

ORIGINAL

KELLEY DRYE & WARREN LLP

A LIMITED LIABILITY PARTNERSHIP

WASHINGTON HARBOUR, SUITE 400

3050 K STREET, NW

WASHINGTON, D.C. 20007-5108  
UTAH PUBLIC SERVICE COMMISSION

(202) 342-8400

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(202) 342-8451

www.kelleydrye.com

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April 29, 2013

Mr. Gary Widerburg  
Commission Administrator  
Public Service Commission of Utah  
Heber M. Wells Building, 4th Floor  
160 East 300 South  
Salt Lake City, UT 84111

*via electronic filing  
and courier*

Docket No. 13-2509-01

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

Dear Ms. Orchard:

dishNET Wireline L.L.C. ("dishNET" or the "Company") notifies the Utah Public Service Commission ("Commission") that its majority owner, Dish Network Corporation ("DNC"), has implemented a minor internal reorganization. This reorganization changed intermediary holding companies and had no material impact on dishNET and its operations in Utah. The effects of this reorganization have been transparent to dishNET customers. As a result, the Company does not believe that this minor rearrangement of holding companies requires Commission approval and submits this notice in order to update the Commission's records. If the Commission determines that approval is required, dishNET requests that this filing be accepted as a request for approval.

### *The Parties*

dishNET is a competitive provider of wireline telecommunications services, authorized in forty-seven states and the District of Columbia. dishNET provides local exchange and interexchange services, via resale and the use of leased facilities, in Utah and throughout the CenturyLink (formerly Qwest) service territory.<sup>1</sup> 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. Liberty-Bell, LLC is the direct parent of dishNET.

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).<sup>2</sup> 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 of 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 Holdings 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.

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<sup>1</sup> dishNET is authorized to provide telecommunications service in Utah pursuant to a Commission order issued in Docket No. 09-2509-01 on Sept. 21, 2009 (under the Company's former name, Liberty-Bell Telecom, LLC).

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

### ***Contacts for this Filing***

Questions and correspondence regarding this submission should be addressed to:

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

With copies 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](mailto: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. Other than an exchange of intermediary holding companies in the chain of ownership, the reorganization had no effect upon Liberty-Bell, LLC or dishNET. An organizational chart is appended reflecting the changes effected by the reorganization as *Attachment 1*.

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

***Public Interest Considerations***


This 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 nevertheless serves to 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 Utah and elsewhere.

dishNET does not believe that this transaction requires approval. There has been no change in control of dishNET and no change to the operations of the licensed entity. Moreover, the reorganization was transparent to dishNET customers.

***Conclusion***

dishNET requests that the Commission note this filing and update its records accordingly. Further, if the Commission determines that approval is necessary, dishNET requests that the Commission issue such approval and other relief as appropriate.

Respectfully,

  
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Winifred R. Brantl  
Kelley Drye & Warren LLP  
3050 K Street, NW #400  
Washington, DC 20007  
Tel: 202-342-8819  
Email: [wbrantl@kelleydrye.com](mailto:wbrantl@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](mailto:WilliamP.Hunt@dish.com)

**Attachment 1**

**Pre- and Post-Transaction Organizational Charts**

