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October 15, 2008

Via Courier

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

FILED/ACCEPTED
OCT 15 2008
Federal Communications Commission
Office of the Secretary

Re: Pegasus Development DBS Corporation
See File Nos. listed in Exhibit A

Dear Ms. Dortch:

Pursuant to 47 C.F.R. § 1.65, Pegasus Development DBS Corporation (“Pegasus”), the applicant of the FCC applications listed in Exhibit A, hereby submits this letter notifying the Commission of the *pro forma* change in ownership of Pegasus. On October 7, 2008, several companies in the corporate ownership structure between Pegasus and its ultimate owner, Marshall W. Pagon, were merged or dissolved for business or tax reasons. Mr. Pagon continues to retain ultimate ownership and control of Pegasus. Attached as Exhibit B is the updated ownership information, which supersedes Pegasus’ original response to question 40 of the applications listed in Exhibit A.

Very truly yours,

Bruce D. Jacobs
Tony Lin

EXHIBIT A

File Nos.

SAT-LOA-20060412-00042 (S2698) SAT-AMD-20080114-00025 (S2698) SAT-AMD-20080118-00029 (S2698)	SAT-LOA-20060412-00043 (S2699) SAT-AMD-20080114-00024 (S2699)
SAT-LOA-20060412-00044 (S2700) SAT-AMD-20080114-00023 (S2700)	

EXHIBIT B

Response to Question 40 Ownership Information

Pegasus Development DBS Corporation (“Pegasus DBS”) is a Delaware corporation, which is a wholly owned subsidiary of Pegasus Development Corporation (“PDC”), a Delaware corporation located c/o Pegasus Communications Management Company, 225 City Line Avenue, Suite 100, Bala Cynwyd, Pennsylvania 19004. PDC is wholly owned by Xanadoo Company (formerly known as Pegasus Communications Corporation) (“Xanadoo”), a Delaware corporation located c/o Pegasus Communications Management Company, 225 City Line Avenue, Suite 100, Bala Cynwyd, Pennsylvania 19004.

Xanadoo is a public company. Class A Common Stock representing approximately 38% of the voting rights of Xanadoo is held by public shareholders.¹ In addition, the Class B Common Stock, representing 60.96% of the voting interest in Xanadoo, is controlled by Marshall W. Pagon, either directly or indirectly through his control of various companies. Specifically, the following entities owned or controlled by Mr. Pagon hold the following interests in Xanadoo:

1. Pegasus Capital Holdings, LLC holds Class B Common Stock representing approximately 38.52% of the voting rights in Xanadoo.
2. BDI Associates, LLC holds Class B Common Stock representing approximately 11.34% of the voting rights in Xanadoo.
3. Pegasus PCS Partners, LP holds Class B Common Stock representing approximately 4.39% of the voting rights in Xanadoo.
4. Pegasus Broadcast Holdings, LP holds Class B Common Stock representing approximately 4.52% of the voting rights in Xanadoo.
5. Marshall W. Pagon holds Class B Common Stock representing approximately 1.59% of the voting rights in Xanadoo.

¹ Some officers and directors of Xanadoo may hold Class A stock. Among these are Marshall W. Pagon whose interests are already attributable and described herein. To the extent that other individuals hold such stock, all hold less than 5% of the voting interest in Xanadoo. In addition, an institutional investor, Peninsula Capital Advisors, LLC, and its related company Peninsula Investment Partners, L.P., hold approximately 77% of the Xanadoo Class A Common stock, which represents approximately 30.4% of the voting interest of Xanadoo and approximately 66.5% of the equity of the company. No single person or entity holds greater than 33% of Peninsula Partners, or Peninsula Capital Advisors, LLC, such that a single person or entity has an attributable 10% or greater voting interest in the Applicant indirectly through Peninsula Partners or Peninsula Capital Advisors, LLC. The entities are located at 404B East Main Street, Charlottesville, VA 22902.

6. BDI Holdings, LP holds Class B Common Stock representing approximately 0.60% of the voting rights in Xanadoo.

Thus, through his ownership and control of these companies, Marshall W. Pagon continues to hold at least 60.96% of the voting stock of Xanadoo, and has actual control of that corporation. The ownership of these entities is detailed further below.

Pegasus Capital Holdings, LLC is a Delaware limited liability company and Marshall W. Pagon is its sole Managing Member. The only other members of Pegasus Capital Holdings, LLC are Pegasus PCS Partners, LP, and BDI Associates, LLC, which are also controlled by Marshall W. Pagon, either directly or indirectly, and are detailed below.

BDI Associates, LLC has three members: Marshall W. Pagon Irrevocable Trust (the sole managing member), Howard E. Verlin (included below), and BDI Holdings, LP. In turn, BDI Holdings, LP has three partners: general partner BDI Enterprises, Ltd. with 1% of the total interest; limited partner Marshall W. Pagon with 92.7% of the total interest; and limited partner Marshall W. Pagon Irrevocable Trust with 6.3% of the total interest. In turn, BDI Enterprises, Ltd. is wholly owned by Marshall W. Pagon.

Pegasus PCS Partners, LP, is a limited partnership. BDI Associates, LLC is its sole general partner and a limited partner, holding a 55% interest in Pegasus PCS Partners, LP. PDC is the other limited partner, holding the remaining 45% interest.

Pegasus Broadcast Holdings, LP is a limited partnership. Its sole general partner (holding 1% of the total interest) is Pegasus Broadcast Associates, Ltd, which is wholly owned by Marshall W. Pagon. Pegasus Capital Holdings, LLC, detailed above, also holds a 66% limited partnership interest in Pegasus Broadcast Holdings, LP.

Officers and Directors

The officers and directors of the corporate entities discussed above are listed below.

The officers and directors of Xanadoo Company, each of whom is a U.S. citizen, are as follows:

Marshall W. Pagon 520 N. Rose Lane Haverford, PA 19041 Director, Chairman, President, and Chief Executive Officer	Michael B. Jordan 247 East Gravers Lane Philadelphia, PA 19118 Assistant Secretary	Howard E. Verlin 922 Spruce Street Philadelphia, PA 19107 Director, Executive V.P.
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Scott A. Blank 111 Cherry Lane Wynnewood, PA 19096 Senior VP of Legal and Corporate Affairs, General Counsel and Secretary	Cheryl Crate 1600 S. Eads Street, Apt 733N Arlington, VA 22202 Vice President Corporate Communications and Government Relations	Rory J. Lindgren 26 Settlers Drive Doylestown, PA 18401 COO, Director
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Mary C. Metzger 120 East End Avenue, Apt. 4A, New York, NY 10028 Director	Robert Slezak 9520 N. 102 Street, Omaha, Nebraska 68122 Director
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The officers and directors of Pegasus Broadcast Associates, Ltd., each of whom is a U.S. citizen, are as follows:

Marshall W. Pagon 520 N. Rose Lane Haverford, PA 19041 Sole Director, Chairman, President, and Chief Executive Officer	Howard E. Verlin 922 Spruce Street Philadelphia, PA 19107 Executive Vice President	Michael B. Jordan 247 East Gravers Lane Philadelphia, PA 19118 Assistant Secretary
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The officers and directors of BDI Enterprises, Ltd. each of whom is a U.S. citizen, are as follows:

Marshall W. Pagon 520 N. Rose Lane Haverford, PA 19041 Sole Director, Chairman, President, and Chief Executive Officer	Howard E. Verlin 922 Spruce Street Philadelphia, PA 19107 Executive Vice President	Michael B. Jordan 247 East Gravers Lane Philadelphia, PA 19118 Assistant Secretary
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The officers and directors of Pegasus Development Corporation, each of whom is a U.S. citizen, are as follows:

Marshall W. Pagon
520 N. Rose Lane
Haverford, PA 19041
Sole Director, Chairman, and
Chief Executive Officer

Scott A. Blank
111 Cherry Lane
Wynnewood, PA 19096
Senior VP of Legal and
Corporate Affairs, General
Counsel and Secretary

Michael B. Jordan
247 East Gravers Lane
Philadelphia, PA 19118
Assistant Secretary

Howard E. Verlin
922 Spruce St
Philadelphia, PA 19107
Executive Vice President

The officers and directors of Pegasus Development DBS Corporation, each of whom is a U.S. citizen, are as follows:

Marshall W. Pagon
520 N. Rose Lane
Haverford, PA 19041
Sole Director, Chairman, and
Chief Executive Officer

Scott A. Blank
111 Cherry Lane
Wynnewood, PA 19096
Senior VP of Legal and
Corporate Affairs, General
Counsel and Secretary

Michael B. Jordan
247 East Gravers Lane
Philadelphia, PA 19118
Assistant Secretary

Howard E. Verlin
922 Spruce St
Philadelphia, PA 19107
Executive Vice President

Marshall W. Pagon
(individually and through various intermediaries described above)

61%

Xanadoo Company (formerly Pegasus Communications Corporation)

100%

Pegasus Development Corporation

100%

Pegasus Development DBS Corporation

CERTIFICATE OF SERVICE

I, Renee Williams, hereby certify that on this 15th day of October 2008 I served a true copy of the foregoing by first-class United States mail, postage prepaid, upon the following:

Andrea Kelly
Chief, Policy Branch of the Satellite
Division
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Washington, D.C. 20554

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Renee Williams

*By Hand Delivery