

March 7.2001

VIA FEDERAL EXPRESS

Federal Communications Commission
1270 Fairfield Road
Gettysburg, PA 17325-7245

**Re: Auction No. 38- 700 MHz Guard Band Auction
FCC Form 602
Ownership Disclosure Information
Pegasus Guard Band, LLC**

To Whom It May Concern:

Submitted herewith, on behalf of Pegasus Guard Band, LLC, is an FCC Form 602 containing the required FCC Ownership Disclosure Information for the Wireless Telecommunications Services. Pegasus Guard Band, LLC was the winning high bidder for 3 licenses in Auction No. 38, the 700 MHz Guard Band Auction, and submits this FCC Form 602 as required pursuant to Section 1.919 of the Commission's rules.

Also enclosed are a receipt copy of this application and a self-addressed Federal Express envelope. Please date-stamp the enclosed duplicate copy and return the copy in the enclosed Federal Express envelope.

If there are any questions regarding this matter, please contact the undersigned.

Respectfully submitted,



Brendan Holland

FCC:ET397 170000

Document # 102 1820 v.2

Applicant/Licensee Information

1) First Name (if individual):	MI:	Last Name:	Suffix:
2) Applicant Name (if entity)		3) Applicant TIN:	
Pegasus Guard Band, LLC			

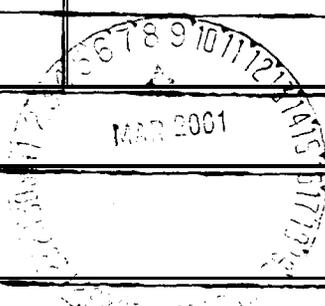
Related FCC Regulated Businesses of Applicant/Licensee

4a) Name and address of all FCC Regulated Businesses owned by Applicant/Licensee (use additional sheets, if necessary):	4b) Principal Business:	4c) TIN:	4d) Percent of Interest Held:
None			

Signature

5) Typed or Printed Name of Party Authorized to Sign

First Name	MI	Last Name	Suffix
Scott	A.	Blank	
Title:			
Vice President of Pegasus Satellite Communications, Inc., the sole member of applicant			



Signature	Date
<i>Scott A Blank</i>	3/7/01

Failure To Sign This Application May Result In Dismissal Of The Application And Forfeiture Of Any Fees Paid

WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503)

Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual):	MI:	Last Name:	Suffix:
2) Disclosable interest Hdder's Name (if entity): Pegasus Satellite Communications, Inc.			3 Disclosable Interest Holder's TIN:
4) Disclosable Interest Holders Address: 225 City Line Avenue, Suite 200 Bala Cynwyd, PA 19004			
5) Type of Interest in Applicant () (refer to instructions for list) D	6) Disclosable Interest Holder is a(n): () (refer to instructions for list of codes): c	7) Percent of Interest Held in Applicant: 100% (indirect)	
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): 0- Membership interest in LLC		9) Disclosable Interest Holder's Country of Cibzenship: USA	
10) Relationship Description (if the discloseable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): Pegasus Guard Band, LLC, Pegasus Satellite Communications, Inc.			

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:
Pegasus Media & Communications, Inc. 225 City Line Avenue, Suite 200 Bala Cynwyd, PA 19004	Broadcast TV		100
Pegasus Broadcast Television, Inc. 225 City Line Avenue, Suite 200 Bala Cynwyd, PA 19004	Broadcast TV		100
WOLF License Corp. 225 City Line Avenue Suite 200 Bala Cynwyd, PA 19604	Broadcast TV		100
Pegasus Broadcast Associates, L.P. 225 City Line Avenue, Suite 200 Bala Cynwyd, PA 19004	Broadcast TV		100
WDSI License Corp. 225 City Line Avenue, Suite 200 Bala Cynwyd, PA 19004	Broadcast TV		100
WDBD License Corp. 225 City Line Avenue, Suite 200 Bala Cynwyd, PA 19004	Broadcast TV		100
WTLH License Corp. 225 City Line Avenue, Suite 200 Bala Cynwyd, PA 19004	Broadcast TV		100
HMW, Inc. 225 City Line Avenue, Suite 200 Bala Cynwyd, PA 19004	Broadcast TV		100

Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Hdder's First Name (if individual):		MI:	Last Name:	Suffix
2) Disclosable Interest Hdder's Name (if entity):			3) Disclosable interest Holder's TIN:	
Pegasus Communications Corporation ("PCC")				
4) Disclosable Interest Holders Address:				
225 City Line Avenue, Suite 200 Bala Cynwyd, PA 19004				
5) Type of Interest in Applicant () (refer to Instructions for list)		6) Disclosable Interest Holder is a(n): () (refer to instructions for list of codes):		7) Percent of Interest Held in Applicant:
I		c		100% (indirect)
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list):			9) Disclosable Interest Hdder's Country of Citizenship:	
0- Membership interest in LLC			USA	
10) Relationship Description (if the discloseable interest hdder is an indirect owner, list path of ownership from indirect owner to the applicant):				
Pegasus Guard Band, LLC, Pegasus Satellite Communications. Inc., Pegasus Communications Corp.				

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

IIa) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	IIb) Principal Business:	IIc) TIN:	II d) Percent of Interest Held:
Pegasus Media & Communications, Inc. 225 City Line Avenue, Suite 200 Bala Cynwyd, PA 19004	Broadcast TV		100
Pegasus Broadcast Television, Inc. 225 City Line Avenue, Suite 200 Bala Cynwyd, PA 19004	Broadcast TV		100
WOLF License Corp. 225 City Line Avenue Suite 200 Bala Cynwyd, PA 19604	Broadcast TV		100
Pegasus Broadcast Associates, L.P. 225 City Line Avenue, Suite 200 Bala Cynwyd, PA 19004	Broadcast TV		100
WDSI License Corp. 225 City Line Avenue, Suite 200 Bala Cynwyd, PA 19004	Broadcast TV		100
WDBD License Corp. 225 City Line Avenue, Suite 200 Bala Cynwyd, PA 19004	Broadcast TV		100
WTLH License Corp. 225 City Line Avenue Suite 200 Bala Cynwyd, PA 19604	Broadcast TV		100
HMW, Inc. 225 City Line Avenue, Suite 200 Bala Cynwyd, PA 19004	Broadcast TV		100

FCC Ownership Disclosure Information for the
 Wireless Telecommunications Services

Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual):	MI:	Last Name:	Suffix:
2) Disclosable Interest Holder's Name (if entity):		3) Disclosable Interest Holder's TIN:	
Pegasus Capital, L.P.			
4) Disclosable Interest Holder's Address:			
225 City Line Avenue, Suite 200 Bala Cynwyd, PA 19004			
5) Type of Interest in Applicant () (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): () (refer to instructions for list of codes):	7) Percent of Interest Held in Applicant:	
I	L	18% (indirect)	
6) Disclosable Interest Holder's Type of Ownership (refer to instructions for list):		9) Disclosable Interest Holder's Country of Citizenship:	
0- Membership interest in LLC		USA	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant):			
Pegasus Guard Band, LLC, Pegasus Satellite Communications, Inc., Pegasus Communications Corp., Pegasus Capital, L.P.			

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:
Pegasus Communications Portfolio Holdings, Inc. 225 City Line Avenue, Suite 200 Bala Cynwyd, PA 19004	MMDS		100
Pegasus IVDS Inc 225 City Line Avenue, Suite 200 Bala Cynwyd, PA 19004	IVDS		49%
Pegasus PCS Partners, LP 225 City Line Avenue, Suite 200 Bala Cynwyd, PA 19004	PCS/communications		100*

*Pegasus Capital, L.P.'s interest represents actual control of this entity; therefore, pursuant to Section 1.2112(a)(9) Pegasus Capital, L.P. is deemed to hold 100% of the entity.

Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual): Marshall	MI: w.	Last Name: Pagon	Suffix
2) Disclosable Interest Holder's Name (if entity):		3) Disclosable Interest Holders TIN:	
4) Disclosable Interest Holder's Address: 225 City Line Avenue, Suite 200 Bala Cynwyd. PA 19004			
5) Type of Interest in Applicant () (refer to Instructions for list) I	6) Disclosable Interest Hdder is a(n): () (refer to instructions for list of codes): I	7) Percent of Interest Held in Applicant: 100% (indirect*)	
8) Disclosable Interest Holder's Type of Ownership (refer to Instructions for list): 0- Membership interest in LLC		9) Disclosable Interest Holders Country of Citizenship: USA	
10) Relationship Description (if the disclosable Interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): 1- Pegasus Guard Band, LLC*, Pegasus Satellite Communications. Inc.*, PCC*. Pegasus Capital, L.P.*. Pegasus Capital, Ltd.*, Marshall Pagon . 2- Pegasus Guard Band. LLC. Pegasus Sat. Comm.. Inc*, Pegasus Communications Corp.*, Pegasus Communications Holding. Inc.*. Pegasus Communications. L.P.* Northwest Management Associates, L.P.*, Pegasus Cable Associates, Ltd.*, Marshall Pagon.			

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

IIa) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	IIb) Principal Business:	IIc) TIN:	II d) Percent of Interest Held:
Pegasus IVDS Inc 225 City Line Avenue, Suite 200 Bala Cynwyd, PA 19004	IVDS		49% (indirect)
Pegasus Broadband Communications, Inc. 225 City Line Avenue. Suite 200 Bala Cynwyd, PA 19004	Communications		1 00*
Pegasus Media & Communications, Inc. 225 City Line Avenue, Suite 208 Bala Cynwyd, PA 19004	Broadcast TV		1 00*
Pegasus Broadcast Television, Inc. 225 City Line Avenue. Suite 200 Bala Cynwyd, PA 19004	Broadcast TV		1 00*
WOLF License Corp. 225 City Line Avenue, Suite 200 Bala Cynwyd, PA 19004	Broadcast TV		1 00*
Pegasus Broadcast Associates, L.P. 225 City Line Avenue, Suite 200 Bala Cynwyd, PA 19004	Broadcast TV		1 00*
WDSI License Corp. 225 City Line Avenue. Suite 200 Bala Cynwyd, PA 19004	Broadcast TV		1 00*
WDBD License Corp. 225 City Line Avenue. Suite 200 Bala Cynwyd, PA 19004	Broadcast TV		100*

*Marshall Pagon's interest represents actual control of the entity; therefore, pursuant to Section 1.2 112(a)(9), Marshall Pagon is deemed to hold a 100% interest in this entity.

Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders) **CONTINUED**

1) Disclosable Interest Holder's First Name (if individual): Marshall	MI: W.	Last Name: Pagon (continued)	Suffix
2) Disclosable Interest Holder's Name (if entity):		3) Disclosable Interest Hdder's TIN:	
4) Disclosable Interest Holder's Address:			
5) Type of Interest in Applicant () (refer to Instrucbons for list)	6) Disclosable Interest Holder is a(n): () (refer to instructions for list of codes):	7) Percent of Interest Held in Applicant:	
8) Disclosable Interest Hdder's Type of Ownership (refer to instructions for list):		9) Disclosable Interest Holder's Country of Cibzenship:	
10) Relationship Description (if the discloseable interest holder is an Indirect owner. list path of ownership from indirect owner to the applicant): -			

Related FCC Reulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:
WTLH License Corp. 225 City Line Avenue, Suite 200 Bala Cynwyd, PA 19004	Broadcast TV		100*
HMW, Inc. 225 City Line Avenue, Suite 200 Bala Cynwyd, PA 19004	Broadcast TV		100*
Federal Radio Service Corp. 225 City Line Avenue, Suite 200 Bala Cynwyd, PA 19004	Communications		100*
Pegasus Radio Corp. 225 City Line Avenue Suite 200 Bala Cynwyd, PA 19604	Communications		100*
Pegasus Communications Portfolio Holdings, Inc. 225 City Line Avenue, Suite 200 Bala Cynwyd, PA 19604	MMDS		100*
Pegasus Development Corp 225 City Line Avenue, Suite 200 Bala Cynwyd, PA 19004	Communications		100*

*Marshall Pagon's interest represents actual control of the entity; therefore, pursuant to Section 1.2112(a)(9), Marshall Pagon is deemed to hold a 100% interest in this entity.