

KELLEY DRYE & WARREN LLP

A LIMITED LIABILITY PARTNERSHIP

WASHINGTON HARBOUR, SUITE 400

3050 K STREET, NW

WASHINGTON, DC 20007

(202) 342-8400

NEW YORK, NY
LOS ANGELES, CALIFORNIA
CHICAGO, IL
STAMFORD, CT
PARSIPPANY, NJ

BRUSSELS, BELGIUM

AFFILIATE OFFICE
MUMBAI, INDIA

FACSIMILE
(202) 342-8451
www.kelleydrye.com

April 30, 2013

Patricia Van Gerpen
Executive Director
South Dakota Public Utilities Commission
Capitol Building, First Floor
500 E. Capitol Avenue
Pierre, SD 57501

electronically filed

Re: dishNET Wireline L.L.C. Notice of IntraCorporate Reorganization

Dear Ms. Van Gerpen:

dishNET Wireline L.L.C. (“dishNET” or the “Company”), notifies the South Dakota Public Utilities Commission (“Commission”) that its majority owner, Dish Network Corporation (“DNC”), has implemented a minor internal reorganization. This change rearranges intermediary holding companies with no material impact to dishNET and its operations in South Dakota. Further, the effects of this reorganization have been transparent to dishNET customers. The Company understands that the transaction did not require regulatory approval; however, dishNET submits this notice to update the Commission’s records.

The Parties

dishNET is a competitive provider of wireline telecommunications services. It is authorized in 47 states and the District of Columbia. dishNET provides local exchange and

Patricia Van Gerpen
South Dakota Public Utilities Commission
April 30, 2013
Page Two

interexchange services, via resale and the use of leased facilities, in South Dakota and throughout the CenturyLink (formerly Qwest) service territory.¹ dishNET is ultimately owned by DNC, a Nevada corporation holding 90% of dishNET, and various minority interest-holders, none of whom hold more than 5% of dishNET. The immediate parent of dishNET is Liberty-Bell, LLC.

DNC, through its operating subsidiaries, is the third largest pay-TV provider in the United States. DNC began operations in 1996 and is a publicly traded company (NASDAQ: DISH).² As of December 2012, DNC's companies served approximately 14.056 million satellite customers and a growing wireline subscribership.

Liberty-Bell, LLC is a Colorado limited liability company and an indirect subsidiary of DNC. Liberty-Bell, LLC is the direct parent to dishNET.

DISH Media Holdings Corp., ("DISH Media") a wholly-owned direct subsidiary of DNC, serves as an intermediary holding company. Prior to the reorganization DISH Media was the direct parent to Liberty-Bell, LLC and an indirect intermediate parent of dishNET.

dishNET Holding L.L.C., ("dishNET Holding") another direct wholly-owned subsidiary of DNC, also serves as an intermediary holding company. Following the reorganization, dishNET Holding is the new direct parent of Liberty-Bell, LLC and an indirect intermediate parent of dishNET.

¹ dishNET is authorized to provide telecommunications service in South Dakota pursuant to South Dakota Public Utilities Commission Order TC10-081 dated August 2, 2010.

² As of April 12, 2013, majority interest in DNC was held by Charles W. Ergen, a U.S. citizen.

Patricia Van Gerpen
South Dakota Public Utilities Commission
April 30, 2013
Page Three

Contacts for this Filing

Questions and correspondence regarding this submission should be addressed to:

Winafred Brantl
Kelley Drye & Warren LLP
3050 K Street, NW #400
Washington, DC 20007
Tel: (202) 342-8819
wbrantl@kelleydrye.com

with a copy to:

William P. Hunt, III
Director, Regulatory
dishNET Wireline L.L.C.
9601 S. Meridian Boulevard
Englewood, CO 80112
Tel: 303-723-1712
Email: WilliamP.Hunt@dish.com

The Reorganization

On January 1, 2013, to achieve greater organizational efficiency, DNC implemented an internal reorganization through which indirect ownership of the 90% interest in dishNET was transferred between intermediary holding company subsidiaries of DNC. Prior to the reorganization, DISH Media, held the direct 90% interest in Liberty-Bell, LLC and the resulting indirect 90% interest in dishNET. Effective with the reorganization, the direct 90% interest in Liberty-Bell, LLC – and thus the indirect interest in dishNET – was transferred to dishNET Holding, another direct wholly-owned subsidiary of DNC. Other than an exchange of intermediary holding companies in the chain of ownership, the reorganization had no effect upon

Patricia Van Gerpen
South Dakota Public Utilities Commission
April 30, 2013
Page Four

Liberty-Bell, LLC or dishNET. An organizational chart reflecting the changes is appended as *Attachment 1*.

Throughout this transaction, ultimate controlling interest in dishNET has been held by DNC. The transaction made no changes to dishNET, its operations, its qualifications to operate or to its available financial, technical and operational resources.

Public Interest Considerations

The reorganization is in the public interest. DNC, which holds the substantial majority interest in dishNET, will improve its corporate operations through this rearrangement. While the reorganization has no direct impact on dishNET, the strengthening of DNC's corporate framework will provide dishNET with enhanced stability and financial solidity in its majority owner. This, in turn, supports dishNET's ability to compete in the telecommunications market in South Dakota and elsewhere.

KELLEY DRYE & WARREN LLP

Patricia Van Gerpen
South Dakota Public Utilities Commission
April 30, 2013
Page Five

Conclusion

dishNET requests that the Commission note this filing and update its records.

Respectfully,

A handwritten signature in cursive script, appearing to read "Denise Smith", written over a horizontal line.

Denise Smith
Winafred Brantl
Kelley Drye & Warren LLP
3050 K Street, NW #400
Washington, DC 20007
Tel: (202) 342-8614
dsmith@kelleydrye.com

William P. Hunt, III
Director, Regulatory
dishNET Wireline L.L.C.
9601 S. Meridian Boulevard
Englewood, CO 80112
Tel: 303-723-1712
Email: WilliamP.Hunt@dish.com

Attachment 1

Pre- and Post-Transaction Organizational Charts

