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Telecom Division  
International Bureau

Before the  
**FEDERAL COMMUNICATIONS COMMISSION**  
Washington, DC 20554

MAR 28 2001

FCC/RELECOM

Streamlined  
USASIA TELECOM, LLC  
ISP-FDR-20010328-00016

20010328-XX

ISP-PDR-20010328-X

In the Matter of

**USAsia Telecom, LLC,  
Transferor and Licensee,**

and

**HAT K.K. Corporation,  
Transferee**

**Application Pursuant to Sections 214  
and 310(b)(4) of the Communications  
Act, as Amended, to Transfer Control of  
USAsia Telecom, LLC and to Exceed the  
Indirect Foreign Ownership Benchmark  
in USAsia Telecom, LLC**

**APPLICATION TO TRANSFER OF CONTROL AND  
TO ACCEPT INDIRECT FOREIGN INVESTMENT**

**I. INTRODUCTION**

USAsia Telecom, LLC ("USAT") and HAT K.K. Corporation ("HAT") (collectively "Applicants") hereby request approval, pursuant to Section 214 of the Communications Act of 1934, as Amended ("Communications Act"), to transfer control of USAT from the current shareholders of USAT (none of which currently control the company) to HAT. Additionally, because (1) HAT is a wholly-owned subsidiary of Mitsubishi Corporation ("Mitsubishi"), a Japanese company; and (2) USAT is authorized to operate two land earth stations in Hawaii, Applicants seek authority to exceed the

indirect foreign ownership benchmark set forth in Section 310(b)(4) of the Communications Act.<sup>1</sup>

Part II of this Application describes the proposed transaction and demonstrates that grant of this Application is in the public interest. Part III provides the information required by 47 C.F.R. § 63.18.

## **II. DESCRIPTION OF TRANSACTION AND PUBLIC INTEREST STATEMENT**

USAT holds a Section 214 authorization to provide global facilities-based and resale services.<sup>2</sup> It also holds earth station authorizations to provide services via the Philippine-licensed satellite system, AGILA 2, and the Japanese-licensed satellite system, JCSAT-3.

Under the proposed transaction, HAT, a Delaware corporation, will acquire an 80% interest in USAT, a limited liability company, by buying the membership interests of USAT's existing Members, none of which currently control the company. HAT is a wholly-owned subsidiary of Mitsubishi Corporation, a Japanese company. Telvia, Inc. ("Telvia"), a Delaware corporation, which currently holds a 34.3% interest in USAT, will retain a 20% interest in the company. Telvia is wholly-owned by Stuart Browne, a U.S. citizen.

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<sup>1</sup> Concurrently with this Application, Applicants are submitting the requisite 312 Form requesting FCC approval for the transfer of control of USAT's two earth station authorizations (attached as Exhibit 1).

<sup>2</sup> USAT does not provide any common carrier interstate services.



The proposed change in control, including the proposed foreign investment, is in the public interest. The proposed investment by HAT will result in the availability of greater financial resources for USAT, permitting it to expand services and provide increased competition in the growing market for Internet Protocol ("IP") voice and data services.

Additionally, the FCC has established a strong presumption that indirect foreign investment above the 25 percent benchmark established in Section 310(b)(4) serves the public interest when the investing company is from a World Trade Organization ("WTO") country, such as Japan.<sup>3</sup> Specifically, the Commission stated that:

Because additional foreign investment can promote competition in the U.S. market, we conclude that the public interest will be served by permitting more open investment by entities from WTO Member countries in U.S. common carrier wireless licenses with the entry policies we justify and describe above in Section III.A [i.e., a policy of open entry absent a very high risk to competition in the U.S. market]. We note that such an analysis could apply in various contexts: petitions for declaratory rulings by existing or prospective licensees that the public interest would be served by allowing them to exceed 25 percent indirect foreign ownership; initial license applications; and transfers of control.<sup>4</sup>

Here, the proposed foreign investor, Mitsubishi, is from Japan, a WTO Member. That Mitsubishi is, for purposes of the Commission's analysis, a Japanese company is

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<sup>3</sup> *In the Matter of Rules and Policies on Foreign Participation in the U.S. Telecommunications Market*, 12 FCC Rcd. 23891 (1997) ("Foreign Participation Order"). See also *In the Matter of Amendment of the Commission's Regulatory Policies to Allow Non-U.S. Licensed Space Stations to Provide Domestic and International Satellite Service in the United States*, 12 FCC Rcd. 24094, ¶ 151 (1997).

<sup>4</sup> *Foreign Participation Order* at ¶ 111.

without doubt. Mitsubishi is incorporated in Japan, where its world headquarters and the majority of its tangible property are located. Additionally, the vast majority of Mitsubishi's officers, directors, and investment principals are Japanese nationals. While Mitsubishi generates sales and revenues worldwide, Japan remains its principal market. Mitsubishi's stock is traded on stock exchanges in Tokyo, Osaka, Nagoya, Kyoto, Fukuoka, Sapporo (all Japan), London (U.K.), and Paris (France).

Accordingly, as Mitsubishi's proposed investment does not pose any risk to competition in the U.S. market, Applicants request that the Commission promptly grant this request for USAT to accept indirect foreign investment over the statutory benchmark.

### III. INFORMATION REQUIRED BY SECTION 63.18

The following information is provided in compliance with 47 C.F.R. §

63.18:

(a) The name, address and telephone number of the Licensee and transferor is:

USAsia Telecom, LLC  
1530 Wilson Road, Suite 640  
Arlington, VA 22209  
(703) 522-8970

The name, address and telephone number of the proposed transferee is:

HAT K.K. Corporation  
c/o Mitsubishi International Corporation  
8150 Leesburg Pike, Suite 618  
Vienna, Virginia 22182  
(703) 748-4788



(b) USAT is a Delaware limited liability company. HAT is a Delaware corporation.

(c) Correspondence concerning this Application should be directed to:

Christopher C. Tai  
Colleen Sechrest  
Steptoe & Johnson, LLP  
1330 Connecticut Avenue, N.W.  
Washington, D.C. 20036-1795  
(202) 429-3000  
*Counsel for HAT K.K. Corporation*

G. William Speer  
Powell, Goldstein, Frazer & Murphy LLP  
16th Floor  
191 Peachtree Street, N.E.  
Atlanta, GA 30303  
Telephone: (404) 572-6600  
*Counsel for USAT*

(d) USAT has a global Section 214 authorization to provide facilities-based and resale services.<sup>5</sup>

(e) Applicants seek authority, pursuant to 47 C.F.R. § 63.18(e)(3), for the change in control described in Part II above. Upon FCC approval and consummation of the proposed transaction, USAT will become affiliated with Mitsubishi's non-dominant foreign carrier affiliate listed in Section (i), *infra*. Accordingly, USAT will file a foreign carrier affiliation notification no later than 30 days after the consummation of the proposed transaction.<sup>6</sup>

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<sup>5</sup> See Overseas Common Carrier Section 214 Applications Actions Taken, FCC File No. ITC-97-643, 12 FCC Rcd. 20500 (1997).

<sup>6</sup> See *In the Matter of Rules and Policies on Foreign Participation in the U.S. Telecommunications Market*, IB Docket No. 97-142, Order on Reconsideration, FCC 00-339 (rel. Sept. 19, 2000) (to be codified at 47 C.F.R. § 63.11).

(f) Not Applicable.

(g) Applicants are requesting authority pursuant to 47 C.F.R. § 63.18(e)(3).

The grant of this Application will not constitute a major action as defined in 47 C.F.R. § 1.1305. Accordingly, no environmental information is required to be submitted with this Application under 47 C.F.R. § 1.1311.

(h) Upon approval of this Application, USAT will have the following direct and indirect 10% or greater shareholders: (1) HAT, with an 80% direct interest in USAT; (2) Mitsubishi, with a 100% interest in HAT; (3) Telvia, with a 20% interest in USAT, and (4) Stuart Browne, with a 100% interest in Telvia. Mitsubishi is a publicly traded corporation with no 10% or greater direct or indirect shareholders. Upon consummation of the proposed transaction, USAT will not have any interlocking directorates with any foreign carriers.

The address, phone number, and principal business of HAT is:

HAT K.K. Corporation  
c/o Mitsubishi International Corporation  
8150 Leesburg Pike, Suite 618  
Vienna, Virginia 22182  
(703) 748-4788  
Principal Business: Investment in USAT

The address, phone number, and principal business of Mitsubishi Corporation is:

Mitsubishi Corporation  
6-3 Marunouchi 2-Chome  
Chiyoda-ku  
Tokyo, Japan 100-86  
81-3-3210-9103  
Principal Business: Diversified Manufacturing

The address, phone number and principal business of Telvia is:

Telvia, Inc.  
970 N. Kalaeo Avenue, Suite C-307



Kailua, Hawaii 96734  
(808) 254-6654  
Principal Business: Investment in USAT

The address, phone number, and principal business of Stuart Browne is:

Stuart Browne  
970 N. Kalahao Avenue, Suite C-307  
Kailua, Hawaii 96734  
Principal Business: USAT President

(i) Applicants certify, by signature to this Application, that upon approval and consummation of the proposed transaction USAT will become affiliated with Space Communications Corporation ("SCC"), a Japanese corporation, in which Mitsubishi holds a direct 28.41% interest. SCC provides satellites services, including voice, data, Internet access, and video service to the public in Japan. SCC is a non-dominant carrier, with approximately 0.4% of the local transport and international services market in Japan.

(j) Applicants certify, by signature to this Application, that they do not seek to provide service to any country in which, upon consummation of the proposed transaction (1) Applicants are foreign carriers; or (2) Applicants control a foreign carrier; or (3) two or more foreign carriers (or parties that control foreign carriers) together own more than 25% of USAT and are parties to, or beneficiaries of, a contractual relationship affecting the provision or marketing of international basic telecommunications services in the United States. Applicants certify that USAT seeks to maintain its authority to provide services to Japan, where, upon consummation of the proposed transaction, USAT will be affiliated with SCC, a non-dominant provider of satellite services.

(k) Upon approval and consummation of the proposed transaction, USAT will become affiliated with one non-dominant carrier in Japan. Japan is a member of the WTO.

(l) As demonstrated in paragraph (m) below, upon consummation of the proposed transaction, USAT will remain entitled, pursuant to 47 C.F.R. § 63.10(a)(3), to non-dominant status on all international routes, including the U.S.-Japan route.

(m) USAT continues to qualify for non-dominant status on all routes. As noted in item (i) above, upon approval of the proposed transaction, USAT will be affiliated with SCC, a satellite service provider in Japan. SCC controls only approximately 0.4% of the local access and international transport markets in Japan. In short, USAT is not and will not be affiliated with any foreign carrier with sufficient market power to affect adversely competition in the U.S. market. Thus USAT is entitled, under Section 63.10(a)(3), to maintain its non-dominant status on all routes, including the U.S.-Japan route.

(n) Applicants certify that they have not agreed to accept special concessions directly or indirectly from any foreign carrier or administration with respect to any U.S. international route where the foreign carrier possesses sufficient market power on the foreign end of the route to affect adversely competition in the U.S. market and will not enter into such agreements in the future.

(o) By their signatures to this Application, Applicants certify pursuant to 47 C.F.R. § 1.2002 that they are not subject to denial of any federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988. See 21 U.S.C. § 853a.

(p) Not applicable.



**IV. CONCLUSION**

For the reasons set out above, Applicants hereto request that the Commission promptly grant this application to transfer control of USAT under Title II, and to permit USAT to exceed 47 U.S.C. § 310(b)(4)'s indirect foreign investment benchmark.

Date: March 26<sup>th</sup>, 2001

Respectfully submitted,  
**USAsia Telecom, LLC**

Christopher C. Tai  
Colleen Sechrest  
**Steptoe & Johnson, LLP**  
1330 Connecticut Avenue, N.W.  
Washington, D.C. 20036  
**Counsel for HAT K.K. Corporation**

By:   
Shaun Cohen  
Chief Financial Officer  
**HAT K.K. Corporation**

By: \_\_\_\_\_  
Keiji Tatsumi  
Treasurer and Secretary

**IV. CONCLUSION**


For the reasons set out above, Applicants hereto request that the Commission promptly grant this application to transfer control of USAT under Title II, and to permit USAT to exceed 47 U.S.C. § 310(b)(4)'s indirect foreign investment benchmark.

Date: March 28, 2001

Respectfully submitted,  
  
**USAsia Telecom, LLC**

Christopher C. Tai  
Colleen Sechrest  
**Stephoe & Johnson, LLP**  
1330 Connecticut Avenue, N.W.  
Washington, D.C. 20036  
*Counsel for HAT K.K. Corporation*

By: \_\_\_\_\_  
Shaun Cohen  
Chief Financial Officer  
  
**HAT K.K. Corporation**

By:  \_\_\_\_\_  
Keiji Tatsumi  
Treasurer and Secretary



**FCC 312**  
Main Form

**FEDERAL COMMUNICATIONS COMMISSION**

**APPLICATION FOR SATELLITE SPACE AND EARTH STATION AUTHORIZATIONS**

Approved by OMB  
3060-0678

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

FCC Use Only

File Number:

Call Sign:

Fee Number:

**APPLICANT INFORMATION**

1. Legal Name of Applicant USAsia Telecom, LLC		2. Voice Telephone Number (703) 522-8970	
3. Other Name Used for Doing Business (if any) SkyTiger		4. Fax Telephone Number (703) 522-6174	
5. Mailing Street Address or P.O. Box 1530 Wilson Road, Suite 640  ATTENTION:		6. City Arlington	
		7. State / Country (if not U.S.A.) VA	8. Zip Code 22209
9. Name of Contact Representative (If other than applicant) Christopher Tai		10. Voice Telephone Number (202) 429-3000	
11. Firm or Company Name Step toe & Johnson, LLP		12. Fax Telephone Number (202) 429-3902	
13. Mailing Street Address or P.O. Box 1330 Connecticut Avenue, N.W.  ATTENTION:		14. City Washington	
		15. State / Country (if not U.S.A.) DC	16. Zip Code 20036

**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.

<input checked="" type="checkbox"/> a1. Earth Station	<input type="checkbox"/> b1. Application for License of New Station	<input checked="" type="checkbox"/> b6. Transfer of Control of License or Registration
<input type="checkbox"/> a2. Space Station	<input type="checkbox"/> b2. Application for Registration of New Domestic Receive-Only Station	<input type="checkbox"/> b7. Notification of Minor Modification
	<input type="checkbox"/> b3. Amendment to a Pending Application	<input type="checkbox"/> b8. Application for License of New Receive-Only Station Using Non-U.S. Licensed Satellite
	<input type="checkbox"/> b4. Modification of License or Registration	<input type="checkbox"/> b9. Letter of Intent to Use Non-U.S. Licensed Satellite to Provide Service in the United States
	<input type="checkbox"/> b5. Assignment of License or Registration	<input type="checkbox"/> b10. Other (Please Specify): _____

18. If this filing is in reference to an existing station, enter:  
Call sign of station:  
E000148, E990452

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.

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) \_\_\_\_\_

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21. STATUS: Place an "X" in the box next to the applicable status. Mark only one box.

a. Common Carrier     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

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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

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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)     c. Other (Please specify) \_\_\_\_\_

**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     e. Space Station     f. Other (Specify) \_\_\_\_\_

If space station applicant, go to Question 27.

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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.

<input type="checkbox"/>	a -- authorization to add new emission designator and related service	N/A
<input type="checkbox"/>	b -- authorization to change emission designator and related service	
<input type="checkbox"/>	c -- authorization to increase EIRP and EIRP density	
<input type="checkbox"/>	d -- authorization to replace antenna	
<input type="checkbox"/>	e -- authorization to add antenna	
<input type="checkbox"/>	f -- authorization to relocate fixed station	
<input type="checkbox"/>	g -- authorization to change assigned frequency(ies)	
<input type="checkbox"/>	h -- authorization to add Points of Communication (satellites & countries)	
<input type="checkbox"/>	i -- authorization to change Points of Communication (satellites & countries)	
<input type="checkbox"/>	j -- authorization for facilities for which environmental assessment and radiation hazard reporting is required	
<input type="checkbox"/>	k -- Other (Please Specify)	

**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     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 OFT Bulletin 65.



### ALIEN OWNERSHIP

29. Is the applicant a foreign government or the representative of any foreign government?	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> NO
30. Is the applicant an alien or the representative of an alien?	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> NO
31. Is the applicant a corporation organized under the laws of any foreign government?	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> 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?	<input checked="" type="checkbox"/> YES	<input type="checkbox"/> 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.	<u>See Exhibit A</u>	

### 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.	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> 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.	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> 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.	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> 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.	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> 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 exhibit, an explanation of the circumstances.	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> 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.	N/A	
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.	<input checked="" type="checkbox"/> YES	<input type="checkbox"/> 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.	<input checked="" type="checkbox"/> YES	<input type="checkbox"/> 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?	<u>See Exhibit B</u> Japan, Philippines	



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

This application requests authority to transfer control of licensee USAsia Telecom, LLC ("USAT") from the current shareholders of USAT to HAT K.K. Corporation. After consummation of the proposed transaction, USAT will continue to provide Internet protocol satellite services.

Exhibit No.	Identify all exhibits that are attached to this application.
A	Foreign Ownership
B	Space Stations
C	Ownership
D	Statement of Public Interest

### 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  
  d. Corporation  
  e. Governmental Entity  
 f. Other (Please specify) LLC

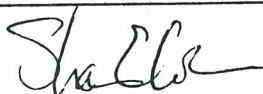
45. Typed Name of Person Signing

Shaun Cohen

46. Title of Person Signing

Chief Financial Officer

47. Signature



48. Date

March 23, 2001

**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).**



<b>FEDERAL COMMUNICATIONS COMMISSION</b> <b>FCC 312 - Schedule A</b> (Place an "X" in one of the blocks below)	FCC Use Only
<input checked="" type="checkbox"/> <b>CONSENT TO TRANSFER OF CONTROL</b> <input type="checkbox"/> <b>CONSENT TO ASSIGNMENT OF LICENSE</b>	
<input type="checkbox"/> <b>NOTIFICATION OF TRANSFER OF CONTROL OF RECEIVE ONLY REGISTRATION</b> <input type="checkbox"/> <b>NOTIFICATION OF ASSIGNMENT OF RECEIVE ONLY REGISTRATION</b>	

A1. Name of Licensee or Registrant USAsia Telecom, LLC	A2. Voice Telephone Number (703) 522-8970
A3. Mailing Street Address or P.O. Box 1530 Wilson Road, Suite 640 ATTENTION:	A4. Fax Telephone Number (703) 522-6174

A5. City Arlington	A6. State / Country (if not U.S.A.) VA	A7. Zip Code 22209
-----------------------	---	-----------------------

A8. List Call Sign(s) of station(s) being assigned or transferred E000148, E990452	A9. No. of station(s) listed 2
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A10. Name of Transferor/Assignor (if different than licensee or registrant) Same as Licensee	A15. Name of Transferee/Assignee HAT K.K. Corporation												
A11. Mailing Street Address or P.O. Box	A16. Mailing Street Address or P.O. Box 8150 Leesburg Pike, Suite 618												
<table border="1" style="width:100%; border-collapse: collapse;"> <tr> <td style="width:25%;">A12. City</td> <td style="width:25%;">A13. State/Country</td> <td style="width:25%;">A14. Zip Code</td> </tr> <tr> <td>Vienna</td> <td>VA</td> <td>22182</td> </tr> </table>	A12. City	A13. State/Country	A14. Zip Code	Vienna	VA	22182	<table border="1" style="width:100%; border-collapse: collapse;"> <tr> <td style="width:50%;">A17. City</td> <td style="width:25%;">A18. State/Country</td> <td style="width:25%;">A19. Zip Code</td> </tr> <tr> <td>Vienna</td> <td>VA</td> <td>22182</td> </tr> </table>	A17. City	A18. State/Country	A19. Zip Code	Vienna	VA	22182
A12. City	A13. State/Country	A14. Zip Code											
Vienna	VA	22182											
A17. City	A18. State/Country	A19. Zip Code											
Vienna	VA	22182											

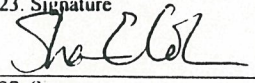
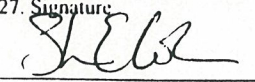
A20. If these facilities are licensed, is the transferee/assignee directly or indirectly controlled by any other entity? If Yes, attach as an exhibit, a statement (including organizational diagrams where appropriate) which fully and completely identifies the nature and extent of control including: (1) the name, address, citizenship, and primary business of the controlling entity and any intermediate subsidiaries or parties; and (2) the names, addresses, citizenship, and the percentages of voting and equity stock of those stockholders holding 10 percent or more of the controlling corporation's voting stock.	<input checked="" type="checkbox"/> <b>YES</b> <input type="checkbox"/> <b>NO</b>  <u>See Exhibit C</u>
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A21. If these facilities are licensed, attach as an exhibit, a complete statement setting forth the facts which show how the assignment or transfer will serve the public interest.

**CERTIFICATION** See Exhibit D

1. The undersigned, individually and for licensee, certifies that all attached exhibits pertinent to Schedule A and all statements made in Schedule A of this application are true, complete and correct to the best of his/her knowledge and belief. The undersigned also certifies that any contracts or other instruments submitted herewith are complete and constitute the full agreement.

2. The undersigned represents that stock will not be delivered and that control will not be transferred until the Commission's consent has been received, but that transfer of control or assignment of license will be completed within 60 days of Commission consent. The undersigned also acknowledges that the Commission must be notified by letter within 30 days of consummation.

A22. Printed Name of Licensee (Must agree with A1) USAsia Telecom, LLC	A23. Signature 	A24. Title (Office Held by Person Signing) Chief Financial Officer	A25. Date 3/23/01
A26. Printed Name of License Transferor/Assignor (If different than licensee Must agree with A10) USAsia Telecom, LLC	A27. Signature 	A28. Title (Office Held by Person Signing) Chief Financial Officer	A29. Date 3/23/01
A30. Printed Name of License Transferee/Assignee (Must agree with A15) HAT K.K. Corporation	A31. Signature	A32. Title (Office Held by Person Signing) Treasurer and Secretary	A33. Date



<b>FEDERAL COMMUNICATIONS COMMISSION</b> <b>FCC 312 - Schedule A</b> (Place an "X" in one of the blocks below)	FCC Use Only
<input checked="" type="checkbox"/> <b>CONSENT TO TRANSFER OF CONTROL</b> <input type="checkbox"/> <b>CONSENT TO ASSIGNMENT OF LICENSE</b> <input type="checkbox"/> <b>NOTIFICATION OF TRANSFER OF CONTROL OF RECEIVE ONLY REGISTRATION</b> <input type="checkbox"/> <b>NOTIFICATION OF ASSIGNMENT OF RECEIVE ONLY REGISTRATION</b>	

A1. Name of Licensee or Registrant USAsia Telecom, LLC	A2. Voice Telephone Number (703) 522-8970
A3. Mailing Street Address or P.O. Box 1530 Wilson Road, Suite 640 ATTENTION:	A4. Fax Telephone Number (703) 522-6174

A5. City Arlington	A6. State / Country (if not U.S.A.) VA	A7. Zip Code 22209
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A8. List Call Sign(s) of station(s) being assigned or transferred E000148, E990452	A9. No. of station listed 2
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A10. Name of Transferor/Assignor (if different than licensee or registrant) Same as Licensee	A15. Name of Transferee/Assignee HAT K.K. Corporation
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A11. Mailing Street Address or P.O. Box	A16. Mailing Street Address or P.O. Box 8150 Leesburg Pike, Suite 618
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A12. City	A13. State/Country	A14. Zip Code	A17. City Vienna	A18. State/Country VA	A19. Zip Code 22182
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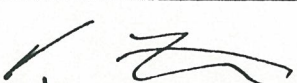
A20. If these facilities are licensed, is the transferee/assignee directly or indirectly controlled by any other entity? If Yes, attach as an exhibit, a statement (including organizational diagrams where appropriate) which fully and completely identifies the nature and extent of control including: (1) the name, address, citizenship, and primary business of the controlling entity and any intermediate subsidiaries or parties; and (2) the names, addresses, citizenship, and the percentages of voting and equity stock of those stockholders holding 10 percent or more of the controlling corporation's voting stock.	<input checked="" type="checkbox"/> YES <input type="checkbox"/> NO  See Exhibit C
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A21. If these facilities are licensed, attach as an exhibit, a complete statement setting forth the facts which show how the assignment or transfer will serve the public interest.

**CERTIFICATION** See Exhibit D

1. The undersigned, individually and for licensee, certifies that all attached exhibits pertinent to Schedule A and all statements made in Schedule A of this application are true, complete and correct to the best of his/her knowledge and belief. The undersigned also certifies that any contracts or other instruments submitted herewith are complete and constitute the full agreement.

2. The undersigned represents that stock will not be delivered and that control will not be transferred until the Commission's consent has been received, but that transfer of control or assignment of license will be completed within 60 days of Commission consent. The undersigned also acknowledges that the Commission must be notified by letter within 30 days of consummation.

A22. Printed Name of Licensee (Must agree with A1) USAsia Telecom, LLC	A23. Signature	A24. Title (Office Held by Person Signing) Chief Financial Officer	A25. Date
A26. Printed Name of License Transferor/Assignor (If different than licensee. Must agree with A10) USAsia Telecom, LLC	A27. Signature	A28. Title (Office Held by Person Signing) Chief Financial Officer	A29. Date
A30. Printed Name of License Transferee/Assignee (Must agree with A15) HAT K.K. Corporation	A31. Signature 	A32. Title (Office Held by Person Signing) Treasurer and Secretary	A33. Date

**EXHIBIT A**  
**STATEMENT OF FOREIGN OWNERSHIP**

This application requests authority to transfer control of USAsia Telecom, LLC ("USAT") from the existing shareholders of USAT (none of which currently control the company) to HAT K.K. Corporation ("HAT"). HAT is a Delaware corporation, which is 100% owned by Mitsubishi Corporation ("Mitsubishi"). Upon approval and consummation of the proposed transaction, Mitsubishi will hold an indirect, 80% interest in USAT. Mitsubishi is incorporated in Japan, where its world headquarters and the majority of its tangible property are located. Additionally, the vast majority of Mitsubishi's officers, directors, and investment principals are Japanese nationals. While Mitsubishi generates sales and revenues worldwide, Japan remains its principal market. Mitsubishi's stock is traded on stock exchanges in Tokyo, Osaka, Nagoya, Kyoto, Fukuoka, Sapporo (all Japan), London (U.K.), and Paris (France). Japan is a member of the World Trade Organization.

Concurrently with this Application, USAT and HAT have filed a request to transfer control of USAT's Section 214 authorization, and to exceed the indirect foreign investment benchmark established in 47 U.S.C. § 310(b)(4). A copy of this request is attached to this Exhibit A.



**EXHIBIT B**  
**Use of Non-U.S. Licensed Space Systems**

This application requests authority to transfer control of USAsia Telecom, LLC ("USAT") from the existing shareholders of USAT to HAT K.K. Corporation ("HAT"), a Delaware corporation. HAT is a wholly-owned subsidiary of Mitsubishi Corporation ("Mitsubishi"), a Japanese corporation. USAT is already authorized to communicate with the following foreign-licensed satellite systems, and will continue to communicate with these satellite systems upon Commission approval of the proposed transaction:

<b>Earth Station</b>	<b>Satellite System</b>	<b>Licensing Jurisdiction</b>
E000148	MABUHAY (AGILA 2) 146° E.L.	Philippines (WTO Member)
E990452	JCSAT-3 128° E.L./232° W.L.	Japan (WTO Member)

USAT does not seek authority to communicate with any other foreign licensed satellite systems.

**EXHIBIT C  
STATEMENT OF OWNERSHIP**

This application requests authority to transfer control of USAsia Telecom, LLC ("USAT") from the existing shareholders of USAT (none of which currently control the company) to HAT K.K. Corporation ("HAT"). HAT is a Delaware corporation, which is 100% owned by Mitsubishi Corporation ("Mitsubishi"). Mitsubishi is a publicly traded corporation, and no investor holds a 10% or greater interest in the company.

Upon FCC approval of the proposed transaction, HAT will hold an 80% interest in USAT. The remaining 20% will be held by Telvia, Inc. ("Telvia"), which currently holds a 34.3% interest in the company. Telvia is wholly-owned by an individual, Stuart Browne, who is a U.S. citizen. The names, addresses, and principal businesses of each of these investors is as follows:

HAT K.K. Corporation  
c/o Mitsubishi International Corporation  
8150 Leesburg Pike, Suite 618  
Vienna, Virginia 22182  
Principal Business: Investment in USAT

Mitsubishi Corporation  
6-3 Marunouchi 2-Chome  
Chiyoda-ku  
Tokyo, Japan 100-86  
Principal Business: Diversified Manufacturing

Telvia, Inc.  
970 N. Kalahao Avenue  
Suite C-307  
Kailua, HI 96734  
Principal Business: Investment in USAT

Stuart Browne  
970 N. Kalahao Avenue  
Suite C-307  
Kailua, HI 96734  
Principal Business: USAT President



**EXHIBIT D  
STATEMENT OF PUBLIC INTEREST**

This application requests authority to transfer control of USAsia Telecom, LLC ("USAT") from the existing shareholders of USAT to HAT K.K. Corporation ("HAT"). HAT, a Delaware corporation, is a wholly-owned subsidiary of Mitsubishi Corporation ("Mitsubishi").

This application is in the public interest. USAT currently provides satellite Internet services from its land earth stations in Hawaii, connecting customers in south Asia to the U.S. Internet backbone. HAT's proposed investment will result in the availability of greater resources for USAT, permitting it to expand services and provide increased competition in the market for Internet services throughout Asia and the Pacific region.