

Categories of Services for 214 Applications
(Streamline/Non-streamline)

- LIMITED/GLOBAL RESALE SERVICE
- LIMITED/GLOBAL FACILITIES-BASED SERVICE
- LIMITED/GLOBAL FACILITIES-BASED/RESALE SERVICE
- INDIVIDUAL FACILITIES-BASED SERVICE
- INTERCONNECTED PRIVATE LINE RESALE SERVICE
- INMARSAT AND MOBILE SATELLITE SERVICE
- INTERNATIONAL SPECIAL PROJECT
- SWITCHED RESALE SERVICE
- TRANSFER OF CONTROL
- ASSIGNMENT OF LICENSE
- PRO FORMA TRANSFER/ASSIGNMENT
- SPECIAL TEMPORARY AUTHORITY
- SUBMARINE CABLE LANDING LICENSE

Description of Application: _____

*Mount with
Jared Sat. Div.*

RRT

REMITTANCE ADVICE

FCC/ME/LS PAGE NO. 1 OF 23 1999

SPECIAL USE

FCC USE ONLY

(1) LOCKBOX # 358115

SECTION A - PAYER INFORMATION

(2) PAYER NAME (if paying by credit card, enter name exactly as it appears on your card) Steptoe & Johnson, LLC

(3) TOTAL AMOUNT PAID (dollars and cents) \$ 780.00

(4) STREET ADDRESS LINE NO. 1

1330 Connecticut Ave., N.W.

(5) STREET ADDRESS LINE NO. 2

(6) CITY

Washington

(7) STATE

D.C.

(8) ZIP CODE

20036

(9) DAYTIME TELEPHONE NUMBER (include area code)

(202) 429-3000

(10) COUNTRY CODE (if not in U.S.A.)

IF PAYER NAME AND THE APPLICANT NAME ARE DIFFERENT, COMPLETE SECTION B IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C)

SECTION B - APPLICANT INFORMATION

(11) APPLICANT NAME (if paying by credit card, enter name exactly as it appears on your card) SkyOnline, Inc.

(12) STREET ADDRESS LINE NO. 1 2000 L Street, N.W., #200

(13) STREET ADDRESS LINE NO. 2

(14) CITY

Washington

(15) STATE

D.C.

(16) ZIP CODE

20036

(17) DAYTIME TELEPHONE NUMBER (include area code)

(202) 530-5240

(18) COUNTRY CODE (if not in U.S.A.)

COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEETS (FORM 159-C)

SECTION C - PAYMENT INFORMATION

(19A) FCC CALL SIGN/OTHER ID

(20A) PAYMENT TYPE CODE (PTC)

(21A) QUANTITY

(22A) FEE DUE FOR (PTC) IN BLOCK 20A

FCC USE ONLY

(23A) FCC CODE 1

C

1

\$ 780.00

(19B) FCC CALL SIGN/OTHER ID

(20B) PAYMENT TYPE CODE (PTC)

(21B) QUANTITY

(22B) FEE DUE FOR (PTC) IN BLOCK 20B

FCC USE ONLY

(23B) FCC CODE 1

\$

(19C) FCC CALL SIGN/OTHER ID

(20C) PAYMENT TYPE CODE (PTC)

(21C) QUANTITY

(22C) FEE DUE FOR (PTC) IN BLOCK 20C

FCC USE ONLY

(23C) FCC CODE 1

\$

(19D) FCC CALL SIGN/OTHER ID

(20D) PAYMENT TYPE CODE (PTC)

(21D) QUANTITY

(22D) FEE DUE FOR (PTC) IN BLOCK 20D

FCC USE ONLY

(23D) FCC CODE 1

\$

SECTION D - TAXPAYER INFORMATION (REQUIRED)

(25) PAYER TIN

0 5 2 1 3 4 9 7 9 0

(26) COMPLETE THIS BLOCK ONLY IF APPLICANT NAME IN B-1 IS DIFFERENT FROM PAYER NAME IN A-2) APPLICANT TIN

0 9 1 1 9 7 3 3 9 8

SECTION E - CERTIFICATION

(27) CERTIFICATION STATEMENT

I, Colleen Sechrest, Certify under penalty of perjury that the foregoing and supporting information are true and correct to the best of my knowledge, information and belief. SIGNATURE Colleen Sechrest

(28) SECTION F - CREDIT CARD PAYMENT INFORMATION

MASTERCARD/VISA ACCOUNT NUMBER:

EXPIRATION DATE:

MASTERCARD

Grid for card number

Grid for expiration date

VISA

I hereby authorize the FCC to charge my VISA or MASTERCARD for the service(s)/authorization(s) herein described.

AUTHORIZED SIGNATURE

DATE

SEE PUBLIC BURDEN ESTIMATE ON REVERSE

FCC FORM 159 JULY 1997 (REVISED)

STEPTOE & JOHNSON LLP

ATTORNEYS AT LAW

1330 Connecticut Avenue, NW
Washington, DC 20036-1795
Telephone 202.429.3000
Facsimile 202.429.3902
www.step toe.com

ALFRED M. MAMLET
(202) 429-6205
amamlet@step toe.com

December 23, 1999

VIA HAND DELIVERY

Ms. Magalie R. Salas

Secretary

Federal Communications Commission

International Bureau -- Telecommunications

P. O. Box 358115

Pittsburgh, PA 15251-5115

429-6758

Re: **SkyOnline, Inc.:** Application to Transfer Control of Section 214
Authorization

Dear Ms. Salas:

Enclosed please find for filing on behalf of SkyOnline, Inc. ("SkyOnline"), an original and five copies of an application to transfer control of the Section 214 authorization held by SkyOnline.

Also enclosed is a check in the amount of \$780.00 for the applicable filing fee as well as an additional copy the application which we ask you to date stamp and return with our messenger.

Respectfully submitted,



Alfred M. Mamlet
Colleen Sechrest

Enclosures

WASHINGTON

PHOENIX

LOS ANGELES

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554**

In the Matter of

**STM Wireless, Inc., Pequot Capital
Management Inc., SkyOnline, Inc., and
SkyOnline Communications, Inc.**

File No. _____

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

APPLICATION FOR TRANSFER OF CONTROL

I. INTRODUCTION

STM Wireless, Inc. (“STM”), Pequot Capital Management, Inc. (“Pequot”), SkyOnline, Inc. (“SkyOnline”), and SkyOnline Communications, Inc. (“SkyOnline Communications”) (collectively “Applicants”) hereby request approval, pursuant to Section 214 of the Communications Act of 1934 (“Communications Act”), for the proposed investments which will result in the loss of negative control of SkyOnline by STM and Pequot. Additionally, as two of the proposed investors, Telfin S.A. (“Telfin”) and Nouvel Investissement en Technologie S.A. (“de Kergolay”) are foreign companies which propose to have a greater than 25 percent interest in SkyOnline, Applicants request approval, pursuant to Section 310(b)(4) of the Communications Act, to exceed the indirect foreign ownership benchmark up to non-controlling levels in SkyOnline

Communications, the wholly-owned subsidiary of SkyOnline and the proposed holder of SkyOnline's earth station authorization.¹

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

SkyOnline holds a Section 214 authorization to provide global facilities-based and resale services. It also holds an earth station authorization to provide services via Intelsat and Solidaridad, the Mexican satellite system.

Under the proposed transaction, SkyOnline proposes to assign its earth station authorization to its wholly-owned subsidiary, SkyOnline Communications. At the same time, two foreign companies, de Kergolay (Luxembourg) and Telfin (Belgium), propose to invest in SkyOnline, resulting in the loss of negative control by both STM and Pequot. As a result, upon FCC approval of the proposed transaction, SkyOnline will not be owned or controlled by any one corporation or alliance of corporations. Rather, SkyOnline will be owned and controlled by several unrelated entities as follows: de Kergolay and Telfin will each have a 28.31 percent interest and two Board seats; STM will retain a 16.57 percent interest and one Board seat; Pequot, a Delaware corporation,

¹ Concurrently with this Application, Applicants are submitting the requisite 312 Forms, requesting FCC approval for: (1) the *pro forma* assignment of SkyOnline's earth station authorization from SkyOnline to SkyOnline Communications (attached as Exhibit A); and (2) the transfer of control of SkyOnline Communications, as more fully described below (attached as Exhibit B).

will retain a 16.08 percent interest and one Board seat; Remec, Inc. (“Remec”), a California corporation, will have a 10.73 percent interest. The CEO will also serve as an additional member of the Board. Thus, it is clear that, upon approval of the proposed transaction, no one entity will have either affirmative or negative control of SkyOnline.

The proposed change in control, including the proposed foreign investment, is in the public interest. The proposed investments will result in the availability of greater financial resources for SkyOnline, permitting it to expand services and provide increased competition in the market for telecommunications 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 Belgium.² 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

² *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).

foreign ownership; initial license applications; and transfers of control.³

Further, in discussing this “very high risk” standard, the Commission concluded that:

we cannot at this time envision a circumstance in which indirect foreign investments by entities from WTO Member countries that do not result in a transfer of control will pose a very high risk to competition.⁴

Here, the proposed foreign investment is indirect (as the earth station authorization at issue will be held by SkyOnline Communications, the wholly-owned subsidiary of SkyOnline), and the proposed foreign investors are from Belgium and Luxembourg, both WTO Members. Moreover, these two companies are completely unrelated, and thus they will not control SkyOnline, either singly or in combination. Accordingly, the Commission’s strong public interest presumption is fully applicable.

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 is:

SkyOnline, Inc.
2000 L Street, N.W. #200
Washington, D.C. 20036
(202) 530-5240

³ *Foreign Participation Order* at ¶ 111.

⁴ *Id.* at ¶ 112.

The name, address and telephone number of the proposed transferors are:

STM Wireless, Inc.
One Mauchly
Irvine, CA 92618
(714) 450-9282

Pequot Capital Management, Inc.
500 Nyala Farm Road
Westport, CT 06880

- (b) SkyOnline is a Delaware corporation.
- (c) Correspondence concerning this Application should be directed to:

Christopher Tai
Vice President and General Counsel
SkyOnline, Inc.
2000 L Street, N.W. #200
Washington, D.C. 20036
(202) 530-5257

with copies to:

Alfred M. Mamlet
Colleen Sechrest
Steptoe & Johnson, LLP
1330 Connecticut Avenue, N.W.
Washington, D.C. 20036-1795
(202) 429-3000

- (d) SkyOnline has a global Section 214 authorization to provide facilities-based and resale services.⁵
- (e) Applicants seek authority, pursuant to 47 C.F.R. § 63.18(h)(3), for the change in control described in Part II above.
- (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, SkyOnline will have the following direct and indirect 10-percent or greater shareholders: (1) STM, with a 16.57 percent interest; (2) Telfin, with a 28.31 percent interest; (3) Pequot, with a 16.08 percent interest;⁶ (4) de Kergolay, with a 28.31 percent interest; and (4) Remec, with a 10.73 percent interest. There are no interlocking directorates with foreign carriers.

The principal place of business of STM is:

STM Wireless, Inc.
One Mauchly
Irvine, CA 92618
(714) 450-9282

The principal place of business of de Kergolay is:

Nouvel Investissement en Technologie S.A.
c/o Fidei S.A.
50, Val Fleuri
L-1526 Luxembourg
(352) 44 09 29

⁵ See *Overseas Common Carriers Section 214 Applications Actions Taken*, File No. ITC-98-114, 13 FCC Rcd. 6496 (SkyOnline was previously known as Direc-to-Phone International, Inc.).

⁶ Pequot's interest is held through its two subsidiaries, Pequot Private Equity Fund, L.P., a Delaware limited partnership and Pequot Offshore Private Equity Fund, Inc.

The principal place of business of Telfin is:

Telfin, S.A.
1 Place du Trone
B-1000 Brussels, Belgium
32 2 510 71 11

The principal place of business of Pequot is:

Pequot Capital Management, Inc.
500 Nyala Farm Road
Westport, CT 06880

The principal place of business of Remec is:

Remec, Inc.
9404 Chesapeake Drive
San Diego, CA 92123

- (i) SkyOnline certifies, by signature to this Application, that upon approval of the proposed transaction it will be affiliated with a foreign carrier, Suez Lyonnaise Telecom, which provides voice and data communications via a cable network in France. Suez Lyonnaise Telecom is owned 100 percent by Suez Lyonnaise des Eaux (Belgium), which in turn owns 99.4 percent of Soci t  Generale de Belgique ("SGB") (Belgium). SGB own 96 percent of Tractabel (Belgium), which owns 99.9 percent of Telfin.
- (j) SkyOnline certifies, by signature to this Application, that it does not seek to provide service to any country in which (1) SkyOnline is a foreign carrier; or (2) SkyOnline controls a foreign carrier; or (3) two or more foreign carriers (or parties that control foreign carriers) together own more than 25 percent of SkyOnline and are parties to, or beneficiaries of, a contractual relation affecting the provision or marketing of international basic telecommunications services in the United States.

- (k) Upon approval of the proposed transaction, SkyOnline will be affiliated with a foreign carrier in France. France is a member of the WTO.
- (l) As demonstrated in paragraph (m) below, SkyOnline is entitled, pursuant to 47 C.F.R. § 63.10(a)(3), to non-dominant status on all international routes, including affiliated routes.
- (m) SkyOnline continues to qualify for non-dominant status on all routes. As noted in item (i) above, upon approval of the proposed transaction, SkyOnline will be affiliated with a carrier, Suez Lyonnaise Telecom, in France. Suez Lyonnaise Telecom is a competitive carrier which provides voice and data services via a cable network. As a competitive carrier, Suez Lyonnaise Telecom clearly controls less than 50 percent of the local access and international transport markets. In short, SkyOnline is not affiliated with any foreign carrier with sufficient market power to affect adversely competition in the U.S. market, and thus SkyOnline is entitled, under Section 63.10(a)(3), to non-dominant status on all routes.
- (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 competition adversely 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

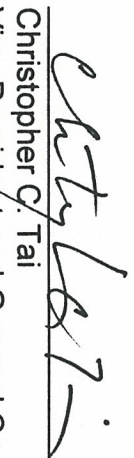
For the reasons set out above, Applicants hereto request that the Commission promptly grant this application to transfer control of SkyOnline and to exceed the indirect foreign investment benchmark in SkyOnline Communications, Inc., the proposed holder of SkyOnline's earth station authorization.

Date: December 23, 1999

Respectfully submitted,
SkyOnline, Inc.

Alfred M. Mamlet
Colleen Sechrest
Steptoe & Johnson, LLP
1330 Connecticut Avenue, N.W.
Washington, D.C. 20036
**Counsel for SkyOnline, Inc. and
SkyOnline Communications, Inc.**

By: 
Christopher Q. Tai
Vice President and General Counsel
SkyOnline Communications, Inc.

By: 
Christopher C. Tai
Vice President and General Counsel
STM Wireless, Inc.

By: _____
Pequot Capital Management, Inc.

By: _____

IV. CONCLUSION

For the reasons set out above, Applicants hereto request that the Commission promptly grant this application to transfer control of SkyOnline and to exceed the indirect foreign investment benchmark in SkyOnline Communications, Inc., the proposed holder of SkyOnline's earth station authorization.

Date: December 23, 1999

Respectfully submitted,
SkyOnline, Inc.


Alfred M. Mamlet
Colleen Sechrest
Steptoe & Johnson, LLP
1330 Connecticut Avenue, N.W.
Washington, D.C. 20036
Counsel for SkyOnline, Inc. and
SkyOnline Communications, Inc.

By: _____
Christopher C. Tai
Vice President and General Counsel

SkyOnline Communications, Inc.

By: _____
Christopher C. Tai
Vice President and General Counsel

STM Wireless, Inc.

By: _____

Jacques Vasselle
General Counsel
Pequot Capital Management, Inc.

By: _____

IV. CONCLUSION

For the reasons set out above, Applicants hereto request that the Commission promptly grant this application to transfer control of SkyOnline and to exceed the indirect foreign investment benchmark in SkyOnline Communications, Inc., the proposed holder of SkyOnline's earth station authorization.

Date: December 23, 1999

Respectfully submitted,
SkyOnline, Inc.

Alfred M. Mamlet
Colleen Sechrest
Stephoe & Johnson, LLP
1330 Connecticut Avenue, N.W.
Washington, D.C. 20036
Counsel for SkyOnline, Inc. and
SkyOnline Communications, Inc.

By: _____
Christopher C. Tai
Vice President and General Counsel
SkyOnline Communications, Inc.

By: _____
Christopher C. Tai
Vice President and General Counsel
STM Wireless, Inc.

By: _____
Pequot Capital Management, Inc.

By: *Kevin E. Gilbrun*

EXHIBIT A

FCC312
MainForm

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 SkyOnline Communications, Inc.		2. Voice Telephone Number (202) 530-5240	
3. Other Name Used for Doing Business (if any)		4. Fax Telephone Number (202) 530-5260	
5. Mailing Street Address or P.O. Box 2000 L Street, N.W., #200 ATTENTION:		6. City Washington	
		7. State/Country (if not U.S.A.) DC	8. Zip Code 20036
9. Name of Contact Representative (if other than applicant) Alfred M. Mamlet		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 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 checked="" 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: E980198

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) _____

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

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

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.

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.

a -- authorization to add new emission designator and related service
 b -- authorization to change emission designator and related service
 c -- authorization to increase EIRP and EIRP density
 d -- authorization to replace antenna
 e -- authorization to add antenna
 f -- authorization to relocate fixed station
 g -- authorization to change assigned frequency(ies)
 h -- authorization to add Points of Communication (satellites & countries)
 i -- authorization to change Points of Communication (satellites & countries)
 j -- authorization for facilities for which environmental assessment and radiation hazard reporting is required
 k -- Other (Please Specify) **pro forma assignment of authorization**

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 OET 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 type="checkbox"/> YES	<input checked="" 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.		

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 preceeding 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.		
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. Applicant is already authorized to provide services over Intelsat and Solidaridad	<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? _____		

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

This application requests authority for the pro forma assignment of the call sign listed in Item 18 from SkyOnline, Inc. to its wholly-owned subsidiary, SkyOnline Communications, Inc.

Exhibit No.	Identify all exhibits that are attached to this application.
A	Ownership Structure
B	Statement of Public Interest
C	FCC Form 312 transfer of control application for SkyOnline Communications, Inc.
D	Application to transfer control of Title II authorization and to exceed indirect foreign ownership benchmark

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) _____

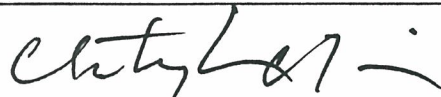
45. Typed Name of Person Signing

Christopher C. Tai

46. Title of Person Signing

Vice President and General Counsel

47. Signature



48. Date

December 23, 1999

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).

FEDERAL COMMUNICATIONS COMMISSION

FCC 312 - Schedule A

(Place an "X" in one of the blocks below)

- CONSENT TO TRANSFER OF CONTROL CONSENT TO ASSIGNMENT OF LICENSE
 NOTIFICATION OF TRANSFER OF CONTROL OF RECEIVE ONLY REGISTRATION NOTIFICATION OF ASSIGNMENT OF RECEIVE ONLY REGISTRATION

FCC Use Only

A1. Name of Licensee or Registrant SkyOnline, Inc.			A2. Voice Telephone Number (202) 530-5240		
A3. Mailing Street Address or P.O. Box 2000 L Street, N.W., #200 ATTENTION:			A4. Fax Telephone Number (202) 530-5260		
A5. City Washington		A6. State / Country (if not U.S.A.) DC	A7. Zip Code 20036		
A8. List Call Sign(s) of station(s) being assigned or transferred E980198					A9. No. of station(s) listed
A10. Name of Transferor/Assignor (if different than licensee or registrant)			A15. Name of Transferee/Assignee SkyOnline Communications, Inc.		
A11. Mailing Street Address or P.O. Box			A16. Mailing Street Address or P.O. Box 2000 L Street, N.W., #200		
A12. City	A13. State/Country	A14. Zip Code	A17. City	A18. State/Country	A19. Zip Code
Washington			Washington	DC	20036
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. See Exhibit A					<input checked="" type="checkbox"/> YES <input type="checkbox"/> NO
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. See Exhibit B					

CERTIFICATION

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.


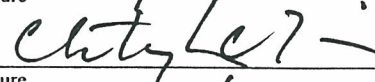
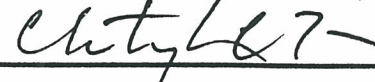
A22. Printed Name of Licensee (Must agree with A1) SkyOnline, Inc.	A23. Signature 	A24. Title (Office Held by Person Signing) Vice President and General Counsel	A25. Date 12/23/99
A26. Printed Name of License Transferor/Assignor (If different than licensee. Must agree with A10) SkyOnline, Inc.	A27. Signature 	A28. Title (Office Held by Person Signing) Vice President and General Counsel	A29. Date 12/23/99
A30. Printed Name of License Transferee/Assignee (Must agree with A15) SkyOnline Communications, Inc.	A31. Signature 	A32. Title (Office Held by Person Signing) Vice President and General Counsel	A33. Date 12/23/99

EXHIBIT A
STATEMENT OF CORPORATE OWNERSHIP

This application seeks approval for SkyOnline, Inc. ("SkyOnline") to assign its earth station authorization to its wholly-owned subsidiary, SkyOnline Communications, Inc. Two companies, STM Wireless, Inc. ("STM") and Pequot Capital Management, Inc. ("Pequot") currently have negative control over SkyOnline. Pequot is a Connecticut corporation; STM is a Delaware corporation.¹

¹ Concurrently with this Application, SkyOnline and SkyOnline Communications are submitting: (1) an FCC Form 312 for the proposed transfer of control of SkyOnline Communications (attached as Exhibit C); and (2) an Application pursuant to Sections 214 and 310(b)(4) of the Communications Act, as amended, to transfer control of SkyOnline's Title II authorization and to exceed Section 310(b)(4)'s indirect foreign investment benchmark in SkyOnline Communications (attached as Exhibit D).

EXHIBIT B
DESCRIPTION OF PROPOSED TRANSACTION AND
STATEMENT OF PUBLIC INTEREST

This application requests authority for the *pro forma* assignment of SkyOnline, Inc.'s ("SkyOnline") earth station authorization to SkyOnline's wholly-owned subsidiary, SkyOnline Communications, Inc. ("SkyOnline Communications"). This proposed *pro forma* assignment is in the public interest as it will enable SkyOnline to obtain the additional investment, including the foreign investment, proposed in the concurrently filed transfer of control applications.¹ This additional investment will enable SkyOnline to expand its services and provide increased competition in the market for telecommunications services.

¹ Concurrently with this Application, SkyOnline and SkyOnline Communications are submitting: (1) an FCC Form 312 for the proposed transfer of control of SkyOnline Communications (attached as Exhibit C); and (2) an Application pursuant to Sections 214 and 310(b)(4) of the Communications Act, as amended, to transfer control of SkyOnline's Title II authorization and to exceed Section 310(b)(4)'s indirect foreign investment benchmark in SkyOnline Communications (attached as Exhibit D).

EXHIBIT B

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 SkyOnline Communications, Inc.		2. Voice Telephone Number (202) 530-5240	
3. Other Name Used for Doing Business (if any)		4. Fax Telephone Number (202) 530-5260	
5. Mailing Street Address or P.O. Box 2000 L Street, N.W., #200 ATTENTION:		6. City Washington	
		7. State / Country (if not U.S.A.) DC	8. Zip Code 20036
9. Name of Contact Representative (If other than applicant) Alfred M. Mamlet		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: E980198	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) _____

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

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

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.

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.

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

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 OET 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.		

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 preceeding 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. Licensee is already authorized to provide services via Intelsat and Solidaridad	<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? _____		

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

This application requests authority for the transfer of control transaction described in Exhibit A.

Exhibit No.	Identify all exhibits that are attached to this application.
A	Statement of Foreign Ownership
B	Public Interest Statement and Description of Transaction
C	FCC Form 312 pro forma assignment of authorization from SkyOnline, Inc. to SkyOnline Communications, Inc.
D	Application to transfer control of Title II authorization and to exceed indirect foreign ownership benchmark

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) _____


45. Typed Name of Person Signing

Christopher C. Tai

46. Title of Person Signing

Vice President and General Counsel

47. Signature



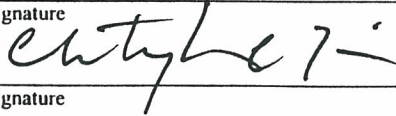
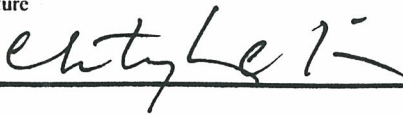
48. Date

December 23, 1999

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).

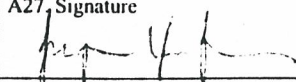
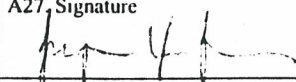
FEDERAL COMMUNICATIONS COMMISSION FCC 312 - Schedule A (Place an "X" in one of the blocks below)						FCC Use Only	
<input checked="" type="checkbox"/> CONSENT TO TRANSFER OF CONTROL		<input type="checkbox"/> CONSENT TO ASSIGNMENT OF LICENSE					
<input type="checkbox"/> NOTIFICATION OF TRANSFER OF CONTROL OF RECEIVE ONLY REGISTRATION		<input type="checkbox"/> NOTIFICATION OF ASSIGNMENT OF RECEIVE ONLY REGISTRATION					
A1. Name of Licensee or Registrant SkyOnline Communications, Inc.				A2. Voice Telephone Number (202) 530-5240			
A3. Mailing Street Address or P.O. Box 2000 L Street, N.W., #200 ATTENTION:				A4. Fax Telephone Number (202) 530-5260			
A5. City Washington		A6. State / Country (if not U.S.A.) DC		A7. Zip Code 20036			
A8. List Call Sign(s) of station(s) being assigned or transferred E980198						A9. No. of station(s) listed 1	
A10. Name of Transferor/Assignor (if different than licensee or registrant) STM Wireless, Inc. (See also Items A10-14 and A26 on attached Supplemental Schedule A.)			A15. Name of Transferee/Assignee SkyOnline, Inc.				
A11. Mailing Street Address or P.O. Box One Mauchly			A16. Mailing Street Address or P.O. Box 2000 L Street, N.W.				
A12. City Irvine	A13. State/Country CA	A14. Zip Code 92618	A17. City Washington	A18. State/Country DC	A19. Zip Code 20036		
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 type="checkbox"/> YES <input checked="" type="checkbox"/> NO	
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. See Exhibit A							

CERTIFICATION

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) SkyOnline Communications, Inc.	A23. Signature 	A24. Title (Office Held by Person Signing) Vice President and General Counsel	A25. Date 12/23/99
A26. Printed Name of License Transferor/Assignor (If different than licensee. Must agree with A10) STM Wireless, Inc.	A27. Signature	A28. Title (Office Held by Person Signing)	A29. Date
A30. Printed Name of License Transferee/Assignee (Must agree with A15) SkyOnline, Inc.	A31. Signature 	A32. Title (Office Held by Person Signing) Vice President and General Counsel	A33. Date 12/23/99

FEDERAL COMMUNICATIONS COMMISSION						FCC Use Only		
FCC 312 - Schedule A								
(Place an "X" in one of the blocks below)								
<input checked="" type="checkbox"/> CONSENT TO TRANSFER OF CONTROL		<input type="checkbox"/> CONSENT TO ASSIGNMENT OF LICENSE						
<input type="checkbox"/> NOTIFICATION OF TRANSFER OF CONTROL OF RECEIVE ONLY REGISTRATION		<input type="checkbox"/> NOTIFICATION OF ASSIGNMENT OF RECEIVE ONLY REGISTRATION						
A1. Name of Licensee or Registrant SkyOnline Communications, Inc.				A2. Voice Telephone Number (202) 530-5240				
A3. Mailing Street Address or P.O. Box 2000 L Street, N.W., #200				A4. Fax Telephone Number (202) 530-5260				
ATTENTION:								
A5. City Washington			A6. State / Country (if not U.S.A.) DC		A7. Zip Code 20036			
A8. List Call Sign(s) of station(s) being assigned or transferred E980198						A9. No. of station(s) listed 1		
A10. Name of Transferor/Assignor (if different than licensee or registrant) STM Wireless, Inc. (See also Items A10-14 and A26 on attached Supplemental Schedule A.)				A15. Name of Transferee/Assignee SkyOnline, Inc.				
A11. Mailing Street Address or P.O. Box One Mauchly				A16. Mailing Street Address or P.O. Box 2000 L Street, N.W.				
A12. City Irvine		A13. State/Country CA	A14. Zip Code 92618		A17. City Washington		A18. State/Country DC	A19. Zip Code 20036
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 type="checkbox"/> YES <input checked="" type="checkbox"/> NO		
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. See Exhibit A								

CERTIFICATION

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) SkyOnline Communications, Inc.		A23. Signature 	A24. Title (Office Held by Person Signing) Vice President and General Counsel	A25. Date
A26. Printed Name of License Transferor/Assignor (If different than licensee. Must agree with A10) STM Wireless, Inc.		A27. Signature 	A28. Title (Office Held by Person Signing) Vice President and General Counsel	A29. Date 12/23/99
A30. Printed Name of License Transferee/Assignee (Must agree with A15) SkyOnline, Inc.		A31. Signature	A32. Title (Office Held by Person Signing) Vice President and General Counsel	A33. Date

FEDERAL COMMUNICATIONS COMMISSION

FCC 312 - Schedule A

(Place an "X" in one of the blocks below)

- | | |
|---|--|
| <input type="checkbox"/> CONSENT TO TRANSFER OF CONTROL | <input type="checkbox"/> CONSENT TO ASSIGNMENT OF LICENSE |
| <input type="checkbox"/> NOTIFICATION OF TRANSFER OF CONTROL OF RECEIVE ONLY REGISTRATION | <input type="checkbox"/> NOTIFICATION OF ASSIGNMENT OF RECEIVE ONLY REGISTRATION |

FCC Use Only

A1. Name of Licensee or Registrant			A2. Voice Telephone Number		
A3. Mailing Street Address or P.O. Box			A4. Fax Telephone Number		
ATTENTION:					
A5. City		A6. State / Country (if not U.S.A.)		A7. Zip Code	
A8. List Call Sign(s) of station(s) being assigned or transferred					A9. No. of station(s) listed
A10. Name of Transferor/Assignor (if different than licensee or registrant) Pequot Capital Management, Inc.			A15. Name of Transferee/Assignee		
A11. Mailing Street Address or P.O. Box 500 Nyala Farm Road			A16. Mailing Street Address or P.O. Box		
A12. City Westport	A13. State/Country CT	A14. Zip Code 06880	A17. City	A18. State/Country	A19. Zip Code
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 type="checkbox"/> YES <input type="checkbox"/> NO					
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

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)	A23. Signature	A24. Title (Office Held by Person Signing)	A25. Date
A26. Printed Name of License Transferor/Assignor (If different than licensee. Must agree with A10) Pequot Capital Management, Inc.	A27. Signature <i>Kevin E. Bruin</i>	A28. Title (Office Held by Person Signing) <i>Secretary and General Counsel</i>	A29. Date 12/23/99
A30. Printed Name of License Transferee/Assignee (Must agree with A15)	A31. Signature	A32. Title (Office Held by Person Signing)	A33. Date

EXHIBIT A
STATEMENT OF FOREIGN OWNERSHIP

Upon approval of the proposed transaction described in Exhibit B, Licensee SkyOnline Communications, Inc. ("SkyOnline Communications") will be (as it is currently) 100 percent owned by SkyOnline, Inc. SkyOnline, Inc. will not be owned or controlled by any one entity. However, two foreign companies, Nouvel Investissement en Technologie S.A. ("de Kergolay"), a Luxembourg corporation, and Telfin S.A. ("Telfin"), a Belgium corporation, will hold interests above 25 percent (*i.e.*, 28.31 percent each).

EXHIBIT B DESCRIPTION OF PROPOSED TRANSACTION AND STATEMENT OF PUBLIC INTEREST

This application requests authority for the second step of a two-step transfer of control transaction. In step one, SkyOnline, Inc. ("SkyOnline") is requesting authority to assign the earth station authorization at issue here to its wholly-owned subsidiary, SkyOnline Communications, Inc. ("SkyOnline Communications").¹ In this step two, SkyOnline and SkyOnline Communications request authority to transfer control of SkyOnline Communications from STM Wireless, Inc. ("STM") and Pequot Capital Management, Inc. ("Pequot"), to SkyOnline itself. More specifically, two foreign companies, Nouvel Investissement en Technologie S.A. ("de Kergolay") (Luxembourg) and Telfin S.A. ("Telfin") (Belgium) have agreed to invest in SkyOnline, diluting STM's and Pequot's interests. As a result, upon FCC approval of the proposed transaction, SkyOnline will no longer be owned or controlled by any one corporation or alliance of corporations. Rather, SkyOnline will be owned and controlled by several unrelated entities as follows: de Kergolay and Telfin will each have a 28.31 percent interest and two Board seats; STM will retain a 16.57 percent interest and one Board seat; Pequot, a Connecticut corporation, will have a 16.08 percent interest and one Board seat; Remec, Inc., a California corporation, will have a 10.73 percent interest. The CEO of SkyOnline will also serve as an additional member of the Board. Thus, it is clear that, upon approval of the proposed transaction, no one entity will have either affirmative or negative control of SkyOnline. SkyOnline Communications will continue to be 100 percent owned by SkyOnline.

The proposed change in control is in the public interest. The proposed investments will result in the availability of greater resources for SkyOnline, permitting it to expand services and provide increased competition in the market for telecommunications services.

¹ Concurrently with this Application, SkyOnline and SkyOnline Communications are submitting: (1) an FCC Form 312 for the proposed *pro forma* assignment of SkyOnline's earth station authorization to SkyOnline Communications (attached as Exhibit C); and (2) an Application pursuant to Sections 214 and 310(b)(4) of the Communications Act, as amended, to transfer control of SkyOnline's Title II authorization and to exceed Section 310(b)(4)'s indirect foreign investment benchmark in SkyOnline Communications (attached as Exhibit D).