

Transferor Information (for transfers of control only)

23) FCC Registration Number (FRN): 0002155695			
24) First Name (if individual):	MI:	Last Name:	Suffix:
25) Entity Name (if not an individual): Hughes Electronics Corporation			
26) P.O. Box: 956	And / Or	27) Street Address: 200 North Sepulveda Blvd.	
28) City: El Segundo	29) State: CA	30) Zip Code: 90245	
31) Telephone Number: (310)364-6000	32) FAX Number: (310)456-1089		
33) E-Mail Address:			

Name of Transferor Contact Representative (if other than Transferor) (for transfers of control only)

34) First Name: Gary	MI: M	Last Name: Epstein	Suffix:
35) Company Name: Latham & Watkins LLP			
36) P.O. Box:	And / Or	37) Street Address: 555 Eleventh Street, NW, Suite 1000	
38) City: Washington	39) State: DC	40) Zip Code: 20004-1304	
41) Telephone Number: (202)637-2200	42) FAX Number: (202)637-2201		
43) E-Mail Address:			

Assignee/Transferee Information

44) The Assignee is a(n): Corporation			
45) FCC Registration Number (FRN): 0007329568			
46) First Name (if individual):	MI:	Last Name:	Suffix:
47) Entity Name (if other than individual): The News Corporation Limited			
48) Name of Real Party in Interest:			49) TIN:
50) Attention To:			
51) P.O. Box:	And / Or	52) Street Address: 1211 Avenue of the Americas	
53) City: New York	54) State: NY	55) Zip Code: 10036-8799	
56) Telephone Number: (212)852-7204	57) FAX Number:		
58) E-Mail Address:			

Name of Assignee/Transferee Contact Representative (if other than Assignee/Transferee)

59) First Name: William	MI: M	Last Name: Wiltshire	Suffix:
60) Company Name: Harris, Wiltshire & Grannis LLP			
61) P.O. Box:	And / Or	62) Street Address: 1200 Eighteenth Street, NW, 12th Floor	
63) City: Washington	64) State: DC	65) Zip Code: 20036	
66) Telephone Number: (202)730-1300	67) FAX Number: (202)730-1301		
68) E-Mail Address:			

Alien Ownership Questions

69) Is the Assignee or Transferee a foreign government or the representative of any foreign government?	No
70) Is the Assignee or Transferee an alien or the representative of an alien?	No
71) Is the Assignee or Transferee a corporation organized under the laws of any foreign government?	Yes
72) Is the Assignee or Transferee a corporation 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
73) Is the Assignee or Transferee 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? If 'Yes', attach exhibit explaining nature and extent of alien or foreign ownership or control.	No

Basic Qualification Questions

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74) Has the Assignee or Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission? If 'Yes', attach exhibit explaining circumstances.	No
75) Has the Assignee or Transferee or any party to this application, or any party directly or indirectly controlling the Assignee or Transferee, or any party to this application ever been convicted of a felony by any state or federal court? If 'Yes', attach exhibit explaining circumstances.	No
76) Has any court finally adjudged the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee guilty of unlawfully monopolizing or attempting 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 exhibit explaining circumstances.	No
77) Is the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee currently a party in any pending matter referred to in the preceding two items? If 'Yes', attach exhibit explaining circumstances.	Yes

78) Race, Ethnicity, Gender of Assignee/Transferee (Optional)

Race:	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:			

Assignor/Transferor Certification Statements

1) The Assignor or Transferor certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for *pro forma* assignments and transfers by telecommunications carriers. See *Memorandum Opinion and Order*, 13 FCC Rcd. 6293(1998).

2) The Assignor or Transferor certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.

79) Typed or Printed Name of Party Authorized to Sign

First Name: Larry	MI: D	Last Name: Hunter	Suffix:
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80) Title: Corporate Senior Vice President

Signature: Larry D Hunter	81) Date: 04/30/03
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Assignee/Transferee Certification Statements

1) The Assignee or Transferee certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for *pro forma* assignments and transfers by telecommunications carriers. See *Memorandum Opinion and Order*, 13 FCC Rcd. 6293 (1998).

2) The Assignee or Transferee 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.

3) The Assignee or Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership, attribution, or spectrum cap rule.*
*If the applicant has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.

4) The Assignee or Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor or Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against the Assignor or Transferor prior to this assignment.

5) The Assignee or Transferee certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.

6) The Assignee or Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998, 21 U.S.C § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.

7) The applicant certifies that it either (1) has an updated Form 602 on file with the Commission, (2) is filing an updated Form 602 simultaneously with this application, or (3) is not required to file Form 602 under the Commission's rules.

82) Typed or Printed Name of Party Authorized to Sign

First Name: Arthur	MI: M	Last Name: Siskind	Suffix:
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83) Title: Sr. Exec. VP & Grp. Gen. Couns.

Signature: Arthur M Siskind	84) Date: 04/30/03
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WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

Authorizations To Be Assigned or Transferred

85) Call Sign	86) Radio Service	87) Location Number	88) Path Number (Microwave only)	89) Frequency Number	90) Lower or Center Frequency (MHz)	91) Upper Frequency (MHz)	92) Constructed Yes / No	93) Assignment Indicator
WNEU909	AL						Yes	

FCC Form 603 Schedule A	Schedule for Assignments of Authorization and Transfers of Control in Auctioned Services	Approved by OMB 3060 - 0800 See instructions for public burden estimate
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Assignments of Authorization

1) Assignee Eligibility for Installment Payments (for assignments of authorization only)

Is the Assignee claiming the same category or a smaller category of eligibility for installment payments as the Assignor (as determined by the applicable rules governing the licenses issued to the Assignor)?

If 'Yes', is the Assignee applying for installment payments?

2) Gross Revenues and Total Assets Information (if required) (for assignments of authorization only)

Refer to applicable auction rules for method to determine required gross revenues and total assets information

Year 1 Gross Revenues (current)	Year 2 Gross Revenues	Year 3 Gross Revenues	Total Assets:
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3) Certification Statements

For Assignees Claiming Eligibility as an Entrepreneur Under the General Rule

Assignee certifies that they are eligible to obtain the licenses for which they apply.

For Assignees Claiming Eligibility as a Publicly Traded Corporation

Assignee certifies that they are eligible to obtain the licenses for which they apply and that they comply with the definition of a Publicly Traded Corporation, as set out in the applicable FCC rules.

For Assignees Claiming Eligibility Using a Control Group Structure

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

For Assignees Claiming Eligibility as a Very Small Business, Very Small Business Consortium, Small Business, or as a Small Business Consortium

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

For Assignees Claiming Eligibility as a Rural Telephone Company

Assignee certifies that they meet the definition of a Rural Telephone Company as set out in the applicable FCC rules, and must disclose all parties to agreement(s) to partition licenses won in this auction. See applicable FCC rules.

Transfers of Control

4) Licensee Eligibility (for transfers of control only)

As a result of transfer of control, must the licensee now claim a larger or higher category of eligibility than was originally

declared?	No
If "Yes", the new category of eligibility of the licensee is:	

Certification Statement for Transferees

Transferee certifies that the answers provided in Item 4 are true and correct.
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Attachment List

Attachment Type	Date	Description	Contents
Ownership	04/30/03	Exhibit A - Question 73	0178399396860850008134970.pdf
Other	05/01/03	Exhibit B - Question 77	0178400786860850008134970.pdf

EXHIBIT A

FCC Form 603: Response to Question 73

Section 310(b)(4) of the Communications Act of 1934, as amended, establishes certain limitations on indirect foreign ownership and voting of certain common carrier and broadcast licensees.¹ By definition, these limitations do not apply to non-common carrier space and earth station licenses or private wireless licenses held by Hughes Electronics Corporation and its subsidiaries. The Commission has also previously established that these statutory limitations do not apply to a licensee providing a subscription DBS service, such as DIRECTV.² For further information concerning pre- and post-merger corporate structure and ownership of Hughes Electronics Corporation and its subsidiaries, please see the narrative description in the Consolidated Application for Authority to Transfer Control.

¹ See 47 U.S.C. § 310(b)(4).

² See Memorandum Opinion and Order, *MCI Telecommunications Corp.*, FCC 99-110, 14 FCC Rcd. 11077, 11081-82, ¶¶ 11-14 (1999). The Commission has also clarified its rules on this point by eliminating a provision that might have been interpreted to apply foreign ownership restrictions to subscription DBS operators. See Report and Order, *Policies and Rules for the Direct Broadcast Satellite Service*, FCC 02-110, 17 FCC Rcd. 11331, 11348, ¶¶ 31-32 (2002).

EXHIBIT B

FCC Form 603: Response to Question 77

1. State Department Review

On December 26, 2002, the U.S. Department of State issued a formal charging letter to Hughes Electronics Corporation and Boeing Satellite Services, Inc. ("BSS"). The letter alleges violations of the Arms Export Control Act and relates primarily to the involvement of Hughes Space and Communications Company ("HSC") in reviews of two failed launches of commercial communications satellites on Chinese rockets in 1995 and 1996. HSC was subsequently acquired by The Boeing Company, but Hughes retained certain obligations with respect to the resolution of these matters. Effective March 4, 2003, the State Department, Hughes and BSS entered into a Consent Agreement to settle this matter. In addition to payments by Hughes and BSS for past expenditures, future enhancements and civil penalties, the Consent Agreement requires each of Hughes and BSS to appoint a third party to serve as a Special Compliance Officer. Except for ongoing compliance with the terms of the Consent Agreement, this fully and finally resolves all issues regarding this matter.

2. Cable Connections, Inc., et al. v. DIRECTV, Inc., et al.

In May 2001, plaintiffs filed a class action complaint in Oklahoma State Court alleging claims including breach of contract and fiduciary duty, fraud, promissory estoppel, antitrust and unfair competition. The four plaintiffs are independent DIRECTV retailers who claim to be bringing the complaint on behalf of all independent retailers, including former PRIMESTAR and USSB retailers. In August 2001, the case was stayed and the court ordered the individual plaintiffs to pursue their claims in arbitration. After seven months of inactivity, plaintiffs filed a motion for class certification of their claims in arbitration. DIRECTV opposed this late request filed in contravention of the court's stay order, but the court entered an order indicating that it would retain jurisdiction in order to determine whether the prerequisites for class treatment exist. DIRECTV appealed the order, and the State Supreme Court issued an order permitting DIRECTV to proceed with its appeal. Appeal is now pending.

3. Garcia v. DIRECTV, Inc.

In April 2001, Mr. Garcia, an independent retailer of DIRECTV equipment, instituted arbitration proceedings against DIRECTV, Inc. regarding chargeback and commission disputes. While that arbitration was pending, Mr. Garcia filed a class action complaint against DIRECTV, Inc. and Hughes Electronics Corporation in Los Angeles Superior Court asserting claims relating to the same chargeback and commission disputes and a Consumer Legal Remedies Act claim. DIRECTV, Inc. and Hughes Electronics

Exhibit B

Form 603: Response to Question 77

Page 2 of 2

Corporation moved to dismiss and compel arbitration, which motion was granted by Los Angeles County Superior Court. However, the court's order purported to retain jurisdiction to determine whether the prerequisites for class treatment of dealer claims within an arbitration are met. DIRECTV, Inc. and Hughes Electronics Corporation filed a notice of appeal of this order. The appellate court denied DIRECTV, Inc.'s appeal, thus permitting the trial court to set a schedule for class discovery and a class certification hearing. DIRECTV, Inc. and Hughes Electronics Corporation petitioned the California Supreme Court for review of the order, but the California Supreme Court denied DIRECTV, Inc.'s petition for review. DIRECTV, Inc. will be filing for a writ of certiorari with the United States Supreme Court to review the decision of the California courts. The Los Angeles Superior Court has stayed all proceeding in connection with the Garcia litigation pending a decision by the United States Supreme Court dealing with issues regarding the Federal Arbitration Act. This decision is expected to be issued in June 2003.

FCC FORM 603 APPLICATION

**Hughes Network Systems, Inc.
Industrial/Business Pool, Conventional**

FCC 603	FCC Wireless Telecommunications Bureau Application for Assignments of Authorization and Transfers of Control	Approved by OMB 3060 - 0800 See instructions for public burden estimate Previewed 05/01/2003 at 02:31PM File Number: 0001293921
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1) Application Purpose: Transfer of Control	
2a) If this request is for an Amendment or Withdrawal, enter the File Number of the pending application currently on file with the FCC.	File Number:
2b) File numbers of related pending applications currently on file with the FCC:	

Type of Transaction

3a) Is this a <i>pro forma</i> assignment of authorization or transfer of control? No
3b) If the answer to Item 3a is 'Yes', is this a notification of a <i>pro forma</i> transaction being filed under the Commission's forbearance procedures for telecommunications licenses?
4) For assignment of authorization only, is this a partition and/or disaggregation?
5a) Does this filing request a waiver of the Commission rules? If 'Yes', attach an exhibit providing the rule numbers and explaining circumstances. No
5b) If a feeable waiver request is attached, multiply the number of stations (call signs) times the number of rule sections and enter the result.
6) Are attachments being filed with this application? Yes
7a) Does the transaction that is the subject of this application also involve transfer or assignment of other wireless licenses held by the assignor/transferor or affiliates of the assignor/transferor (e.g., parents, subsidiaries, or commonly controlled entities) that are not included on this form and for which Commission approval is required? Yes
7b) Does the transaction that is the subject of this application also involve transfer or assignment of non-wireless licenses that are not included on this form and for which Commission approval is required? Yes

Transaction Information

8) How will assignment of authorization or transfer of control be accomplished? Sale or other assignment or transfer of stock If required by applicable rule, attach as an exhibit a statement on how control is to be assigned or transferred, along with copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc.
9) The assignment of authorization or transfer of control of license is: Voluntary

Licensee/Assignor Information

10) FCC Registration Number (FRN): 0005652110			
11) First Name (if individual):	MI:	Last Name:	Suffix:
12) Entity Name (if not an individual): Hughes Network Systems, Inc.			
13) Attention To:			
14) P.O. Box: 956	And / Or	15) Street Address: 200 North Sepulveda Blvd.	
16) City: El Segundo	17) State: CA	18) Zip Code: 90245	
19) Telephone Number: (310)364-6000		20) FAX Number: (310)456-1089	
21) E-Mail Address:			

22) Race, Ethnicity, Gender of Assignor/Licensee (Optional)

Race:	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:			

Transferor Information (for transfers of control only)

23) FCC Registration Number (FRN): 0002155695			
24) First Name (if individual):	MI:	Last Name:	Suffix:
25) Entity Name (if not an individual): Hughes Electronics Corporation			
26) P.O. Box: 956	And / Or	27) Street Address: 200 North Sepulveda Blvd.	
28) City: El Segundo	29) State: CA	30) Zip Code: 90245	
31) Telephone Number: (310)364-6000		32) FAX Number: (310)456-1089	
33) E-Mail Address:			

Name of Transferor Contact Representative (if other than Transferor) (for transfers of control only)

34) First Name: Gary	MI: M	Last Name: Epstein	Suffix:
35) Company Name: Latham & Watkins LLP			
36) P.O. Box:	And / Or	37) Street Address: 555 Eleventh Street, NW, Suite 1000	
38) City: Washington	39) State: DC	40) Zip Code: 20004-1304	
41) Telephone Number: (202)637-2200		42) FAX Number: (202)637-2201	
43) E-Mail Address:			

Assignee/Transferee Information

44) The Assignee is a(n): Corporation			
45) FCC Registration Number (FRN): 0007329568			
46) First Name (if individual):	MI:	Last Name:	Suffix:
47) Entity Name (if other than individual): The News Corporation Limited			
48) Name of Real Party in Interest:			49) TIN:
50) Attention To:			
51) P.O. Box:	And / Or	52) Street Address: 1211 Avenue of the Americas	
53) City: New York	54) State: NY	55) Zip Code: 10036-8799	
56) Telephone Number: (212)852-7204		57) FAX Number:	
58) E-Mail Address:			

Name of Assignee/Transferee Contact Representative (if other than Assignee/Transferee)

59) First Name: William	MI: M	Last Name: Wiltshire	Suffix:
60) Company Name: Harris, Wiltshire & Grannis LLP			
61) P.O. Box:	And / Or	62) Street Address: 1200 Eighteenth Street, NW, 12th Floor	
63) City: Washington	64) State: DC	65) Zip Code: 20036	
66) Telephone Number: (202)730-1300		67) FAX Number: (202)730-1301	
68) E-Mail Address:			

Alien Ownership Questions

69) Is the Assignee or Transferee a foreign government or the representative of any foreign government?	No
70) Is the Assignee or Transferee an alien or the representative of an alien?	No
71) Is the Assignee or Transferee a corporation organized under the laws of any foreign government?	Yes
72) Is the Assignee or Transferee a corporation 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
73) Is the Assignee or Transferee 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? If 'Yes', attach exhibit explaining nature and extent of alien or foreign ownership or control.	No

Basic Qualification Questions

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74) Has the Assignee or Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission? If 'Yes', attach exhibit explaining circumstances.	No
75) Has the Assignee or Transferee or any party to this application, or any party directly or indirectly controlling the Assignee or Transferee, or any party to this application ever been convicted of a felony by any state or federal court? If 'Yes', attach exhibit explaining circumstances.	No
76) Has any court finally adjudged the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee guilty of unlawfully monopolizing or attempting 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 exhibit explaining circumstances.	No
77) Is the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee currently a party in any pending matter referred to in the preceding two items? If 'Yes', attach exhibit explaining circumstances.	Yes

78) Race, Ethnicity, Gender of Assignee/Transferee (Optional)

Race:	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:			

Assignor/Transferor Certification Statements

1) The Assignor or Transferor certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for <i>pro forma</i> assignments and transfers by telecommunications carriers. See <i>Memorandum Opinion and Order</i> , 13 FCC Rcd. 6293(1998).			
2) The Assignor or Transferor certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.			
79) Typed or Printed Name of Party Authorized to Sign			
First Name: Larry	MI: D	Last Name: Hunter	Suffix:
80) Title: Corporate Senior Vice President			
Signature: Larry D Hunter		81) Date: 04/30/03	

Assignee/Transferee Certification Statements

1) The Assignee or Transferee certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for <i>pro forma</i> assignments and transfers by telecommunications carriers. See <i>Memorandum Opinion and Order</i> , 13 FCC Rcd. 6293 (1998).	
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3) The Assignee or Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership, attribution, or spectrum cap rule. *If the applicant has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.	
4) The Assignee or Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor or Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against the Assignor or Transferor prior to this assignment.	
5) The Assignee or Transferee certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.	
6) The Assignee or Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998, 21 U.S.C § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.	
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82) Typed or Printed Name of Party Authorized to Sign

First Name: Arthur	MI: M	Last Name: Siskind	Suffix:
83) Title: Sr. Exec. VP & Grp. Gen. Couns.			
Signature: Arthur M Siskind		84) Date: 04/30/03	

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85) Call Sign	86) Radio Service	87) Location Number	88) Path Number (Microwave only)	89) Frequency Number	90) Lower or Center Frequency (MHz)	91) Upper Frequency (MHz)	92) Constructed Yes / No	93) Assignment Indicator
WPVW320	AL						Yes	

FCC Form 603 Schedule A	Schedule for Assignments of Authorization and Transfers of Control in Auctioned Services	Approved by OMB 3060 - 0800 See instructions for public burden estimate
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Assignments of Authorization

1) Assignee Eligibility for Installment Payments (for assignments of authorization only)

Is the Assignee claiming the same category or a smaller category of eligibility for installment payments as the Assignor (as determined by the applicable rules governing the licenses issued to the Assignor)?

If 'Yes', is the Assignee applying for installment payments?

2) Gross Revenues and Total Assets Information (if required) (for assignments of authorization only)

Refer to applicable auction rules for method to determine required gross revenues and total assets information

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3) Certification Statements

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Transfers of Control

4) Licensee Eligibility (for transfers of control only)

As a result of transfer of control, must the licensee now claim a larger or higher category of eligibility than was originally

declared?	No
If "Yes", the new category of eligibility of the licensee is:	

Certification Statement for Transferees

Transferee certifies that the answers provided in Item 4 are true and correct.
--

Attachment List

Attachment Type	Date	Description	Contents
Ownership	04/30/03	Exhibit A - Question 73	0178399476549583856515144.pdf
Other	05/01/03	Exhibit B - Question 77	0178400906549583856515144.pdf

EXHIBIT A

FCC Form 603: Response to Question 73

Section 310(b)(4) of the Communications Act of 1934, as amended, establishes certain limitations on indirect foreign ownership and voting of certain common carrier and broadcast licensees.¹ By definition, these limitations do not apply to non-common carrier space and earth station licenses or private wireless licenses held by Hughes Electronics Corporation and its subsidiaries. The Commission has also previously established that these statutory limitations do not apply to a licensee providing a subscription DBS service, such as DIRECTV.² For further information concerning pre- and post-merger corporate structure and ownership of Hughes Electronics Corporation and its subsidiaries, please see the narrative description in the Consolidated Application for Authority to Transfer Control.

¹ See 47 U.S.C. § 310(b)(4).

² See Memorandum Opinion and Order, *MCI Telecommunications Corp.*, FCC 99-110, 14 FCC Rcd. 11077, 11081-82, ¶¶ 11-14 (1999). The Commission has also clarified its rules on this point by eliminating a provision that might have been interpreted to apply foreign ownership restrictions to subscription DBS operators. See Report and Order, *Policies and Rules for the Direct Broadcast Satellite Service*, FCC 02-110, 17 FCC Rcd. 11331, 11348, ¶¶ 31-32 (2002).

EXHIBIT B

FCC Form 603: Response to Question 77

1. State Department Review

On December 26, 2002, the U.S. Department of State issued a formal charging letter to Hughes Electronics Corporation and Boeing Satellite Services, Inc. ("BSS"). The letter alleges violations of the Arms Export Control Act and relates primarily to the involvement of Hughes Space and Communications Company ("HSC") in reviews of two failed launches of commercial communications satellites on Chinese rockets in 1995 and 1996. HSC was subsequently acquired by The Boeing Company, but Hughes retained certain obligations with respect to the resolution of these matters. Effective March 4, 2003, the State Department, Hughes and BSS entered into a Consent Agreement to settle this matter. In addition to payments by Hughes and BSS for past expenditures, future enhancements and civil penalties, the Consent Agreement requires each of Hughes and BSS to appoint a third party to serve as a Special Compliance Officer. Except for ongoing compliance with the terms of the Consent Agreement, this fully and finally resolves all issues regarding this matter.

2. Cable Connections, Inc., et al. v. DIRECTV, Inc., et al.

In May 2001, plaintiffs filed a class action complaint in Oklahoma State Court alleging claims including breach of contract and fiduciary duty, fraud, promissory estoppel, antitrust and unfair competition. The four plaintiffs are independent DIRECTV retailers who claim to be bringing the complaint on behalf of all independent retailers, including former PRIMESTAR and USSB retailers. In August 2001, the case was stayed and the court ordered the individual plaintiffs to pursue their claims in arbitration. After seven months of inactivity, plaintiffs filed a motion for class certification of their claims in arbitration. DIRECTV opposed this late request filed in contravention of the court's stay order, but the court entered an order indicating that it would retain jurisdiction in order to determine whether the prerequisites for class treatment exist. DIRECTV appealed the order, and the State Supreme Court issued an order permitting DIRECTV to proceed with its appeal. Appeal is now pending.

3. Garcia v. DIRECTV, Inc.

In April 2001, Mr. Garcia, an independent retailer of DIRECTV equipment, instituted arbitration proceedings against DIRECTV, Inc. regarding chargeback and commission disputes. While that arbitration was pending, Mr. Garcia filed a class action complaint against DIRECTV, Inc. and Hughes Electronics Corporation in Los Angeles Superior Court asserting claims relating to the same chargeback and commission disputes and a Consumer Legal Remedies Act claim. DIRECTV, Inc. and Hughes Electronics

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Corporation moved to dismiss and compel arbitration, which motion was granted by Los Angeles County Superior Court. However, the court's order purported to retain jurisdiction to determine whether the prerequisites for class treatment of dealer claims within an arbitration are met. DIRECTV, Inc. and Hughes Electronics Corporation filed a notice of appeal of this order. The appellate court denied DIRECTV, Inc.'s appeal, thus permitting the trial court to set a schedule for class discovery and a class certification hearing. DIRECTV, Inc. and Hughes Electronics Corporation petitioned the California Supreme Court for review of the order, but the California Supreme Court denied DIRECTV, Inc.'s petition for review. DIRECTV, Inc. will be filing for a writ of certiorari with the United States Supreme Court to review the decision of the California courts. The Los Angeles Superior Court has stayed all proceeding in connection with the Garcia litigation pending a decision by the United States Supreme Court dealing with issues regarding the Federal Arbitration Act. This decision is expected to be issued in June 2003.