

November 27, 2006

**BY HAND DELIVERY**

Marlene H. Dortch  
Office of the Secretary  
Federal Communications Commission  
445 12<sup>th</sup> Street, S.W.  
Washington, D.C. 20554

Re: ***Performance Bond for WildBlue-1; Call Sign E050033***  
*File No. SES-MFS-20060811-01347*

Dear Ms. Dortch:

On October 25, 2006, the International Bureau released a public notice modifying the above referenced blanket earth station license held by WB Holdings 1, LLC ("WBH") to add the Canadian-licensed WildBlue-1 spacecraft at 111.1° W.L. as a point of communication.<sup>1</sup> In accordance with Condition 251 of the underlying authorization and Section 25.137(d)(4) of the Commission's rules, WBH hereby files a copy of its required \$750,000 performance bond and related documents.

Please direct any questions regarding this matter directly to the undersigned.

Sincerely yours,



William M. Wiltshire  
*Counsel for WB Holdings 1, LLC*

Enclosure

cc: Robert Nelson  
Andrea Kelly

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<sup>1</sup> See Public Notice, Rep. No. SES-00867 (rel. Oct. 25, 2006). The amount of the bond was decreased from \$3 million to \$750,000 due to satisfaction of the first three milestones. See Public Notice, Rep. No. SES-00869 (rel. Nov. 1, 2006).

Bond Number:                     KO7141853                    

**Federal Communications Corporation (FCC)  
Satellite License Payment Bond**

KNOW ALL PERSONS BY THESE PRESENTS, WildBlue Communications, Inc. (hereinafter called the Principal) and Westchester Fire Insurance Company, a corporation of the State of New York (hereinafter called the Surety), are held and firmly bound unto the United States Treasury (hereinafter called the Obligee), in the maximum penal sum of SEVEN HUNDRED FIFTY THOUSAND AND 00/100 (\$750,000.00) Dollars to the payment of which sum, well and truly be made, the Principal and Surety bind themselves, and each of their heirs, administrators, executors and assigns, jointly and severally, firmly by these presents. Regardless of the number of years this Bond may be in force, the aggregate liability of the Surety payable under this Bond shall not be cumulative and is limited to the stated maximum penal sum.

WHEREAS, the Principal's application to modify its earth station blanket license has been granted by the Federal Communications Commission ("FCC") and the Principal is authorized to communicate with the Wildblue-1 satellite at 111.1 degrees West Longitude in accordance with the terms and conditions set forth in its authorization which authorization is hereby referred to and made a part hereof.

WHEREAS, in accordance with the FCC conditions set forth in the authorization, the Principal must file a payment Bond with the FCC within 30 days of the application being granted.

PROVIDED, HOWEVER, that this Bond is subject to the following conditions:

1. The WildBlue-1 satellite must be launched, and placed into operation in accordance with the technical parameters and terms and conditions of the grant authorization by October 10, 2011 (the "Milestone").
2. Upon filing of this Bond with the FCC, the Principal will file confirmation of completion of the milestone with the FCC. Upon issuance of a Public Notice by the FCC confirming the same, this Bond will terminate.
3. In the event of a Notice of Default (i.e. an order or public notice revoking Principal's authorization) issued by the FCC to the Principal and the Surety regarding the performance of the milestone specified above during the term of this Bond, the Surety shall be liable only up to the current outstanding maximum penal sum amount. It is also understood and unconditionally agreed that upon receipt of such Notice of Default, the Sole remedy under this Bond will be the tender of payment of the current outstanding maximum penal sum of the Bond within thirty (30) business days of such Notice of Default.

Any such Notice of Default made under this Bond shall be made in writing and shall be given a personal delivery or expedited delivery service, postage pre-paid, addressed to the parties at the addresses specified below:

To the Surety:  
Westchester Fire Insurance Company  
1601 Chestnut Street  
Philadelphia, PA 19103

To the Principal:  
WildBlue Communications, Inc.  
5970 Greenwood Plaza Blvd, Suite 300  
Greenwood Village, CO 80111  
Attention: General Counsel


4. No right of action shall accrue on this Bond to or for the use of any person or corporation other than the Obligee named herein or the heirs, executors, administrators or successors of the Obligee.
5. If any conflict or inconsistency exists between the Surety's obligations or undertakings as described in this Bond and as described in other documents, statutes or regulations, the terms of this Bond shall prevail.


This Bond shall be effective the 24<sup>th</sup> day of November, 2006 and shall cease at such time as the FCC confirms that the Principal has satisfied the milestone set forth in paragraph 1.

Signed and sealed this 22<sup>nd</sup> day of November 2006.

Witness:  
By:   
\_\_\_\_\_

By:   
\_\_\_\_\_

WildBlue Communications, Inc.  
By:   
\_\_\_\_\_   
David M. Brown, SVP  
Westchester Fire Insurance Company

By:   
\_\_\_\_\_   
Kathleen K. Freund, Attorney-in-Fact



105029

Know all men by these presents: That WESTCHESTER FIRE INSURANCE COMPANY, a corporation of the State of New York, having its principal office in the City of Atlanta, Georgia, pursuant to the following Resolution, adopted by the Board of Directors of the said Company on November 8, 1999, to wit:

"RESOLVED, that the following Rules shall govern the execution for the Company of bonds, undertakings, recognizances, contracts and other writings in the nature thereof:

- (1) That the President, any Senior Vice President, any Vice President, and Assistant Vice President, or any Attorney-in-Fact, may execute for and on behalf of the Company any and all bonds, undertakings, recognizances, contracts and other writings in the nature thereof... (2) Any such writing executed in accordance with these Rules shall be as binding upon the Company in any case as though signed by the President and attested to by the Corporate Secretary. (3) The signature of the President, or a Senior Vice President, or a Vice President, or an Assistant Vice President and the seal of the Company may be affixed by facsimile on any power of attorney granted pursuant to this Resolution... (4) Such other Officers of the Company, and Attorneys-In-Fact shall have authority to certify or verify copies of this Resolution... (5) The passage of this Resolution does not revoke any earlier authority granted by Resolutions of the Board of Directors."

Does hereby nominate, constitute and appoint VIVIENNE DOUGLAS, KATHLEEN K. FREUND, J M. O'CONNELL, BRIDGET Y. HENRY, WILLIAM S. MORGAN and MARGARITA HOLGUIN all of the City of Denver, State of Colorado, each individually if there be more than one named, its true and lawful attorney-in-fact, to make, execute, seal and deliver on its behalf, and as its act and deed any and all bonds, undertakings, recognizances, contracts and other writings in the nature thereof in penalties not exceeding Twenty Five Million Dollars (\$25,000,000) and the execution of such writings in pursuance of these presents shall be as binding upon said Company, as fully and amply as if they had been duly executed and acknowledged by the regularly elected officers of the Company at its principal office.

IN WITNESS WHEREOF, the said Stephen M. Haney, Vice-President, has hereunto subscribed his name and affixed the corporate seal of the said WESTCHESTER FIRE INSURANCE COMPANY this 24th day of May 2006.



WESTCHESTER FIRE INSURANCE COMPANY

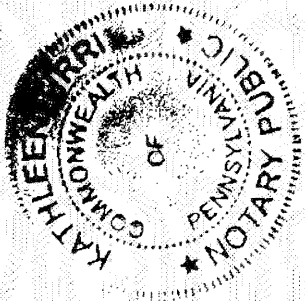
Handwritten signature of Stephen M. Haney

Stephen M. Haney, Vice President

COMMONWEALTH OF PENNSYLVANIA
COUNTY OF PHILADELPHIA ss.

On this 24th day of May, A.D. 2006, before me, a Notary Public of the Commonwealth of Pennsylvania in and for the County of Philadelphia came Stephen M. Haney, Vice-President of the WESTCHESTER FIRE INSURANCE COMPANY to me personally known to be the individual and officer who executed the preceding instrument, and he acknowledged that he executed the same, and that the seal affixed to the preceding instrument is the corporate seal of said Company; that the said corporate seal and his signature were duly affixed by the authority and direction of the said corporation, and that Resolution, adopted by the Board of Directors of said Company, referred to in the preceding instrument, is now in force.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Philadelphia the day and year first above written.



NOTARIAL SEAL
Kathleen Tirri, Notary Public
Philadelphia, Philadelphia County
My commission expires September 22, 2007

Handwritten signature of Kathleen Tirri

Notary Public

I, the undersigned Secretary of WESTCHESTER FIRE INSURANCE COMPANY, do hereby certify that the original POWER OF ATTORNEY, of which the foregoing is a substantially true and correct copy, is in full force and effect.

In witness whereof, I have hereunto subscribed my name as Secretary, and affixed the corporate seal of the Corporation, this 22nd day of November 2006



Handwritten signature of George D. Mulligan

George D. Mulligan, Secretary

THIS POWER OF ATTORNEY MAY NOT BE USED TO EXECUTE ANY BOND WITH AN INCEPTION DATE AFTER May 24, 2008.