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DOCKET FILE COPY ORIGINAL

March 6, 2002

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MAR - 6 2002

William F. Caton
Acting Secretary
Federal Communications Commission
The Portals, Room TW-A325
455 12th Street, S.W.
Washington, D.C. 20554

TELETYPE UNIT
OFFICE OF THE SECRETARY

REDACTED -- FOR PUBLIC INSPECTION

Re: Consolidated Application of EchoStar Communications Corporation, General Motors Corporation and Hughes Electronics Corporation for Authority to Transfer Control, CS Docket No. 01-348

Dear Mr. Caton:

On behalf of EchoStar Communications Corporation ("EchoStar"), attached for submission please find material relating to the Commission's February 4, 2002 request for information in the above-referenced docket. This material is simultaneously being provided to the Commission pursuant to the Protective Order issued on January 9, 2002. *See EchoStar Communications Corporation, General Motors Corporation, and Hughes Electronics Corporation, DA 02-27 (rel. Jan. 9, 2002).* Pursuant to paragraph 3 of the Commission's decision accompanying the Protective Order, EchoStar is providing two copies of both this cover letter and the redacted attachments. In addition, enclosed please find an additional copy of this material to be date-stamped and returned with our messenger.

If you have any questions concerning this submission, please do not hesitate to contact me.

No. of Copies 01
DATE TIME

Respectfully submitted,

Pantelis Michalopoulos/MP
Pantelis Michalopoulos

Counsel to EchoStar Communications Corporation

Attachments

Pantelis Michalopoulos
202.429.6494
pmichalo@steptoel.com

March 6, 2002

RECEIVED
MAR - 6 2002
FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

William F. Caton
Acting Secretary
Federal Communications Commission
Office of the Secretary
445 12th Street, S.W.
Washington, D.C. 20554

REDACTED FOR PUBLIC INSPECTION

**Re: Consolidated Application of Echostar Communications Corporation,
General Motors Corporation and Hughes Electronics Corporation for
Authority to Transfer Control, CS Docket No. 01-348**

Dear Mr. Caton:

Echostar Communications Corporation hereby submits its responses to the portions of the Commission's February 4, 2002 Initial Information and Document Request (the "Request") that call for the production of documents.¹ These responses have been prepared using the procedures and guidelines set forth in Applicants' letter to the Commission dated March 5, 2002. The documents being produced are identified by specification and custodian (where applicable) on Attachments A and B. General Motors Corporation and Hughes Electronics Corporation are submitting their responses to the Commission's document requests under separate cover.

Attachments A and B to this cover letter are being provided to the Commission pursuant to the Protective Order issued on January 9, 2002. See EchoStar Communications Corporation, General Motors Corporation, and Hughes Electronics Corporation, DA 02-27 (rel. Jan. 9, 2002).

¹ Applicants have sought an extension of time, until March 21, 2002, to submit their responses to the remaining portions of the Request.

REQUEST:

I. Corporate and Other Documents

- A. Ergen Pledge Agreement.**
- B. Credit Agreement for Merger Financing.**
- C. Registration Rights Agreement (Hughes, GM, EchoStar & Ergen).**
- D. Stockholders' Agreement.**
- E. GM Registration Statement.**
- F. GM Proxy Statement.**
- G. GM Debt/Equity Exchange Registration Statement.**
- H. Hughes revised Charter.**
- I. EchoStar Controlling Shareholder Registration Rights Agreement.**
- J. By Laws of New EchoStar.**
- K. Certificate of Incorporation of New EchoStar.**
- L. Documents Regarding the EchoStar-Vivendi Investment:
 - 1. Investment Agreement together with all appendices, exhibits and all relevant companion documents.**
 - 2. Shareholder Voting Agreement**
 - 3. The "Commercial Agreements" as defined in the Investment Agreement to the extent that they exist in whatever form they exist now and final versions as soon as possible.**
 - 4. Any other documents relating to the Vivendi investment.****
- M. Any documents filed by the parties in any legal or administrative proceeding which contain evidence or opinion regarding the extent to which EchoStar**

and DirecTV compete with each other, with cable operators, with other MVPDs, and/or with other providers of broadband services. Any such documents related to any other issues raised below.

RESPONSE:

- A. A copy of the Pledge Agreement, which is not a public document, is available for review by the Commission in the materials that have been produced to the Department of Justice pursuant to the Hart-Scott-Rodino Act. See Attachment B.
- B. At this time there is no Credit Agreement for Merger Financing.
- C. At this time there is no Registration Rights Agreement (Hughes, GM, EchoStar & Ergen).
- D. A copy of a responsive document, which is not a public document, is available for review by the Commission in the materials that have been produced to the Department of Justice pursuant to the Hart-Scott-Rodino Act. See Attachment B.
- E. The GM Registration Statement has not yet been completed. A copy of the Registration Statement will be provided to the Commission when it is filed with the SEC.
- F. The GM Proxy Statement has not yet been completed, but will be part of the GM Registration Statement and will be provided to the Commission when the Registration Statement is filed with the SEC.
- G. At this time there is no GM Debt/Equity Exchange Registration Statement.
- H. At this time there is no Hughes revised Charter.
- I. At this time there is no EchoStar Controlling Shareholder Registration Rights Agreement.
- J. At this time there are no ByLaws of New EchoStar.
- K. At this time there is no Certificate of Incorporation of New EchoStar.
- L. Documents regarding the EchoStar-Vivendi Investment are being provided as follows:

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Acting Secretary
Federal Communications Commission
March 6, 2002
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1. A copy of the December 14, 2001 Investment Agreement between EchoStar Communications Corporation and Vivendi Universal, S.A., including Exhibits A-C thereto, is produced herewith. See Attachment A.
 2. A copy of the December 14, 2001 Stockholder Voting Agreement is produced herewith. See Attachment A.
 3. Copies of Annexes I-IV of the Investment Agreement, which set forth the terms of the Commercial Agreements, which are not public documents, are available for review by the Commission in the materials that have been produced to the Department of Justice pursuant to the Hart-Scott-Rodino Act. See Attachment B.
 4. Copies of documents responsive to this request, which are not public documents, are available for review by the Commission in the materials that have been produced to the Department of Justice pursuant to the Hart-Scott-Rodino Act. See Attachment B.
- M. Copies of responsive documents from a now dismissed federal court proceeding between EchoStar and DIRECTV are being produced herewith. See Attachment A. In addition, EchoStar is providing herewith a list of filings in Commission proceedings that may contain responsive statements. See Attachment A.

REQUEST:

III. Exclusive Distribution Relationships/Distribution Channels

- B. For all exclusive distribution (resale) relationships or agreements that DirecTV or EchoStar currently have (i.e., those with Pegasus, NRTC and any others), provide:**
1. **Copies of business contracts relating to the geographic area covered by the agreement, details of the agreement relating to services offered, prices charged for programming and other services, and equipment prices.**

RESPONSE:

- III. B. 1. There are no responsive documents.

REQUEST:

IX. Broadband Services

B. For each satellite currently used by EchoStar or DirecTV to provide broadband services, provide:

- 4. Any plans that will affect the capacity, geographic coverage or number of subscribers that can be served by the satellite.**

RESPONSE:

- IX. B. 4: Copies of responsive documents that are public documents are produced herewith. See Attachment A. In addition, copies of responsive documents that are not public documents are available for review by the Commission in the materials that have been produced to the Department of Justice pursuant to the Hart-Scott-Rodino Act. See Attachment B.

REQUEST:

X. DBS Equipment

D. Provide all analyses, assessments, or considerations regarding the costs of converting the two incompatible DBS systems to a single compatible system. Address costs as they relate to the cost of replacing existing set top receivers with a new receiver; replacing existing satellite receive dishes; re-pointing those dishes; and adding additional dishes at existing home locations. Address any other costs both to the consumer and to EchoStar of converting to a single compatible system.

G. Provide all analyses, assessments or considerations of the costs and benefits and the technical and economic issues associated with providing local-into-local television broadcast retransmission services: (a) through use of the Ka band; (b) through use of terrestrial technologies, such as MVDDS; and (c) via contract with a separate vendor using these or other technologies.

RESPONSE:

- X. D. Copies of responsive documents, which are not public documents, are available for review by the Commission in the materials that have been produced to the Department of Justice pursuant to the Hart-Scott-Rodino Act. See Attachment B.

- X. G. Copies of responsive documents that are public documents are produced herewith. See Attachment A. In addition, copies of responsive documents that are not public documents are available for review by the Commission in the materials that have been produced to the Department of Justice pursuant to the Hart-Scott-Rodino Act. See Attachment B.

REQUEST:

XIII. Information About Actual and Potential Competitors (To the Extent This Information is Available)

- D. Provide any studies, analyses, assessments, or considerations in your possession that involve comparisons of current and future satellite broadband services provided by competitors.**

RESPONSE:

- XIII. D. Copies of responsive documents that are public documents are produced herewith. See Attachment A. In addition, copies of responsive documents that are not public documents are available for review by the Commission in the materials that have been produced to the Department of Justice pursuant to the Hart-Scott-Rodino Act. See Attachment B.

REQUEST:

XIV. Post-Merger Plans

- D. Provide all analyses, assessments or consideration of plans to modify (post-merger) contracts with equipment manufacturers.**
- E. Provide all analyses, assessments or considerations of plans to modify, terminate or enter into new exclusive or non-exclusive distribution relationships.**

RESPONSE:

- XIV. D. Copies of responsive documents, which are not public documents, are available for review by the Commission in the materials that have been produced to the Department of Justice pursuant to the Hart-Scott-Rodino Act. See Attachment B.

- XIV. E. Copies of responsive documents, which are not public documents, are available for review by the Commission in the materials that have been produced to the Department of Justice pursuant to the Hart-Scott-Rodino Act. See Attachment B.

REQUEST:

XV. Marketing & Econometric Studies and Analyses

- A. Provide all marketing surveys and studies conducted by or contracted for by the parties, including:**
- 1. Analyses, assessments, or considerations of marketing strategies, including pricing, promotions, programming, advertising, and customer targeting strategies (including targeting of the customers of a competing DBS supplier, customers of cable operators, customers of other MVPDs, and customers who have never subscribed to either DBS or cable services).**
 - 2. All analyses, assessments, or considerations of the most desirable customers, and sales and marketing strategies to acquire and retain them.**
 - 3. Assessments of the extent to which consumers explore both the available cable and DBS (and C-Band) options when choosing an MVPD service.**
 - 4. Analyses, assessments, or considerations of competitors, including an assessment of their strengths and weaknesses.**
- B. Provide any studies, analyses, assessments, or considerations that analyze any plans for additional capacity or capacity expansion with regard to DBS, broadband, or other services.**
- C. Provide all econometric analyses conducted by or contracted for by the parties, including, but not limited to:**
- 1. DBS Services**
 - a) Estimates of the demand function for DBS services.**
 - b) Estimates of the own price elasticity of demand for DBS services.**

- c) **Estimates of the cross-price elasticity of demand between EchoStar and DirecTV's DBS services.**
- d) **Estimates of the cross-price elasticity of demand between DBS and cable services.**

2. MVPD Market in General

Estimates of the effect of the merger on the MVPD market, including on the ability of smaller overbuilders to enter local markets and the ability of the merged entity to compete with large cable operators.

RESPONSE:

- XV. A. Copies of responsive documents that are public documents are produced herewith. See Attachment A. In addition, copies of responsive documents that are not public documents are available for review by the Commission in the materials that have been produced to the Department of Justice pursuant to the Hart-Scott-Rodino Act. See Attachment B.
- XV. B. Copies of responsive documents that are public documents are produced herewith. See Attachment A. In addition, copies of responsive documents that are not public documents are available for review by the Commission in the materials that have been produced to the Department of Justice pursuant to the Hart-Scott-Rodino Act. See Attachment B.
- XV. C. Copies of responsive documents that are public documents are produced herewith. See Attachment A. In addition, copies of responsive documents that are not public documents are available for review by the Commission in the materials that have been produced to the Department of Justice pursuant to the Hart-Scott-Rodino Act. See Attachment B.

As Applicants have previously explained, their production of materials in response to the Requests has been based in the first instance on the extensive, ongoing work being done to respond to the Department of Justice requests for additional information under the Hart-Scott-Rodino Act. EchoStar has made a good faith effort to identify and produce documents from those materials that are responsive to the Commission's requests, consistent with the principles outlined in Applicants' March 5 letter.

William F. Caton
Acting Secretary
Federal Communications Commission
March 6, 2002
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In the event you have questions regarding the foregoing, we are available to discuss it with you at your convenience.

Sincerely,

A handwritten signature in black ink that reads "Pantelis Michalopoulos" followed by a stylized initial "MAP".

Pantelis Michalopoulos
Counsel for EchoStar Communications Corporation



A

ATTACHMENT A
to March 6, 2002 Submission of
EchoStar Communications Corporation

REQUEST	DOCUMENT NUMBERS	CUSTODIAN
I.L.1	ESFCC016667-016760	
I.L.2	ESFCC016761-016769	
I.L.4	ESFCC014819-014824	
	ESFCC014648-014756 ESFCC014787-014801	
	ESFCC014448-014462	
	ESFCC015992-015997	
	ESFCC014463-014505 ESFCC014524-014647	
	ESFCC014432-014447	
I.M.	ESFCC000001-005446 ESFCC005492-007835 ESFCC019002-019022	
	ESFCC014648-014756	
	ESFCC014929-014958 ESFCC015079-015105 ESFCC017245-017403	
IX.B.4	ESFCC014819-014824	
	ESFCC015269-015270	
	ESFCC015264-015268 ESFCC015278-015279	
	ESFCC015299-015301	
X.G.	ESFCC017233-017234	
	ESFCC015498-015506	
	ESFCC017235-017237	
	ESFCC015302-015305 ESFCC015482-015497	
XIII.D.	ESFCC015672-015715	
	ESFCC015507-015511	
	ESFCC015529-015671 ESFCC016666	

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	ESFCC015512-015528	
	ESFCC017180-017232	
XV.A.	ESFCC016018-016074 ESFCC016081-016118 ESFCC016210-016390 ESFCC016401-016421 ESFCC016426-016427 ESFCC016770-016811 ESFCC016897-016977 ESFCC017009-017040	
	ESFCC016428-016434 ESFCC016453-016594 ESFCC017041-017112 ESFCC017134-017179	
	ESFCC015529-015671	
	ESFCC015989-015991	
	ESFCC015871-015988	
	ESFCC017195-017210 ESFCC017223-017232	
XV.B.	ESFCC014819-014824	
	ESFCC015672-015715	
	ESFCC016605-016608	
	ESFCC016633-016652	
	ESFCC016628-016632	
	ESFCC016609-016627 ESFCC015264-015266 ESFCC015269-015270 ESFCC015512 ESFCC015946-015950	
	ESFCC015299-015301	
	ESFCC017180-017194 ESFCC017211-017222	
XV.C.	ESFCC017134-017169	
	ESFCC016655-016665 ESFCC015529-015603 ESFCC015610-015671	
	ESFCC016653-016654 ESFCC015988	



B

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**ATTACHMENT B
to March 6, 2002 Submission of
EchoStar Communications Corporation**

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DOCUMENT OFF-LINE

This page has been substituted for one of the following:

- o An oversize page or document (such as a map) which was too large to be scanned into the ECFS system.

- o Microfilm, microform, certain photographs or videotape.

- ~~X~~ Other materials which, for one reason or another, could not be scanned into the ECFS system.

The actual document, page(s) or materials may be reviewed by contacting an Information Technician at the FCC Reference Information Center, at 445 12th Street, SW, Washington, DC, Room CY-A257. Please note the applicable docket or rulemaking number, document type and any other relevant information about the document in order to ensure speedy retrieval by the Information Technician

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Box 2	Folders	11-13
Box 3	Folders	14-17
Box 4	Folders	18-40
Box 5	Folders	41-50