

Ownership Information and Narrative

Response to Questions 40 and 43

Pegasus Development DBS Corporation (“Pegasus DBS”) seeks authority to amend its application (File Nos. SAT-LOA-20090807-00084 and SAT-AMD-20100528-00114) to reflect a *pro forma* change in the applicant. Specifically, rather than Pegasus DBS, 95 License Subsidiary, LLC (“LicenseSub”), a wholly owned and controlled subsidiary of Pegasus DBS, will be the applicant. Marshall W. Pagon will continue to have ultimate ownership and control of Pegasus DBS (and thus LicenseSub, as well), as illustrated in Figure 1 below.¹ Pegasus DBS also requests that the IBFS database be updated, and the underlying application, as amended, be associated with the FRN for LicenseSub (0020037263). There are no other changes to the application.²

Following is the revised ownership description, which, except for the inclusion of LicenseSub in the ownership structure, is identical to the ownership information previously provided to the Commission (File No. SAT-AMD-20100528-00114):

LicenseSub is a Delaware limited liability corporation, which is a wholly owned subsidiary of Pegasus DBS. Pegasus DBS is a Delaware corporation, which is a wholly owned subsidiary of Pegasus Development Corporation (“PDC”). 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 publicly traded on the Pink Sheets. Class A Common Stock representing approximately 38% of the voting rights of Xanadoo is held by public shareholders.³ In addition,

¹ Pegasus DBS understands that this *pro forma* change does not implicate the Commission’s rule prohibiting transfers or assignments of pending applications in the queue, 47 C.F.R. § 25.158(c), because Pegasus DBS wholly owns and controls LicenseSub and thus no “other entity” has assumed Pegasus DBS’s place in the queue. To the extent the Commission concludes otherwise, Pegasus DBS seeks waiver of the rule. No real purpose would be served by strictly interpreting the rule to prohibit this *pro forma* change. The proposed change facilitates corporate reorganization and other legitimate business objectives and would not undermine the Commission’s goal of discouraging speculative applications. Accordingly, waiver of the rule, if necessary, is justified.

² The contact information for LicenseSub is the same as that for Pegasus DBS.

³ 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% of the voting interest of Xanadoo and approximately 67% 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.

the Class B Common Stock, representing 61% 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 39% of the voting rights in Xanadoo.
2. BDI Associates, LLC holds Class B Common Stock representing approximately 11 % of the voting rights in Xanadoo.
3. Pegasus PCS Partners, LP holds Class B Common Stock representing approximately 4% of the voting rights in Xanadoo.
4. Pegasus Broadcast Holdings, LP holds Class B Common Stock representing approximately 5% of the voting rights in Xanadoo.
5. Marshall W. Pagon holds Class B Common Stock representing approximately 2% of the voting rights in Xanadoo.
6. BDI Holdings, LP holds Class B Common Stock representing approximately 1% of the voting rights in Xanadoo.

Thus, through his ownership and control of these companies, Marshall W. Pagon holds at least 61% 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.

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

Robert Slezak
9520 N. 102 Street,
Omaha, Nebraska 68122
Director

Mary C. Metzger
120 East End Avenue, Apt.
4A, New York, NY 10028
Director

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

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

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

The officers and directors of 95 License Subsidiary, LLC, 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

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

Figure 1 – Ownership Structure

