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August 22, 2002

VIA ELECTRONIC FILING

Ms. Marlene H. Dortch
Secretary
Federal Communications Commission
445 12th Street, SW
Washington, D.C. 20554

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

Dear Ms. Dortch:

This letter is submitted on behalf of R/L DBS Company, LLC (“Rainbow DBS”) in response to an ex parte filing in the above-mentioned proceeding made on July 23, 2002 by Dominion Video Satellite, Inc. (“Dominion”). The Dominion filing was a response to a proposal made by Rainbow DBS that would, among other things, result in EchoStar assigning to Rainbow DBS all of EchoStar’s current contractual rights to use six DBS channels at 61.5° W.L. licensed to Dominion.^{1/}

Dominion’s concern with the Rainbow DBS proposal that EchoStar assign to Rainbow DBS EchoStar’s rights at 61.5° W.L., including its lease arrangements with Dominion, is that the proposal “overlooks other significant contractual arrangements between Dominion and EchoStar,” including the utilization of subscriber equipment, common conditional access systems, and the inter-relationship between the Dominion specialty programming and the EchoStar programming available to subscribers.

Rainbow DBS’s proposal to the Commission focused on the opportunity before the Commission to address competitive concerns generally with the proposed merger, and was not intended to address the universe of potential contractual issues between EchoStar and Dominion.

^{1/} EchoStar’s rights to use the six Dominion channels arise from an agreement between EchoStar and Dominion entered into in 1996. Under the terms of that agreement, as subsequently modified, EchoStar supplied Dominion with eight channels on the EchoStar 3 satellite so Dominion could meet its “due diligence” obligations and commence DBS service. In exchange, Dominion subleased six of its eight channels back to EchoStar.

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To the contrary, Rainbow DBS is aware of the terms of the contract between EchoStar and Dominion and is confident that any issues could be addressed to the substantial satisfaction of both Dominion and Rainbow DBS should Rainbow DBS be permitted to discuss these issues with Dominion. However, the agreement between EchoStar and Dominion prohibits Dominion from discussing these matters without EchoStar's consent. EchoStar has apparently withheld such consent. As Dominion pointed out in its filing, "[a]lthough Dominion wrote to EchoStar many months ago requesting consent for Dominion to meet with Cablevision [Rainbow DBS's ultimate parent company], EchoStar has yet to respond."

Dominion suggested that an assignment of EchoStar's rights at 61.5° W.L. *without* consideration of the issues affecting Dominion would not be in the public interest. Rainbow DBS agrees that the assignment of EchoStar's rights (including its rights under the Dominion agreement) must take into account Dominion's programming services and subscribers' interests.

Assuming appropriate arrangements were made in connection with the assignment of EchoStar's rights and obligations under the Dominion contract, Rainbow DBS submits that the same public interest considerations raised by Dominion in its letter would support the assignment of EchoStar's 61.5° W.L. rights. Dominion notes that its programming "provide[s] another alternative for EchoStar's subscribers" and an "increased choice of programming." Likewise, Rainbow DBS's proposed assignment will enhance the scope of its DBS service, scheduled to begin by the end of next year, and increase the choice of programming options available to the nation's satellite subscribers. The additional channel capacity that would come from the six Dominion channels subleased to EchoStar at 61.5° W.L. (as well as EchoStar's 11 channels at that orbital location), combined with Rainbow DBS's advanced compression technology, state-of-the-art satellite and advanced set top boxes, would increase substantially the programming options available to underserved MVPD customers in rural, suburban, and urban markets.

Please feel free to contact the undersigned should you have any questions.

Sincerely,

/s/

Howard J. Symons
Benjamin J. Griffin
Christopher R. Bjornson
Counsel for R/L DBS Company, LLC

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