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**JEW APPLICATION**  
**KELLEY DRYE & WARREN LLP**  
A LIMITED LIABILITY PARTNERSHIP

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**3050 K STREET, NW**  
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Arizona Corporation Commission  
**DOCKETED**  
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DOCKETED BY  
*ne*

April 30, 2013

Ernest G. Johnson  
Executive Director  
Arizona Corporation Commission  
1200 West Washington Street  
Phoenix, AZ 85007

*via courier*

T-20752A-13-0125

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

Dear Mr. Johnson:

dishNET Wireline L.L.C. (“dishNET” or the “Company”), notifies the Arizona Corporation 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 Arizona. 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 interexchange services, via resale and the use of leased facilities, in Arizona and throughout the

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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. 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).<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 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.

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<sup>1</sup> dishNET is not a Class A carrier in Arizona.

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

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***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](mailto: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](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, 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

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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 Arizona and elsewhere.

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**Conclusion**

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

Respectfully,



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

**Attachment 1**

Pre- and Post-Transaction Organizational Charts

<u><b>Prior to January 1, 2013</b></u>	<u><b>Effective January 1, 2013</b></u>
<p><b>Dish Network Corporation</b></p> <p>90%</p> <p>DISH Media Holdings Corp.</p> <p>100%</p> <p>Liberty-Bell, LLC</p> <p>100%</p> <p><b>dishNET Wireline L.L.C.</b></p>	<p><b>Dish Network Corporation</b></p> <p>90%</p> <p>dishNET Holding L.L.C.</p> <p>100%</p> <p>Liberty-Bell, LLC</p> <p>100%</p> <p><b>dishNET Wireline L.L.C.</b></p>