

READ INSTRUCTIONS CAREFULLY

BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION

APPROVED BY OMB

3060-0589

## REMITTANCE ADVICE

SPECIAL USE

FCC USE ONLY

(1) LOCKBOX # 358160

FCC/MELLON PAGE NO. 1 OF JAN 08 2001

## SECTION A - PAYER INFORMATION

(2) PAYER NAME (If paying by credit card, enter name exactly as it appears on your card)

KaStar 109.2 Acquisition, LLC

(3) TOTAL AMOUNT PAID (dollars and cents)

\$ 6,670.00

(4) STREET ADDRESS LINE NO. 1

4600 S. Syracuse Street, Suite 500

(5) STREET ADDRESS LINE NO. 2

(6) CITY

Denver

(7) STATE

CO

(8) ZIP CODE

80237

(9) DAYTIME TELEPHONE NUMBER (include area code)

(720) 554-7400

IF PAYER NAME AND THE APPLICANT NAME ARE THE SAME, ENTER PAYER NAME IN (2) AND APPLICANT NAME IN (11). IF MORE THAN ONE APPLICANT, ENTER APPLICANT NAME IN (11).

S2165

SAT-ASG-20010108-00004

KASTAR 73 ACQUISITION LLC

Ka-band

## SECTION B - APPLICANT INFORMATION

(11) APPLICANT NAME (If paying by credit card, enter name exactly as it appears on your card)

(12) STREET ADDRESS LINE NO. 1

(13) STREET ADDRESS LINE NO. 2

(14) CITY

(15) STATE

(16) ZIP CODE

(17) DAYTIME TELEPHONE NUMBER (include area code)

(18) COUNTRY CODE (if not in U.S.A.)

COMPLETE SECTION C FOR EACH SERVICE. IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEETS (FORM 159-C)

## SECTION C - PAYMENT INFORMATION

(19A) FCC CALL SIGN/OTHER ID

S2165

(20A) PAYMENT TYPE CODE (PTC)

B

F

Y

(21A) QUANTITY

1

(22A) FEE DUE FOR (PTC) IN BLOCK 20A

\$ 6,670.00

FCC USE ONLY

(23A) FCC CODE 1

(24A) FCC CODE 2

(19B) FCC CALL SIGN/OTHER ID

(20B) PAYMENT TYPE CODE (PTC)

(21B) QUANTITY

(22B) FEE DUE FOR (PTC) IN BLOCK 20B

FCC USE ONLY

(23B) FCC CODE 1

(24B) FCC CODE 2

(19C) FCC CALL SIGN/OTHER ID

(20C) PAYMENT TYPE CODE (PTC)

(21C) QUANTITY

(22C) FEE DUE FOR (PTC) IN BLOCK 20C

FCC USE ONLY

(23C) FCC CODE 1

(24C) FCC CODE 2

(19D) FCC CALL SIGN/OTHER ID

(20D) PAYMENT TYPE CODE (PTC)

(21D) QUANTITY

(22D) FEE DUE FOR (PTC) IN BLOCK 20D

FCC USE ONLY

(23D) FCC CODE 1

(24D) FCC CODE 2

## SECTION D - TAXPAYER INFORMATION (REQUIRED)

(25)

PAYER TIN

0 5 4 1 7 8 1 0 0 2

APPLICANT TIN

## SECTION E - CERTIFICATION

(27) CERTIFICATION STATEMENT

I, William M. Wiltshire

(PRINT NAME)

, Certify under penalty of perjury that the foregoing and supporting information

are true and correct to the best of my knowledge, information and belief. SIGNATURE

William M. Wiltshire

## SECTION F - CREDIT CARD PAYMENT INFORMATION

(28)

MASTERCARD/VISA ACCOUNT NUMBER:

EXPIRATION DATE:

MASTERCARD

MONTH YEAR

VISA

I hereby authorize the FCC to charge my VISA or MASTERCARD

AUTHORIZED SIGNATURE

DATE

for the service(s)/authorization(s) hereby described.

SEE PUBLIC BURDEN ESTIMATE ON REVERSE

FCC FORM 159 JULY 1997 (REVISED)

**FCC 312**  
Main Form

Approved by OMB  
3000-0678  
Buy Any Radio License  
For Response: 11 Mins

**FEDERAL COMMUNICATIONS COMMISSION**  
**APPLICATION FOR SATELLITE SPACE AND EARTH STATION AUTHORIZATIONS**

**FCC Use Only**  
File Number:

Call Sign:

Fee Number:

**APPLICANT INFORMATION**

1. Legal Name of Applicant Kastar 109.2 Acquisition, LLC		2. Voice Telephone Number (720) 554-7400	
3. Other Name Used for Doing Business (if any)		4. Fax Telephone Number (720) 554-7500	
5. Mailing Street Address or P.O. Box 4600 S. Syracuse Street, Suite 500 ATTENTION: David M. Brown		6. City Denver	8. Zip Code 80237
9. Name of Contact Representative (if other than applicant) William M. Wiltshire		7. State / Country (if not U.S.A.) CO	10. Voice Telephone Number (202) 730-1300
11. Firm or Company Name Harris, Wiltshire & Grannis LLP		12. Fax Telephone Number (202) 730-1301	
13. Mailing Street Address or P.O. Box 1200 Eighteenth Street, NW ATTENTION:		14. City Washington	16. Zip Code 20036
		15. State / Country (if not U.S.A.) District of Columbia	

**CLASSIFICATION OF FILING**

17. Place an "X" in the box next to the classification that applies to this filing for both questions a. and b. Mark only one box for 17a and only one box for 17b.	
<input type="checkbox"/> a1. Earth Station	<input type="checkbox"/> b1. Application for License of New Station
<input checked="" type="checkbox"/> a2. Space Station	<input type="checkbox"/> b2. Application for Registration of New Domestic Receive-Only Station
	<input type="checkbox"/> b3. Amendment to a Pending Application
	<input type="checkbox"/> b4. Modification of License or Registration
	<input type="checkbox"/> b5. Assignment of License or Registration
18. If this filing is in reference to an existing station, enter: Call sign of station: S2165	
19. If this filing is an amendment to a pending application enter: (a) Date pending application was filed: N/A (b) File number of pending application:	

### TYPE OF SERVICE

20. NATURE OF SERVICE: This filing is for an authorization to provide or use the following type(s) of service(s): Place an "X" in the box(es) next to all that apply.

- ☒ a. Fixed Satellite ☐ c. Radiodetermination Satellite ☐ e. Direct to Home Fixed Satellite  
☐ b. Mobile Satellite ☐ d. Earth Exploration Satellite ☐ f. Digital Audio Radio Service ☐ g. Other (please specify) \_\_\_\_\_

21. STATUS: Place an "X" in the box next to the applicable status. Mark only one box.

- ☐ a. Common Carrier ☒ b. Non-Common Carrier

22. If earth station applicant, place an "X" in the box(es) next to all that apply.

- ☐ a. Using U.S. licensed satellites ☐ b. Using Non-U.S. licensed satellites

N/A

23. If applicant is providing INTERNATIONAL COMMON CARRIER service, see instructions regarding Sec. 21.4 filings. Mark only one box. Are these facilities:

- ☐ a. Connected to the Public Switched Network ☐ b. Not connected to the Public Switched Network N/A

24. FREQUENCY BAND(S): Place an "X" in the box(es) next to all applicable frequency band(s).

- ☐ a. C-Band (4/6 GHz) ☒ c. Other (Please specify) Ka-Band (18/28 GHz)  
☐ b. Ku-Band (12/14 GHz)

### TYPE OF STATION

25. CLASS OF STATION: Place an "X" in the box next to the class of station that applies. Mark only one box.

- ☐ a. Fixed Earth Station ☐ b. Temporary-Fixed Earth Station ☐ c. 12/14 GHz VSAT Network ☐ d. Mobile Earth Station ☒ e. Space Station ☐ f. Other (Specify) \_\_\_\_\_  
 If space station applicant, go to Question 27.

26. TYPE OF EARTH STATION FACILITY Mark only one box.

- ☐ a. Transmit/Receive ☐ b. Transmit-Only ☐ c. Receive-Only

### PURPOSE OF MODIFICATION OR AMENDMENT

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

- |                          |   |
|--------------------------|---|
| <input type="checkbox"/> | a -- authorization to add new emission designator and related service   |
| <input type="checkbox"/> | b -- authorization to change emission designator and related service  |
| <input type="checkbox"/> | c -- authorization to increase EIRP and EIRP density  |
| <input type="checkbox"/> | d -- authorization to replace antenna   |
| <input type="checkbox"/> | e -- authorization to add antenna   |
| <input type="checkbox"/> | f -- authorization to relocate fixed station  |
| <input type="checkbox"/> | g -- authorization to change assigned frequency(ies)  |
| <input type="checkbox"/> | h -- authorization to add Points of Communication (satellites & countries)                                      |
| <input type="checkbox"/> | i -- authorization to change Points of Communication (satellites & countries)                                   |
| <input type="checkbox"/> | j -- authorization for facilities for which environmental assessment and radiation hazard reporting is required |
| <input type="checkbox"/> | k -- 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 as an exhibit for new transmitting facilities, major modifications, or major amendments. Refer to OET Bulletin 65.

☐ YES ☒ NO

## ALIEN OWNERSHIP

29. Is the applicant a foreign government or the representative of any foreign government?	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO
30. Is the applicant an alien or the representative of an alien?	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO
31. Is the applicant a corporation organized under the laws of any foreign government?	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO
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="checkbox"/> YES <input checked="" type="checkbox"/> NO
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?	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO
34. If any answer to questions 29, 30, 31, 32 and/or 33 is Yes, attach as an exhibit, the identification of the aliens or foreign entities, their nationality, their relationship to the applicant, and the percentage of stock they own or vote.	

## BASIC QUALIFICATIONS

35. Does the applicant request any waivers or exemptions from any of the Commission's Rules? If Yes, attach as an exhibit, copies of the requests for waivers or exceptions with supporting documents.	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO
36. Has the applicant or any party to this application 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 the circumstances.	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO
37. Has the applicant, or any party to this application, 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 the circumstances.	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO
38. Has any court finally adjudged the applicant, or any person directly or indirectly controlling the applicant, guilty of unlawfully monopolizing or attempting 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 the circumstances.	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO
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.	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO
40. If the applicant is a corporation and is applying for a space station license, attach as an exhibit the names, addresses, and citizenship of those stockholders owning of 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.	See Exhibit A
41. By checking Yes, the undersigned certifies, that neither the 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.	<input checked="" type="checkbox"/> YES <input type="checkbox"/> 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.	<input type="checkbox"/> YES <input checked="" type="checkbox"/> 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?	



JAN-05-2001 FRI 09:30 AM HWG

FAX NO. 2027301301

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43. Description. (Summarize the nature of the application and the services to be provided).

See Exhibit B

Exhibit No. Identify all exhibits that are attached to this application.

A Ownership, Officers and Directors of KaStar 109.2

B Public Interest Statement

## 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): (Place an "X" in the box next to applicable response.)

☐ a. Individual ☐ b. Unincorporated Association ☐ c. Partnership ☐ d. Corporation ☐ e. Governmental Entity ☒ f. Other (Please specify) Limited Liability Company

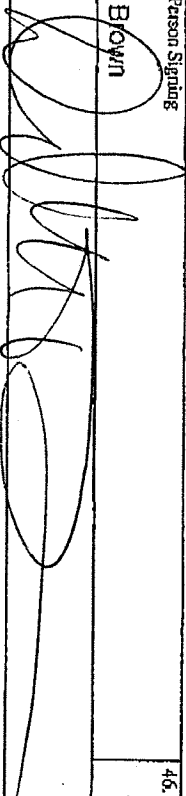
45. Typed Name of Person Signing

David M. Brown

46. Title of Person Signing

Vice President and General Counsel of Wildblue, Inc. *Mauro*

47. Signature



48. Date

1/5/01

**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).**

JAN-05-2001 FRI 09:31 AM HWG

FAX NO. 2027301301

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## FEDERAL COMMUNICATIONS COMMISSION

## FCC 312 - Schedule A

(Place an "X" in one of the blocks below)

☒ **CONSENT TO TRANSFER OF CONTROL**      ☐ **CONSENT TO ASSIGNMENT OF LICENSE**  
☐ **NOTIFICATION OF TRANSFER OF CONTROL**      ☐ **NOTIFICATION OF ASSIGNMENT OF RECEIVE ONLY REGISTRATION**

A1. Name of Licensee or Registrant

KasStar 73 Acquisition, LLC

A2. Mailing Street Address or P.O. Box

4600 S. Syracuse Street, Suite 500

ATTENTION:

A5. City

Denver

A8. List Call Sign(s) of station(s) being assigned or transferred

S 2165

A10. Name of Transferor/Assignor (if different than licensee or registrant)

A15. Name of Transferee/Assignee

A11. Mailing Street Address or P.O. Box

A12. City

A13. State/Country

A14. Zip Code

A16. Mailing Street Address or P.O. Box

A17. City

A18. State/Country

A19. Zip Code

A20. If these facilities are licensed, is the licensee/assignee directly or indirectly controlled by any other entity?

If Yes, attach as an exhibit, a statement (including organizational diagrams where appropriate) which fully and completely identifies the nature and extent of control including: (1) the name, address, citizenship, and primary business of the controlling entity and any intermediate subsidiaries or parties; and (2) the names, addresses, citizenship, and the percentages of voting and equity stock of those stockholders holding 10 percent or more of the controlling corporation's voting stock.

A21. If these facilities are licensed, attach as an exhibit, a complete statement setting forth the facts which show how the assignment or transfer will serve the public interest.

## CERTIFICATION

1. The undersigned, individually and for licensee, certifies that all attached exhibits pertinent to Schedule A and all statements made in Schedule A of this application are true, complete and correct to the best of his/her knowledge and belief. The undersigned also certifies that any contracts or other instruments submitted herewith are complete and constitute the full agreement.

2. The undersigned represents that stock will not be delivered and that control will not be transferred until the Commission's consent has been received, but that transfer of control or assignment of license will be completed within 60 days of Commission consent. The undersigned also acknowledges that the Commission must be notified by letter within 30 days of consummation.

A22. Printed Name of Licensee (Must agree with A1)

KasStar 73 Acquisition, LLC

A23. Signature

A24. Title (Office Held by Person Signing)

A25. Date

A26. Printed Name of Licensee Transferee/Assignee (if different from licensee, then agree with A1)

A27. Signature

A28. Title (Office Held by Person Signing)

A29. Date

A30. Printed Name of Licensee Transferee/Assignee (Must agree with A1)

A31. Signature

A32. Title (Office Held by Person Signing)

A33. Date

A34. Title (Office Held by Person Signing)

A35. Date

A36. Title (Office Held by Person Signing)

A37. Date

FCC Use Only

A2. Voice Telephone Number

(720) 554-7400

A4. Fax Telephone Number

(720) 554-7500

A6. State / Country (if not U.S.A.)

CO

A7. Zip Code

80237

A9. No. of nation(s)

1

KasStar 109.2 Acquisition, LLC

4600 S. Syracuse Street, Suite 500

Denver

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**EXHIBIT A**  
**OWNERS, OFFICERS AND DIRECTORS OF KAStar 109.2**

KaStar 109.2 Acquisition, LLC ("KaStar 109.2") is a wholly owned subsidiary of Wildblue Communications, Inc. ("Wildblue"), a Delaware corporation whose address is 4600 S. Syracuse Street, Suite 500, Denver, Colorado 80237. Wildblue is also the sole Manager of KaStar 109.2. As a limited liability company, KaStar 109.2 has no officers or directors.

Those shareholders with more than 10% of the voting stock of Wildblue are as follows:<sup>1</sup>

DirectCom Networks, Inc. 7140 South Lewis Avenue Tulsa, OK 74136	20.5%	USA
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Liberty Satellite, LLC c/o Liberty Satellite & Technology, Inc. 7600 E. Orchard Road Suite 330S Englewood, CO 80111	18.3%	USA
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KPCB Holdings, Inc. (as nominee) 2750 Sand Hill road Menlo Park, CA 94025	15.7%	USA
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<sup>1</sup> In addition, the founders of the company, David Drucker and Walter Segaloff along with various family members and related trusts, control in the aggregate a total of approximately 22% of Wildblue voting stock, but none of those persons or entities individually owns or votes a 10% or greater interest.

**EXHIBIT B**  
**PUBLIC INTEREST STATEMENT**

In 1997, the Commission granted a single license to KaStar Satellite Communications Corp. ("KSCC") to construct, launch, and operate a Fixed-Satellite Service system operating at the 109.2° W.L. and the 73° W.L. orbital locations.<sup>1</sup> In 1998, KSCC sought and obtained Commission approval for a *pro forma* assignment that would split its licensed orbital locations between two wholly owned subsidiaries, KaStar 109.2 Acquisition, LLC ("KaStar 109.2") and KaStar 73 Acquisition, LLC ("KaStar 73").<sup>2</sup> At the time, KSCC believed that dividing its license in this way would give the company greater flexibility in future financing transactions. Wildblue Communications, Inc. ("Wildblue"), KSCC's new corporate name, has now concluded that its efforts to raise additional capital for the construction and operation of its satellite system would be better served by re-consolidating its licenses into a single entity.

Accordingly, Wildblue proposes to merge KaStar 73 into KaStar 109.2 to reunite the license into its original configuration. It will also change the name of the surviving entity from KaStar 109.2 to WB Holdings 1 LLC in order to conform it to the current name of its ultimate parent. The proposed transaction will serve the public interest by assisting Wildblue in its continuing efforts to raise capital for development of its satellite system.

The proposed transfer is *pro forma* in nature because control of KaStar 73's license will remain with Wildblue, the present managing member of both KaStar 73 and

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<sup>1</sup> KaStar Satellite Communications Corp., 13 FCC Rcd. 1366 (Int'l Bur. 1997).

<sup>2</sup> See File No. SAT-ASG-19981218-00104. Those transactions were consummated on January 15, 1999.



KaStar 109.2. Both before and after the merger, KaStar 109.2 will be a wholly owned subsidiary of Wildblue and managed solely by Wildblue. Therefore, pursuant to Section 25.119(c) of the Commission's rules, this action would constitute a non-substantial transfer of control. Because the application is *pro forma*, the parties respectfully request that it not be placed on public notice prior to grant so that it may be granted as expeditiously as possible.<sup>3</sup>

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<sup>3</sup> See, e.g., 47 U.S.C. § 309(c)(2)(B) (no prior public notice requirement for radio license transfers that do not involve a substantial change in ownership or control); *Satellite Transponder Leasing Corp.*, 7 FCC Rcd. 6341 (CCB 1992).