ShawPittman LLP

A Limited Liability Partnership Including Professional Corporations

DUPLICATE

Tony Lin
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FCC/MELLON MAR 21 2003

March 21, 2003

DELIVERY VIA COURIER TO MELLON BANK

S2351 SAT-MOD-20030324-00055
Pegasus Development 107 License Corporation
S2351

Marlene H. Dortch
Office of the Secretary
Federal Communications Commission
445 12th Street, SW
Washington, DC 20554

Re: Pegasus Development 107 License Corporation
Application for Minor Modification
Call Sign S2351

Dear Ms. Dortch:

Submitted herewith on behalf of Pegasus Development 107 License Corporation, is an FCC Form 312 and accompanying exhibits seeking authority for a minor modification of a space station license. Also enclosed is an FCC Form 159 Remittance Advice along with a check, made payable to the FCC, for the requisite $14,100 filing fee.

Please direct all questions and correspondence regarding this filing to the undersigned.

Very truly yours,

Tony Lin

Enclosures

READ INSTRUCTIONS CAREFULLY BEFORE PROCEEDING

(1) LOCKBOX # **358210**

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE

Approved by OMB
3060-0589
Page No 1 of 1

SPECIAL USE

FCC USE ONLY

SECTION A - PAYER INFORMATION

(2) PAYER NAME (if paying by credit card, enter name exactly as it appears on your card)
Pegasus Development Corporation

(3) TOTAL AMOUNT PAID (U.S. Dollars and cents)
$14,100.00

(4) STREET ADDRESS LINE NO. 1
c/o Pegasus Communications Management Company

(5) STREET ADDRESS LINE NO. 2
225 E. City Line Avenue

(6) CITY
Bala Cynwyd

(7) STATE
PA

(8) ZIP CODE
19004

(9) DAYTIME TELEPHONE NUMBER (include area code)
610-934-7000

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

FCC REGISTRATION NUMBER (FRN) AND TAX IDENTIFICATION NUMBER (TIN) REQUIRED

(11) PAYER (FRN)
0006-7008-68

(12) PAYER (TIN)
23-2931330

IF PAYER NAME AND THE APPLICANT NAME ARE DIFFERENT, COMPLETE SECTION B
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C)

(13) APPLICANT NAME
Pegasus Development 107 License Corporation

(14) STREET ADDRESS LINE NO. 1
c/o Pegasus Communications Management Company

(15) STREET ADDRESS LINE NO. 2
225 E. City Line Avenue

(16) CITY
Bala Cynwyd

(17) STATE
PA

(18) ZIP CODE
19004

(19) DAYTIME TELEPHONE NUMBER (include area code)
610-934-7000

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

FCC REGISTRATION NUMBER (FRN) AND TAX IDENTIFICATION NUMBER (TIN) REQUIRED

(21) APPLICANT (FRN)
0008-6502-69

(22) APPLICANT (TIN)
01-0634741

COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET

(23A) CALL SIGN/OTHER ID
S2351

(24A) PAYMENT TYPE CODE
BFY

(25A) QUANTITY
2

(26A) FEE DUE FOR (PTC)
$7,050.00

(27A) TOTAL FEE
$14,100.00

FCC USE ONLY

(28A) FCC CODE 1

(29A) FCC CODE 2

(23B) CALL SIGN/OTHER ID

(24B) PAYMENT TYPE CODE

(25B) QUANTITY

(26B) FEE DUE FOR (PTC)

(27B) TOTAL FEE

FCC USE ONLY

(28B) FCC CODE 1

(29B) FCC CODE 2

SECTION D - CERTIFICATION

(30) CERTIFICATION STATEMENT

I, _____, certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief. SIGNATURE _____ DATE _____

SECTION E - CREDIT CARD PAYMENT INFORMATION

(31)

☐ MASTERCARD

MASTERCARD/VISA ACCOUNT NUMBER:

EXPIRATION DATE:

☐ VISA

I hereby authorize the FCC to charge my VISA or MASTERCARD for the service(s)/authorization herein described.

SIGNATURE _____ DATE _____

PEGASUS DEVELOPMENT CORP.
225 CITY LINE AVENUE
SUITE 200
BALA CYNWYD, PA 19004

FIRST UNION NATIONAL BANK
WAYNE, PA
3-50/310

CHECK NO
003086

SMITTY 03-19-2003

DATE	AMOUNT
03/19/2003	*******14,100.00

ay FOURTEEN THOUSAND ONE HUNDRED AND 00/100 DOLLARS

o The Order Of FEDERAL COMMUNICATIONS COMMISSION

Second Signature Needed $10,000 or more

⑈003086⑈ ⑆031000503⑆ 20300004211521⑈ ⑈00014100⑈

FCC 312
Main Form

Approved by OMB 3060-0678

Est. Avg.Burden Hours Per Response: 11 Hrs.

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 Pegasus Development 107 License Corporation		2. Voice Telephone Number 610-934-7000
3. Other Name Used for Doing Business (if any)		4. Fax Telephone Number 610-934-7351
5. Mailing Street Address or P.O. Box 225 E. City Line Avenue ATTENTION: Macy W. Summers	6. City Bala Cynwyd	
	7. State / Country (if not U.S.A.) PA	8. Zip Code 19004
9. Name of Contact Representative (If other than applicant) Bruce D. Jacobs		10. Voice Telephone Number 202-663-8077
11. Firm or Company Name Shaw Pittman LLP		12. Fax Telephone Number 202-663-8007
13. Mailing Street Address or P.O. Box 2300 N Street, NW ATTENTION:	14. City Washington	
	15. State / Country (if not U.S.A) DC	16. Zip Code 20037-1128

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.

- [ ] a1. Earth Station
- [X] a2. Space Station

- [ ] b1. Application for License of New Station
- [ ] b2. Application for Registration of New Domestic Receive-Only Station
- [ ] b3. Amendment to a Pending Application
- [X] b4. Modification of License or Registration
- [ ] b5. Assignment of License or Registration
- [ ] b6. Transfer of Control of License or Registration
- [ ] b7. Notification of Minor Modification
- [ ] b8. Application for License of New Receive-Only Station Using Non-U.S. Licensed Satellite
- [ ] b9. Letter of Intent to Use Non-U.S. Licensed Satellite to Provide Service in the United States
- [ ] b10. Other (Please Specify): _____

18. If this filing is in reference to an existing station, enter: Call sign of station: S2351	19. If this filing is an amendment to a pending application enter: (a) Date pending application was filed: (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.

[X] 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 [X] 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

23. If applicant is providing INTERNATIONAL COMMON CARRIER service, see instructions regarding Sec. 214 filings. Mark only one box. Are these facilities:

[ ] a. Connected to the Public Switched Network [ ] b. Not connected to the Public Switched Network

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

[ ] a. C-Band (4/6 GHz)
[ ] b. Ku-Band (12/14 GHz) [X] c. Other (Please specify) Ka-band (18/30 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 [X] 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.

[X] a -- authorization to add new emission designator and related service
[X] b -- authorization to change emission designator and related service
[ ] c -- authorization to increase EIRP and EIRP density
[ ] d -- authorization to replace antenna
[ ] e -- authorization to add antenna
[ ] f -- authorization to relocate fixed station
[ ] g -- authorization to change assigned frequency(ies)
[ ] h -- authorization to add Points of Communication (satellites & countries)
[ ] i -- authorization to change Points of Communication (satellites & countries)
[ ] j -- authorization for facilities for which environmental assessment and radiation hazard reporting is required
[X] k -- Other (Please Specify) See attached Exhibit A

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? [ ] YES [X] NO
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.

ALIEN OWNERSHIP

29. Is the applicant a foreign government or the representative of any foreign government?	☐ YES	☒ NO
30. Is the applicant an alien or the representative of an alien?	☐ YES	☒ NO
31. Is the applicant a corporation organized under the laws of any foreign government?	☐ YES	☒ 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?	☐ YES	☒ 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?	☐ YES	☒ 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.	☐ YES	☒ 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.	☐ YES	☒ 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.	☐ YES	☒ 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.	☐ YES	☒ 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 preceeding two items? If Yes, attach as an exhibit, an explanation of the circumstances.	☐ YES	☒ 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.		
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.	☒ YES	☐ 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.	☐ YES	☒ 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? _____		

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

See attached Exhibit A describing this application for a minor modification to the USASAT-37F space station operating at 107 degrees W.L. in the Ka band.

Exhibit No.	Identify all exhibits that are attached to this application.
A	Application for Minor Modification
B	List of Officers and Directors

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 [X] d. Corporation [ ] e. Governmental Entity [ ] f. Other (Please specify) _____

45. Typed Name of Person Signing	46. Title of Person Signing
John K. Hane	Senior Vice President

47. Signature	48. Date
	March 20, 2003

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).

EXHIBIT A

APPLICATION FOR MINOR MODIFICATION

Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554

In the Matter of	)	
	)	
PEGASUS DEVELOPMENT 107 LICENSE CORPORATION	)	
	)	
For Minor Modification of Authorization to Construct, Launch and Operate a Ka-band Satellite System in the Fixed-Satellite Service	)	File No. SAT-MOD-_____

APPLICATION FOR MINOR MODIFICATION

Pegasus Development 107 License Corporation ("PDC"),[1] pursuant to Section 309 of the Communications Act of 1934, as amended (the "Act"), and Part 25 of the Commission's Rules, hereby requests authority to modify its existing authorization for a Ka-band satellite system in the fixed satellite service. Specifically, PDC proposes to make technical changes that will conform its license for the 107° W.L. orbital location to the design specified in its procurement contract, which is better suited to PDC's business objectives than the design specified in its original application.[2] PDC also seeks to relinquish its authority to operate inter-satellite links ("ISLs") for the satellites at 107° W.L. and other minor changes that will facilitate the deployment of its system.

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[1] PDC is a wholly owned subsidiary of Pegasus Development 107 Corporation, which is the wholly owned subsidiary of Pegasus Development Corporation. For convenience, the corporations will be collectively referred to as "PDC."

[2] The technical changes are specified in the Technical Supplement attached hereto.

Pursuant to the Commission's 2001 Order,[3] PDC is currently authorized to construct, launch and operate a Ka-band satellite system using five orbital locations: 117° W.L., 107° W.L, 43° W.L., 28° E.L., and 107.5° E.L. The Commission also authorized PDC to deploy ISLs in the 65.0-71.0 GHz band.

This Minor Modification is submitted in accordance with long-established Commission policy permitting licensees to modify the design of their licensed systems during the construction phase in order to take into account improved technology and improved system characteristics, and to address changing market conditions.[4] PDC first applied for its Ka-band licenses in 1997. Since that time, both the market for satellite services and PDC's own business plans have changed significantly. PDC's requirements as submitted to satellite manufacturers in December 2001 resulted in proposed designs that differ from PDC's original application. The vendor selection process and subsequent studies and negotiations resulted in further changes. Some of the proposed changes ensure compliance with, or avail the system of beneficial changes allowed by, the *18 GHz Report & Order*, IB Docket No. 98-172 (released June 22, 2000) and the *Second Order on Reconsideration*, IB Docket No. 98-172 (released November 26, 2002).[5] Consistent

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[3] *See Pegasus Development Corporation, Application for Authority to Construct, Launch, and Operate a Ka-Band Satellite System in the Fixed-Satellite Service*, Order and Authorization, 16 FCC Rcd 14378 (August 3, 2001), *amended*, Erratum (August 17, 2001) *("PDC License Order").*

[4] *See, e.g., Sirius Satellite Radio Inc., Minor Modification of License*, Order and Authorization, 16 FCC Rcd 5419 (IB 2001), *citing GTE Spacenet Corp.*, 5 FCC Rcd. 4112, 4112 (CCB 1990); *American Satellite Company*, 5 FCC Rcd. 1186, 1186 (CCB 1990) and *Hughes Communications Galaxy, Inc.*, 5 FCC Rcd. 1653 (CCB 1990).

[5] Both documents were released subsequent to the original PDC application submitted in December 22, 1997.

with Commission rules and policies, PDC intends to implement the changes described herein, at its own risk, pending Commission action on this request.

PDC now seeks FCC approval of its revised design for the 107° W.L. orbital location. As PDC has not chosen designs or contracted for delivery of satellites for its other licensed orbital locations, PDC does not seek to modify the technical parameters for those locations at this time. PDC will make a determination regarding those orbital locations prior to August 2003.

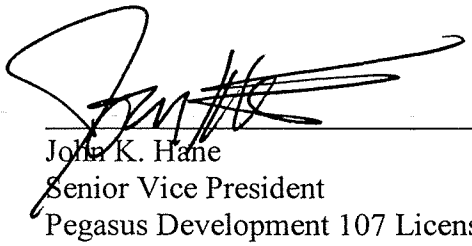
PDC's proposed modifications are consistent with the FCC's policies allowing system modifications in order to achieve technical and operating efficiencies and to react to market changes. The system, as proposed, will allow PDC to provide more advanced services, more efficiently, than the system proposed in its original application. Moreover, the proposed changes are consistent with the FCC's technical rules, and will not present a risk of harmful interference. Accordingly, the proposed changes will serve the public interest.

PDC hereby certifies that it 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.

For the reasons stated, PDC respectfully requests that the Commission grant its application for minor modification.

Respectfully Submitted,

Pegasus Development 107 License Corporation



John K. Hane
Senior Vice President
Pegasus Development 107 License Corporation
c/o Pegasus Communications Management Company
225 City Line Avenue, Suite 200
Bala Cynwyd, Pennsylvania, 19004

Date: March 20, 2003

Document #: 1312962 v.1

Technical Supplement

Application for Minor Modification

1.0 OVERVIEW. PDC's December 22, 1997 application described a Ka-band fixed-satellite service ("FSS") system for providing a broad range of multimedia, broadband, and other all-digital services. In that application, PDC proposed a global network of ten satellites, two in each of five orbital locations making use of the entire Ka-band FSS spectrum to be allocated to the service by the Commission, with service to CONUS, Hawaii, Puerto Rico, Latin America, Europe and Asia. Subscriber earth stations ranged from 0.5 meters to 3.0 meters with 0.7 meters being typical; gateway earth stations were at least 1 meter. Using a flexible IF TDMA switching arrangement, a variety of multimedia services were proposed between gateway earth stations and subscriber earth stations and between subscriber earth stations using a variety of bandwidths. PDC proposed to deploy inter-satellite links ("ISLs") to interconnect the satellites.

The license Order & Authorization assigned the orbital positions of 107° W.L., 117° W.L., 43° W.L., 28° E.L. & 107.5° E.L. but denied PDC the use of Ku Band for launch and emergency TT&C.[1] The license Order & Authorization authorized PDC to operate in the entire 1,000 MHz allocated to the GSO Ka band FSS. First satellite construction is required to begin by August 2002. First satellite is required to be launched and operated by March 9,

2003. A two-year extension to March 9, 2005 was filed with the FCC on January 14, 2003 and subsequently submitted by the FCC to the ITU. PDC has initiated coordination of 107° W.L. and 117° W.L.

Modifications to this system, as described herein, will enable PDC to improve and expand its service offerings, reduce service costs, adopt the new Part 25 Ka-band FSS service rules for GSO systems, and address the terrestrial sharing issues of the terrestrial fixed services ("FS") in the 18.3-18.8 GHz and 29.25 - 29.5 GHz bands. In the 18 GHz R&O,[2] 1,000 MHz was allocated to the GSO Ka-band FSS. In addition, the 18 GHz R&O and the Second Order on Reconsideration,[3] together, made FSS primary in the 18.3-18.8 GHz bands but with the terrestrial FS systems grandfathered for ten years.

This Minor Modification addresses only the satellites to be launched into the orbital location at 107° W.L. Neither new orbital spectrum nor new orbital locations are required as a result of these modifications, and all emission characteristics will conform to Part 25.

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[1] *See Pegasus Development Corporation, Application for Authority to Construct, Launch, and Operate a Ka-Band Satellite System in the Fixed-Satellite Service*, Order and Authorization, 16 FCC Rcd 14378 (August 3, 2001), *amended*, Erratum (August 17, 2001).

[2] *See Redesignation of the 17.7-19.7 GHz Frequency Band, Blanket Licensing of Satellite Earth Stations in the 17.7-20.2 GHz and 27.5-30.0 GHz Frequency Bands, and the Allocation of Additional Spectrum in the 17.3-17.8 GHz and 24.75-25.25 GHz Frequency Bands for Broadcast Satellite-Service Use*, Report and Order, 15 FCC Rcd 13430 (2000) ("*18 GHz R&O*").

[3] *See Redesignation of the 17.7-19.7 GHz Frequency Band, Blanket Licensing of Satellite Earth Stations in the 17.7-20.2 GHz and 27.5-30.0 GHz Frequency Bands, and the Allocation of Additional Spectrum in the 17.3-17.8 GHz and 24.75-25.25 GHz Frequency Bands for Broadcast Satellite-Service Use*, Second Order on Reconsideration, 28 CR 23 (2002) ("*Second Order on Reconsideration*").

2.0 MODIFICATIONS. The following list provides all of the changes PDC proposes to make to the original 1997 Application for the satellites at the 107° W.L. orbital location. All changes for 107° W.L. orbital location are compatible with Part 25.138 and the existing APS4, except for the emissions given in Table 6 for the return service at 2 degrees.

1) Emission Designators. Two new emission designators, for 238 MHz and 33 MHz channels, are added in order to enhance service to customers.

Bandwidth	Emission Designation
238 MHz	238MG1W
33 MHz	33M0G7W

2) On-board Satellite Routing. All routing will be pre-assigned with a gateway earth station in each link, either as an uplink or downlink.

3) CONUS Beams. A single CONUS uplink beam and a single CONUS downlink beam are provided for National services on each satellite. Of the 1,000 MHz assigned to GSO Ka-band FSS, 250 MHz will be assigned to CONUS beams.

4) Spot Beams. PDC proposes to modify the uplink/downlink spot beam pattern from 24 beams per satellite covering CONUS to 27 beams per satellite illuminating approximately half of CONUS; thus, the space system at 107° W.L. will provide a total of 54 overlapping uplink/downlink beams covering CONUS.

5) Spot Beam Frequency Reuse. Of the 1,000 MHz available to GSO Ka-band FSS, 750 MHz is allocated to spot beams. Consequently, the spot beam frequency reuse pattern is changed from 4:1 to 3:1 in order to enable 250 MHz paths in the remaining 750 MHz allocation. Also, with frequency reuse due to spot beams and

polarization, a greater flexibility is achieved for spot beam frequency assignments. This flexibility in spot beam frequency assignments minimizes sharing problems with the grandfathered terrestrial FS systems in the 18.3-18.8 GHz and 19.25 - 19.5 GHz bands.

6) Earth Stations. The minimum consumer terminal size will be 0.66 meters; the minimum gateway earth station size will be 3.5 meters. A 3.5 meter gateway earth station is in each link, either as an uplink or as a downlink earth station. These changes assure that all links described in the 1997 Application will meet the requirements of Part 25.138. All new links required by this Minor Modification also will meet the requirements of Part 25.138.

7) Service. PDC will not provide service to Hawaii, Puerto Rico and Latin America from the PDC satellites at 107° W.L.

8) TT&C. PDC will use the Ka band for launch and on-station TT&C operations.

9) ISLs. PDC will not use ISLs. With a gateway earth station in each link, either as an uplink or as a downlink earth station, plus two orbital locations assigned to PDC with full CONUS coverage, eliminates the need for ISL.

These changes require an improved performance spacecraft with the following characteristics:

Payload Power	8,892 watts, EOL
Prime Power	13.0 KW, EOL
Spacecraft Dry Weight	2,503 Kg
Spacecraft Weight, BOL	5,648 Kg
Dimensions	31.3 meters, solar array tip-to-tip
Launch Vehicles	Ariane 5, Atlas 5, Delta 5, Proton Breeze M & Sea Launch
Contract life	12 years with an 80% probability of survival

3.0 COMMUNICATIONS CHARACTERISTICS.

3.1 TRANSPONDER PLAN. Transponder routing, frequency & polarization plan and transponder frequencies are derived from the 1,000 MHz Ka-band allocation for GSO FSS. There are four 250 MHz spectral allocations in the Ka band, on two polarizations, or 8 total, designated A, B, C, D, E, F, N_1 and N_2. Each 250 MHz spectral allocation or path results in a usable bandwidth of approximately 238 MHz. Table 1 lists the frequency bands, segment designation, polarization and transponder center frequency. Each 250 MHz path may use a single carrier or multiple carriers as described in the Application and this Minor Modification.

TABLE 1. List of frequency bands, segment designation, polarization and transponder center frequency.

Frequency Band GHz	Segment	Polarization	Spectral Allocation MHz	Center Frequency MHz
Uplink				
29.75-30.0	A	LHCP	250	29.875
29.75-30.0	B	RHCP	250	29.875
29.5-29.75	N_1	LHCP	250	29.625
29.5-29.75	N_2	RHCP	250	29.625
29.25-29.5	C	LHCP	250	29.375
29.25-29.5	D	RHCP	250	29.375
28.35-28.6	E	LHCP	250	28.475
28.35-28.6	F	RHCP	250	28.475
Downlink				
19.95-20.2	A	RHCP	250	20.075
19.95-20.2	B	LHCP	250	20.075
19.7-19.95	N_1	RHCP	250	19.825
19.7-19.95	N_2	LHCP	250	19.825
18.55-18.8	C	RHCP	250	18.675
18.55-18.8	D	LHCP	250	18.675
18.3-18.55	E	RHCP	250	18.425
18.3-18.55	F	LHCP	250	18.425

3.2 TRANSPONDER ROUTING & ACCESS. Routing through the satellite is fixed. Each link has either an uplink or downlink gateway earth station; there are no direct links between subscriber earth stations. The 250 MHz paths determine the link parameters, emission limitations and system characteristics; any FDMA operation of any 250 MHz allocation in the National or Spot Beam paths will result in equal or lower levels of interference and equal or lower total emissions. There are three types of routings.

3.2.1 Spot Beam Routing. The Spot Beam routing is planned to be a single 250 MHz path, from a gateway earth station, via the satellite, to subscriber earth stations, using co-axial uplink and downlink spot beams.

3.2.2 National Service Routing. The National routing is planned to be a single 250 MHz path, from a single, redundant gateway earth station, via the satellite, to subscriber earth stations, using an uplink spot beam and the CONUS downlink beam.

3.2.3 Return Service Routing. The Return Service routing is planned to be a single 250 MHz path, from a national network of subscriber earth stations, via the satellite to a single, redundant gateway earth station using the CONUS uplink antenna beam and a downlink spot beam. The proposed access method is CDMA/FDMA.

These services, beam routing, access method and applicable routing "segments" are summarized in Table 2.

TABLE 2. Beam Routing and Access.

Service	Beam Routing	Access Method	Routing Segments
Spot Beam	Spot-to-Spot	TDM(1)	A-A, B-B, C-C, D-D, E-E, F-F (2)
National	Spot-to-CONUS	TDM(1)	F to N_2
Return Service	CONUS-to-Spot	CDMA/FDMA(1)	N_1 to E

(1) Alternative is TDM/FDMA (subject to the same emission limitations).

(2) E and F, for National and Return services are used for this purpose only in Spot Beam 33, thus E or F spots are available for use elsewhere.

3.3 ANTENNA BEAM CONTOURS. Each uplink or downlink spot beam, on either polarization, has the following typical characteristics:

Level	Beamwidth, degrees
-2 dB	0.49
-3	0.60
-4	0.69
-6	0.85
-8	0.98
-10	1.10
-15	1.34
-20	1.54

The spot beam plan is given in Figure 1, depicting the total of 54 beams illuminating CONUS from 107W, identifying the 27 beams provided by Pegasus F1. In addition, making use of available power near the beginning of life, Pegasus F1 also can illuminate an additional 10 beams, or 37 total, for an initial period of approximately 2 years. Figure 1 depicts spot beam, frequency, polarization, and satellite assignments; the beams have the coordinates given in Table 3. Final spot beam frequency assignments will be made shortly.

Table 3. Spot Beam Coordinates

Beam	Lat. °N	°W	Beam	°N	°W	Beam	°N	°W
1	48.76	125.76	19	44.01	79.70	37	34.48	101.94
2	48.53	119.88	20	44.44	73.24	38	34.54	97.61
3	48.38	114.25	21	45.03	65.75	39	34.64	93.18
4	48.32	108.75	22	38.84	122.42	40	34.77	88.60
5	48.34	103.28	23	38.72	117.65	41	34.95	83.80
6	48.43	97.75	24	38.64	113.02	42	35.18	78.68
7	48.61	92.04	25	38.61	108.45	43	30.67	116.50
8	48.89	86.02	26	38.62	103.90	44	30.63	112.37
9	49.29	79.50	27	38.67	99.32	45	30.61	108.30
10	43.59	126.46	28	38.77	94.65	46	30.61	104.23
11	43.39	121.13	29	38.91	89.82	47	30.65	100.14
12	43.25	116.02	30	39.11	84.76	48	30.71	95.99
13	43.18	111.04	31	39.38	79.36	49	30.80	91.74
14	43.17	106.11	32	39.73	73.44	50	30.92	87.33
15	43.21	101.18	33	34.59	119.21	51	31.08	82.72
16	43.30	96.16	34	34.51	114.82	52	27.03	98.44
17	43.46	90.98	35	34.47	110.50	53	27.43	81.53
18	43.70	85.54	36	34.46	106.23	54	23.95	80.25

Figure 2 depicts the F1 downlink CONUS beam, using frequency/polarization segment N_1 and indicating the important contours.

Figure 3 depicts the F1 uplink CONUS beam, using frequency/polarization segment N_2 and indicating the important contours.

3.4 EMISSION CHARACTERISTICS. Interference capability is depicted in the following tables based on Part 25.138 and Part 25.209.

TABLE 4. Typical Downlink Emission Parameters for a 250 MHz transmission path for the worst case subscriber link. All links assume adjacent satellite interference at the approximate level of -118 dBW/MHz/m^2.

	Forward Link	Return Service Link	Spot Beam Service Link
Frequency, GHz	19.8	18.4	18.8
Eirp Density, dBW/Hz	-17.0	-21.1	-20.0
PFD, dBW/MHz/m^2	-119.4	-123.5	-118.4
ES Receiving Antenna, meters	0.66	3.5	0.66

TABLE 5. Typical Uplink Emission Parameters for 250 MHz transmission path for the worst case southeast area and Crane Model rain estimates for a rain availability of 99.5%.

	Forward Conus Link	Return Service Link*	Spot Beam Service Link
Frequency, GHz	28.5	29.6	29.3
Eirp Density, dBW/Hz	-12.8	-12.9 total	-12.6
Eirp Density, dBW/40 KHz	33.2	33.1 total	33.4

* 33 Mcps per carrier slot in a CDMA/FDMA access mode. The total eirp density, for all permissable simultaneous subscribers, in each 33 MHz channel is listed in these tables.

These uplink parameters result in the values given in Table 6 meeting the requirements of Part 25.138, for values in the GSO orbital plane and normal to that plane, for the worst case area.

TABLE 6. Uplink Earth Station Eirp Densities and Part 25.138 values.

	Eirp Density, dBW/40KHz, In Orbit Plane			
	2°	7°	9.23°	≥ 48°
National Service	-4.0	-17.6	-17.6	-35.5
Spot Beam Service	-3.6	-17.2	-17.2	-35.1
Return Service	10.5	-3.1	-3.0	-21.0
Part 25.138	11.0	-2.6	-2.6	-10.5

	Eirp Density, dBW/40KHz, Normal to Orbit Plane			
	3.5°	7°	9.2°	≥ 48°
National Service	-3.5	-17.1	-20.1	-35.0
Spot Beam Service	-3.3	-16.9	-19.9	-34.8
Return Service	4.5	-3.1	-3.0	-21.0
Part 25.138	7.9	0.4	0.4	-7.5

3.5 INTERFERENCE. The interference tolerance of the PDC system at 107W is defined by Part 25.138, for both uplink and downlink parameters based on 2 degree satellite spacing. The worst case downlink interference assumes adjacent satellites at +/- 2 degrees (one adjacent satellite actually is at 109.2W) with PFD of approximately -118 dBW/MHz/m^2, including the Return Service downlink. PFDs elsewhere closely follow the rain and slant range parameters. The worst case uplink interference assumes adjacent satellites at +/- 2 degrees. The Return Service uplink operates below the Part 25.138 limit, with adjacent satellite interference assumed at this same level. The number of subscribers per 33 MHz is limited to 15,000 simultaneous users in order to meet the required Part 25.138 uplink eirp density. The PDC National and Spot Beam service uplinks make use of 3.5 meter gateway antennas; the worst case is adjacent satellite systems at the limit of Part 25.138 uplink emissions with small antennas. Acceptable link performance is achieved under all of these situations.

4.0 BEACON & TT&C PARAMETERS. The applicable frequencies are:

Beacon Frequency	18,300.5 MHz
Telemetry	18,300.5-18,301.5 MHz
Command	28,350.5-28,351.5 MHz

The redundant beacon carriers enable a determination of rain attenuation for implementing earth station automatic transmitter power control.

There are two redundant command receivers and two redundant telemetry transmitters. During launch and for certain on-station emergency situations such as loss of attitude control, the command receivers and telemetry transmitters are connected to low gain, wide coverage antennas. During normal on-station TT&C operations, the command receivers also use the uplink Return Service CONUS antenna and the telemetry transmitters are connected to a horn antenna illuminating CONUS.

The command signal is frequency modulated at a rate of +/- 400 KHz by a PSK/PCM subcarrier frequency of 16 KHz. The data rate is 250 bps. The required PFD during launch is approximately -74 dBW/m^2 resulting in a margin of approximately 4 dB and during on-station normal activities the PFD is -105 dBW/m^2 and is LHCP. The command system can operate in either a "clear" or secure mode with a settable time-out in the secure mode.

The telemetry eirp during launch is 4 dBW using near-omni directional antennas and a 35 watt TWTA and during on-station operations is 15 dBW using a LHCP horn. The telemetry carrier is phase modulated by a 48 or a 72 KHz subcarrier with a data rate of 2,400 bps. During the launch phase, the margin is approximately 10 dB.

The ranging system, using a turn around mode with the command and telemetry systems, uses three tones, 283.4 Hz and 3,968 Hz for ambiguity resolution and 27,777 Hz for accurate range measurement.

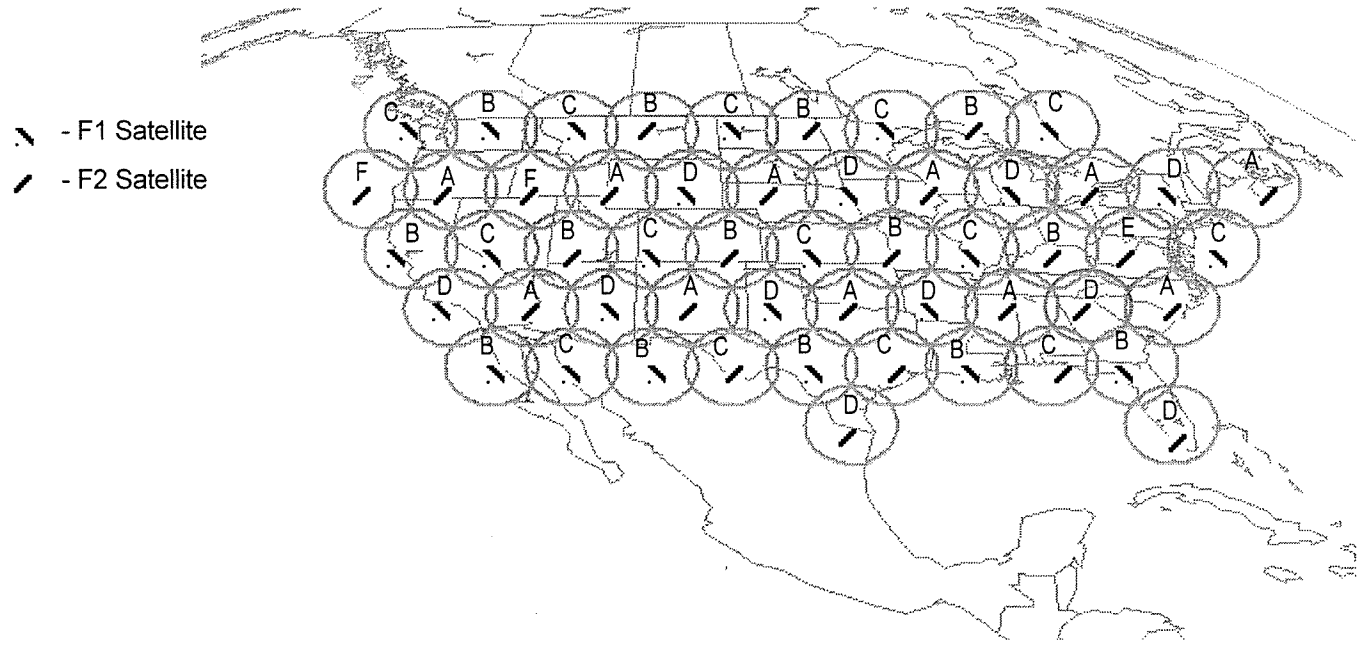


Figure 1 Spot Beam, Frequency, Polarization, and Satellite Assignments

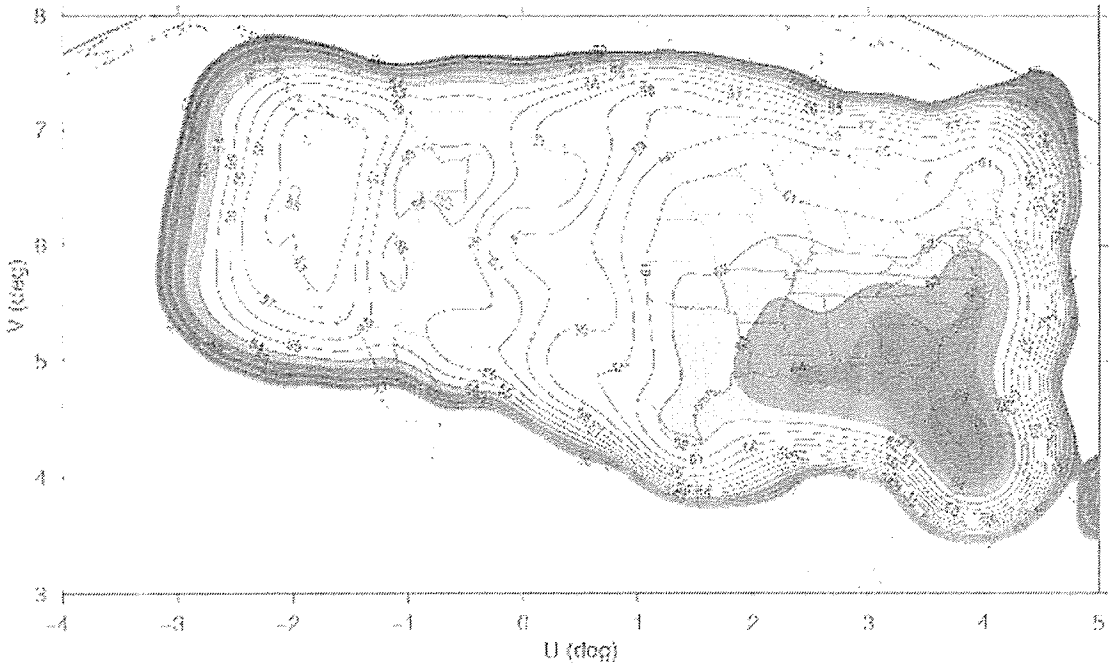


Figure 2 Downlink CONUS Beam

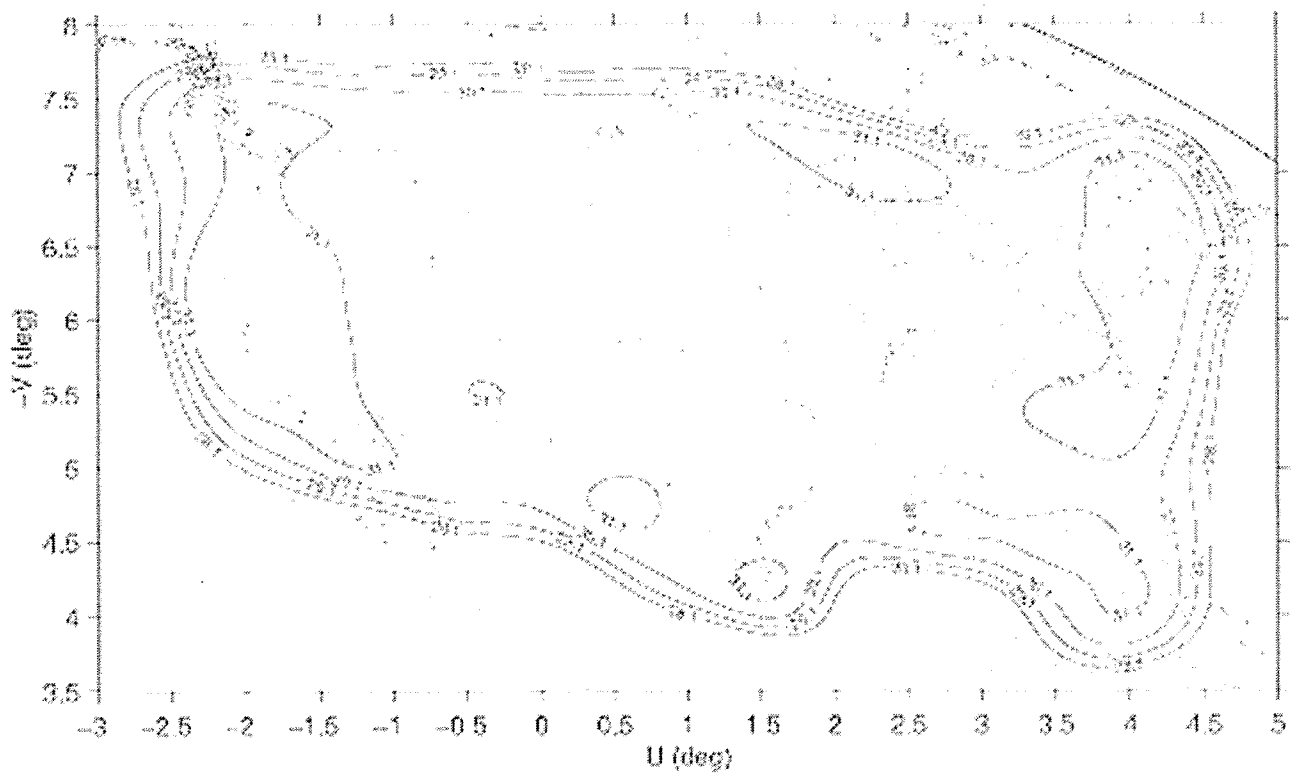
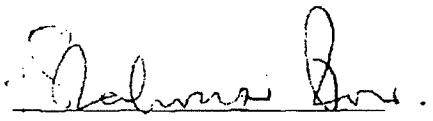


Figure 3 Uplink CONUS Beam

Technical Certification

I hereby certify under penalty of perjury that I am the technically qualified person responsible for preparation of the technical information contained in the foregoing Application; that I am familiar with the technical requirements of Part 25; and that I either

prepared or reviewed the technical information contained in the Application and that it is complete and accurate to the best of my knowledge, information and belief.



Shahruzi Irani
Director of Systems Engineering
Pegasus Development 107 License
Corporation
225 City Line Avenue
Bala Cynwyd, PA 19004

March 20, 2003

EXHIBIT B

LIST OF OFFICERS AND DIRECTORS

Ownership Information

Pegasus Development 107 License Corporation ("PD 107") is a wholly owned subsidiary of Pegasus Development 107 Corporation, a Delaware corporation located c/o Pegasus Communications Management Company, 225 City Line Avenue, Suite 200, Bala Cynwyd, Pennsylvania, 19004, which, in turn, 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 200, Bala Cynwyd, Pennsylvania, 19004. PDC is wholly owned by Pegasus Communications Corporation ("PCC"), a Delaware corporation located c/o Pegasus Communications Management Company, 225 City Line Avenue, Suite 200, Bala Cynwyd, Pennsylvania, 19004.

PCC is a public company. Class A Common Stock representing approximately 36.2% of the voting rights of PCC is held by public shareholders.[1] Class B Common Stock representing approximately 46.5% of the voting rights in PCC is held by Pegasus Communications Holdings, Inc. ("PCHI"), either directly or through wholly owned corporations.[2] PCHI is a Delaware corporation located c/o Pegasus Communications Management Company, 225 City Line Avenue, Suite 200, Bala Cynwyd, Pennsylvania, 19004. The remaining Class B Common Stock

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1 Some officers and directors hold Class A stock. Among these are Marshall W. Pagon whose interests are already attributable. To the extent that other individuals hold such stock, all hold individually less than 5% of the voting interest in PCC.

2 Specifically, Pegasus Northwest Offer Corp., a Delaware corporation located c/o Pegasus Communications Management Company, 225 City Line Avenue, Suite 200, Bala Cynwyd, Pennsylvania, 19004, holds Class B Common Stock representing approximately 2% of the voting rights in PCC. Pegasus Scranton Offer Corp., a Delaware corporation, located c/o Pegasus Communications Management Company, 225 City Line Avenue, Suite 200, Bala Cynwyd, Pennsylvania, 19004, also holds 2% of the voting rights in PCC. PCHI owns 100% of the stock of both Pegasus Northwest Offer Corp. and Pegasus Scranton Offer Corp.

of PCC, representing approximately 17.3% of the voting rights in PCC, is held by Pegasus Capital, L.P., an entity controlled by Marshall W. Pagon.[3] Pegasus Capital, L.P. is a Pennsylvania limited partnership located at 225 City Line Avenue, Suite 200, Bala Cynwyd, Pennsylvania, 19004.

The voting stock of PCHI is held by a limited partnership, Pegasus Communications Limited Partnership ("PCLP"), a Connecticut limited partnership, located at 225 City Line Avenue, Suite 200, Bala Cynwyd, Pennsylvania, 19004. PCLP is controlled by its sole general partner Northwest Management Associates, L.P. ("NMALP"), a Pennsylvania limited partnership, located at 225 City Line Avenue, Suite 200, Bala Cynwyd, Pennsylvania, 19004.[4] NMALP has a single general partner, Pegasus Cable Associates, Ltd., a Pennsylvania corporation, owned 100% by Marshall W. Pagon. The sole limited partner of NMALP is Pegasus Capital, Ltd., a corporation also 100% owned by Marshall W. Pagon. Thus, as set forth above, through his control of PCHI and Pegasus Capital, L.P., Marshall Pagon controls approximately 63.8% of the voting stock of PCC, and has actual control of that corporation.

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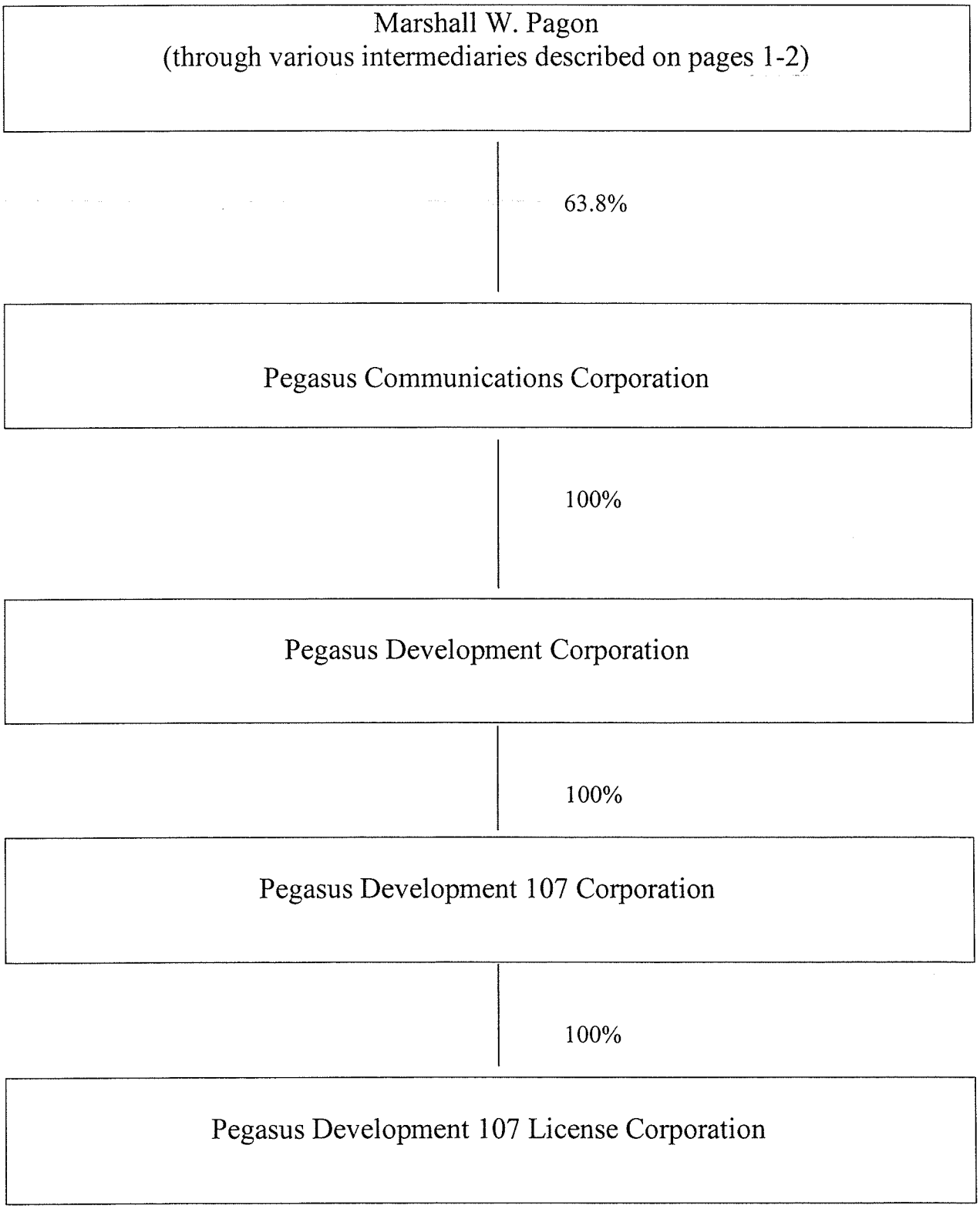
[3] Pegasus Capital, L.P. has a single corporate general partner, Pegasus Capital, Ltd., a Pennsylvania corporation, located at 225 City Line Avenue, Suite 200, Bala Cynwyd, Pennsylvania, 19004. The stock of that corporation is owned 100% by Marshall W. Pagon. The limited partner of Pegasus Capital, L.P. is a limited partnership composed of Howard E. Verlin and other entities wholly owned by Marshall W. Pagon.

[4] The limited partners of PCLP are composed of individuals, other limited partnerships, and companies, which are insulated, except that Marshall W. Pagon and Howard E. Verlin also hold equity interests in some of these entities.


Marshall W. Pagon
(through various intermediaries described on pages 1-2)
63.8%
Pegasus Communications Corporation
100%
Pegasus Development Corporation
100%
Pegasus Development 107 Corporation
100%
Pegasus Development 107 License Corporation

Officers and Directors of Corporate Entities Listed Above

The officers and directors, each of whom is a U.S. citizen, of each of Pegasus Development 107 Corporation and Pegasus Development 107 License Corporation are as follows:

Marshall W. Pagon
520 N. Rose Lane
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The officers and directors of Pegasus Development Corporation, each of whom is a U.S. citizen, are as follows:

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Howard E. Verlin
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Philadelphia, PA 19107
Executive Vice President

The officers and directors of Pegasus Communications Holdings, Inc., each of whom is a U.S. citizen, are as follows:

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Assistant Secretary

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Senior Vice President, General Counsel, and Secretary

Howard E. Verlin
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Executive Vice President