Exhibit C

Response to Question 39

1. Sensor Co. Ltd. v. Hughes Electronics Manufacturing Service Company, et al.

   Plaintiff seeking 35 million for alleged fraud, breach of contract, breach of warranties and violation of California's unfair trade practices act. Hughes denies liability, and has filed cross-claims seeking contribution and indemnification from co-defendants. Co-defendants have filed cross-complaints seeking indemnification from Hughes. Discovery has commenced.

2. Grand Jury Investigation/State Department Review

   There is a pending grand jury investigation into whether Hughes should be accused of criminal violations of the export control laws arising out of the participation of two employees on a committee formed to review the findings of Chinese engineers regarding the failure of a Long March rocket in China in 1996. Hughes is also subject to the authority of the United States State Department to impose sanctions for non-criminal violations of the Arms Export Control Act.

3. Bischoff, et al.v. DIRECTV, et al.

   In September 2000, a putative class action was commenced against DIRECTV, Thomson Consumer Electronics, Best Buy Co., Circuit City Stores and Tandy Corporation. The named plaintiffs purport to represent a class of all consumers who purchased DIRECTV equipment and services any time from March 1996 to September 1, 2000, and allege that defendants have violated federal and California antitrust statutes by entering into agreements to exclude competition and force retailers to boycott competitors' products and services.

4. Kingray, et al. v. NBA, et al.; Kingray, et al. v. NHL, et al.,

   Putative class actions against NBA and NHL, its member teams and DIRECTV. Plaintiffs allege that the distribution agreements between the leagues and DIRECTV violate the antitrust laws. DIRECTV's motion to compel arbitration was denied. DIRECTV has filed notice of appeal of the arbitration ruling.

APPLICATION FOR SATELLITE SPACE AND EARTH STATION AUTHORIZATIONS FOR TRANSFER OF CONTROL OR ASSIGNMENT FCC 312 MAIN FORM FOR OFFICIAL USE ONLY	FCC Use Only

2APPLICANT INFORMATION

Enter a description of this application to identify it on the main menu:

T/C of EchoStar VisionStar Corporation's Space Station Authorizations

1–8. Legal Name of Applicant

Name:	EchoStar Communications Corporation (a Delaware corporation)	**Phone Number:**	(303) 723–1000
DBA Name:		**Fax Number:**	(303) 723–1699
Street:	5701 South Santa Fe	**E–Mail:**	
City:	Littleton	**State:**	CO
Country:	USA	**Zipcode:**	80120 –
Attention:	David K. Moskowitz		

9–16. Name of Contact Representative (If other than applicant)

Name:	Pantelis Michalopoulos	**Phone Number:**	(202) 429–6494
Company:	Steptoe & Johnson LLP	**Fax Number:**	(202) 429–3902
Street:	1330 Connecticut Ave., N.W.	**E–Mail:**	pmichalo@steptoe.com
City:	Littleton	**State:**	CO
Country:	USA	**Zipcode:**	80120–
Contact Title:		**Relationship:**	Legal Counsel

CLASSIFICATION OF FILING

17. Choose the button next to the classification that applies to this filing for both questions a. and b. Choose only one for 17a and only one for 17b.	(N/A) b1. Application for License of New Station (N/A) b2. Application for Registration of New Domestic Receive–Only Station (N/A) b3. Amendment to a Pending Application (N/A) b4. Modification of License or Registration
○ a1. Earth Station	○ b5. Assignment of License or Registration
◉ a2. Space Station	◉ b6. Transfer of Control of License or Registration
	(N/A) b7. Notification of Minor Modification (N/A) b8. Application for License of New Receive–Only Station Using Non–U.S. Licensed Satellite (N/A) b9. Letter of Intent to Use Non–U.S. Licensed Satellite to Provide Service in the United States (N/A) b10. Other (Please specify)

17c. Is a fee submitted with this application?

- (•) If Yes, complete and attach FCC Form 159. If No, indicate reason for fee exemption (see 47 C.F.R.Section 1.1114).
- ( ) Governmental Entity ( ) Noncommercial educational licensee
- ( ) Other(please explain):

17d.

Fee Classification A BFY – Space Station (Geostationary)	Quantity 1
Fee Classification B	Quantity

18. If this filing is in reference to an existing station, enter: (a) Call sign of station: Not Applicable	19. If this filing is an amendment to a pending application enter: (a) Date pending application was filed: Not Applicable	(b) File number of pending application: Not Applicable

TYPE OF SERVICE

20. NATURE OF SERVICE: This filing is for an authorization to provide or use the following type(s) of service(s): Select all that apply:

- [x] a. Fixed Satellite
- [ ] b. Mobile Satellite
- [ ] c. Radiodetermination Satellite
- [ ] d. Earth Exploration Satellite
- [ ] e. Direct to Home Fixed Satellite
- [ ] f. Digital Audio Radio Service
- [ ] g. Other (please specify)

21. STATUS: Choose the button next to the applicable status. Choose only one.

( ) Common Carrier (•) Non–Common Carrier

22. If earth station applicant, check all that apply.

- [ ] Using U.S. licensed satellites
- [ ] Using Non–U.S. licensed satellites

23. If applicant is providng INTERNATIONAL COMMON CARRIER service, see instructions regarding Sec. 214 filings. Choose one. Are these facilities:

( ) Connected to a Public Switched Network ( ) Not connected to a Public Switched Network (•) N/A

24. FREQUENCY BAND(S): Place an "X" in the box(es) next to all applicable frequency band(s).

- [ ] a. C–Band (4/6 GHz)
- [ ] b. Ku–Band (12/14 GHz)
- [x] c.Other (Please specify upper and lower frequencies in MHz.)

Frequency Lower: 17700 – 20200 Frequency Upper: 27500 – 30000

TYPE OF STATION

25. CLASS OF STATION: Choose the button next to the class of station that applies. Choose only one.

- ○ a. Fixed Earth Station
- ○ b. Temporary–Fixed Earth Station
- ○ c. 12/14 GHz VSAT Network
- ○ d. Mobile Earth Station
- ◉ e. Geostationary Space Station
- ○ f. Non–Geostationary Space Station
- ○ g. Other (please specify)

26. TYPE OF EARTH STATION FACILITY: Choose only one.

○ Transmit/Receive ○ Transmit–Only ○ Receive–Only ◉ N/A

PURPOSE OF MODIFICATION

27. The purpose of this proposed modification is to: (Place an "X" in the box(es) next to all that apply.)

Not Applicable

ENVIRONMENTAL POLICY

28. Would a Commission grant of any proposal in this application or amendment have a significant environmental impact as defined by 47 CFR 1.1307? If YES, submit the statement as required by Sections 1.1308 and 1.1311 of the Commission's rules, 47 C.F.R. 1.1308 and 1.1311, as an exhibit to this application. A Radiation Hazard Study must accompany all applications for new transmitting facilities, major modifications, or major amendments.	○ Yes ◉ No

ALIEN OWNERSHIP Earth station applicants not proposing to provide broadcast, common carrier, aeronautical en route or aeronautical fixed radio station services are not required to respond to Items 30–34.

29. Is the applicant a foreign government or the representative of any foreign government?	○ Yes ◉ No ○ N/A
30. Is the applicant an alien or the representative of an alien?	○ Yes ◉ No ○ N/A
31. Is the applicant a corporation organized under the laws of any foreign government?	○ Yes ◉ No ○ N/A

32. Is the applicant a corporation of which any officer or director is an alien or of which more than one–fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	○ Yes ● No ○ N/A
33. Is the applicant a corporation directly or indirectly controlled by any other corporation of which more than one–fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	○ Yes ● No ○ N/A
34. If any answer to questions 29, 30, 31, 32 and/or 33 is Yes, attach as an exhibit an identification of the aliens or foreign entities, their nationality, their relationship to the applicant, and the percentage of stock they own or vote.	

BASIC QUALIFICATIONS

35. Does the Applicant request any waivers or exemptions from any of the Commission's Rules? If Yes, attach as an exhibit, copies of the requests for waivers or exceptions with supporting documents.	○ Yes ● No
36. Has the applicant or any party to this application or amendment had any FCC station authorization or license revoked or had any application for an initial, modification or renewal of FCC station authorization, license, or construction permit denied by the Commission? If Yes, attach as an exhibit, an explination of circumstances.	○ Yes ● No

37. Has the applicant, or any party to this application or amendment, or any party directly or indirectly controlling the applicant ever been convicted of a felony by any state or federal court? If Yes, attach as an exhibit, an explination of circumstances.	○ Yes	◉ No
38. Has any court finally adjudged the applicant, or any person directly or indirectly controlling the applicant, guilty of unlawfully monopolizing or attemptiing unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement or any other means or unfair methods of competition?If Yes, attach as an exhibit, an explanation of circumstances	○ Yes	◉ No
39. Is the applicant, or any person directly or indirectly controlling the applicant, currently a party in any pending matter referred to in the preceding two items? If yes, attach as an exhinit, an explanation of the circumstances.	◉ Yes	○ No
40. If the applicant is a corporation and is applying for a space station license, attach as an exhibit the names, address, and citizenship of those stockholders owning a record and/or voting 10 percent or more of the Filer's voting stock and the percentages so held. In the case of fiduciary control, indicate the beneficiary(ies) or class of beneficiaries. Also list the names and addresses of the officers and directors of the Filer.		
41. By checking Yes, the undersigned certifies, that neither applicant nor any other party to the application is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance. See 47 CFR 1.2002(b) for the meaning of "party to the application" for these purposes.	◉ Yes	○ No

42a. Does the applicant intend to use a non–U.S. licensed satellite to provide service in the United States? If Yes, answer 42b and attach an exhibit providing the information specified in 47 C.F.R. 25.137, as appropriate. If No, proceed to question 43.	○ Yes ◉ No
42b. What administration has licensed or is in the process of licensing the space station? If no license will be issued, what administration has coordinated or is in the process of coordinating the space station?N/A	

43. Description. (Summarize the nature of the application and the services to be provided).

This application is being filed pursuant to an agreement and plan of merger entered into between EchoStar Communications Corporation (a Nevada corporation), Hughes Electronics Corporation and General Motors Corporation. The merged company, EchoStar Communications Corporation

CERTIFICATION

The Applicant waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application. The applicant certifies that grant of this application would not cause the applicant to be in violation of the spectrum aggregation limit in 47 CFR Part 20. All statements made in exhibits are a material part hereof and are incorporated herein as if set out in full in this application. The undersigned, individually and for the applicant, hereby certifies that all statements made in this application and in all attached exhibits are true, complete and correct to the best of his or her knowledge and belief, and are made in good faith.

44. Applicant is a (an): (Choose the button next to applicable response.)

- ○ Individual
- ○ Unincorporated Association
- ○ Partnership
- ◉ Corporation
- ○ Governmental Entity
- ○ Other (please specify)

45. Name of Person Signing	46. Title of Person Signing
David K. Moskowitz	Senior Vice President and General Counsel

47. Please supply any need attachments.

Attachment 1:	Attachment 2:	Attachment 3:

WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND / OR IMPRISONMENT (U.S. Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION AUTHORIZATION (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

SATELLITE EARTH STATION AUTHORIZATIONS
FCC Form 312 – Schedule A
FOR OFFICIAL USE ONLY

Select one of the following

- (●) CONSENT TO TRANSFER OF CONTROL
- ( ) CONSENT TO ASSIGNMENT OF LICENSE
- ( ) NOTIFICATION OF TRANSFER OF CONTROL OF RECEIVE ONLY REGISTRATION
- ( ) NOTIFICATION OF ASSIGNMENT OF RECEIVE ONLY REGISTRATION

A1. Name of Licensee (as shown on FCC 312 – Main Form)

Name:	EchoStar VisionStar Corporation	**Phone Number:**	(303) 723–1000
DBA Name:		**Fax Number:**	(303) 723–1699
Street:	5701 South Santa Fe	**E–Mail:**	
City:	Littleton	**State:**	
Country:	USA	**Zipcode:**	80120
Attention:	David K. Moskowitz		

A8. List Callsign(s) of station(s) being assigned or transfered

Callsign:	Callsign:	Callsign:	Callsign:
S2210			

A9. No. of station(s) listed

A10. Name of Transferor/ Assignor

Name:	EchoStar Communications Corporation (a Nevada corporation)	**Phone Number:**	(303) 723-1000
Company:		**Fax Number:**	(303) 723-1699
Street:	5701 South Santa Fe	**E-Mail:**	
City:	Littleton	**State:**	CO
Country:	USA	**Zipcode:**	80120 -
Contact Title:	David K. Moskowitz	**Relationship:**	

A15. Name of Transferee/ Assignee

Name:	EchoStar Communications Corporation (a Delaware corporation)	**Phone Number:**	(303) 723-1000
DBA Name:		**Fax Number:**	(303) 723-1699
Street:	5701 South Santa Fe	**E-Mail:**	
City:	Littleton	**State:**	CO
Country:	USA	**Zipcode:**	80120 -
Attention:			

A20. If these facilities are licensed, is the transferee / assignee directly or indirectly controlled by any other entity? If yes, attach as Exhibit E, a statement (including organizational diagrams where appropriate) which fully and completely identifies the nature and extent of control including: (1) the name, address, citizenship, and primary busienss of the controlling entity and any intermediate subsidiaries or parties, and (2) the names, addresses, citizenshihp, and the percentages of voting and equity stock of those stockholders holding 10 percent or more of the controlling corporation's voting stock.

- ○ Yes
- ◉ No
- ○ N/A

A21. If these facilities are licensed, attach as Exhibit F, a complete statement setting forth the facts which show how the assignment or transfer will serve the public interest.

CERTIFICATION

1. The undersigned, individually and for licensee, certifies that all attached exhibits pertinenet to Schedule A and all statement made in Schedule A of this application are true, compete and correct to the best of his/her knowledge and belief. The undersigned also certifies that any contracts or other instruments submitted herewith are complete and constitute the full agreement. 2. The undersigned represents that stock will not be delivered and that control will not be transferred until the Commission's consent has been received, but that transfer of control or assignment of license will be completed within 60 days of Commission consent. The undersigned also acknowledges that the Commission must be notified by letter within 30 days of consummation.	
A22. Printed Name of Licensee (Must agree with A1) EchoStar VisionStar Corp.	A24. Title (Office Held by Person Signing) David K. Moskowitz, SVP and General Counsel
A26. Printed Name of License Transferor / Assignor (Must agree with A10) EchoStar Communications Corp. (a Nevada corp.)	A28. Title (Office Held by Person Signing) David K. Moskowitz, SVP and General Counsel
A26. Printed Name of License Transferee / Assignee (Must agree with A15) EchoStar Communications Corp. (a Delaware corp.)	A28. Title (Office Held by Person Signing) David K. Moskowitz, SVP and General Counsel

43. Description. (Summarize the nature of the application and the services to be provided).

This application is being filed pursuant to an agreement and plan of merger entered into between EchoStar Communications Corporation (a Nevada corporation), Hughes Electronics Corporation and General Motors Corporation. The merged company, EchoStar Communications Corporation (a Delaware corporation) will provide DBS and Internet access services.

Exhibit A

List of EchoStar VisionStar Corporation FSS Authorizations

FSS Location	Call Sign/File Number
113° W.L. (Ka-Band)	S2210; File No. SAT-T/C-20001215-00163; *Application of VisionStar, Inc., Licensee, Shant Hovanian, Transferor and EchoStar VisionStar Corp., Transferee, for Consent to Transfer of Control over Authorization to Construct, Launch and Operate a Ka-Band Satellite System in the Fixed-Satellite Service at the 113° W.L. Orbital Location,* DA 01-2481, Order and Authorization (rel. Oct. 30, 2001)

Exhibit B

Statement of Public Interest

For a complete statement of public interest, please see the Public Interest Statement (Part II) of the Consolidated Application for Authority to Transfer Control being filed concurrently with this Transfer of Control Application.

Exhibit C

Response to Question 40

See narrative description in Consolidated Application for Authority to Transfer Control.

Exhibit D

Response to Question 39

1. Sensor Co. Ltd. v. Hughes Electronics Manufacturing Service Company, et al.

   Plaintiff seeking 35 million for alleged fraud, breach of contract, breach of warranties and violation of California's unfair trade practices act. Hughes denies liability, and has filed cross-claims seeking contribution and indemnification from co-defendants. Co-defendants have filed cross-complaints seeking indemnification from Hughes. Discovery has commenced.

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3. Bischoff, et al.v. DIRECTV, et al.

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4. Kingray, et al. v. NBA, et al.; Kingray, et al. v. NHL, et al.,

   Putative class actions against NBA and NHL, its member teams and DIRECTV. Plaintiffs allege that the distribution agreements between the leagues and DIRECTV violate the antitrust laws. DIRECTV's motion to compel arbitration was denied. DIRECTV has filed notice of appeal of the arbitration ruling.

APPLICATION FOR SATELLITE SPACE AND EARTH STATION AUTHORIZATIONS FOR TRANSFER OF CONTROL OR ASSIGNMENTFCC 312 MAIN FORM FOR OFFICIAL USE ONLY	FCC Use Only

2APPLICANT INFORMATION

Enter a description of this application to identify it on the main menu:

T/C of EchoStar North America Corporation's Receive–Only Earth Station Authorizations

1–8. Legal Name of Applicant

Name:	EchoStar Communications Corporation (a Delaware corporation)	**Phone Number:**	(303) 723–1000
DBA Name:		**Fax Number:**	(303) 723–1699
Street:	5701 South Santa Fe	**E–Mail:**	
City:	Littleton	**State:**	DC
Country:	USA	**Zipcode:**	80120 –
Attention:	David K. Moskowitz		

9–16. Name of Contact Representative (If other than applicant)

Name:	Pantelis Michalopoulos	**Phone Number:**	(202) 429–6494
Company:	Steptoe & Johnson LLP	**Fax Number:**	(202) 429–3902
Street:	1330 Connecticut Ave., N.W.	**E–Mail:**	pmichalo@steptoe.com
City:	Washington	**State:**	DC
Country:	USA	**Zipcode:**	20036–1795
Contact Title:		**Relationship:**	Legal Counsel

CLASSIFICATION OF FILING

17. Choose the button next to the classification that applies to this filing for both questions a. and b. Choose only one for 17a and only one for 17b. ◉ a1. Earth Station ○ a2. Space Station	(N/A) b1. Application for License of New Station (N/A) b2. Application for Registration of New Domestic Receive–Only Station (N/A) b3. Amendment to a Pending Application (N/A) b4. Modification of License or Registration ○ b5. Assignment of License or Registration ◉ b6. Transfer of Control of License or Registration (N/A) b7. Notification of Minor Modification (N/A) b8. Application for License of New Receive–Only Station Using Non–U.S. Licensed Satellite (N/A) b9. Letter of Intent to Use Non–U.S. Licensed Satellite to Provide Service in the United States (N/A) b10. Other (Please specify)

17c. Is a fee submitted with this application?

(•) If Yes, complete and attach FCC Form 159. If No, indicate reason for fee exemption (see 47 C.F.R.Section 1.1114).

( ) Governmental Entity ( ) Noncommercial educational licensee

( ) Other(please explain):

17d.

Fee Classification A CNO – Receive Only Earth Station	Quantity 1
Fee Classification B	Quantity 1

18. If this filing is in reference to an existing station, enter:	19. If this filing is an amendment to a pending application enter:	
(a) Call sign of station:	(a) Date pending application was filed:	(b) File number of pending application:
Not Applicable	Not Applicable	Not Applicable

TYPE OF SERVICE

20. NATURE OF SERVICE: This filing is for an authorization to provide or use the following type(s) of service(s): Select all that apply:

- [x] a. Fixed Satellite
- [ ] b. Mobile Satellite
- [ ] c. Radiodetermination Satellite
- [ ] d. Earth Exploration Satellite
- [ ] e. Direct to Home Fixed Satellite
- [ ] f. Digital Audio Radio Service
- [ ] g. Other (please specify)

21. STATUS: Choose the button next to the applicable status. Choose only one.

( ) Common Carrier (•) Non–Common Carrier

22. If earth station applicant, check all that apply.

- [x] Using U.S. licensed satellites
- [ ] Using Non–U.S. licensed satellites

23. If applicant is providng INTERNATIONAL COMMON CARRIER service, see instructions regarding Sec. 214 filings. Choose one. Are these facilities:

( ) Connected to a Public Switched Network ( ) Not connected to a Public Switched Network (•) N/A

24. FREQUENCY BAND(S): Place an "X" in the box(es) next to all applicable frequency band(s).

- [x] a. C–Band (4/6 GHz)
- [x] b. Ku–Band (12/14 GHz)
- [ ] c.Other (Please specify upper and lower frequencies in MHz.)

Frequency Lower: Frequency Upper:

TYPE OF STATION

25. CLASS OF STATION: Choose the button next to the class of station that applies. Choose only one.

- ◉ a. Fixed Earth Station
- ○ b. Temporary–Fixed Earth Station
- ○ c. 12/14 GHz VSAT Network
- ○ d. Mobile Earth Station
- ○ e. Geostationary Space Station
- ○ f. Non–Geostationary Space Station
- ○ g. Other (please specify)

26. TYPE OF EARTH STATION FACILITY: Choose only one.

○ Transmit/Receive ○ Transmit–Only ◉ Receive–Only ○ N/A

PURPOSE OF MODIFICATION

27. The purpose of this proposed modification is to: (Place an "X" in the box(es) next to all that apply.)

Not Applicable