Approved by OMB 3060–0678

Date & Time Filed: Oct 13 2005 1:52:07:320PM File Number: SES-AMD-INTR2005-02346

| FCC APPLICATION FOR SPACE AND EARTH STATION:MOD OR AMD – MAIN FORM | FCC Use Only |
|--|--------------|
| FCC 312 MAIN FORM FOR OFFICIAL USE ONLY | |
| | |

APPLICANT INFORMATION Enter a description of this application to identify it on the main menu: DIRECTV, Enterprises 8.1m LADUF amendment

| Name: | DIRECTV Enterprises, LLC | Phone Number: | 310-964-3577 |
|-----------------|--------------------------|---------------|-------------------------|
| DBA Name: | | Fax Number: | 240-358-0569 |
| Street: | 2230 E. Imperial Hwy | E-Mail: | jwengryniuk@directv.com |
| City: | El Segundo | State: | СА |
| Country: | USA | Zipcode: | 90245 – |
| Attention: | Jack Wengryniuk | | |

| William M. Wiltshire | | 202-730-1350 | | | |
|--|--|---|--|--|--|
| & Grannis, LLP | Fax Number: | 202-730-1301 | | | |
| treet, NW | E-Mail: | wwiltshire@harriswiltshire.com | | | |
| | | | | | |
| | State: | DC | | | |
| | Zipcode: | 20036- | | | |
| Relationship: Legal Counsel | | | | | |
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| (N/A) b8. Application for License of New Receive–Only Station Using Non–U.S. Licensed | | | | | |
| (N/A) b9. Letter of Intent to Use Non–U.S. Licensed Satellite to Provide Service in the United | | | | | |
| 2 | k Grannis, LLP k treet, NW (N/A) b1. App (N/A) b2. App (N/A) b2. App (N/A) b3. (N/A) b4. b5. Assignment b6. Transfer of (N/A) b7. (N/A) b8. App Satellite | & Grannis, LLP Fax Number: Street, NW E-Mail: State: Zipcode: Relationship: (N/A) b1. Application for License of Net (N/A) b2. Application for Registration of (N/A) b3. Amendment to a Pending (N/A) b4. Modification of License of b5. Assignment of License or Registration b6. Transfer of Control of License or Registration (N/A) b7. Notification of Minor Met (N/A) b8. Application for License of Net Satellite | | | |

States (N/A) b10. Other (Please specify)

| 17c. Is a fee submitted with this application | ion? | | | | | | |
|---|---|---|--|--|--|--|--|
| If Yes, complete and attach FCC Form 159. If No, indicate reason for fee exemption (see 47 C.F.R.Section 1.1114). | | | | | | | |
| Governmental Entity ONOncommercial educational licensee | | | | | | | |
| • Other(please explain): | • Other(please explain): | | | | | | |
| 17d. | | | | | | | |
| Fee Classification CGX – Fixed Satellite 7 Station | Transmit/Receive Earth | | | | | | |
| 18. If this filing is in reference to an existing station, enter: | 19. If this filing is an amendment to a pending a modification please enter only the file number: | pplication enter both fields, if this filing is a | | | | | |
| (a) Call sign of station: | (a) Date pending application was filed: | (b) File number: | | | | | |
| | 08/31/2005 | SESLIC2005083101212 | | | | | |

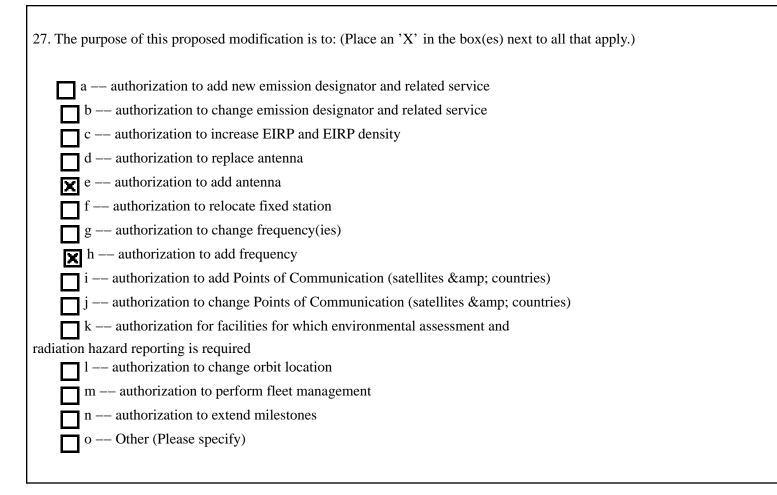
TYPE OF SERVICE

| 20. NATURE OF SERVICE: This filing is for an authorization to provid | e or use the following type(s) of service(s): Select all that apply: |
|--|---|
| | |
| a. Fixed Satellite | |
| b. Mobile Satellite | |
| c. Radiodetermination Satellite | |
| d. Earth Exploration Satellite | |
| e. Direct to Home Fixed Satellite | |
| f. Digital Audio Radio Service | |
| g. Other (please specify) | |
| | |
| 21. STATUS: Choose the button next to the applicable status. Choose | 22. If earth station applicant, check all that apply. |
| only one. | Using U.S. licensed satellites |
| ○ Common Carrier | Using Non–U.S. licensed satellites |
| 23. If applicant is providing INTERNATIONAL COMMON CARRIER facilities: | service, see instructions regarding Sec. 214 filings. Choose one. Are these |
| • Connected to a Public Switched Network • Not connected to a | Public Switched Network N/A |
| 24. FREQUENCY BAND(S): Place an 'X' in the box(es) next to all a | applicable frequency band(s). |
| a. C–Band (4/6 GHz) b. Ku–Band (12/14 GHz) | |
| c.Other (Please specify upper and lower frequencies in MHz.) | |
| Frequency Lower: 18300 Frequency Upper: 30000 | (Please specify additional frequencies in an attachment) |

TYPE OF STATION

| 25. CLASS OF STATION: Choose the button next to the class of station that applies. Choose only one. |
|---|
| a. Fixed Earth Station |
| • b. Temporary–Fixed Earth Station |
| o c. 12/14 GHz VSAT Network |
| O d. Mobile Earth Station |
| • e. Geostationary Space Station |
| • f. Non–Geostationary Space Station |
| • g. Other (please specify) |
| |
| 26. TYPE OF EARTH STATION FACILITY: |
| Transmit/Receive Transmit–Only Receive–Only N/A |
| "For Space Station applications, select N/A." |

PURPOSE OF MODIFICATION



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 for new transmitting facilities, major modifications, or major amendments. | | | | | | |
|--|-------|-------|-----|-------|---|-----|
| ALIEN OWNERSHIP Earth station applicants not proposing to provide broadcast, common carrier, aerona aeronautical fixed radio station services are not required to respond to Items 30–34. | iutic | al en | rou | te or | | |
| 29. Is the applicant a foreign government or the representative of any foreign government? | 0 | Yes | ۲ | No | | |
| 30. Is the applicant an alien or the representative of an alien? | 0 | Yes | 0 | No | ۲ | N/A |
| 31. Is the applicant a corporation organized under the laws of any foreign government? | 0 | Yes | 0 | No | ۲ | N/A |
| 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? | 0 | Yes | 0 | No | ۲ | N/A |

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?

34. If any answer to questions 29, 30, 31, 32 and/or 33 is Yes, attach as an exhibit an 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 | O No |
|--|-----------|-------|
| | Exhibit B | |
| 36. Has the applicant or any party to this application or amendment 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 explination of circumstances. | O Yes | No No |

| 37. Has the applicant, or any party to this application or amendment, 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 explination of circumstances. | O 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 circumstances | O 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 preceding two items? If yes, attach as an exhinit, an explanation of the circumstances. | • Yes | O No |
| 40. If the applicant is a corporation and is applying for a space station license, attach as an exhibit the names, address, and citizenship of those stockholders owning a 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 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.

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.



O No

Yes

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?N/A

43. Description. (Summarize the nature of the application and the services to be provided). (If the complete description does not appear in this box, please go to the end of the form to view it in its entirety.)

DIRECTV Enterprises LLC, seeks to amend its currently pending application to (1) cover the entire range of Ka-band satellite frequencies, and (2) add a second antenna.

Exhibit C

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): (Choose the button next to applicable response.)

Individual

O Unincorporated Association

- Partnership
- Corporation

Governmental Entity

Other (please specify)

| 45. Name of Person Signing | 46. Title of Person Signing |
|----------------------------|-----------------------------|
| James Butterworth | Senior Vice President |

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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).

SATELLITE EARTH STATION AUTHORIZATIONS FCC Form 312 – Schedule B:(Technical and Operational Description) FOR OFFICIAL USE ONLY

| Location of Earth St | tation Site | | | | | |
|----------------------|------------------|----------------------|--------------|-------|--|------|
| E1: Site Identifier: | LADUF (CBC) | E5. Call Sign: | | | | |
| E2: Contact Name | Richard Slenker | E6. Phone Number: | 310-233-2122 | | | |
| E3. Street: | 3800 Via Oro Ave | E7. City: | Long Beach | | | |
| | | E8. County: | Los Angeles | | | |
| E4. State | CA | E9. Zip Code | 90810 | | | |
| E10. Area of Opera | tion: | California | | | | |
| E11. Latitude: | 33 °49 '44.4 "N | | | | | |
| E12. Longitude: | 118 °12 '43.9 "W | | | | | |
| E13. Lat/Lon Coord | dinates are: | ONAD-27 | NAD-83 | O N/A | | |
| E14. Site Elevation | (AMSL): | 13.9 meters | | | | |
| | | | | | | |

| E15. If the proposed antenna(s) operate in the Fixed Satellite Service (FSS) with geostationary satellites, do(es) the proposed antenna(s) comply with the antenna gain patterns specified in Section 25.209(a) and (b) as demonstrated by the manufacturer's qualification measurement? If NO, provide as a technical analysis showing compliance with two–degree spacing policy. | • Yes | O ^{No} | O N/A |
|--|-------|-----------------|-------|
|--|-------|-----------------|-------|

| E16. If the proposed antenna(s) do not operate in the Fixed Satellite Service (FSS), or if they operate in the Fixed Satellite Service (FSS) with non–geostationary satellites, do(es) the proposed antenna(s) comply with the antenna gain patterns specified in Section 25.209(a2) and (b) as demonstrated by the manufacturer's qualification measurements? | O Yes | O ^{No} | N/A |
|--|-------|-----------------|-----|
| E17. Is the facility operated by remote control? If YES, provide the location and telephone number of the control point. | • Yes | 0 | No |

| E18. Is frequency coordination required? If YES, attach a frequency coordination report as Exhibit D | ۲ | Yes | 0 | No |
|---|---|-----|---|----|
| E19. Is coordination with another country required? If YES, attach the name of the country(ies) and plot of coordination contours as | 0 | Yes | ۲ | No |
| E20. FAA Notification – (See 47 CFR Part 17 and 47 CFR part 25.113(c)) Where FAA notification is required, have you attached a copy of a completed FCC Form 854 and/or the FAA's study regarding the potential hazard of the structure to aviation? FAILURE TO COMPLY WITH 47 CFR PARTS 17 AND 25 WILL RESULT IN THE RETURN OF THIS APPLICATION. | 0 | Yes | ۲ | No |

POINTS OF COMMUNICATION

| Satellite Name: SPACEWAY 1 SPACEWAY 1 103 W.L. | If you selected OTHER, please enter the following: |
|--|--|
| E21. Common Name: | E22. ITU Name: |
| E23. Orbit Location: | E24. Country: |

Satellite Name: SPACEWAY 2 | SPACEWAY 2 | 99 W.L. If you selected OTHER, please enter the following:

| E21. Common Name: | E22. ITU Name: |
|----------------------|----------------|
| E23. Orbit Location: | E24. Country: |

| Satellite Name: DIRECTV 8 (K) DIRECTV 8 (K) 101 W.L. If you selected OTHER, please enter the following: | | | | | | |
|---|-------------------|--|--|--|--|--|
| E21. Common Name: | E22. ITU Name: | | | | | |
| E23. Orbit Location: | E24. Country: | | | | | |
| POINTS OF COMMUNICATION (Destination Points) | | | | | | |
| E25. Site Identifier: LADUF (CBC) | | | | | | |
| E26. Common Name: | E27. Country: USA | | | | | |

| E25. Site Identifier: LADUF (CBC) | |
|-----------------------------------|-------------------|
| E26. Common Name: | E27. Country: USA |

ANTENNA

| Site ID | E28. Antenna Id | E29. Quantity | E30. Manufacturer | E31. Model | E32. Antenna Size <meters></meters> | E41/42. Antenna Gain Transmint and/or Recieve (dBi at GHz) |
|-------------|--------------------|---------------|----------------------|-------------|--|---|
| LADUF (CBC) | LDKA2 | 1 | ANDREW | ES81KAA-101 | 8.1 | 62.3 dBi at 20.2 |
| LADUF (CBC) | LDKA2 | 1 | ANDREW | ES81KAA-101 | 8.1 | 65.3 dBi at 30.0 |
| LADUF (CBC) | LDKA1 | 1 | ANDREW | ES81KAA-101 | 8.1 | 62.3 dBi at 20.2 |
| LADUF (CBC) | LDKA1 | 1 | ANDREW | ES81KAA-101 | 8.1 | 65.3 dBi at 30.0 |

| Id | E33/34. Diameter Minor/Major (meters) | E35. Above Ground Level (meters) | E36. Above Sea Level(meters) | Height Above | Input Power at | E39. Maximum Antenna Height Above Rooftop (meters) | EIRP for al |
|-------|--|--|---------------------------------|--------------|----------------|---|-------------|
| LDKA2 | 8.1/8.1 | 9.8 | 0.0 | 0.0 | 48.0 | 0.0 | 82.1 |
| LDKA1 | 8.1/8.1 | 9.8 | 0.0 | 0.0 | 48.0 | 0.0 | 82.1 |

FREQUENCY

| E28. Antenna Id | E43/44. Frequency Bands (MHz) | E45. T/R Mode | E46. Antenna Polarization(H,V, L,R) | E47. Emission Designator | E48. Maximum EIRP per Carrier (dBW) | E49. Maximum ERIP Density per Carrier (dBW/4kHz) |
|-------------------------------|-------------------------------------|---------------------|---|-----------------------------|---|---|
| LDKA2 | 18300 18800 | R | Left and Right Circular | 36M0G7W | 0.0 | 0.0 |
| E50. Modulation entirety.) | and Services (If th | aupto | on does not appear in | this box, please go | to the end of the form | to view it in its |

PSK MOD DIGITAL VIDEO / AUDIO

| | | - | | - | | |
|-------|-------|---|----------------|---------|-----|-----|
| LDKA2 | 19700 | R | Left and Right | 36M0G7W | 0.0 | 0.0 |
| | 20200 | | Circular | | | |

| E50. Modulation entirety.) | 1 and Services (If | the complete desc | cription does not appear | in this box, please | go to the end of t | he form to view it in its |
|----------------------------|--------------------|-------------------|----------------------------|---------------------|--------------------|---------------------------|
| PSK MOD D | IGITAL VIDEO | / AUDIO | | | | |
| LDKA2 | 28350 28600 | Т | Left and Right Circular | 36M0G7W | 68.3 | 28.8 |
| E50. Modulation entirety.) | n and Services (If | the complete desc | cription does not appear | in this box, please | go to the end of t | he form to view it in its |
| PSK MOD D | IGITAL VIDEO | / AUDIO | | | | |
| LDKA2 | 29250 30000 | Т | Left and Right Circular | 36M0G7W | 68.3 | 28.8 |
| E50. Modulation entirety.) | n and Services (If | the complete desc | ription does not appear | in this box, please | go to the end of t | he form to view it in its |
| PSK MOD D | IGITAL VIDEO | / AUDIO | | | | |
| LDKA1 | 18300 18800 | R | Left and Right Circular | 36M0G7W | 0.0 | 0.0 |

| E50. Modulation entirety.) | n and Services (| If the complete de | escription does not appear i | in this box, please | go to the end of t | he form to view it in its |
|----------------------------|-------------------|--------------------|------------------------------|---------------------|--------------------|---------------------------|
| PSK MOD D | IGITAL / AUDI | 0 | | | | |
| LDKA1 | 19700 20200 | R | Left and Right Circular | 36M0G7W | 0.0 | 0.0 |
| E50. Modulation entirety.) | n and Services (. | If the complete de | escription does not appear i | in this box, please | go to the end of t | he form to view it in its |
| PSK MOD D | IGITAL VIDEO | / AUDIO | | | | |
| LDKA1 | 28350 28600 | Т | Left and Right Circular | 36M0G7W | 68.3 | 28.8 |
| E50. Modulation entirety.) | n and Services (| If the complete de | escription does not appear i | in this box, please | go to the end of t | he form to view it in its |
| PSK MOD D | IGITAL VIDEO | / AUDIO | | | | |
| LDKA1 | 29250 30000 | Т | Left and Right Circular | 36M0G7W | 68.3 | 28.8 |

E50. Modulation and Services (If the complete description does not appear in this box, please go to the end of the form to view it in its entirety.)

PSK MOD DIGITAL VIDEO / AUDIO

FREQUENCY COORDINATION

| Orbit Type | Frequency Limits(MHz) | Range of Satellite Arc Eastern/West ern Limit | Station Azimuth Angle Eastern Limit | Antenna Elevation Angle Eastern Limit | Station Azimuth Angle Western Limit | Antenna Elevation Angle Western Limit | Maximum EIRP Density toward the Horizon (dBW/4kHz) |
|---------------|--------------------------------|--|---|--|---|--|---|
| Geostationary | 28350 28600 | 80.0/120.0 | 125.3 | 33.5 | 183.2 | 50.6 | 0.0 |
| Geostationary | 29250 30000 | 80.0/120.0 | 125.3 | 33.5 | 183.2 | 50.6 | 0.0 |
| Geostationary | 28350 28600 | 80.0/120.0 | 125.3 | 33.5 | 183.2 | 50.6 | 0.0 |
| Geostationary | 29250 30000 | 80.0/120.0 | 125.3 | 33.5 | 183.2 | 50.6 | 0.0 |
| | Geostationary Geostationary | Limits(MHz)Geostationary28350 28600Geostationary29250 30000Geostationary28350 28600Geostationary29250 | Limits(MHz)Satellite Arc Eastern/West ern LimitGeostationary28350 2860080.0/120.0Geostationary29250 3000080.0/120.0Geostationary28350 2860080.0/120.0Geostationary29250 2860080.0/120.0 | Limits(MHz)Satellite Arc Eastern/West ern LimitAzimuth Angle Eastern LimitGeostationary28350 2860080.0/120.0125.3Geostationary29250 3000080.0/120.0125.3Geostationary28350 2860080.0/120.0125.3Geostationary29250 2860080.0/120.0125.3 | Limits(MHz)Satellite Arc Eastern/West ern LimitAzimuth Angle Eastern LimitElevation Angle Eastern LimitGeostationary28350 2860080.0/120.0125.333.5Geostationary29250 3000080.0/120.0125.333.5Geostationary28350 2860080.0/120.0125.333.5Geostationary28350 2860080.0/120.0125.333.5Geostationary29250 2860080.0/120.0125.333.5 | Limits(MHz)Satellite Arc Eastern/West ern LimitAzimuth Angle Eastern LimitElevation Angle Eastern LimitAzimuth Angle Western LimitGeostationary28350 2860080.0/120.0125.333.5183.2Geostationary29250 3000080.0/120.0125.333.5183.2Geostationary28350 2860080.0/120.0125.333.5183.2Geostationary29250 2860080.0/120.0125.333.5183.2Geostationary28350 2860080.0/120.0125.333.5183.2 | Limits(MHz)Satellite Arc Eastern/West ern LimitAzimuth Angle Eastern LimitElevation Angle Eastern LimitAzimuth Angle Western LimitElevation Angle Western LimitElevation Angle Western LimitGeostationary28350 2860080.0/120.0125.333.5183.250.6Geostationary29250 3000080.0/120.0125.333.5183.250.6Geostationary28350 2860080.0/120.0125.333.5183.250.6Geostationary29250 2860080.0/120.0125.333.5183.250.6 |

| E61. Call Sign | E66. Phone Number |
|---|-------------------|
| | 303-660-7118 |
| NOTE: Please enter the callsign of the controlling station, not the | |
| callsign for which this application is being filed. | |
| | |

| E62. Street Address 5454 Garton Road | | | |
|---|------------------------|-------------------------------------|------------------------|
| E63. City Castle Rock | E68. County Douglas | E67/68. State/Country CO/ USA | E64. Zip Code 80104 |

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