

**RECEIVED**

August 10, 2006

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**BY HAND DELIVERY**

Federal Communications Commission  
Office of Secretary

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

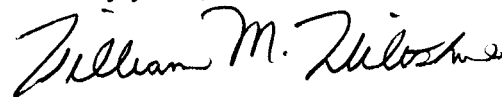
Re: ***Performance Bond for DIRECTV 9S; Call Signs S2669/S2689***  
*File No. SAT-RPL-20050322-00070*  
*File No. SAT-LOA-20051123-00250*  
*File No. SAT-AMD-20051114-00216*

Dear Ms. Dortch:

On July 21, 2006, the International Bureau released an order authorizing DIRECTV Enterprises, LLC ("DIRECTV") to launch and operate DIRECTV 9S, a hybrid Direct Broadcast Satellite and Ka-band space station, at the nominal 101° W.L. orbital location. In accordance with paragraph 29(e) of that authorization and Section 25.165 of the Commission's rules, DIRECTV hereby files a copy of its required \$3 million performance bond and related documents.

Please direct any questions regarding this matter directly to the undersigned.

Sincerely yours,



William M. Wiltshire  
*Counsel for DIRECTV Enterprises, LLC*

Enclosure

cc: Robert Nelson  
Andrea Kelly

**Federal Communications Corporation (FCC)  
Satellite License Payment Bond**

KNOW ALL PERSONS BY THESE PRESENTS, DIRECTV ENTERPRISES, LLC. (hereinafter called the Principal) and SAFECO INSURANCE COMPANY OF AMERICA, a corporation of the State of Washington (hereinafter called the Surety), are held and firmly bound unto the United States Treasury (hereinafter called the Obligee), in the maximum penal sum of THREE MILLION DOLLARS (\$3,000,000.00) to the payment of which sum, well and truly be made, the Principal and Surety bind themselves, and each of their heirs, administrators, executors and assigns, jointly and severally, firmly by these presents. Regardless of the number of years this bond may be in force, the aggregate liability of the Surety payable under this bond shall not be cumulative and is limited to the stated maximum penal sum.

WHEREAS, the Principal's application to launch and operate the DIRECTV 9S satellite has been granted by the Federal Communications Commission ("FCC") and the Principal is authorized to launch and operate its DIRECTV 9S satellite at 101 degrees West Longitude in accordance with the terms and conditions set forth in its authorization which authorization is hereby referred to and made a part hereof.

WHEREAS, in accordance with FCC the conditions of the DIRECTV 9S authorization grant, the Principal must file a payment bond with the FCC within 30 days of the application being granted.

PROVIDED, HOWEVER, that this bond is subject to the following conditions:

1. DIRECTV 9S must be constructed, launched, and placed into operation in accordance with the technical parameters and terms and conditions of the grant authorization by the following specified time periods-milestones.
  - a. Execute a binding contract for construction by July 21, 2007
  - b. Complete the Critical Design Review by July 21, 2008
  - c. Commence construction by July 21, 2011
  - d. Launch and begin operations by July 21, 2011
2. Upon filing of this bond with the FCC, Principal will file confirmation of completion of milestone a, b and c with the FCC. Upon issuance of a Public Notice by the FCC confirming the same, the maximum penal sum of the Bond shall be reduced by 75% (\$2,250,000.00) via a rider to this bond sent to the FCC and the Obligee.

3. In the event of a Notice of Default (i.e. an order or public notice revoking Principal's authorization) issued by the FCC to the Principal and the Surety regarding the performance of the milestones specified above during the term of this bond, the Surety shall be liable only up to the current outstanding maximum penal sum amount after giving effect to applicable milestone reductions. It is also understood and unconditionally agreed that upon receipt of such Notice of Default, the Sole remedy under this bond will be the tender of payment of the current outstanding maximum penal sum of the bond (taking into account subsequent riders to the maximum penal sum of the bond described above) within thirty (30) business days of such Notice of Default.

Any such Notice of Default made under this Bond shall be made in writing and shall be given a personal delivery or expedited delivery service, postage pre-paid, addressed to the parties at the addresses specified below:

To the Surety:  
Safeco Insurance Company of America  
330 N. Brand Blvd., 10<sup>th</sup> Floor  
Glendale, CA 91203

To the Principal:  
DIRECTV Enterprises, LLC  
2230 E. Imperial Highway, LA2/A141  
El Segundo, CA 90245

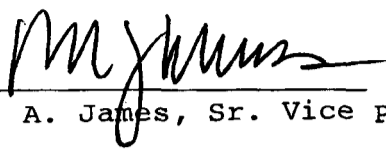
With a required copy to:  
Brian M. Regan, Esq.  
DIRECTV Enterprises, LLC  
2230 East Imperial Highway, LA1/N340  
El Segundo, CA 90245

4. No right of action shall accrue on this bond to or for the use of any person or corporation other than the Obligee named herein or the heirs, executors, administrators or successors of the Obligee.
5. If any conflict or inconsistency exists between the Surety's obligations or undertakings as described in this bond and as described in other documents, statutes or regulations, the terms of this bond shall prevail.

This bond shall be effective the 1<sup>st</sup> day of August, 2006 and shall cease at such time as the FCC confirms that the Principal has satisfied all of the milestones set forth in paragraph 1.


Signed and sealed this 3<sup>rd</sup> day of August 2006.

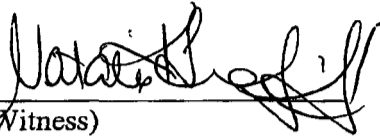
Principal: DIRECTV ENTERPRISES, LLC

By:   
P. A. James, Sr. Vice President

  
(Witness) D. A. Hall

Surety: SAFEO INSURANCE COMPANY OF AMERICA

By:   
Cesar F. Javier, Attorney-In-Fact

  
(Witness)  
Natalie K. Trofimoff



POWER OF ATTORNEY

Safeco Insurance Company of America
General Insurance Company of America
Safeco Plaza
Seattle, WA 98185

No. 9085

KNOW ALL BY THESE PRESENTS:

That SAFECO INSURANCE COMPANY OF AMERICA and GENERAL INSURANCE COMPANY OF AMERICA, each a Washington corporation, does each hereby appoint

\*\*\*\*TENZER V. CUNNINGHAM; CESAR F. JAVIER; SHANNA E. JUDSON; KRISTINE MENDEZ; JEFFREY STRASSNER; NATALIE K. TROFIMOFF; CHRISTINA TURMAN; Los Angeles, California\*\*\*\*\*

its true and lawful attorney(s)-in-fact, with full authority to execute on its behalf fidelity and surety bonds or undertakings and other documents of a similar character issued in the course of its business, and to bind the respective company thereby.

IN WITNESS WHEREOF, SAFECO INSURANCE COMPANY OF AMERICA and GENERAL INSURANCE COMPANY OF AMERICA have each executed and attested these presents

this 12th day of June, 2006

Handwritten signature of Stephanie Daley-Watson

Handwritten signature of Tim Mikolajewski

STEPHANIE DALEY-WATSON, SECRETARY

TIM MIKOLAJEWSKI, SENIOR VICE-PRESIDENT, SURETY

CERTIFICATE

Extract from the By-Laws of SAFECO INSURANCE COMPANY OF AMERICA and of GENERAL INSURANCE COMPANY OF AMERICA:

"Article V, Section 13. - FIDELITY AND SURETY BONDS ... the President, any Vice President, the Secretary, and any Assistant Vice President appointed for that purpose by the officer in charge of surety operations, shall each have authority to appoint individuals as attorneys-in-fact or under other appropriate titles with authority to execute on behalf of the company fidelity and surety bonds and other documents of similar character issued by the company in the course of its business...

Extract from a Resolution of the Board of Directors of SAFECO INSURANCE COMPANY OF AMERICA and of GENERAL INSURANCE COMPANY OF AMERICA adopted July 28, 1970.

"On any certificate executed by the Secretary or an assistant secretary of the Company setting out,

- (i) The provisions of Article V, Section 13 of the By-Laws, and
(ii) A copy of the power-of-attorney appointment, executed pursuant thereto, and
(iii) Certifying that said power-of-attorney appointment is in full force and effect,

the signature of the certifying officer may be by facsimile, and the seal of the Company may be a facsimile thereof."

I, Stephanie Daley-Watson, Secretary of SAFECO INSURANCE COMPANY OF AMERICA and of GENERAL INSURANCE COMPANY OF AMERICA, do hereby certify that the foregoing extracts of the By-Laws and of a Resolution of the Board of Directors of these corporations, and of a Power of Attorney issued pursuant thereto, are true and correct, and that both the By-Laws, the Resolution and the Power of Attorney are still in full force and effect.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the facsimile seal of said corporation

this AUG 3 - 2006 day of



Handwritten signature of Stephanie Daley-Watson

STEPHANIE DALEY-WATSON, SECRETARY

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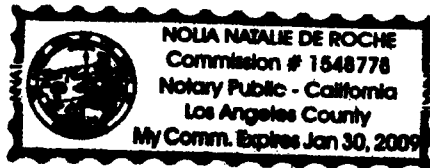
## Acknowledgment

State of California  
County of Los Angeles

on August 9th, 2006  
Paul Torres before me, Nolia N. DeRoche, (Notary Public) personally appeared  
Paul Torres, personally known to me to be the person(s) whose name(s) is/~~are~~  
subscribed to the within instrument and acknowledged to me that he/she/they executed the  
same in his/~~her~~/their authorized capacity(~~ies~~), and that by his/~~her~~/their signature(s) on the  
instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the  
instrument.

WITNESS my hand and official seal.

Signature  (Seal)



CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State of California

County of Los Angeles

On AUG 3 - 2006 before me, Natalie K. Trofimoff, Notary Public

personally appeared Cesar F. Javier

personally known to me - OR -

proved to me on the basis of satisfactory evidence the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



WITNESS my hand and official seal.

Natalie K. Trofimoff  
SIGNATURE OF NOTARY

Notary Public Seal

**OPTIONAL**

Though the data below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent reattachment of this form.

**DESCRIPTION OF ATTACHED DOCUMENT:**

TITLE OR TYPE OF DOCUMENT: \_\_\_\_\_

DOCUMENT DATE: \_\_\_\_\_

**CAPACITY(IES) CLAIMED BY SIGNER(S)**

Signer's Name: \_\_\_\_\_

Signer's Name \_\_\_\_\_

INDIVIDUAL  
 CORPORATE OFFICER  
Title(s) \_\_\_\_\_

INDIVIDUAL  
 CORPORATE OFFICER  
Title(s) \_\_\_\_\_

PARTNER(S)  LIMITED  GENERAL  
X ATTORNEY-IN-FACT

PARTNER(S)  LIMITED  GENERAL  
 ATTORNEY-IN-FACT

TRUSTEE(S)

TRUSTEE(S)

GUARDIAN/CONSERVATOR

GUARDIAN/CONSERVATOR

OTHER: \_\_\_\_\_

OTHER: \_\_\_\_\_

Signer is representing:

NAME OF PERSON(S) OR ENTITY(IES)

Signer is representing:

NAME OF PERSON(S) OR ENTITY(IES)