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January 25, 2002

By Hand

Pantelis Michalopoulos, Esq.
Steptoe & Johnson LLP
1330 Connecticut Avenue, N.W.
Washington, D.C. 20036

Re: **Annexes I Through IV to the Investment Agreement
Between EchoStar Communications Corporation and
Vivendi Universal, S.A.; CS Docket No. 01-348**

Dear Mr. Michalopoulos:

As counsel for Pegasus Communications Corporation (“Pegasus”) in the above-referenced proceeding, I am writing to request information regarding the release by EchoStar Communications Corporation (“EchoStar”) of the above-referenced Annexes, or the Commercial Agreements themselves if they have been executed now that the Vivendi transaction has closed.

This request is based upon the statement contained at footnote 9 of the FCC Cable Services Bureau’s Order Denying Pegasus Communication Corporation’s Petition to Suspend the Pleading Cycle, DA 02-178, released yesterday, that: “EchoStar, nonetheless, indicates that it will release this ‘sensitive information,’ i.e., Annexes I through IV to the Investment Agreement, pursuant to the Protective Order in this proceeding.”

Yesterday afternoon, we filed with the FCC, with copies to you and Mr. Epstein, Acknowledgments of Confidentiality, executed by me and three of my colleagues who are counsel for Pegasus, in accordance with the terms of the Protective Order. Please advise me, at your earliest convenience, when and in what manner EchoStar will be releasing this information, consistent with the Bureau’s statement regarding its release.

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Please do not hesitate to contact me if you have any questions regarding this request. Thank you.

Sincerely,



Patrick J. Grant

cc: Gary M. Epstein, Esq., Latham & Watkins, Counsel for General Motors Corporation and Hughes Electronics Corporation

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By Hand Delivery

February 1, 2002

Patrick J. Grant, Esq.
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555 Twelfth Street, NW
Washington, DC 20004-1206

Re: **Annexes I Through IV to the Investment Agreement
Between EchoStar Communications Corporation and
Vivendi Universal, S.A.; CS Docket No. 01-348**

Dear Mr. Grant:

On behalf of EchoStar Communications Corporation ("EchoStar"), this will respond to your letter of January 25, 2002. EchoStar does not read the *Order Denying Pegasus Communication Corporation's Petition to Suspend the Pleading Cycle*, DA 02-178 (rel. January 24, 2002) as creating a right on the part of Pegasus Communications Corporation ("Pegasus") to receive any documents from EchoStar. Moreover, the Protective Order released by the Commission in the proceeding is intended to cover information that is voluntarily submitted by the parties, either of their own initiative or upon a Commission request. Neither the Protective Order nor the Commission's January 24, 2002 Order creates an obligation to produce documents. Accordingly, EchoStar declines to comply with your request. That said, EchoStar intends to be forthcoming and to cooperate fully with the Commission regarding all aspects of the Vivendi transaction that bear on the proposed merger between EchoStar and Hughes Electronics Corporation.

Very truly yours,



Pantelis Michalopoulos
Counsel for EchoStar Communications Corporation

cc: Gary M. Epstein, Latham & Watkins