

**Connect America Phase II New York  
Long-Form Application—Main Form**

Estimated Time Per Response: 4 hours

February 2018

Read instructions thoroughly before completing this form. Failure to comply may cause delayed or denied funding.

1 Date Submitted: June 4, 2018			
<b>Applicant Information</b>			
2 Applicant Legal Classification			
<input type="radio"/> Consortium <input type="radio"/> Corporation <input type="radio"/> General Partnership <input type="radio"/> Government Entity <input type="radio"/> Individual <input checked="" type="radio"/> Limited Liability Company		<input type="radio"/> Limited Liability Partnership <input type="radio"/> Limited Partnership <input type="radio"/> Trust <input type="radio"/> Unincorporated Association <input type="radio"/> Other: _____	
3 Entity Name Hughes Network Systems, LLC			
4 FCC Registration Number (FRN) 0017434911			
5 Jurisdiction of Formation Delaware			
6 Address Line 1 11717 Exploration Lane			
7 Address Line 2			
8 City Germantown	9 State Maryland	10 Zip Code 20876	
11 Phone 301 428 5500 Ext.	12 Email jennifer.manner@echostar.com		
<b>Contact Information</b>			
13 Name Jennifer A. Manner			
14 Organization Hughes Network Systems, LLC			
15 Address Line 1 11717 Exploration Lane			
16 Address Line 2			
17 City Germantown	18 State Maryland	19 Zip Code 20876	
20 Phone 301 428 5893 Ext.	21 Email jennifer.manner@echostar.com		
<b>Ownership Information</b>			
For each Disclosable Interest Holder, complete and attach a Schedule A. If there are any Disclosable Interest Holders with indirect ownership of the applicant, attach a separate exhibit showing the relationship between those Disclosable Interest Holders and the applicant. If there is insufficient space to provide complete lists of Disclosable Interest Holders and FCC-Regulated Businesses below, provide those lists in attachments to this form. See 47 C.F.R. § 1.2112(a).			
22 Disclosable Interest Holders			
<i>Name</i>	<i>Type of Entity</i>	<i>FRN</i>	<i>Percent Interest Held</i>
EchoStar Corporation	Corporation	0016975344	100.0%
Charles W. Ergen	Individual	0006790059	100.0%
Cantey M. Ergen	Individual	0015016629	100.0%
William R. Gouger	Individual	0024295289	10.2%
Hughes Communications, Inc.	Corporation	0009559881	100.0%
Hughes Satellite Systems Corporation	Corporation	N/A	100.0%
Putnam Investments Management LLC	Limited Liability Company	0024296550	12.5%
Putnam Investments LLC	Limited Liability Company	0024296519	12.5%

23 FCC-Regulated Businesses (Held by Applicant)			
Name	Principal Business	FRN	Percent Interest Held
HNS License Sub, LLC	Satellite Communications	0012369286	100.0%

**Required Attachments**

24 ETC Designation  
 Is the applicant designated as an eligible telecommunications carrier (ETC)?

- Yes, the applicant has already been designated as an ETC in the areas where it is seeking Connect America Phase II support. The relevant designation order is attached to this application.
- No, the applicant has not been designated as an ETC in the areas where it is seeking Connect America support. The applicant is in the process of applying for ETC designation in the relevant areas and will submit the designation order and accompanying certification to the Commission upon being designated as an ETC.

24 Construction Funding Documentation  
 In an exhibit attached to this form, describe how the required construction will be funded, including financial projections that demonstrate the applicant’s ability to cover the necessary debt service payments over the life of the loan, if any.

25 Network Design Documentation  
 In an exhibit attached to this form, describe how the technology and system design the applicant intends to use will deliver voice and broadband service, including a network diagram which must be certified by a professional engineer. The professional engineer must certify that the network is capable of delivering, to at least 95 percent of the required number of locations in each relevant state, voice and broadband service that meets the requisite performance requirements. See 47 C.F.R. § 54.309. There must be sufficient capacity to meet customer demand at or above the prescribed levels during peak usage periods. Entities proposing to use wireless technologies also must provide a description of their spectrum access in the areas for which they seek support and demonstrate that they have the required licenses to use that spectrum, if applicable.

**Audited Financial Statements**

26 Is the applicant providing three years of audited financial statements to New York for participation in the New NY Broadband program? Applicants that are not providing three years of audited financial statements to New York must, in addition to submitting other information to New York, submit financial statements from the prior fiscal year that are audited by a certified public accountant before they will be authorized to receive Connect America Phase II support no later than 180 days after the public notice identifying them as winning bidders.

- Yes
- No

**Certifications**

By signing below, the authorized officer certifies the following statements on behalf of the applicant.

The applicant certifies that it is financially and technically qualified to meet the public interest obligations in each area for which it seeks support.


The applicant certifies that it will meet the relevant public interest obligations, including the requirement that it will offer service at rates that are equal to or lower than the Commission's reasonable comparability benchmarks for fixed wireline services offered in urban areas.

The applicant certifies that it will have available funds for all project costs that exceed the amount of Connect America support authorized by the Commission to be received for the first two years of its support term and that the applicant will comply with all program requirements.

The applicant certifies that it and any party to the application are not subject to a denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.

The applicant certifies that the party submitting these certifications is authorized to do so on behalf of the applicant.

**I, the individual identified as the applicant's certifying representative below, declare under penalty of perjury that, based on all the information available to the applicant, all the information provided in or with this application, including the certification statements above, are true and correct.**

27 Signature		28 Date	6/4/18
29 Printed Name of Authorized Officer	Jennifer A. Manner		
30 Title/Position of Authorized Officer	Senior Vice President, Regulatory Affairs		
31 Phone	301 428 5893	Ext.	
32 Email	jennifer.manner@echostar.com		
33 Employer	Hughes Network Systems, LLC		

Persons willfully making false statements on this form can be punished by fine or forfeiture under the Communications Act, 47 U.S.C. Secs. 502, 503(b), or fine or imprisonment under Title 18 of the United States Code, 18 U.S.C. Sec. 1001.

**FCC NOTICE FOR INDIVIDUALS REQUIRED BY THE PRIVACY ACT AND THE PAPERWORK REDUCTION ACT**

Part 3 of the Commission's Rules authorize the FCC to request the information on this form. The purpose of the information is to determine whether applicants can meet the terms and conditions of Connect America Phase II support. The information will be used by the Universal Service Administrative Company and/or the staff of the Federal Communications Commission, to evaluate this form, to provide information for enforcement and rulemaking proceedings and to maintain a current inventory of applicants. No authorization can be granted unless all information requested is provided. Failure to provide all requested information will delay the processing of the application or result in the application being returned without action. Information requested by this form will be available for public inspection. Your response is required to obtain the requested authorization.

The public reporting for this collection of information is estimated to average 4 hours per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the required data, and completing and reviewing the collection of information. If you have any comments on this burden estimate, or how we can improve the collection and reduce the burden it causes you, please write to the Federal Communications Commission, AMD-PERM, Paperwork Reduction Act Project (3060-1241), Washington, DC 20554. We will also accept your comments regarding the Paperwork Reduction Act aspects of this collection via the Internet if you send them to pra@fcc.gov. PLEASE DO NOT SEND YOUR RESPONSE TO THIS ADDRESS.

Remember - You are not required to respond to a collection of information sponsored by the Federal government, and the government may not conduct or sponsor this collection, unless it displays a currently valid OMB control number or if we fail to provide you with this notice. This collection has been assigned an OMB control number of 3060-1241.

THE FOREGOING NOTICE IS REQUIRED BY THE PRIVACY ACT OF 1974, PUBLIC LAW 93-579, DECEMBER 31, 1974, 5 U.S.C. 552a(e)(3) AND THE PAPERWORK REDUCTION ACT OF 1995, PUBLIC LAW 104-13, OCTOBER 1, 1995, 44 U.S.C. SECTION 3507.

FCC Form 5625 Schedule A

**Connect America Phase II New York**

**Long-Form Application—Disclosable Interest Holder Information**

**Basic Information**

Provide the information on this Schedule A for one Disclosable Interest Holder of the applicant. Separate Disclosable Interest Holders require separate copies of Schedule A. Disclosable Interest Holders that do not have an FCC Registration Number (FRN) are not required to provide an FRN below.

1 Entity or Individual Name **EchoStar Corporation**

2 Disclosable Interest Holder Legal Classification

Consortium
  Limited Liability Partnership  
 Corporation
  Limited Partnership  
 General Partnership
  Trust  
 Government Entity
  Unincorporated Association  
 Individual
  Other: \_\_\_\_\_  
 Limited Liability Company

3 FCC Registration Number (FRN) **0016975344**

4 Jurisdiction of Formation/Country of Citizenship **Nevada**

5 Address Line 1 **100 Inverness Terrace East**

6 Address Line 2

7 City **Englewood**      8 State **CO**      9 Zip Code **80112**

**Type of Interest in Applicant**

10 Check all that apply.

Direct Ownership Interest in Applicant
  Key Management Personnel  
 Indirect Ownership Interest in Applicant
  Management Contract  
 Officer
  Other: \_\_\_\_\_  
 Director

**Type of Ownership Interest in Applicant**

11 If the disclosable interest holder has an ownership interest in the applicant, check all that apply below.

Common Stock (specify)
  Option to Acquire Equity  
      Voting
  Proprietorship  
      Non-Voting
  Preferred Stock (specify both voting and convertible types)  
 General Partnership Shares (specify)
  Voting  
      Managing
  Non-Voting  
      Non-Managing
  Convertible  
 Limited Partnership Shares (specify)
  Non-Convertible  
      Insulated
  Warrant  
      Non-Insulated
  Other: \_\_\_\_\_  
 Membership Shares

**FCC-Regulated Businesses**

If there is insufficient space to provide a complete list of the Disclosable Interest Holder's FCC-Regulated Businesses below, provide a complete list in an attachment.

12 FCC-Regulated Businesses (Held by *Disclosable Interest Holder*)

Name	Principal Business	FRN	Percent Interest Held
EchoStar 77 Corporation	Satellite Communications	0020617486	100.0%
EchoStar Satellite Operating Corporation	Satellite Communications	0020617478	100.0%
HNS License Sub, LLC	Satellite Communications	0012369286	100.0%
Hughes Network Systems, LLC	Satellite Communications	0006790059	100.0%



## Attachment 1 – Charles W. Ergen Schedule A Continued

<i>Name</i>	<i>Principal Business</i>	<i>FRN</i>	<i>Percentage Interest Held</i>
Aevergreen LLC	Aircraft	0013730684	48.0%
Alta Wireless LLC	LMDS Licensee	0001621705	45.6%
American H Block Wireless LLC	H Block Licensee	0023125057	48.0%
DBSD Services Limited	AWS-4 Licensee	0023684533	48.0%
DISH DBS Corporation	Satellite Operations	0015818982	48.0%
DISH Network Corporation	Satellite Operations	0005083498	48.0%
DISH Network LLC	Satellite Operations	0022136170	48.0%
DISH Operating LLC	Satellite Operations	0010500338	48.0%
DISH Technologies LLC	Consumer Technology	0008694093	48.0%
EchoStar 77 Corporation	Satellite Communications	0020617486	41.3%
EchoStar Broadband LLC	Telecommunications	0015028640	48.0%
EchoStar Broadcasting Holding Corporation	Satellite Communications	0026224774	48.0%
EchoStar Corporation	Satellite Operations	0016975344	41.3%
EchoStar Satellite Operating Corporation	Satellite Communications	0020617478	41.3%
Gamma Acquisition LLC	AWS-4 Licensee	0021004817	48.0%
HNS License Sub, LLC	Satellite Communications	0012369286	41.3%
Hughes Network Systems, LLC	Satellite Communications	0017434911	100.0%
Manifest Wireless LLC	700 MHz Band Licensee	0017173121	48.0%
Northstar Wireless, LLC	AWS-3 Licensee	0023917453	100.0%
ParkerB Wireless LLC	600 MHz-Band Licensee	0025268459	100.0%
Sling Media, LLC	Consumer Technology	0013305180	48.0%
SNR Wireless License Co, LLC	AWS-3 Licensee	0023907074	100.0%
South.com, LLC	MVDDS Licensee	0009848524	48.0%



Attachment 1 – Cantey M. Ergen Schedule A Continued

<i>Name</i>	<i>Principal Business</i>	<i>FRN</i>	<i>Percentage Interest Held</i>
Aevergreen LLC	Aircraft	0013730684	47.9%
Alta Wireless LLC	LMDS Licensee	0001621705	45.51%
American H Block Wireless LLC	H Block Licensee	0023125057	47.9%
DBSD Services Limited	AWS-4 Licensee	0023684533	47.9%
DISH DBS Corporation	Satellite Operations	0015818982	47.9%
DISH Network Corporation	Satellite Operations	0005083498	47.9%
DISH Network LLC	Satellite Operations	0022136170	47.9%
DISH Operating LLC	Satellite Operations	0010500338	47.9%
DISH Technologies LLC	Consumer Technology	0008694093	47.9%
EchoStar 77 Corporation	Satellite Communications	0020617486	40.3%
EchoStar Broadband LLC	Telecommunications	0015028640	47.9%
EchoStar Broadcasting Holding Corporation	Satellite Communications	0026224774	47.9%
EchoStar Corporation	Satellite Operations	0016975344	40.3%
EchoStar Satellite Operating Corporation	Satellite Communications	0020617478	47.9%
Gamma Acquisition LLC	AWS-4 Licensee	0021004817	47.9%
HNS License Sub, LLC	Satellite Communications	0012369286	40.3%
Hughes Network Systems, LLC	Satellite Communications	0017434911	100.0%
Manifest Wireless LLC	700 MHz Band Licensee	0017173121	47.9%
Northstar Wireless, LLC	AWS-3 Licensee	0023917453	100.0%
ParkerB Wireless LLC	600 MHz-Band Licensee	0025268459	100.0%
Sling Media, LLC	Consumer Technology	0013305180	47.9%
SNR Wireless License Co, LLC	AWS-3 Licensee	0023907074	100.0%
South.com, LLC	MVDDS Licensee	0009848524	47.9%





## Attachment 1 – William R. Gouger Schedule A Continued

<i>Name</i>	<i>Principal Business</i>	<i>FRN</i>	<i>Percentage Interest Held</i>
Aevergreen LLC	Aircraft	0013730684	12.9%
Alta Wireless LLC	LMDS Licensee	0001621705	12.26%
American H Block Wireless LLC	H Block Licensee	0023125057	12.9%
DBSD Services Limited	AWS-4 Licensee	0023684533	12.9%
DISH DBS Corporation	Satellite Operations	0015818982	12.9%
DISH Network Corporation	Satellite Operations	0005083498	12.9%
DISH Network LLC	Satellite Operations	0022136170	12.9%
DISH Operating LLC	Satellite Operations	0010500338	12.9%
DISH Technologies LLC	Consumer Technology	0008694093	12.9%
EchoStar 77 Corporation	Satellite Communications	0020617486	10.2%
EchoStar Broadband LLC	Telecommunications	0015028640	12.9%
EchoStar Broadcasting Holding Corporation	Satellite Communications	0026224774	12.9%
EchoStar Corporation	Satellite Operations	0016975344	10.2%
EchoStar Satellite Operating Corporation	Satellite Communications	0020617478	12.9%
Gamma Acquisition LLC	AWS-4 Licensee	0021004817	12.9%
HNS License Sub, LLC	Satellite Communications	0012369286	10.2%
Hughes Network Systems, LLC	Satellite Communications	0017434911	10.2%
Manifest Wireless LLC	700 MHz Band Licensee	0017173121	12.9%
Northstar Wireless, LLC	AWS-3 Licensee	0023917453	10.97%
ParkerB Wireless LLC	600 MHz-Band Licensee	0025268459	12.9%
Sling Media, LLC	Consumer Technology	0013305180	12.9%
SNR Wireless License Co, LLC	AWS-3 Licensee	0023907074	10.97%
South.com, LLC	MVDDS Licensee	0009848524	12.9%





FCC Form 5625 Schedule A

**Connect America Phase II New York**

**Long-Form Application—Disclosable Interest Holder Information**

**Basic Information**

Provide the information on this Schedule A for one Disclosable Interest Holder of the applicant. Separate Disclosable Interest Holders require separate copies of Schedule A. Disclosable Interest Holders that do not have an FCC Registration Number (FRN) are not required to provide an FRN below.

1 Entity or Individual Name    Putnam Investment Management, LLC		
2 Disclosable Interest Holder Legal Classification		
<input type="radio"/> Consortium <input type="radio"/> Corporation <input type="radio"/> General Partnership <input type="radio"/> Government Entity <input type="radio"/> Individual <input checked="" type="radio"/> Limited Liability Company	<input type="radio"/> Limited Liability Partnership <input type="radio"/> Limited Partnership <input type="radio"/> Trust <input type="radio"/> Unincorporated Association <input type="radio"/> Other: _____	
3 FCC Registration Number (FRN)    0024296550		
4 Jurisdiction of Formation/Country of Citizenship    Delaware		
5 Address Line 1    One Post Office Square		
6 Address Line 2		
7 City    Brooklyn	8 State    MA	9 Zip Code    02109

**Type of Interest in Applicant**

10 Check all that apply.

<input type="checkbox"/> Direct Ownership Interest in Applicant	<input type="checkbox"/> Key Management Personnel
<input checked="" type="checkbox"/> Indirect Ownership Interest in Applicant	<input type="checkbox"/> Management Contract
<input type="checkbox"/> Officer	<input type="checkbox"/> Other: _____
<input type="checkbox"/> Director	

**Type of Ownership Interest in Applicant**

11 If the disclosable interest holder has an ownership interest in the applicant, check all that apply below.

<input checked="" type="checkbox"/> Common Stock (specify) <input checked="" type="checkbox"/> Voting <input type="checkbox"/> Non-Voting <input type="checkbox"/> General Partnership Shares (specify) <input type="checkbox"/> Managing <input type="checkbox"/> Non-Managing <input type="checkbox"/> Limited Partnership Shares (specify) <input type="checkbox"/> Insulated <input type="checkbox"/> Non-Insulated <input type="checkbox"/> Membership Shares	<input type="checkbox"/> Option to Acquire Equity <input type="checkbox"/> Proprietorship <input type="checkbox"/> Preferred Stock (specify both voting and convertible types) <input type="checkbox"/> Voting <input type="checkbox"/> Non-Voting <input type="checkbox"/> Convertible <input type="checkbox"/> Non-Convertible <input type="checkbox"/> Warrant <input type="checkbox"/> Other: _____
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**FCC-Regulated Businesses**

If there is insufficient space to provide a complete list of the Disclosable Interest Holder's FCC-Regulated Businesses below, provide a complete list in an attachment.

12 FCC-Regulated Businesses (Held by *Disclosable Interest Holder*)

Name	Principal Business	FRN	Percent Interest Held
EchoStar 77 Corporation	Satellite Communications	0020617486	12.5%
EchoStar Corporation	Satellite Operations	0016975344	12.5%
EchoStar Satellite Operating Corporation	Satellite Communications	0020617478	12.5%
HNS License Sub, LLC	Satellite Communications	0012369286	12.5%
Hughes Network Systems, LLC	Satellite Communications	0017434911	12.5%

FCC Form 5625 Schedule A

**Connect America Phase II New York**

**Long-Form Application—Disclosable Interest Holder Information**

**Basic Information**

Provide the information on this Schedule A for one Disclosable Interest Holder of the applicant. Separate Disclosable Interest Holders require separate copies of Schedule A. Disclosable Interest Holders that do not have an FCC Registration Number (FRN) are not required to provide an FRN below.

1 Entity or Individual Name Putnam Investments LLC

2 Disclosable Interest Holder Legal Classification

Consortium
  Limited Liability Partnership  
 Corporation
  Limited Partnership  
 General Partnership
  Trust  
 Government Entity
  Unincorporated Association  
 Individual
  Other: \_\_\_\_\_  
 Limited Liability Company

3 FCC Registration Number (FRN) 0024296519

4 Jurisdiction of Formation/Country of Citizenship Canada

5 Address Line 1 One Post Office Square

6 Address Line 2

7 City Brooklyn 8 State MA 9 Zip Code 02109

**Type of Interest in Applicant**

10 Check all that apply.

Direct Ownership Interest in Applicant
  Key Management Personnel  
 Indirect Ownership Interest in Applicant
  Management Contract  
 Officer
  Other: \_\_\_\_\_  
 Director

**Type of Ownership Interest in Applicant**

11 If the disclosable interest holder has an ownership interest in the applicant, check all that apply below.

Common Stock (specify)
  Option to Acquire Equity  
      Voting
  Proprietorship  
      Non-Voting
  Preferred Stock (specify both voting and convertible types)  
 General Partnership Shares (specify)
  Voting  
      Managing
  Non-Voting  
      Non-Managing
  Convertible  
 Limited Partnership Shares (specify)
  Non-Convertible  
      Insulated
  Warrant  
      Non-Insulated
  Other: \_\_\_\_\_  
 Membership Shares

**FCC-Regulated Businesses**

If there is insufficient space to provide a complete list of the Disclosable Interest Holder's FCC-Regulated Businesses below, provide a complete list in an attachment.

12 FCC-Regulated Businesses (Held by *Disclosable Interest Holder*)

Name	Principal Business	FRN	Percent Interest Held
EchoStar 77 Corporation	Satellite Communications	0020617486	12.5%
EchoStar Corporation	Satellite Operations	0016975344	12.5%
EchoStar Satellite Operating Corporation	Satellite Communications	0020617478	12.5%
HNS License Sub, LLC	Satellite Communications	0012369286	12.5%
Hughes Network Systems, LLC	Satellite Communications	0017434911	12.5%

## INDIRECT OWNERSHIP

Hughes Network Systems, LLC (“HNS” or the “Applicant”), a Delaware limited liability company, is a wholly owned subsidiary of Hughes Communications, Inc. (“HCI”), a Delaware corporation. HCI, in turn, is a wholly owned subsidiary of Hughes Satellite Systems Corporation (“HSSC”), a Colorado corporation. HSSC is a wholly owned subsidiary of EchoStar Corporation (“EchoStar”), a publicly traded Nevada corporation. The stockholders owning of record and/or voting 10 percent or more of the voting stock of EchoStar as of approximately March 2, 2018, unless otherwise indicated below, are set forth below.<sup>1</sup>

Mr. Charles Ergen beneficially owns Class A and Class B Common Stock of EchoStar, together representing approximately a 41.3% equity interest, and approximately a 72.4% voting interest, in EchoStar and indirectly in the Applicant. Mrs. Cantey Ergen, Mr. Ergen’s spouse, beneficially owns Class A and Class B Common Stock of EchoStar, together representing approximately a 40.3% equity interest, and approximately a 72.4% voting interest, in EchoStar and indirectly in the Applicant. EchoStar has four authorized classes of its Common Stock: Class A, Class B, Class C, and Class D. The Class A, Class B, and Class C Common Stock are equivalent except for voting rights. Holders of Class A and Class C Common Stock are entitled to one vote per share; holders of Class B Common Stock are entitled to 10 votes per share and any holder of Class D Common Stock is not entitled to a vote on any matter. Upon a change in control of EchoStar, each holder of outstanding shares of Class C Common Stock is entitled to 10 votes for each share of Class C Common Stock held. Each share of Class B and Class C Common Stock is convertible, at the option of the holder, into one share of Class A Common Stock. Class D Common Stock are not convertible into any other class of Common Stock. Mr. Ergen and certain trusts established by him for the benefit of his family own all outstanding Class B Common Stock. There are no shares of Class C Common Stock or Class D Common Stock outstanding.<sup>2</sup>

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<sup>1</sup> Ownership interests reported in the accompanying FCC Form 183 reflect actual equity ownership interests in the various FCC regulated businesses identified herein, except that with respect to Northstar Wireless, LLC and SNR Wireless LicenseCo, LLC (in each of which DISH Network Corporation holds an indirect, non-controlling 85% equity interest), ParkerB Wireless (in which Mr. Charles Ergen and Mrs. Cantey Ergen together hold an approximate 41.2% indirect equity interest and 72.4% indirect voting interest through their interests in DISH Network Corporation), and HNS (in which Mr. Charles Ergen holds an approximate 41.3% indirect equity interest and 72.4% indirect voting interest and Mrs. Cantey Ergen holds an approximate 40.3% indirect equity interest and 72.4% indirect voting interest), the equity interests are reported pursuant to the guidance provided for applicants to report indirect ownership interests, set forth in Section 1.2112(a)(6) of the FCC’s rules (which instructs applicants to report certain indirect interests exceeding 50% as 100% interests).

<sup>2</sup> Equity interest calculations assume the conversion of all Class B Common Stock outstanding as of March 2, 2018 to Class A Common Stock and the exercise of options held by the relevant

Mr. Ergen beneficially owns all of the shares of Class A Common Stock owned by his spouse and one of his children. As of close of business on March 2, 2018, Mr. Ergen's beneficial ownership includes: (i) 700,678 Class A Common Stock beneficially owned directly by Mr. Ergen; (ii) 3,705 Class A Common Stock beneficially owned indirectly by Mr. Ergen in the DISH Network Corporation 401(k) Employee Savings Plan (the "DISH 401(k) Plan"); (iii) 1,600,000 Class A Common Stock subject to employee stock options that are either currently exercisable as of, or may become exercisable within 60 days after, the Record Date; (iv) 22,309,288 Class A Common Stock issuable upon conversion of the Class B Common Stock beneficially owned directly by Mr. Ergen; (v) 47 Class A Common Stock beneficially owned by Mrs. Ergen; (vi) 201 Class A Common Stock beneficially owned indirectly by Mrs. Ergen in the DISH 401(k) Plan; (vii) 6,122 Class A Common Stock beneficially owned by one of Mr. Ergen's children; (viii) 5,400 Class A Common Stock beneficially owned by a charitable foundation for which Mr. Ergen is an officer and for which he shares investment control and voting power with Mrs. Ergen; (ix) 7,600,000 Class A Common Stock issuable upon conversion of Class B Common Stock beneficially owned by Mrs. Ergen solely by virtue of her position as trustee of the Ergen Three-Year 2017 SATS grantor retained annuity trust ("GRAT") dated May 30, 2017 (the "2017 May GRAT"); (x) 8,000,000 Class A Common Stock issuable upon conversion of Class B Common Stock beneficially owned by Mrs. Ergen solely by virtue of her position as trustee of the Ergen Two-Year 2017 SATS GRAT dated November 30, 2017 (the "2017 November GRAT"); and (xi) 824 Class A Common Stock held by a trust for which Mrs. Ergen has durable power of attorney on behalf of the beneficiary of the trust. Mr. Ergen's interests in EchoStar are attributable to his spouse under the FCC's rules.

Mrs. Ergen beneficially owns all of the shares of Class A Common Stock owned by her spouse, except for the right to acquire 1,600,000 Class A Common Stock subject to employee stock options that are either currently exercisable as of, or may become exercisable within 60 days after, March 2, 2018, and all of the shares of Class A Common Stock owned by one of her children. As of close of business on March 2, 2018, Mrs. Ergen's beneficial ownership includes: (i) 47 shares of Class A Common Stock beneficially owned directly by Mrs. Ergen; (ii) 201 shares of Class A Common Stock beneficially owned indirectly by Mrs. Ergen in the DISH 401(k) Plan; (iii) 7,600,000 Class A Common Stock issuable upon conversion of Class B Common Stock beneficially owned by Mrs. Ergen solely by virtue of her position as trustee of the 2017 May GRAT; (iv) 8,000,000 Class A Common Stock issuable upon conversion of Class B Common Stock beneficially owned by Mrs. Ergen solely by virtue of her position as trustee of the 2017 November GRAT; (v) 824 Class A Common Stock held by a trust for which Mrs. Ergen has durable power of attorney on behalf of the beneficiary of the trust; (vi) 700,678 Class A Common Stock beneficially owned directly by her spouse, Mr. Ergen; (vii) 3,705 Class A Common Stock beneficially owned indirectly by Mr. Ergen in the DISH 401(k) Plan; (viii) 6,122 Class A Common Stock beneficially owned by one of Mrs. Ergen's children;

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person that are either currently exercisable or may become exercisable within 60 days of March 2, 2018. Voting interest calculations assume no conversion of Class B Common Stock and the exercise of options held by the relevant person that are either currently exercisable or may become exercisable within 60 days of March 2, 2018.



(ix) 5,400 shares of Class A Common Stock beneficially owned by a charitable foundation for which Mrs. Ergen is an officer and for which Mrs. Ergen shares investment control and voting power with Mr. Ergen; and (x) 22,309,288 Class A Common Stock issuable upon conversion of the Class B Common Stock beneficially owned directly by Mr. Ergen. Mrs. Ergen's interests in EchoStar are attributable to her spouse under the FCC's rules.

As of close of business on March 2, 2018, William R. Gouger beneficially owns shares of Class A Common Stock of EchoStar representing approximately a 10.2% equity interest and 18.6% voting interest in EchoStar and indirectly the Applicant. Mr. Gouger is the trustee for certain trusts established by Mr. Ergen for the benefit of his family and his beneficial ownership includes: (i) 28 Class A Common Stock owned directly by Mr. Gouger; (ii) 1,450 Class A Common Stock beneficially owned indirectly by Mr. Gouger in the DISH 401(k) Plan; (iii) 824 Class A Common Stock held by a trust beneficially owned by Mr. Gouger solely by virtue of his position as trustee; (iv) 1,640 Class A Common Stock beneficially owned by Mr. Gouger solely by virtue of his position as the sole member of the investment committee (with sole voting and dispositive power) of Centennial Fiduciary Management LLC, which serves as trustee of certain trusts established by Mr. Ergen for the benefit of his family; (v) 4,969,546 Class A Common Stock issuable upon conversion of Class B Common Stock beneficially owned by Mr. Gouger solely by virtue of his position as trustee (with sole voting and dispositive power) of the Ergen Three-Year 2015 SATS GRAT dated November 30, 2015 (the "2015 GRAT"); and (vi) 4,808,205 Class A Common Stock issuable upon conversion of Class B Common Stock held by certain other trusts established by Mr. Ergen for the benefit of his family, which are beneficially owned by Mr. Gouger solely by virtue of his position as the sole member of the investment committee (with sole voting and dispositive power) of Centennial Fiduciary Management LLC, which serves as trustee of such trusts, including: (A) 3,560,833 Class A Common Stock issuable upon conversion of Class B Common Stock beneficially owned by Mr. Gouger solely by virtue of his position as the sole member of the investment committee of Centennial Fiduciary Management LLC, which serves as trustee of the Ergen 2010 Family Wyoming Trust; and (B) 1,247,372 Class A Common Stock issuable upon conversion of Class B Common Stock beneficially owned by Mr. Gouger solely by virtue of his position as the sole member of the investment committee of Centennial Fiduciary Management LLC, which serves as trustee of certain other trusts established by Mr. Ergen for the benefit of his family. Mr. William R. Gouger is manager of SC Management, LLC, whose principal business is management services, including estate planning. In his capacity as trustee and/or sole member of the investment committee of the trustee for all of the aforementioned trusts, subject to certain restrictions, Mr. Gouger, is deemed to beneficially own, and has the ability to exercise voting power over, shares held by such trusts.

According to the Form 13G/A filed with the SEC on February 14, 2017,<sup>3</sup> Putnam Investments, LLC ("Putnam") owns shares of Class A Common Stock of EchoStar representing approximately a 12.5% equity interest and 2.3% voting interest in EchoStar and indirectly the

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<sup>3</sup> See EchoStar Corp., Amendment No. 10 to Statement of Acquisition of Beneficial Ownership by Individuals (Schedule 13G/A) (filed Feb. 7, 2018).

Applicant through one of Putnam's subsidiaries: Putnam Investment Management, LLC ("PIM"), which holds approximately an 12.5% equity interest and 2.3% voting interest in EchoStar, including shares held through the Putnam Capital Spectrum Fund (which holds approximately a 9.1% equity interest and 1.7% voting interest in EchoStar) and Putnam Equity Spectrum Fund (which holds approximately a 3.4% equity interest and 0.6% voting interest in EchoStar).

There are no other direct or indirect holders of a ten percent or greater interest in EchoStar or the Applicant.<sup>4</sup> In particular, neither the 2017 May GRAT, the 2017 November GRAT, nor the 2015 GRAT holds a controlling interest or a ten percent or greater interest in the Applicant. Further, other than as stated above, none of the trustees of these trusts holds a controlling interest or a ten percent or greater interest in the Applicant by virtue of that trustee's position, and no beneficiary of any of these trusts holds a controlling interest or a ten percent or greater interest in the Applicant by virtue of his/her beneficial interest.

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<sup>4</sup> Based on SEC Schedule 13D and/or 13G filings.