

November 12, 2010

Ms. Patricia Van Gerpen, Executive Director
South Dakota Public Utility Commission
500 E. Capitol Ave., 1st Floor
Pierre, SD 57501-5070

RECEIVED

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**SOUTH DAKOTA PUBLIC
UTILITIES COMMISSION**

**In Re: Notification of Acquisition of Interest of Liberty-Bell, LLC by DISH
Media Holdings Corporation**

Dear Executive Secretary Van Gerpen:

Liberty-Bell Telecom, LLC (“Liberty-Bell Telecom”) hereby provides the South Dakota Public Utility Commission (the “Commission”) with a courtesy notification that it has entered into an agreement for DISH Media Holdings Corporation (“DISH”) to acquire a controlling interest in its parent company, Liberty-Bell, LLC (“LB, LLC”) through the purchase of Series A Preferred Shares in LB, LLC (the “Transaction”). Liberty-Bell Telecom, LB, LLC and DISH are hereafter collectively referred to as the “Parties.”

A copy of the Section 214 Application seeking approval of the Transaction from the Federal Communications Commission (“FCC”) is attached hereto.

LB, LLC is a limited liability company which wholly owns Liberty-Bell Telecom, LLC. Liberty-Bell Telecom is a competitive local exchange and interexchange carrier who provides services to its small business and residential customers by purchasing local and interexchange services and network elements from Qwest Communications International Inc. Liberty-Bell Telecom is certificated in South Dakota as a competitive telecommunications company, but does not currently have any customers in South Dakota nor is it currently marketing any services in the state. DISH is a direct wholly-owned subsidiary of DISH Network Corporation, the nation’s third largest pay-TV provider.

The consummation of the Transaction will give the Parties the relationship necessary to collectively offer voice, data and video services to a greater number of subscribers and customers. This offer is likely to result in increased competition, greater choice, and potentially lower prices over time. At the same time, neither the services nor the customers of Liberty-Bell Telecom will be adversely affected. Liberty-Bell Telecom will continue to be wholly owned by LB, LLC, and immediately following the Transaction, Liberty-Bell Telecom will continue to provide service to its existing customers under the same rates, terms, and conditions of service, and under the same regulatory authority, as today. The Transaction will not result in the assignment or transfer of any of Liberty-Bell Telecom’s operating assets or service authority, nor result in the discontinuance of service to any of Liberty-Bell Telecom’s customers. The Transaction will be both seamless and transparent to Liberty-Bell Telecom’s existing customers, and those customers will continue to be served by the same team that serves

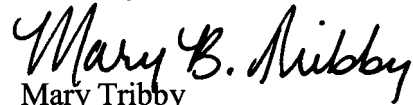
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them today. There will be no adverse change, therefore, to Liberty-Bell Telecom's financial, technical or managerial expertise as a result of the Transaction.

While no approval of the Transaction is required in South Dakota and although Liberty-Bell Telecom is not currently providing any services in the state, notice is provided pursuant to S.D.C.L. 49-31-20 as a courtesy and for your information.

Please do not hesitate to contact me if you have any questions regarding the proposed Transaction. We look forward to bringing the benefits of the Transaction to the residents of South Dakota as soon as the Transaction is completed.

Sincerely,



Mary Tribby

Regulatory Counsel

mtribby@me.com (303) 618-2156

Enc.

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554**

In the Matter of the Application of)
)
Liberty-Bell Telecom, LLC)
Transferor)
)
and)
)
DISH Media Holdings Corporation)
Transferee)
)
For Grant of Authority Pursuant to)
Section 214 of the Communications Act)
of 1934, to Complete an Indirect)
Transfer of Control of Liberty-Bell)
Telecom, LLC, an Authorized)
Domestic Interstate and)
International Carrier)

File No. ITC-T/C-2010-_____

WC Docket No. 10-_____

APPLICATION

DISH Media Holdings Corporation (“Investor”), Liberty-Bell, LLC (“Liberty-Bell”) and Liberty-Bell Telecom, LLC (“Liberty-Bell Telecom”, together with Investor and Liberty-Bell, the “Applicants”), pursuant to Section 214 of the Communications Act, as amended, 47 U.S.C. § 214, and Sections 63.04, 63.18 and 63.24 of the Federal Communications Commission’s (the “Commission”) Rules, 47 C.F.R. §§ 63.04, 63.18 and 63.24, respectfully request that the Commission grant such authority as may be necessary or required to enable Applicants to consummate the Transaction (as defined below and described herein).

As set forth in greater detail below, Applicants propose to consummate a transaction through which Investor, a Colorado Corporation, will acquire an amount of Series A Preferred Shares sufficient to give Investor a controlling interest in Liberty-Bell (the “Transaction”). Because Liberty-Bell Telecom is a wholly-owned subsidiary of Liberty-Bell, Investor will also

acquire an indirect controlling interest in Liberty-Bell Telecom. Liberty-Bell Telecom holds global international Section 214 resale authority and blanket Section 214 authority to provide domestic interstate services in the United States.

Applicants submit that this Transaction qualifies for streamlined treatment and request that the application be processed on that basis. First, with respect to domestic interstate authority, Investor is not a telecommunications provider for purposes of 47 C.F.R. § 63.03(b)(2). Second, the Transaction affects only the ownership of Liberty-Bell and does not affect the direct ownership of Liberty-Bell Telecom, the regulated entity, or the provision of services to Liberty-Bell Telecom's existing customers. Third, following the Transaction, Applicants and their affiliates (as defined in Section 3(1) of the Communications Act of 1934, as amended, 47 U.S.C. §153(3)(1)) will : (a) retain a market share in the interstate, interexchange market of substantially less than ten percent (10%); (b) continue to provide competitive telephone exchange access services exclusively in geographic areas served by a dominant local exchange carrier that is not party to the transaction; and (c) continue to be non-dominant with respect to any and all services, with respect to (a) (b) and (c) as defined in 47 C.F.R. § 63.03(b)(2)(i).

With respect to international authority, this Application is eligible for streamlined processing pursuant to Section 63.12(a)-(b) of the Commission's Rules, 47 C.F.R. §63.12(a)-(b). In particular, Section 63.12(c)(1) is inapplicable because Applicants have no foreign carrier affiliations. Furthermore, none of the scenarios set forth in Section 63.12(c)(2)-(4) of the Commission's Rules, 47 C.F.R. § 63.12(c)(2)-(4), apply.

Applicants further state as follows:

A. Description of the Applicants.

1. Liberty-Bell, LLC

Liberty-Bell is a limited liability company organized and existing under the laws of the State of Colorado with its principal place of business located at 2460 West 26th Avenue, #380-C, Denver, Colorado 80211. Liberty-Bell is a holding company which wholly owns Liberty-Bell Telecom. Liberty-Bell currently has no operations and therefore has no employees or customers.

2. Liberty-Bell Telecom, LLC

Liberty-Bell Telecom is a competitive local exchange carrier and interexchange carrier with its principal place of business also located at 2460 West 26th Avenue, #380-C, Denver, Colorado 80211. Liberty-Bell Telecom operates by purchasing local exchange and interexchange services and network elements from subsidiaries of Qwest Communications International Inc. ("Qwest") and other providers. Liberty-Bell Telecom then provides services to small business and residential customers located primarily in Colorado, as well as to some customers in New Mexico and Utah. Liberty-Bell Telecom is in the process of obtaining the necessary regulatory operating authority to provide intrastate telecommunications services in each of the remaining eleven states served by Qwest as the incumbent local exchange carrier. Liberty-Bell Telecom currently serves approximately 15,000 service access lines.

3. DISH Media Holdings Corporation

Investor is a wholly-owned subsidiary of DISH Network Corporation ("DISH"). DISH is the nation's third largest pay-TV provider, with approximately 14.289 million subscribers across the United States as of September 30, 2010. DISH's common stock is publicly traded on the NASDAQ market under the symbol "DISH." Investor's and DISH's principal executive offices are located at 9601 South Meridian Boulevard, Englewood, Colorado 80112.

B. Description of the Proposed Transaction

On November 10, 2010, Investor and Liberty-Bell entered into an agreement pursuant to which Investor will purchase 11,043,000 Series A Preferred Shares of Liberty-Bell, subject to, among other things, regulatory approval. Upon closing the Transaction, Investor will acquire a majority ownership and control of Liberty-Bell, including: (i) the right to appoint a majority of Liberty-Bell's board of managers; (ii) 93.1% of the voting interests of Liberty-Bell; and (iii) 90% of the equity interests of Liberty-Bell.

Applicants emphasize that the Transaction is a stock purchase, which will be consummated by Investor purchasing 90% of the equity interests of Liberty-Bell, (the company that owns all of the ownership interests of Liberty-Bell Telecom). Therefore, the Transaction will not affect the direct ownership of Liberty-Bell Telecom, the regulated entity. Furthermore, immediately following the Transaction, Liberty-Bell Telecom will continue to provide service to its existing customers under the same rates and terms and conditions of service as those customers currently receive. The Transaction is not expected to: (i) negatively affect the day-to-day operations of Liberty-Bell Telecom; (ii) result in the assignment of any of Liberty-Bell Telecom's operating assets; (iii) or result in the discontinuance of service to any of Liberty-Bell Telecom's customers. Accordingly, the Transaction will be both seamless and transparent to Liberty-Bell Telecom's existing customers.

A chart depicting the pre-Transaction and post-Transaction ownership structure of Liberty-Bell and Liberty-Bell Telecom is provided on Exhibit A attached hereto.

C. Statement of Public Interest.

Prompt approval by the Commission of this Application is in the public interest. The proposed Transaction will provide Liberty-Bell Telecom and Investor the relationship necessary for Applicants collectively to offer voice, data and video services to a greater number of

customers. Introduction of a voice, data and video services offering to a greater number of customers in the marketplace is likely to result in increased competition, greater choice, and potentially lower prices for customers over the long-term.

At the same time, the proposed purchase of only the stock of Liberty-Bell Telecom's parent company will not inconvenience, confuse or otherwise harm Liberty-Bell Telecom's customers. Immediately following the transaction, Liberty-Bell Telecom's existing management team will remain in place and Liberty-Bell Telecom's customers will continue to receive service under the same rates and terms and conditions of service as they currently receive.

The Transaction is expected to enhance the ability of Liberty-Bell Telecom and Investor collectively to provide voice, data and video services to a greater number of customers in the marketplace which should increase competition and thereby benefit customers.

E. Information Required by Section 63.18 and 63.24.

Pursuant to Sections 63.18 and 63.24 of the Commission's Rules, 47 C.F.R. §§ 63.18 and 63.24, Applicants submit the following information in support of this Application:

(a) Name, address and telephone number of each Applicant:

Liberty-Bell:

Liberty-Bell, LLC (FRN # 0019781053)
2460 West 26th Avenue, #380-C
Denver, Colorado 80211
Telephone: 303-831-1977

Liberty-Bell Telecom:

Liberty-Bell Telecom, LLC (FRN # 0010436087)
2460 West 26th Avenue, #380-C
Denver, Colorado 80211
Telephone: 303-831-1977

Investor:

DISH Media Holdings Corporation (FRN # 0019765841)
9601 South Meridian Boulevard
Englewood, Colorado 80112
Telephone: 303-723-1000

(b) Jurisdiction of Organizations:

Liberty-Bell:

Liberty-Bell is a limited liability company formed under the laws of the State of Colorado.

Liberty-Bell Telecom:

Liberty-Bell Telecom is a limited liability company formed under the laws of the State of Colorado.

Investor:

Investor is a corporation formed under the laws of the State of Colorado.

(c) Correspondence concerning this Application should be sent to:

Please direct all correspondence regarding this Application to:

Liberty-Bell & Liberty-Bell Telecom: Nigel V. Alexander, Manager
Liberty-Bell Telecom, LLC
2460 West 26th Ave, Suite 380-C
Denver, CO, 80211
Telephone: 303-831-1977
Facsimile: 303-831-1988
E-mail: nalexander@libertybelltelecom.com

with copies to: Edward S. Quill Jr.
Brian McDermott
Strategies Law Group PLLC
1002 Parker Street
Falls Church, Virginia 22046
Telephone: 571-730-4970
Facsimile : 571-730-4971
E-mail : equill@stratlg.com
E-mail : bmcdermott@stratlg.com

DISH Media Holdings Corporation: Theodore Henderson, Vice President
DISH Media Holdings Corporation
9601 South Meridian Blvd

Englewood, CO 80112
Telephone: 720-514-5700
Facsimile: 303-723-2020
E-mail: ted.henderson@dishnetwork.com

With copies to:

Kenneth D. Patrich
Robert G. Morse
Wilkinson Barker Knauer, LLP
2300 N Street, N.W. Suite 700
Washington, D.C. 20037-1128
Telephone: 202-383-3342
Facsimile: 202-783-5851
E-mail: kpatrich@wbklaw.com
E-mail: rmorse@wbklaw.com

- (d) Liberty-Bell Telecom holds global international resale Section 214 authority pursuant to authority granted by the Commission in IB File No. ITC-214-20080219-00066 as amended in IB File No. ITC-AMD-20100524-00206. Liberty-Bell Telecom also holds blanket domestic interstate Section 214 authority. No other Applicant holds Section 214 authority.
- (e) Applicants seek authority to transfer ultimate control of Liberty-Bell Telecom to Investor. Liberty-Bell Telecom will continue to provide domestic interstate and international telecommunications services to its existing customers and therefore does not seek approval to discontinue any type of service through this Application.
- (f) Not applicable.
- (g) Not applicable.
- (h) Ownership information for Liberty-Bell Telecom is provided below.

Current Ownership Information of Liberty-Bell Telecom

- (1) The following entity owns or controls ten percent (10%) or more of **Liberty-Bell Telecom, LLC**:

| | |
|-------------------------|--|
| Name: | Liberty-Bell, LLC 2460 West 26th Avenue, #380-C Denver, Colorado 80211 |
| Citizenship: | U.S. |
| Equity/Voting Interest: | 100% |
| Principal Business: | Holding Company |

- (2) The following persons own or control ten percent (10%) or more of **Liberty-Bell, LLC**:

Name: Nigel Alexander
2460 West 26th Avenue, #380-C
Denver, Colorado 80211
Citizenship: U.S.
Equity/Voting Interest: 48%
Principal Business: Individual

Name: Thomas G. Martino
2460 West 26th Avenue, #380-C
Denver, Colorado 80211
Citizenship: U.S.
Equity/Voting Interest: 11%
Principal Business: Individual

Other than the foregoing, no entity owns or controls a ten percent (10%) or greater direct or indirect interest in Liberty-Bell Telecom or Liberty-Bell.

Post-Closing Ownership Information

- (1) The following entity will own or control ten percent (10%) or more of **Liberty-Bell Telecom, LLC**:

Name: Liberty-Bell, LLC
2460 West 26th Avenue, #380-C
Denver, Colorado 80211
Citizenship: U.S.
Equity/Voting Interest: 100%
Principal Business: Holding Company

- (2) The following entity will own or control ten percent (10%) or more of **Liberty-Bell, LLC**:

Name: DISH Media Holdings Corporation
9601 South Meridian Boulevard
Englewood, Colorado 80112
Citizenship: U.S.
Equity Interest: 90%
Voting Interest: 93.1%
Principal Business: Holding Company

- (3) The following entity currently owns ten percent (10%) or more of **DISH Media Holdings Corporation**:

Name: DISH Network Corporation
9601 South Meridian Boulevard
Englewood, Colorado 80112
Citizenship: U.S.
Equity/Voting Interest: 100%
Principal Business: Holding Company

- (4) **DISH Network Corporation** is a publicly traded company. As of November 9, 2010, the following entities own or control ten (10%) or more of **DISH Network Corporation**:

Name: Charles W. Ergen
Citizenship: U.S.
Equity Interest: 53.6%
Voting Interest: 90.5%
Principal Business: Individual

Name: Goldman Sachs Asset Management¹
32 Old Slip
New York, NY 10005
Citizenship: U.S.
Equity Interest: 13.4%
Voting Interest: 1.1%
Principal Business: Investing

No other entity or person will directly or indirectly own or control 10% or more of Liberty-Bell Telecom or Liberty-Bell following the consummation of the Transaction.

Neither Liberty-Bell Telecom nor DISH Network Corporation currently has any interlocking directorates with any foreign carrier.

- (i) None of Applicants are affiliated with any foreign carriers. Applicants will not become affiliated with any foreign carriers through the proposed Transaction.
- (j) Applicants certify that following the Transaction, Liberty-Bell Telecom will not be affiliated with any foreign carriers. Applicants certify that they do not seek to provide international telecommunications services to any destination country where:
- (1) An Applicant is a foreign carrier in that country; or
 - (2) An Applicant controls a foreign carrier in that country; or
 - (3) Any entity that owns more than 25 percent of an Applicant, or that controls an Applicant, controls a foreign carrier in that country; or

¹ Includes Goldman Sachs Asset Management, L.P., and GS Investment Strategies, LLC.

- (4) Two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate more than 25 percent of an Applicant and are parties to, or the beneficiaries of, a contractual relation affecting the provision or marketing or international basic telecommunications services in the United States.
- (k) Not applicable.
- (l) Not applicable.
- (m) Not applicable.
- (n) Applicants certify that they have not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.
- (o) Applicants certify that they are not subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998. See 21 U.S.C. § 853a. See also 47 C.F.R. §§ 1.2001-1.2003.
- (p) With respect to international authority, this Application is eligible for streamlined processing pursuant to Section 63.12(a)-(b) of the Commission's Rules, 47 C.F.R. §63.12(a)-(b). In particular, Section 63.12(c)(1) is inapplicable because Applicants have no foreign carrier affiliations. Furthermore, none of the scenarios set outlined in Section 63.12(c)(2)-(4) of the Commission's Rules, 47 C.F.R. § 63.12(c)(2)-(4), apply.

F. Other Information Required by Section 63.04(a).

In lieu of an attachment, pursuant to Commission Rule 63.04(b), 47 C.F.R. § 63.04(b), Applicants submit the following information in support of their request for domestic Section 214 approval in order to address the requirements set forth in Commission Rule 63.04(a)(6)-(12):

- (a)(6) A description of the Transaction is set forth in Section B above.
- (a)(7) Liberty-Bell Telecom provides local and long distance services to customers in Colorado, New Mexico and Utah. Liberty-Bell Telecom holds authority or is registered to provide regulated services in Iowa, Montana, Nebraska, North Dakota, Oregon, South Dakota, and Washington and has also sought certification or registration in Arizona, Idaho, Minnesota, and Wyoming. However, Liberty-Bell Telecom does not currently have any customers or operations in any states

except Colorado, New Mexico and Utah.² Investor does not offer domestic telecommunications services.

- (a)(8) First, the Investor is not a telecommunications provider. 47 C.F.R. § 63.03(b)(2). The Transaction affects only the ownership of Liberty-Bell and does not affect the direct ownership of Liberty-Bell Telecom or the provisioning of services to, Liberty-Bell Telecom's existing customers. Second, following the Transaction, Applicants and their affiliates (as defined in Section 3(1) of the Communications Act – "Affiliates"): (a) will retain a market share in the interstate, interexchange market of substantially less than ten percent (10%); (b) will continue to provide competitive telephone exchange access services exclusively in geographic areas served by a dominant local exchange carrier that is not party to the transaction; and (c) will continue to be non-dominant with respect to any and all services. 47 C.F.R. § 63.03(b)(2)(i).
- (a)(9) Through this Application, Applicants seek authority with respect to both international and domestic Section 214 authorizations (this Application is being separately and concurrently filed with respect to both types of authorities in compliance with Commission Rule 63.04(b), 47 C.F.R. § 63.04(b)). No other applications are being filed with the Commission with respect to this Transaction.
- (a)(10) Prompt completion of the Transaction is critical to ensuring that Applicants and customers can obtain the benefits described in the foregoing Application. Accordingly, Applicants respectfully request that the Commission approve this Application expeditiously in order to allow Applicants to consummate the Transaction as soon as possible.
- (a)(11) Not applicable.
- (a)(12) A statement showing how grant of this Application will serve the public interest, convenience and necessity is provided above.

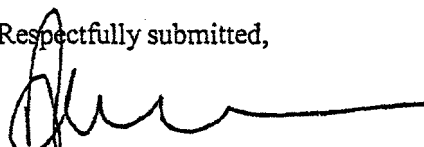
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² Although Liberty Bell Telecom recently became authorized to provide service in certain states and may become authorized to offer service in additional states during the pendency of the current transaction, Liberty Bell Telecom does not currently intend to initiate operations in those states prior to consummation.

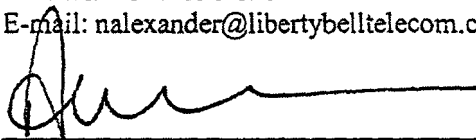
G. Conclusion.

For the reasons stated above, Applicants respectfully propose that the public interest, convenience and necessity would be furthered by the grant of this Application. Applicants therefore respectfully request that the Commission consider and approve this Application under streamlined processes to permit Applicants to consummate the Transaction, and grant such other relief or authority as may be necessary to permit direct control of Liberty-Bell, and therefore indirect control of Liberty-Bell Telecom, to transfer to Investor.

Respectfully submitted,



Nigel Alexander, Manager
Liberty-Bell Telecom, LLC
2460 West 26th Ave, Suite 380-C
Denver, CO, 80211
Telephone: 303-831-1977
Facsimile: 303-831-1988
E-mail: nalexander@libertybelltelecom.com



Nigel Alexander, Manager
Liberty-Bell, LLC
2460 West 26th Ave, Suite 380-C
Denver, CO, 80211
Telephone: 303-831-1977,
Facsimile: 303-831-1988
E-mail: nalexander@libertybelltelecom.com

Charles W. Ergen, President, Chairman and CEO
DISH Media Holdings Corporation
9601 South Meridian Blvd
Englewood, CO 80112

Dated: November 10, 2010

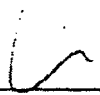
G. Conclusion.

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Respectfully submitted,

Nigel Alexander, Manager
Liberty-Bell Telecom, LLC
2460 West 26th Ave, Suite 380-C
Denver, CO, 80211
Telephone: 303-831-1977,
Facsimile: 303-831-1988
E-mail: nalexander@libertybelltelecom.com

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Liberty-Bell, LLC
2460 West 26th Ave, Suite 380-C
Denver, CO, 80211
Telephone: 303-831-1977,
Facsimile: 303-831-1988
E-mail: nalexander@libertybelltelecom.com



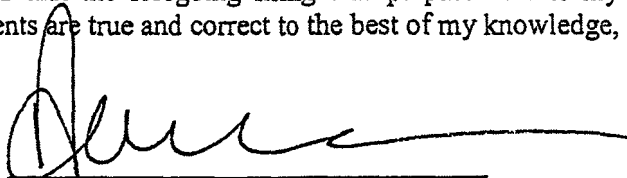
Charles W. Ergen, President, Chairman and CEO
DISH Media Holdings Corporation
9601 South Meridian Blvd
Englewood, CO 80112

Dated: November 10, 2010

STATE OF COLORADO)
) ss.
COUNTY OF DENVER)

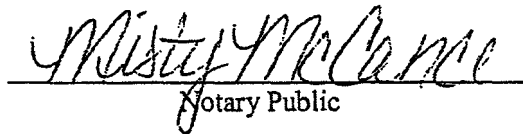
VERIFICATION

I, Nigel Alexander, state that I am the Manager of Liberty-Bell Telecom, LLC and Liberty-Bell, LLC; that I am authorized to make this Verification on behalf of Liberty-Bell Telecom, LLC and Liberty-Bell, LLC; and that the foregoing filing was prepared under my direction and supervision; and that the contents are true and correct to the best of my knowledge, information, and belief.

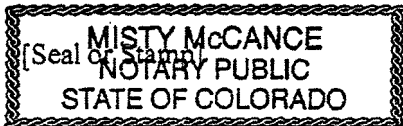


Nigel Alexander
Manager
Liberty-Bell Telecom, LLC/Liberty-Bell, LLC

Sworn and subscribed before me this 10th day of November 2010



Notary Public




Misty McCance

My Commission Expires _____
My appointment expires _____ September 25, 2012

STATE OF COLORADO)
) ss.
COUNTY OF DENVER)

VERIFICATION

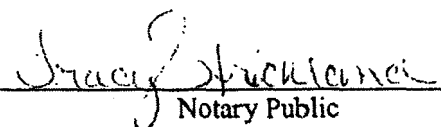
I, Charles W. Ergen, state that I am the President, Chairman and CEO of DISH Media Holdings Corporation; that I am authorized to make this Verification on behalf of DISH Media Holdings Corporation; and that the foregoing filing was prepared under my direction and supervision; and that the contents are true and correct to the best of my knowledge, information, and belief.



Charles W. Ergen
President, Chairman and CEO
DISH Media Holdings Corporation

Sworn and subscribed before me this 10 day of November, 2010.

[Seal or Stamp]



Notary Public

Tracy Strickland

[Printed Name]

TRACY STRICKLAND
NOTARY PUBLIC
STATE OF COLORADO
MY COMMISSION EXPIRES 9.22.2014

My appointment expires 9.22.2014

EXHIBIT A

10% or Greater Interests in Liberty-Bell, LLC and Liberty-Bell Telecom, LLC

