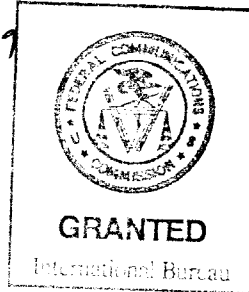


See also:
SAT-AMD-20041122-00210
SAT-LOA-20040909-0069



File # SAT-AMP-20050103-00002
With attached Conditions

Call Sign S2641 Grant Date 3/8/2005
(or other identifier)

Approved by OMB
3060-0678

Term Dates

From See Conditions To: See Conditions

Approved: [Signature] *Chief Satellite*
Robert G Nelson Engineering Branch

Date & Time Filed: Jan 3 2005 4:12:01:806PM
File Number: SAT-AMD-20050103-00002

FCC APPLICATION FOR SPACE AND EARTH STATION:MOD OR AMD - MAIN FORM	FCC Use Only
FCC 312 MAIN FORM FOR OFFICIAL USE ONLY	

APPLICANT INFORMATION

Enter a description of this application to identify it on the main menu:
DIRECTV GROUP - DIRECTV 10 S2641 - 2nd AMD (@ 103 WL)

1-8. Legal Name of Applicant

Name:	The DIRECTV Group, Inc.	Phone Number:	310-964-0725
DBA Name:		Fax Number:	310-964-0843
Street:	2250 E. Imperial Highway	E-Mail:	
City:	El Segundo	State:	CA
Country:	USA	Zipcode:	90245 -
Attention:			

Attachment
Conditions of Authorization
March 8, 2005

1. DIRECTV Group, Inc.'s ("DIRECTV") application, SAT-LOA-20040909-00169, Call Sign S2641, as amended by SAT-AMD-20041122-00210 and SAT-AMD-20050103-00002 IS GRANTED. Accordingly, DIRECTV is authorized to launch and operate its DIRECTV-10 Ka-band satellite at the 102.8° W.L. orbit location, in the 18.3-18.8 GHz (space-to-Earth), 28.35-28.6 GHz (Earth-to-space) and 29.25-29.5 GHz (Earth-to-space) frequency bands in accordance with the terms, conditions, and technical specifications set forth in its application, this Attachment, and the Federal Communications Commission's ("Commission") Rules.
2. DIRECTV-10 must be constructed, launched, and placed into operation in accordance with the technical parameters and terms and conditions of this authorization by these specified time periods following the date of authorization:
 - a. Execute a binding contract for construction by 3/8/2006
 - b. Complete the Critical Design Review by 3/8/2007
 - c. Commence construction by 3/8/2008
 - d. Launch and begin operations by 3/8/2010
 - e. DIRECTV must file a bond with the Commission in the amount of \$3 million, pursuant to the procedures set forth in Public Notice, DA 03-2602, 18 FCC Rcd 16283 (2003), as revised by Amendment of the Commission's Space Station Licensing Rules and Policies, *First Order on Reconsideration and Fifth Report and Order*, FCC 04-147 19 FCC Rcd. 12637 (2004), within 30 days of the date of this grant..

Failure to meet any of these dates shall render this authorization null and void.

3. DIRECTV's request for a waiver of the cross-polarization isolation requirements, contained in Section 25.210(i) of the Commission's rules is GRANTED. Section 25.210(i) of the Commission's rules require the ratio of the on-axis co-polar gain to the cross-polar gain of the antenna in the assigned frequency band be at least 30 dB within its primary coverage area.¹ The DIRECTV-10 antennas have been designed to meet a minimum cross-polarization requirement of 27 dB. DIRECTV states that its cross-polarization interference is an intra-system design issue that does not affect inter-system coordination and therefore will not affect other Ka-band satellite systems. DIRECTV plans to employ digital modulation with forward error correction coding on both polarization senses to reduce system sensitivity to cross-polarization interference. In addition polarization isolation, directivity and antenna implementation losses have also been optimized for best performance. Based on DIRECTV's representations that it is using digital, rather than analog modulation, and that other Ka-band satellite systems will

¹ 47 C.F.R. § 25.210(i).

not be affected by its operation, we find that it is in the public interest to waive Section 25.210(i).² We find that this grant is consistent with previous Commission actions.³

4. We GRANT DIRECTV's request for waiver of Sections S6,⁴ S7,⁵ S10⁶ and S13⁷ of Schedule S. DIRECTV has provided representative data for the beams stating that the beams have essentially identical electrical parameters. In addition DIRECTV has provided a matrix of connectivity that allows derivation of the transponder combinations. Considering the complexity of the DIRECTV-10 satellite design, the amount of information that would need to be provided in these Sections of the Schedule S Form would be extensive and, in many ways, redundant. The information provided by DIRECTV in its Schedule S Form and application is sufficient for us to determine whether the system meets the Commission's technical requirements. We find that this grant is consistent with previous Commission actions.⁸
5. DIRECTV shall prepare the necessary information, as may be required, for submission to the ITU to initiate and complete the advance publication, international coordination, due diligence, and notification process of this space station, in accordance with the ITU Radio Regulations. DIRECTV shall be held responsible for all cost recovery fees associated with these ITU filings. We also note that no protection from interference caused by radio stations authorized by other administrations is guaranteed unless coordination and notification procedures are timely completed or, with respect to individual administrations, by successfully completing coordination agreements. Any radio station authorization for which coordination has not been completed may be subject to additional terms and conditions as required to effect coordination of the frequency assignments of other administrations. *See* 47 C.F.R. § 25.111(b).
6. DIRECTV must coordinate its downlink operations for the specific frequencies authorized in the 18.3-18.8 GHz band with U.S. Government systems, including Government operations to earth stations in foreign countries, in accordance with footnote US334 to the Table of Frequency Allocations, 47 C.F.R. § 2.106.
7. DIRECTV must conduct its operations pursuant to this authorization in a manner consistent with the power flux-density requirements of footnote US255 to the Table of Frequency Allocations, 47 C.F.R. § 2.106, 47 C.F.R. § 25.138(a)(6), and 47 C.F.R. § 25.208, of the Commission's Rules.
8. The license term for the DIRECTV-10 satellite, Call Sign S2641, is fifteen years and will begin to run on the date that DIRECTV certifies to the Commission that the satellite has

² 47 C.F.R. § 25.210(i).

³ *See, e.g.,* New Skies Satellites, N.V., Petition for Declaratory Ruling, *Order*, 17 FCC Rcd 10369 at para. 19 (2002) and SES Americom, Inc., Application to Launch and Operate the Americom-23 hybrid C/Ku/Extended Ku-Band Satellite, File No. SAT-LOA-20031218-00358, granted July 13, 2004.

⁴ This section contains information regarding service areas for the satellite system.

⁵ This section contains information regarding space station antenna beam characteristics for each beam of a satellite system.

⁶ This section contains information regarding space station transponders.

⁷ This section contains information regarding typical emissions.

⁸ *See* DIRECTV Group, Inc. SAT-MOD-20040614-00113, *Grant Stamp* November 4, 2004

been successfully placed into orbit and its operation fully conforms to the terms and conditions of this authorization.

9. DIRECTV is afforded thirty days from the date of release of this grant and authorization to decline this authorization as conditioned. Failure to respond within this period will constitute formal acceptance of the authorization as conditioned.
10. This grant is issued pursuant to Section 0.261 of the Commission's rules on delegated authority, 47 C.F.R. § 0.261, and is effective upon release. Petitions for reconsideration under Section 1.106 or applications for review under Section 1.115 of the Commission's rules, 47 C.F.R. §§ 1.106, 1.115, may be filed within 30 days of the date of the public notice indicating that this action was taken.

9-16. Name of Contact Representative (If other than applicant)

Name:	William M. Wiltshire	Phone Number:	202-730-1350
Company:	Harris, Wiltshire & Grannis LLP	Fax Number:	202-730-1301
Street:	1200 Eighteenth St., N.W. 12 Floor	E-Mail:	
City:	Washington	State:	DC
Country:	USA	Zipcode:	20036-
Contact Title:		Relationship:	Legal Counsel

CLASSIFICATION OF FILING

17. Choose the button next to the classification that applies to this filing for both questions a. and b. Choose only one for 17a and only one for 17b.

- a1. Earth Station
- a2. Space Station

- (N/A) b1. Application for License of New Station
- (N/A) b2. Application for Registration of New Domestic Receive-Only Station
- (N/A) b3. Amendment to a Pending Application
- (N/A) b4. Modification of License or Registration
- b5. Assignment of License or Registration
- b6. Transfer of Control of License or Registration
- (N/A) b7. Notification of Minor Modification
- (N/A) b8. Application for License of New Receive-Only Station Using Non-U.S. Licensed Satellite
- (N/A) b9. Letter of Intent to Use Non-U.S. Licensed Satellite to Provide Service in the United States
- (N/A) b10. Other (Please specify)

<p>17c. Is a fee submitted with this application? <input checked="checked" type="radio"/> If Yes, complete and attach FCC Form 159. If No, indicate reason for fee exemption (see 47 C.F.R. Section 1.1114). <input type="radio"/> Governmental Entity <input type="radio"/> Noncommercial educational licensee <input type="radio"/> Other (please explain):</p>	
<p>17d. Fee Classification CWY – Space Station Amendment (Geostationary)</p>	
<p>18. If this filing is in reference to an existing station, enter: (a) Call sign of station: S2641</p>	<p>19. If this filing is an amendment to a pending application enter both fields, if this filing is a modification please enter only the file number: (a) Date pending application was filed: (b) File number: 09/09/2004 SATLOA2004090900169</p>

TYPE OF SERVICE

20. NATURE OF SERVICE: This filing is for an authorization to provide or use the following type(s) of service(s): Select all that apply:	
<input checked="" type="checkbox"/> a. Fixed Satellite <input type="checkbox"/> b. Mobile Satellite <input type="checkbox"/> c. Radiodetermination Satellite <input type="checkbox"/> d. Earth Exploration Satellite <input checked="" type="checkbox"/> e. Direct to Home Fixed Satellite <input type="checkbox"/> f. Digital Audio Radio Service <input type="checkbox"/> g. Other (please specify)	
21. STATUS: Choose the button next to the applicable status. Choose only one. <input type="radio"/> Common Carrier <input checked="" type="radio"/> Non-Common Carrier	22. If earth station applicant, check all that apply. <input type="checkbox"/> Using U.S. licensed satellites <input type="checkbox"/> Using Non-U.S. licensed satellites
23. If applicant is providing INTERNATIONAL COMMON CARRIER service, see instructions regarding Sec. 214 filings. Choose one. Are these facilities: <input type="radio"/> Connected to a Public Switched Network <input type="radio"/> Not connected to a Public Switched Network <input checked="" type="radio"/> N/A	
24. FREQUENCY BAND(S): Place an 'X' in the box(es) next to all applicable frequency band(s). <input type="checkbox"/> a. C-Band (4/6 GHz) <input type="checkbox"/> b. Ku-Band (12/14 GHz) <input checked="" type="checkbox"/> c. Other (Please specify upper and lower frequencies in MHz.) Frequency Lower: 18300 Frequency Upper: 29500 (Please specify additional frequencies in an attachment)	

TYPE OF STATION

25. CLASS OF STATION: Choose the button next to the class of station that applies. Choose only one.

- a. Fixed Earth Station
- b. Temporary-Fixed Earth Station
- c. 12/14 GHz VSAT Network
- d. Mobile Earth Station
- e. Geostationary Space Station
- f. Non-Geostationary Space Station
- g. Other (please specify)

26. TYPE OF EARTH STATION FACILITY:

- Transmit/Receive Transmit-Only Receive-Only N/A

"For Space Station applications, select N/A."

PURPOSE OF MODIFICATION

27. The purpose of this proposed modification is to: (Place an 'X' in the box(es) next to all that apply.)

- a -- authorization to add new emission designator and related service
- b -- authorization to change emission designator and related service
- c -- authorization to increase EIRP and EIRP density
- d -- authorization to replace antenna
- e -- authorization to add antenna
- f -- authorization to relocate fixed station
- g -- authorization to change frequency(ies)
- h -- authorization to add frequency
- i -- authorization to add Points of Communication (satellites & countries)
- j -- authorization to change Points of Communication (satellites & countries)
- k -- authorization for facilities for which environmental assessment and radiation hazard reporting is required
- l -- authorization to change orbit location
- m -- authorization to perform fleet management
- n -- authorization to extend milestones
- o -- Other (Please specify)

ENVIRONMENTAL POLICY

28. Would a Commission grant of any proposal in this application or amendment have a significant environmental impact as defined by 47 CFR 1.1307? If YES, submit the statement as required by Sections 1.1308 and 1.1311 of the Commission's rules, 47 C.F.R. 1.1308 and 1.1311, as an exhibit to this application. A Radiation Hazard Study must accompany all applications for new transmitting facilities, major modifications, or major amendments.	<input type="radio"/> Yes <input checked="" type="radio"/> No
--	---

ALIEN OWNERSHIP Earth station applicants not proposing to provide broadcast, common carrier, aeronautical en route or aeronautical fixed radio station services are not required to respond to Items 30–34.

29. Is the applicant a foreign government or the representative of any foreign government?	<input type="radio"/> Yes <input checked="" type="radio"/> No <input type="radio"/> N/A
30. Is the applicant an alien or the representative of an alien?	<input type="radio"/> Yes <input checked="" type="radio"/> No <input type="radio"/> N/A
31. Is the applicant a corporation organized under the laws of any foreign government?	<input type="radio"/> Yes <input checked="" type="radio"/> No <input type="radio"/> N/A
32. Is the applicant a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	<input type="radio"/> Yes <input checked="" type="radio"/> No <input type="radio"/> N/A

33. Is the applicant a corporation directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country? Yes No N/A

34. If any answer to questions 29, 30, 31, 32 and/or 33 is Yes, attach as an exhibit an identification of the aliens or foreign entities, their nationality, their relationship to the applicant, and the percentage of stock they own or vote. Form 312 Q34

BASIC QUALIFICATIONS

35. Does the Applicant request any waivers or exemptions from any of the Commission's Rules? Yes No
If Yes, attach as an exhibit, copies of the requests for waivers or exceptions with supporting documents.

36. Has the applicant or any party to this application or amendment had any FCC station authorization or license revoked or had any application for an initial, modification or renewal of FCC station authorization, license, or construction permit denied by the Commission? If Yes, attach as an exhibit, an explanation of circumstances. Yes No

<p>37. Has the applicant, or any party to this application or amendment, or any party directly or indirectly controlling the applicant ever been convicted of a felony by any state or federal court? If Yes, attach as an exhibit, an explanation of circumstances.</p>	<p><input type="radio"/> Yes <input checked="" type="radio"/> No</p>
<p>38. Has any court finally adjudged the applicant, or any person directly or indirectly controlling the applicant, guilty of unlawfully monopolizing or attemptiing unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement or any other means or unfair methods of competition?If Yes, attach as an exhibit, an explanation of circumstances</p>	<p><input type="radio"/> Yes <input checked="" type="radio"/> No</p>
<p>39. Is the applicant, or any person directly or indirectly controlling the applicant, currently a party in any pending matter referred to in the preceding two items? If yes, attach as an exhibit, an explanation of the circumstances.</p>	<p><input type="radio"/> Yes <input checked="" type="radio"/> No</p>
<p>40. If the applicant is a corporation and is applying for a space station license, attach as an exhibit the names, address, and citizenship of those stockholders owning a record and/or voting 10 percent or more of the Filer's voting stock and the percentages so held. In the case of fiduciary control, indicate the beneficiary(ies) or class of beneficiaries. Also list the names and addresses of the officers and directors of the Filer. Form 312 Q40</p>	

41. By checking Yes, the undersigned certifies, that neither applicant nor any other party to the application is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance. See 47 CFR 1.2002(b) for the meaning of "party to the application"; for these purposes.

Yes No

42a. Does the applicant intend to use a non-U.S. licensed satellite to provide service in the United States? If Yes, answer 42b and attach an exhibit providing the information specified in 47 C.F.R. 25.137, as appropriate. If No, proceed to question 43.

Yes No

42b. What administration has licensed or is in the process of licensing the space station? If no license will be issued, what administration has coordinated or is in the process of coordinating the space station?

43. Description. (Summarize the nature of the application and the services to be provided). (If the complete description does not appear in this box, please go to the end of the form to view it in its entirety.)

DIRECTV applies to re-instate its request to operate on 340 MHz of Ka-band spectrum that was removed from its original application on December 30, 2004. See Exhibit 43 attached hereto.

Form 312 Q43

CERTIFICATION

The Applicant waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application. The applicant certifies that grant of this application would not cause the applicant to be in violation of the spectrum aggregation limit in 47 CFR Part 20. All statements made in exhibits are a material part hereof and are incorporated herein as if set out in full in this application. The undersigned, individually and for the applicant, hereby certifies that all statements made in this application and in all attached exhibits are true, complete and correct to the best of his or her knowledge and belief, and are made in good faith.

44. Applicant is a (an): (Choose the button next to applicable response.)

- Individual
- Unincorporated Association
- Partnership
- Corporation
- Governmental Entity
- Other (please specify)

45. Name of Person Signing Romulo Pontual	46. Title of Person Signing Exec. VP & Chief Technology Officer
--	--

→

**WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND / OR IMPRISONMENT
(U.S. Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION AUTHORIZATION
(U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).**

FCC NOTICE REQUIRED BY THE PAPERWORK REDUCTION ACT

The public reporting for this collection of information is estimated to average 2 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 Project (3060-0678), 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 jboley@fcc.gov. PLEASE DO NOT SEND COMPLETED FORMS 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 3060-0678.

THE FOREGOING NOTICE IS REQUIRED BY THE PAPERWORK REDUCTION ACT OF 1995, PUBLIC LAW 104-13, OCTOBER 1, 1995, 44 U.S.C. SECTION 3507.

EXHIBIT 43

FCC Form 312: Response to Question 43 *Nature of Amendment and Public Interest Statement*

1. Nature of Amendment

In this application, The DIRECTV Group, Inc. (“DIRECTV”) seeks authority to use 340 MHz of Ka-band spectrum that was covered by its original space station license at the nominal 103° W.L. orbital location but subsequently became available as a result of a license modification in a prior proceeding.¹ In this proceeding, the Commission dismissed those portions of DIRECTV’s original application that requested authority to operate the DIRECTV 10 satellite on these particular frequencies as premature – without prejudice to refiling.² The Commission subsequently issued the requisite public notice making the frequencies available for reassignment.³ Accordingly, DIRECTV now seeks to amend its application to re-instate its request to operate on the 18.3-18.365, 18.53-18.57, 18.735-18.8, 28.35-28.36, 28.525-28.6, 29.25-29.26, and 29.425-29.5 GHz frequency bands.

Amended applications need only identify the information in the original application that is affected by the proposed change.⁴ Because DIRECTV’s original application⁵ anticipated the use of the frequency bands involved in this application, all necessary information relevant to these bands is included in that earlier filing. DIRECTV

¹ The procedural history of DIRECTV’s authorization at this slot is detailed in the Letter from Thomas S. Tycz to William M. Wiltshire, dated December 30, 2004 (DA 04-4071).

² *Id.*

³ See Public Notice, Rep. No. SAT-00264, DA 04-4069 (rel. Dec. 30, 2004).

⁴ *Cf.* 47 C.F.R. § 25.117(d). While the letter of this provision applies to modification requests, it applies *a fortiori* to amendments as well.

⁵ See SAT-LOA-20040909-00169, as amended by SAT-AMD-20041122-00210.

hereby incorporates the relevant portions of those materials as if set forth fully herein and requests that they be re-instated. DIRECTV hereby certifies that the remaining information in its original application (as amended by the first amendment) has not changed.

2. Public Interest Statement

DIRECTV has already begun construction, at its own risk, of DIRECTV 10, a satellite capable of operating over 1000 MHz of Ka-band satellite spectrum – 18.3-18.8 GHz downlink and 28.35-28.6/29.25-29.5 GHz uplink – that include all of the frequency bands requested in this amendment. As discussed more fully in its original application, DIRECTV intends to launch two more satellites (DIRECTV 10 and DIRECTV 11, a companion satellite that will operate in the Ka-band at the nominal 99° W.L. orbital location) that will use these Ka-band frequencies to achieve a quantum leap in the amount of high definition (“HD”) digital television programming – including local broadcast stations in HD – available on its direct-to-home satellite service. After the successful launch of both satellites, subscribers will be able to use a single receive antenna to view all of the standard definition (“SD”) digital television services they currently receive from DIRECTV, as well as (1) over 150 national channels of HD programming, and (2) for over 90% of U.S. households, local broadcast stations in HD. With these assets, DIRECTV intends to maintain its leadership position as an innovator in the digital revolution and to help promote the nation’s transition from analog to HD television.

However, without authority for DIRECTV 10 to use the 340 MHz of spectrum requested in this application, DIRECTV’s ability to provide these compelling new services will be seriously impaired, to the detriment of the viewing public. Moreover,

because DIRECTV's satellite is already under construction, it should be ready for launch relatively soon – achieving these cutting-edge services far earlier than any other operator could. Accordingly, the Commission should grant this application to ensure that valuable spectrum and orbital resources are put to productive use as expeditiously as possible.

EXHIBIT 34

FCC Form 312: Response to Question 34 *Foreign Ownership*

Section 310(b)(4) of the Communications Act of 1934, as amended, establishes certain limitations on indirect foreign ownership and voting of certain common carrier and broadcast licensees.¹ By definition, these limitations do not apply to this non-broadcast, non-common carrier space station amendment application. The Commission has also recently approved the ownership structure, including foreign ownership levels, of The DIRECTV Group, Inc.,² as well as News Corp.'s re-incorporation in the United States, which was recently consummated.³

¹ See 47 U.S.C. § 310(b)(4).

² See *General Motors Corp., Hughes Electronics Corp., and The News Corporation Limited*, 19 FCC Rcd. 473 (2004).

³ The Commission authorized a *pro forma* transfer of control of The DIRECTV Group, Inc. in connection with News Corporation's re-incorporation in the United States. See Public Notice, DA 04-3176 (rel. Oct. 1, 2004). That transaction was consummated on November 12, 2004.

EXHIBIT 40

FCC Form 312: Response to Question 40 *Ownership, Directors, and Officers*

1. ENTITY OWNERSHIP

Information relating to the stockholders that own of record and/or vote 10% or more of The DIRECTV Group, Inc.'s stock is as follows:

The DIRECTV Group, Inc.

State of Incorporation: Delaware

Principal Place of Business: 2250 E. Imperial Highway
El Segundo, CA 90245

Primary Business Activities: Provides digital television entertainment; broadband satellite networks and services; and global video and data processing.

Principal Shareholders:

Fox Entertainment Group, Inc. ("FEG"), a Delaware corporation, owns 34% of the equity and voting stock of The DIRECTV Group, Inc. ("DIRECTV Group"). News Corporation ("News") indirectly holds approximately 97% voting and 82% ownership interest in FEG. The address of FEG and News is: 1211 Avenue of the Americas, New York, NY 10036. Additional information regarding News is set forth below.

United States Trust Company of New York, a New York corporation, (acting as trustee for various trusts and employee benefit plans) beneficially owns approximately 19.7% of the voting stock of DIRECTV Group. The address of United States Trust Company of New York is: 114 West 47th Street, New York, NY 10036.

News Corporation

State of Incorporation: Delaware

Principal Place of Business: 1211 Avenue of the Americas
New York, NY 10036

Primary Business Activities: Diversified international media and entertainment company with operations in a number of industry segments, including: filmed entertainment; television; cable network programming; magazines and inserts; newspapers; and book publishing.

Principal Shareholders:

Interests associated with Mr. K. Rupert Murdoch, a United States citizen and the Chief Executive of News, directly and indirectly control an approximately 12.6% equity and 29.5% voting interest in News.¹ Mr. Murdoch's address is: 1211 Avenue of the Americas, New York, NY 10036.

Liberty Media Corporation, a Delaware corporation, holds an approximately 18.0% equity and 9.1% voting interest in News according to its Form 10Q filing with the Securities and Exchange Commission on November 9, 2004 and its and its Schedule 13G filing with the Securities and Exchange Commission on December 21, 2004. The address of Liberty Media Corporation is: 12300 Liberty Boulevard, Englewood, CO 80112.

2. DIRECTORS

The directors of DIRECTV Group are listed below.

K. Rupert Murdoch
Neil R. Austrian
Ralph F. Boyd, Jr.
Chase Carey
Peter F. Chernin
James M. Cornelius
David F. DeVoe
Eddy W. Hartenstein
Charles R. Lee
Peter A. Lund

Each director is a U.S. citizen and can be contacted at the following address: The DIRECTV Group, Inc., 2250 E. Imperial Highway, El Segundo, CA 90245.

¹ This approximate voting interest is calculated as of November 12, 2004, and includes 307,943,147 Class B (voting) shares owned by (1) Mr. K. Rupert Murdoch; (2) Cruden Investments Pty. Limited, a private Australian investment company owned by Mr. K. Rupert Murdoch, members of his family, and various corporations and trusts, the beneficiaries of which include Mr. K. Rupert Murdoch, members of his family, and certain charities; and (3) corporations that are controlled by trustees of settlements and trusts set up for the benefit of the Murdoch family, certain charities, and other persons. In addition, as of November 12, 2004, Mr. K. Rupert Murdoch and the above entities beneficially owned 61,952,941 Class A (non-voting) shares.

3. OFFICERS

The officers of DIRECTV Group are listed below:

K. Rupert Murdoch - Chairman of the Board of Directors
Chase Carey - President and Chief Executive Officer
Eddy W. Hartenstein - Vice Chairman
Bruce Churchill - Executive Vice President and Chief Financial Officer
Romulo Pontual - Executive Vice President and Chief Technology Officer
Larry D. Hunter - Executive Vice President, General Counsel and Secretary
Patrick T. Doyle - Senior Vice President, Controller, Treasurer and Chief Accounting Officer

Each officer is a U.S. citizen and can be contacted at the following address: The DIRECTV Group, Inc., 2250 E. Imperial Highway, El Segundo, CA 90245.

HARRIS,
WILTSHIRE &
GRANNIS LLP

1200 EIGHTEENTH STREET, NW
WASHINGTON, DC 20036

TEL 202.730.1300 FAX 202.730.1301
WWW.HARRISWILTSHIRE.COM

ATTORNEYS AT LAW

Received

FEB 03 2005

Policy Branch
January 26, 2005

BY HAND DELIVERY

Marlene H. Dortch
Office of the Secretary
Federal Communications Commission
445 12th Street, S.W.
Washington, D.C. 20554

RECEIVED

JAN 26 2005

Federal Communications Commission
Office of Secretary

Re: *FCC File Nos. SAT-LOA-20040909-00168 and -00169,
SAT-AMD-20050103-00001 and -00002*

Dear Ms. Dortch:

Further to my letter of January 12, 2005, The DIRECTV Group, Inc. ("DIRECTV") wishes to clarify the operation of its beams covering Hawaii on the DIRECTV 10 and DIRECTV 11 satellites. Each of these satellites has a dedicated spot beam covering Hawaii. These spot beams are used for both national and local programming, and as indicated in Table 5.2 of each application, the peak EIRP of these beams is 59.5 dBW. As also indicated in Figure 5-1 of those applications, national programming is provided by 14 Ka-band transponders on each satellite – and the Hawaii spot beams are fed with the same programming from the same uplink transmissions as the beams serving CONUS and Alaska. In addition, two more Ka-band transponders on DIRECTV 11 can be used in the same beam for the retransmission of local broadcast signals to subscribers in Hawaii. The complete beam contours are depicted on the attachment to this letter.

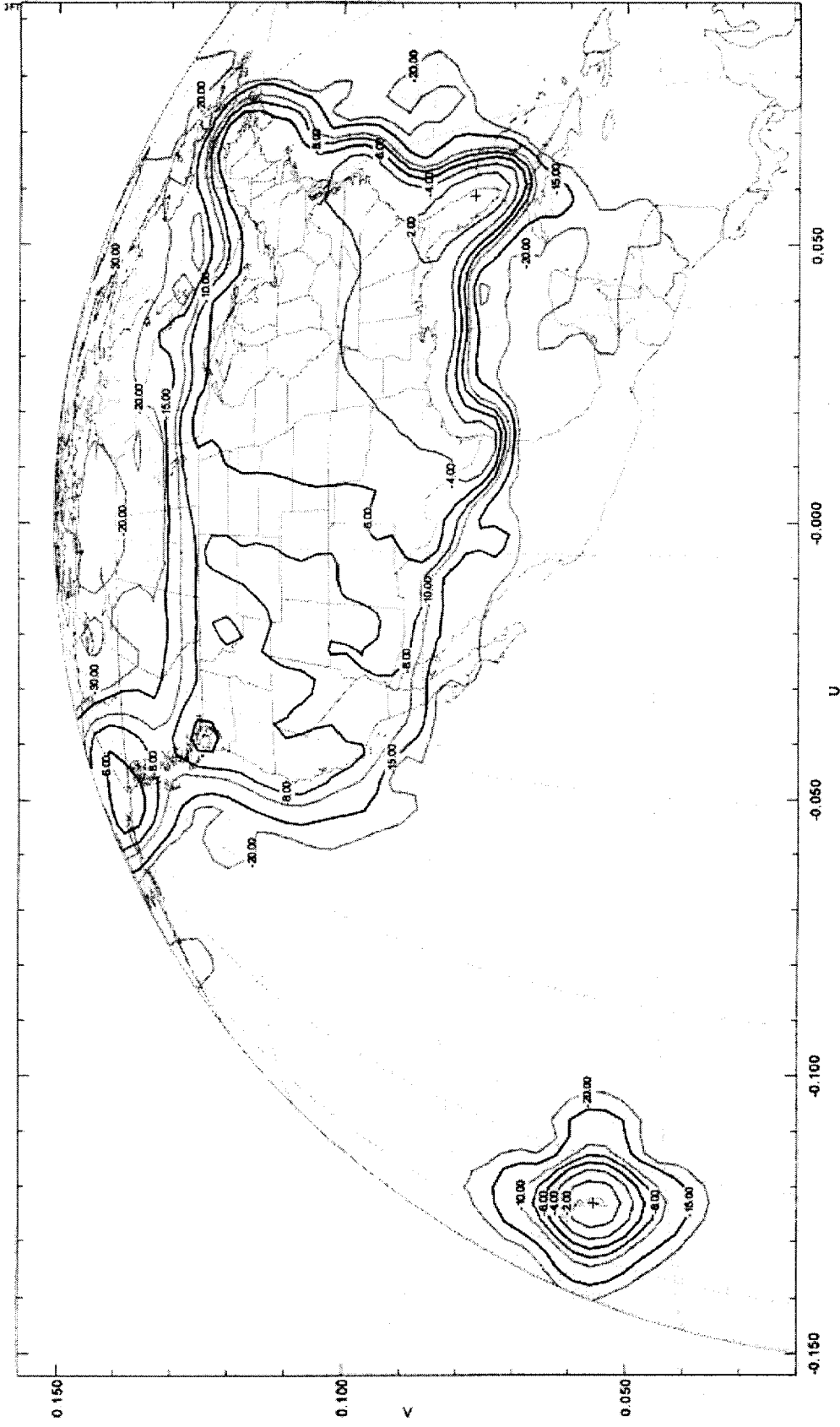
Sincerely yours,

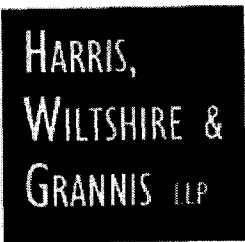


William M. Wiltshire
Counsel for DIRECTV

cc: Bruce A. Olcott, Esq. (counsel for Hawaii)

DIRECTV 10 and 11 National Beam Coverage





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Federal Communications Commission
Office of Secretary

BY HAND DELIVERY

Marlene H. Dortch, Secretary
Federal Communications Commission
445 Twelfth Street, S.W.
Washington, DC 20554

Re: *Information Update for
FCC File No. SAT-RPL-20040909-00168 (Call Sign S2640)*

Dear Ms. Dortch:

Pursuant to Section 1.65 of the Commission's rules, this letter provides updated ownership information relevant to the pending application. Specifically, on November 12, 2004, The News Corporation Limited was re-incorporated in the United States as News Corporation.

If you have any questions, please do not hesitate to contact undersigned counsel.

Sincerely yours,

William M. Wiltshire
Counsel for News Corporation