

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)
Lindsley, Steven

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o U.S. Digital Television, Inc., 12552 South 125 West, Draper, Utah 84020

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)
Johnson, Richard

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o U.S. Digital Television, Inc., 12552 South 125 West, Draper, Utah 84020

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)
Abernethy, Jack

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o U.S. Digital Television, Inc., 12552 South 125 West, Draper, Utah 84020

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)
Chapman, Gary R.

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o U.S. Digital Television, Inc., 12552 South 125 West, Draper, Utah 84020

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)
Hobbs, Steven A.

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o U.S. Digital Television, Inc., 12552 South 125 West, Draper, Utah 84020

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)
McNeil, Charles

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o U.S. Digital Television, Inc., 12552 South 125 West, Draper, Utah 84020

[see Attachment to Part A.2. for additional managers and beneficial owners]

B. INFORMATION ABOUT OFFERING

1. Has the issuer sold or does the issuer intend to sell, to non-accredited investors in this offering? ... Yes No

Answer also in Appendix, Column 2, if filing under ULOE.

2. What is the minimum investment that will be accepted from any individual? \$ N/A
All of the investors are entities; smallest amount invested was \$291,300

3. Does the offering permit joint ownership of a single unit? Yes No

4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.

Full Name (Last name first, if individual)
Banc of America Securities LLC

Business or Residence Address (Number and Street, City, State, Zip Code)
9 West 57th Street, New York, NY 10019

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers
(Check "All States" or check individual States) All States

[AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID]
[IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO]
[MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA]
[RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers
(Check "All States" or check individual States) All States

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[MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA]
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Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers
(Check "All States" or check individual States) All States

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[RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero". If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt.....	\$ 0	\$ 0
Equity.....	\$ 10,000,000	\$ 10,000,000
<input type="checkbox"/> Common <input checked="" type="checkbox"/> Preferred		
Convertible Securities (including warrants).....	\$ 0 ¹	\$ 0
Partnership Interests.....	\$ 0	\$ 0
Other (Specify).....	\$ 0	\$ 0
Total.....	\$ 10,000,000	\$ 10,000,000

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors	7	\$ 10,000,000
Non-accredited Investors	0	\$ 0
Total (for filings under Rule 504 only)	0	\$ 0

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.

Type of offering	Type of Security	Dollar Amount Sold
Rule 505	_____	\$ _____
<u>Regulation A</u>	_____	\$ _____
Rule 504	_____	\$ _____
Total.....	_____	\$ _____

¹ In connection with its issuance of the Preferred Units purchased in this offering, and pursuant to a Letter Agreement between Banc of America Securities LLC ("BofA") and USD Holdings, Inc. (f/k/a U.S. Digital Television, Inc.), a Utah corporation ("USDTV Inc."), USDTV LLC issued a warrant to purchase 100,000 Preferred Units of USDTV LLC to BofA in consideration for services performed by BofA.

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS (CONT'D)

4.a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees	<input checked="" type="checkbox"/>	\$ <u>0</u>
Printing and Engraving Costs	<input checked="" type="checkbox"/>	\$ <u>5,000</u>
Legal Fees	<input checked="" type="checkbox"/>	\$ <u>40,000</u>
Accounting Fees	<input checked="" type="checkbox"/>	\$ <u>0</u>
Engineering Fees	<input checked="" type="checkbox"/>	\$ <u>0</u>
Sales Commissions (Specify finder's fees separately)	<input checked="" type="checkbox"/>	\$ <u>0</u>
Other Expenses (identify) <u>payment for consulting services</u>	<input checked="" type="checkbox"/>	\$ <u>25,000</u>
Total	<input checked="" type="checkbox"/>	\$ <u>70,000</u>

b. Enter the difference between the aggregate offering price given in response to Part C-Question 1 and total expenses furnished in response to Part C-Question 4.a. This difference is the "adjusted gross proceeds to the issuer."

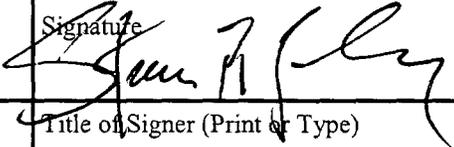
\$ 9,930,000

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C-Question 4.b. above.

		Payments to Officers, Directors, & Affiliates		Payments To Others
Salaries and fees.....	<input checked="" type="checkbox"/>	\$ <u>300,000</u>	<input checked="" type="checkbox"/>	\$ <u>2,100,000</u>
Purchase of real estate.....	<input checked="" type="checkbox"/>	\$ <u>0</u>	<input checked="" type="checkbox"/>	\$ <u>0</u>
Purchase, rental or leasing and installation of machinery and equipment.....	<input checked="" type="checkbox"/>	\$ <u>0</u>	<input checked="" type="checkbox"/>	\$ <u>930,000</u>
Construction or leasing of plant buildings and facilities	<input checked="" type="checkbox"/>	\$ <u>3,000</u>	<input checked="" type="checkbox"/>	\$ <u>47,000</u>
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	<input checked="" type="checkbox"/>	\$ <u>0</u>	<input checked="" type="checkbox"/>	\$ <u>0</u>
Repayment of indebtedness	<input checked="" type="checkbox"/>	\$ <u>0</u>	<input checked="" type="checkbox"/>	\$ <u>420,000</u>
Working capital	<input checked="" type="checkbox"/>	<u>0</u>	<input checked="" type="checkbox"/>	\$ <u>6,130,000</u>
Other (specify):	<input checked="" type="checkbox"/>	<u>0</u>	<input checked="" type="checkbox"/>	\$ <u>0</u>
.....		<u>0</u>		<u>0</u>
.....	<input checked="" type="checkbox"/>	<u>0</u>	<input checked="" type="checkbox"/>	\$ <u>0</u>
Column Totals	<input checked="" type="checkbox"/>	<u>303,000</u>	<input checked="" type="checkbox"/>	\$ <u>9,627,000</u>
Total Payments Listed (column totals added)			<input checked="" type="checkbox"/>	\$ <u>9,930,000</u>

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchanges Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) U.S. Digital Television, LLC	Signature 	Date 2/9/06
Name of Signer (Print or Type) Steven Lindsley	Title of Signer (Print or Type) President	

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

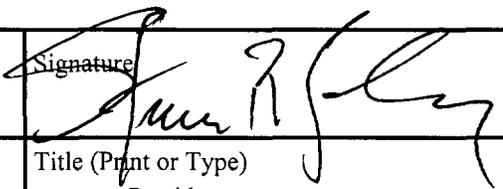
E. STATE SIGNATURE

1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?..... Yes No

See Appendix, Column 5, for state response.

2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at such times as required by state law.
3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform Limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type) U.S. Digital Television, LLC	Signature 	Date 2/9/06
Name of Signer (Print or Type) Steven Lindsley	Title (Print or Type) President	

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

1 State	2 Intend to sell to non-accredited investors in State (Part B-Item 1)		3 Type of security and aggregate offering price offered in state (Part C-Item 1)	4 Type of investor and amount purchased in State (Part C-Item 2)				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
	Yes	No		Number of Accredited Investors	Amount	Number of Non-accredited Investors	Amount	Yes	No
AL									
AK									
AZ									
AR									
CA		X	Warrant \$0.00 ²	1	0	0	0		X
CO									
CT									
DE									
DC									
FL									
GA									
HI									
ID									
IL									
IN									
IA									
KS									
KY									
LA									
ME									
MD									

² In connection with its issuance of the Preferred Units purchased in this offering, and pursuant to a Letter Agreement between BofA and USDTV Inc., USDTV LLC issued a warrant to purchase 100,000 Preferred Units of USDTV LLC to BofA in consideration for services performed by BofA.

APPENDIX

1 State	2 Intend to sell to non-accredited investors in State (Part B-Item 1)		3 Type of security and aggregate offering price offered in state (Part C-Item 1)	4 Type of investor and amount purchased in State (Part C-Item 2)				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
	Yes	No		Number of Accredited Investors	Amount	Number of Non-accredited Investors	Amount	Yes	No
MA									
MI									
MN									
MS									
MO									
MT									
NE									
NV									
NH									
NJ									
NM									
NY		X	Preferred Units \$5,825,220	4	5,825,220	0	0		X
NC									
ND									
OH									
OK									
OR									
PA									
RI		X	Preferred Units \$1,941,740	1	1,941,740	0	0		X
SC									
SD									
TN									
TX									
UT									
VT									

1	2 Intend to sell to non-accredited investors in State (Part B-Item 1)		3 Type of security and aggregate offering price offered in state (Part C-Item 1)	4 Type of investor and amount purchased in State (Part C-Item 2)				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-accredited Investors	Amount	Yes	No
VA		X	Preferred Units \$1,941,740	1	1,941,740	0	0		X
WA									
WV									
WI		X	Preferred Units \$291,300	1	291,300	0	0		X
WY									
PR									

Attachment to Part A.2.

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)
Quinn, Ed

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o U.S. Digital Television, Inc., 12552 South 125 West, Draper, Utah 84020

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)
Singh, Rajendra

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o U.S. Digital Television, Inc., 12552 South 125 West, Draper, Utah 84020

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)
LIN Television Corporation

Business or Residence Address (Number and Street, City, State, Zip Code)
4 Richmond Square, Suite 200, Providence, Rhode Island 02906

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)
McGraw-Hill Ventures, Inc.

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o The McGraw Hill Companies, 1221 Avenue of the Americas, 47th Floor, New York, New York 10020

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)
News-USDTV Holdings, Inc.

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o News Corporation, 1211 Avenue of the Americas, New York, New York 10036

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)
Telcom DTV, LLC

Business or Residence Address (Number and Street, City, State, Zip Code)
201 N. Union Street, Suite 360, Alexandria, Virginia 22314

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)
HATV Investments, Inc.

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Hearst Argyle Television, 888 Seventh Avenue, New York, New York 10106

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)
Hearst Broadcasting, Inc.

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Hearst Interactive Media, 1345 Avenue of the Americas, New York, New York 10105