



August 27, 2009

BY HAND DELIVERY

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

FILED/ACCEPTED

AUG 27 2009

Federal Communications Commission
Office of the Secretary

Re: ***Performance Bond for DIRECTV RB-1***
IBFS File Nos. SAT-LOA-20060908-00099, SAT-AMD-20080114-00013,
and SAT-AMD-20080321-00076 (Call Sign S2711)

Dear Ms. Dortch:

On July 28, 2009, the International Bureau by grant stamp authorized DIRECTV Enterprises, LLC ("DIRECTV") to launch and operate DIRECTV RB-1, a 17/24 GHz BSS satellite, at the nominal 99° W.L. orbital location. In accordance with paragraph 5(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: Stephen Duall
Andrea Kelly

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

KNOW ALL PERSONS BY THESE PRESENTS, That The DIRECTV Enterprises, LLC (hereinafter called the Principal) and Westchester Fire Insurance Company, a corporation of the State of New York (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 RB-1 satellite has been granted by the Federal Communications Commission ("FCC") and the Principal is authorized to launch and operate its DIRECTV RB-1 satellite at 99.175 degrees W. Longitude in accordance with the terms and conditions set forth in its authorization which authorization is hereby referred to and made a part of hereof.

WHEREAS, in accordance with FCC the conditions of the DIRECTV RB-1 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 RB-1 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 within one year (July 28, 2010)
 - b. Complete the Critical Design Review within two years (July 28, 2011)
 - c. Commence construction within three years (July 28, 2012)
 - d. Launch and begin operations within five years (July 28, 2014)
2. Upon completion of milestone c, confirmation of which will be filed with the FCC by Principal, And issuance of a Public Notice by the FCC confirming same, the maximum penal sum of the Bond shall be reduced by 25% (\$750,000.00) 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:

Westchester Fire Insurance Company
Two Liberty Place, TL33B
1601 Chestnut Street
Philadelphia, PA 19103

To the Principal:

DIRECTV Enterprises, LLC
2230 E. Imperial Highway, LA1/N340
El Segundo, CA 90245

With a required copy to:
Brian Regan
THE DIRECTV Group, Inc.
2230 E. Imperial Highway, LA1/N30
El Segundo, CA 90245

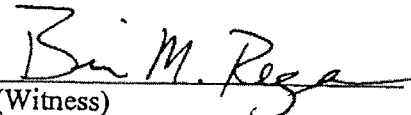
4. No right of action shall accrue on this bond to or for the use of any person or corporation other than the Obligee named herein or the heirs, executors, administrators or successors of the Obligee.
5. If any conflict or inconsistency exists between the Surety's obligations or undertakings as described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

This bond shall be effective the 28th day of July, 2009 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 17th day of August, 2009.

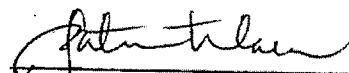
Principal: DIRECTV Enterprises, LLC

By: 


(Witness)

Surety: Westchester Fire Insurance Company

By: 
Cesar F. Javier
Attorney-In-Fact


(Witness)

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State of California

County of Los Angeles

On Aug. 21, 2009 before me, Elaine M. McGee, Notary Public

personally appeared Larry D. Hunter

who proved to me on the basis of satisfactory evidence 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.



Place Notary Seal Above

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature Elaine M. McGee
Signature of Notary Public

OPTIONAL

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

Description of Attached Document

Title or Type of Document: FCC Satellite License Payment Bond # K07935845

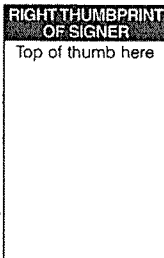
Document Date: Aug. 17, 2009 Number of Pages: 2

Signer(s) Other Than Named Above: No other signers

Capacity(ies) Claimed by Signer(s)

Signer's Name: Larry D. Hunter

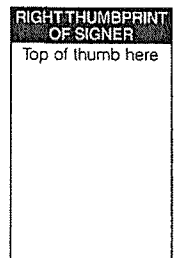
- Individual
- Corporate Officer — Title(s): President
- Partner — Limited General
- Attorney in Fact
- Trustee
- Guardian or Conservator
- Other: _____



Signer Is Representing: DIRECTV Enterprises LLC

Signer's Name: _____

- Individual
- Corporate Officer — Title(s): _____
- Partner — Limited General
- Attorney in Fact
- Trustee
- Guardian or Conservator
- Other: _____



Signer Is Representing: _____

Power of Attorney

WESTCHESTER FIRE INSURANCE COMPANY

Know all men by these presents: That WESTCHESTER FIRE INSURANCE COMPANY, a corporation of the State of New York, having its principal office in the City of Atlanta, Georgia pursuant to the following Resolution, adopted by the Board of Directors of the said Company on December 11, 2006, to wit:

entered into the ordinary course of business (each a "Written Commitment"):

- (1) Each of the Chairman, the President and the Vice Presidents of the Company is hereby authorized to execute any Written Commitment for and on behalf of the Company, under the seal of the Company or otherwise.
- (2) Each duly appointed attorney-in-fact of the Company is hereby authorized to execute any Written Commitment for and on behalf of the Company, under the seal of the Company or otherwise, to the extent that such action is authorized by the grant of powers provided for in such persons written appointment as such attorney-in-fact.
- (3) Each of the Chairman, the President and the Vice Presidents of the Company is hereby authorized, for and on behalf of the Company, to appoint in writing any person the attorney-in-fact of the Company with full power and authority to execute, for and on behalf of the Company, under the seal of the Company or otherwise, such Written Commitments of the Company as may be specified in such written appointment, which specification may be by general type or class of Written Commitments or by specification of one or more particular Written Commitments.
- (4) Each of the Chairman, the President and Vice Presidents of the Company is hereby authorized, for and on behalf of the Company, to delegate in writing any other officer of the Company the authority to execute, for and on behalf of the Company, under the Company's seal or otherwise, such Written Commitments of the Company as are specified in such written delegation, which specification may be by general type or class of Written Commitments or by specification of one or more particular Written Commitments.
- (5) The signature of any officer or other person executing any Written Commitment or appointment or delegation pursuant to this Resolution, and the seal of the Company, may be affixed by facsimile on such Written Commitment or written appointment or delegation.

FURTHER RESOLVED, that the foregoing Resolution shall not be deemed to be an exclusive statement of the powers and authority of officers, employees and other persons to act for and on behalf of the Company, and such Resolution shall not limit or otherwise affect the exercise of any such power or authority otherwise validly granted or vested.

FURTHER RESOLVED, that the Resolution of the Board of Directors of the Company adopted at the meeting held on November 5, 1999 relating to the authorization of certain persons to execute, for and on behalf of the Company, Written Commitments and appointments and delegations, is hereby rescinded.

Does hereby nominate, constitute and appoint Cesar F Javier, Christina Johnson, Daravy Mady, Jeffrey Strassner, Kristine Mendez, Natalie K Trofimoff, Patricia Talavera, Tenzer V Cunningham, all of the City of LOS ANGELES, California, each individually if there be more than one named, its true and lawful attorney-in-fact, to make, execute, seal and deliver on its behalf, and as its act and deed any and all bonds, undertakings, recognizances, contracts and other writings in the nature thereof in penalties not exceeding Twenty Five million dollars & zero cents (\$25,000,000.00) and the execution of such writings in pursuance of these presents shall be as binding upon said Company, as fully and amply as if they had been duly executed and acknowledged by the regularly elected officers of the Company at its principal office.

IN WITNESS WHEREOF, the said Stephen M. Haney, Vice-President, has hereunto subscribed his name and affixed the Corporate seal of the said WESTCHESTER FIRE INSURANCE COMPANY this 24 day of March 2009.

WEST CHESTER FIRE INSURANCE COMPANY

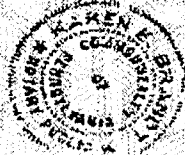


Stephen M Haney
Stephen M. Haney, Vice President

COMMONWEALTH OF PENNSYLVANIA
COUNTY OF PHILADELPHIA ss.

On this 24 day of March, A.D. 2009 before me, a Notary Public of the Commonwealth of Pennsylvania in and for the County of Philadelphia came Stephen M. Haney, Vice-President of the WESTCHESTER FIRE INSURANCE COMPANY to me personally known to be the individual and officer who executed the preceding instrument, and he acknowledged that he executed the same, and that the seal affixed to the preceding instrument is the corporate seal of said Company; that the said corporate seal and his signature were duly affixed by the authority and direction of the said corporation, and that Resolution, adopted by the Board of Directors of said Company, referred to in the preceding instrument, is now in force.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Philadelphia the day and year first above written.



COMMONWEALTH OF PENNSYLVANIA
NOTARIAL SEAL
KAREN E. GRANT, Notary Public
City of Philadelphia, Phila. County
My Commission Expires September 26, 2010

Karen E Grant
Notary Public

I, the undersigned Assistant Secretary of the WESTCHESTER FIRE INSURANCE COMPANY, do hereby certify that the original POWER OF ATTORNEY which the foregoing is a substantially true and correct copy, is in full force and effect.

In witness whereof, I have hereunto subscribed my name as Assistant Secretary, and affixed the corporate seal of the Corporation, this _____ day of _____



William L Kelly
William L. Kelly, Assistant Secretary

THIS POWER OF ATTORNEY MAY NOT BE USED TO EXECUTE ANY BOND WITH AN INCEPTION DATE AFTER March 24, 2011.

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State of California

County of Los Angeles

On AUG 17 2009 before me, Daravy Mady, Notary Public

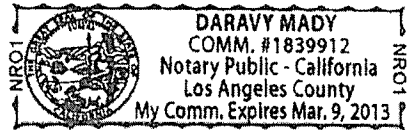
personally appeared, Cesar F. Javier

who proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Daravy Mady
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: _____

NUMBER OF PAGES: _____ 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

- PARTNER(S) LIMITED GENERAL

ATTORNEY-IN-FACT

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)