACHMENT B

Space Station Licenses

Licensee	Satellite Name	Call Sign	Orbital Location	Station Class/Radio Service
EchoStar Satellite Operating Corporation	EchoStar 12	S2653	86.4° WL	DBS
EchoStar Satellite Operating Corporation	EchoStar 15	S2811	61.65° WL	DBS
EchoStar Satellite Operating Corporation	EchoStar 16	S2844	61.54° WL	DBS

ATTACHMENT C

Earth Station Licenses

Licensee⁷	Call Sign	Location	Station Class/Radio Service
EchoStar 77 Corp.	E050196	Blanket License	Fixed Earth Station
EchoStar Operating L.L.C.	E010242	Gilbert, AZ	Fixed Earth Station
EchoStar Operating L.L.C.	E020248	Blackhawk, SD	Fixed Earth Station
EchoStar Operating L.L.C.	E020306	Gilbert, AZ	Fixed Earth Station
EchoStar Operating L.L.C.	E060003	Gilbert, AZ	Fixed Earth Station
EchoStar Operating L.L.C.	E070014	Gilbert, AZ	Fixed Earth Station
EchoStar Operating L.L.C.	E070015	Gilbert, AZ	Fixed Earth Station
EchoStar Operating L.L.C.	E070273	Quicksburg, VA	Fixed Earth Station
EchoStar Operating L.L.C.	E070275	Spokane, WA	Fixed Earth Station
EchoStar Operating L.L.C.	E080120	Cheyenne, WY	Fixed Earth Station
EchoStar Operating L.L.C.	E150098	Summerset, SD	Fixed Earth Station
EchoStar Operating L.L.C.	E170093	Gilbert, AZ	Fixed Earth Station
EchoStar Operating L.L.C.	E170094	Quicksburg, VA	Fixed Earth Station
EchoStar Operating L.L.C.	E170095	Cheyenne, WY	Fixed Earth Station
EchoStar Operating L.L.C.	E980005	Cheyenne, WY	Fixed Earth Station
EchoStar Operating L.L.C.	E980047	Cheyenne, WY	Fixed Earth Station
EchoStar Operating L.L.C.	E980118	Cheyenne, WY	Fixed Earth Station

⁷ EchoStar 77 Corporation will continue to be the license holder following consummation of the Acquisition and therefore should be treated as a *pro forma* transfer of control. All other earth station licenses should be treated as *pro forma* assignments as well as *pro forma* transfers of control.