

42-DSS-Amend-90

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May 25, 1990

OF COUNSEL  
MICHAEL R. KLIPPER  
TOBEY B. MARZOUK

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**BY DC NEWS & DATA COURIER**

Federal Communications Commission  
Common Carrier Domestic Satellites  
P.O. Box 358160  
Pittsburgh, PA 15251-5160

**SERVICE:** Satellite Space Station  
**TYPE OF APPLICATION:** Amendment to System Application  
**NUMBER OF STATIONS:** One Space System (comprised of 26 component spacecraft)

Re: Starsys, Inc. (File No. 33-DSS-P-90(26))

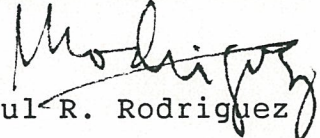
To Whom It May Concern:

Attached is an original and four duplicate copies of a letter, with attachments, requesting the amendment of Appendices 1 and 6 to Volume I of the application of Starsys, Inc. for a low earth orbit (LEO) satellite system "Starnet" (File No. 33-DSS-P-90(26)) that was filed with the Commission on May 4, 1990. The attached documents are intended to replace Appendices 1 and 6 as they exist in the original application on file with the Commission.

Also enclosed as part of this package is a completed FCC Form 155 Fee Processing Form and a check in the amount of \$1000.00 payable to the "Federal Communications Commission."

Should the Commission have any questions with respect to this filing, please contact the undersigned.

Respectfully submitted,

  
Raul R. Rodriguez

Attachments

cc: Cecily C. Holiday, Esq.  
Fern J. Jarmulnek, Esq. ✓

FEDERAL COMMUNICATIONS COMMISSION  
**FEE PROCESSING FORM**

FOR  
FCC  
USE  
ONLY

Please read instructions on back of this form before completing it. Section I MUST be completed. If you are applying for concurrent actions which require you to list more than one Fee Type Code, you must also complete Section II. This form must accompany all payments. Only one Fee Processing Form may be submitted per application or filing. Please type or print legibly. All required blocks must be completed or application/filing will be returned without action.

<b>SECTION I</b>												
APPLICANT NAME (Last, first, middle initial) <u>Starsys, Inc.</u>												
MAILING ADDRESS (Line 1) (Maximum 85 characters - refer to Instruction (2) on reverse of form) <u>c/o Leventhal, Senter &amp; Lerman</u>												
MAILING ADDRESS (Line 2) (if required) (Maximum 85 characters) <u>2000 K Street, N.W., Suite 600</u>												
CITY <u>Washington</u>												
STATE OR COUNTRY (if foreign address) <u>D.C.</u>	ZIP CODE <u>20006-1809</u>	CALL SIGN OR OTHER FCC IDENTIFIER (if applicable) <u>File No. 33-DSS-P-90(26)</u>										
Enter in Column (A) the correct Fee Type Code for the service you are applying for. Fee Type Codes may be found in FCC Fee Filing Guides. Enter in Column (B) the Fee Multiple, if applicable. Enter in Column (C) the result obtained from multiplying the value of the Fee Type Code in Column (A) by the number entered in Column (B), if any.												
(A)	(B)	(C)	FOR FCC USE ONLY									
FEE TYPE CODE	FEE MULTIPLE (if required)	FEE DUE FOR FEE TYPE CODE IN COLUMN (A)										
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<b>SECTION II</b> — To be used only when you are requesting concurrent actions which result in a requirement to list more than one Fee Type Code.												
(A)	(B)	(C)	FOR FCC USE ONLY									
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ADD ALL AMOUNTS SHOWN IN COLUMN C, LINES (1) THROUGH (5), AND ENTER THE TOTAL HERE. THIS AMOUNT SHOULD EQUAL YOUR ENCLOSED REMITTANCE. <span style="font-size: 2em;">→</span>												
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**FCC  
430**

FEDERAL COMMUNICATIONS COMMISSION  
Washington, DC 20554

Approved by OMB  
3060-0105  
Expires 3/31/90

**COMMON CARRIER AND SATELLITE RADIO LICENSEE  
QUALIFICATION REPORT**

See reverse side for information  
regarding public burden statement.

**INSTRUCTIONS**

- A. The "Filer" of this report is defined to include: (1) An applicant, where this report is submitted in connection with applications for common carrier and satellite radio authority as required for such applications; or (2) A licensee or permittee, where this report is required by the Commission's Rules to be submitted on an annual basis.
- B. Submit an original and one copy (sign original only) to the Federal Communications Commission, Washington, DC 20554. If more than one radio service is listed in Item 6, submit an additional copy for each such additional service. If this report is being submitted in connection with an application for radio authority, attach it to that application.
- C. Do not submit a fee with this report.

<p><b>1. Business Name and Address (Number, Street, State and ZIP Code) of Filer's Principal Office:</b>  STARSYS, Inc. 4400 Forbes Boulevard Lanham, Maryland 20706-9008</p>	<p><b>2. (Area Code) Telephone Number:</b> (301) 459-8832</p> <p><b>3. If this report supercedes a previously filed report, specify its date:</b>  May 4, 1990</p>
<p><b>4. Filer is (check one):</b>  <input type="checkbox"/> Individual      <input type="checkbox"/> Partnership      <input checked="" type="checkbox"/> Corporation   <input type="checkbox"/> Other (Specify):</p>	<p><b>5. Under the laws of what State (or other jurisdiction) is the Filer organized?</b>  Delaware</p>

**6. List the common carrier and satellite radio services in which Filer has applied or is a current licensee or permittee:**

None

<p><b>7(a) Has the Filer or any party to this application had any FCC station license or permit revoked or had any application for permit, license or renewal denied by this Commission? If "YES", attach as Exhibit I a statement giving call sign and file number of license or permit revoked and relating circumstances.</b></p>	<p><input type="checkbox"/> Yes    <input checked="" type="checkbox"/> No</p>
<p><b>(b) Has any court finally adjudged the Filer, or any person directly or indirectly controlling the Filer, 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 other means of unfair methods of competition? If "YES", attach as Exhibit II a statement relating the facts.</b></p>	<p><input type="checkbox"/> Yes    <input checked="" type="checkbox"/> No</p>
<p><b>(c) Has the Filer, or any party to this application, or any person directly or indirectly controlling the Filer ever been convicted of a felony by any state or Federal Court? If "YES", attach as Exhibit III a statement relating the facts.</b></p>	<p><input type="checkbox"/> Yes    <input checked="" type="checkbox"/> No</p>
<p><b>(d) Is the Filer, or any person directly or indirectly controlling the Filer, presently a party in any matter referred to Items 7(b) and 7(c)? If "YES", attach as Exhibit IV a statement relating the facts.</b></p>	<p><input type="checkbox"/> Yes    <input checked="" type="checkbox"/> No</p>
<p><b>8. Is the Filer, directly or indirectly, through stock ownership, contract or otherwise, currently interested in the ownership or control of any other radio stations licensed by this Commission? If "YES", submit as Exhibit V the name of each such licensee and the licensee's relation to the Filer.</b></p>	<p><input type="checkbox"/> Yes    <input checked="" type="checkbox"/> No</p>

***If Filer is an individual (sole proprietorship) or partnership, answer the following and Item 11:***

<p><b>9(a) Full Legal Name and Residential Address (Number, Street, State and ZIP Code) of Individual or Partners:</b></p>	<p><b>(b) Is Individual or each member of a partnership a citizen of the United States?</b>  <input type="checkbox"/> Yes    <input type="checkbox"/> No</p>
	<p><b>(c) Is Individual or any member of a partnership a representative of an alien or of a foreign government?</b>  <input type="checkbox"/> Yes    <input type="checkbox"/> No</p>

If Filer is a corporation, answer the following and Item 11:

10(a) Attach as Exhibit VI 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.

See Exhibit VI.

(b) List below, or attach as Exhibit VII the names and addresses of the officers and directors of the Filer.

See Exhibit VII.

(c) Is the Filer directly or indirectly controlled by any other corporation?

Yes  No

If "YES", attach as Exhibit VIII a statement (including organizational diagrams where appropriate) which fully and completely identifies the nature and extent of control. Include the following: (1) the address and primary business of the controlling corporation and any intermediate subsidiaries; (2) the names, addresses, and citizenship of those stockholders holding 10 percent or more of the controlling corporation's voting stock; (3) the approximate percentage of total voting stock held by each such stockholder; and (4) the names and addresses to the president and directors of the controlling corporation.

See Exhibit VIII.

(d) Is any officer or director of the Filer an alien?

Yes  No

(e) Is more than one-fifth of the capital stock of the Filer owned of record or voted by aliens or their representatives, or by a foreign government or representative(s) thereof, or by a corporation organized under the laws of a foreign country?

Yes  No

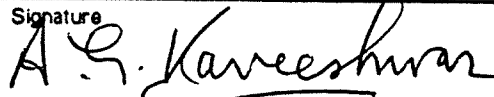
(f) Is the Filer directly or indirectly controlled: (1) by any other corporation of which any officer or more than one-fourth of the directors are aliens, or (2) by any foreign corporation or corporation of which more than one-fourth of the capital stock is owned or voted by aliens or their representatives, or by a foreign government or representatives thereof.

Yes  No

(g) If any answer to questions (d), (e) or (f) is "YES", attach as Exhibit IX a statement identifying the aliens or foreign entities, their nationality, their relationship to the Filer, and the percentage of stock they own or vote.

#### 11. CERTIFICATION

This report constitutes a material part of any application which cross-references it, and all statements made in the attached exhibits are a material part thereof. The ownership information contained in this report does not constitute an application for, or Commission approval of, any transfer of control or assignment of radio facilities. The undersigned, individually and for the Filer, hereby certifies that the statements made herein are true, complete and correct to the best of Filer's knowledge and belief, and are made in good faith.

WILLFUL FALSE STATEMENTS MADE ON THIS APPLICATION ARE PUNISHABLE BY FINE AND IMPRISONMENT (U.S. Code, Title 18, Section 1001) and/or REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)).	Date	Filer (Must correspond with that shown in item 1)	Typed or Printed Name
	05/25/90	STARSYS, Inc.	Dr. Ashok Kaveeshwar
	Signature		Title
			President

#### NOTICE TO INDIVIDUALS REQUIRED BY THE PRIVACY ACT OF 1974 AND THE PAPERWORK REDUCTION ACT OF 1980

The solicitation of personal information requested in this form is to determine if you are qualified to become or remain a licensee in a common carrier or satellite radio service pursuant to the Communications Act of 1934, as amended. No authorization can be granted unless all information requested is provided. Your response is required to obtain the requested authorization or retain an authorization.

Public reporting burden for this collection of information is estimated to average 2 hours per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to Federal Communications Commission, Office of Managing Director, Washington, DC 20554, and to Office of Management and Budget, Paperwork Reduction Project (3060-0105), Washington, DC 20503.

EXHIBIT VI

ST Systems Corporation, a Maryland corporation, owns 5 percent of the voting stock of Filer.\* The business address of ST Systems Corporation is 4400 Forbes Boulevard, Lanham, Maryland, 20706-9008.

North American CLS, Inc., a Delaware corporation, owns 95 percent of the voting stock of Filer.\*\* The business address of North American CLS, Inc. is 1801 McCormick Drive, Suite 10, Landover, Maryland, 20785.

\* The class of stock owned by ST Systems Corporation entitles it to elect three directors. (See Appendix 6.)

\*\* The class of stock owned by North American CLS, Inc. entitles it to elect two directors. (See Appendix 6.)

EXHIBIT VII

STARSYS, Inc. Officers and Directors:

Dr. Ashok Kaveeshwar (President and Director)  
4400 Forbes Boulevard  
Lanham, Maryland 20706-9008

Jean-Luc Bessis (Director)  
1801 McCormick Drive  
Suite 10  
Landover, Maryland 20785

John H. McElroy (Director)  
College of Engineering  
University of Texas at Arlington  
Post Office Box 19019  
Arlington, Texas 76019

Wilbur Pritchard (Director)  
7315 Wisconsin Avenue  
Bethesda, Maryland 20814

Lisa Shaffer (Director)  
6807 Lumsden Street  
McLean, Virginia 22101

Archie E. Shaw, III (Assistant Secretary)  
1801 McCormick Drive  
Suite 10  
Landover, Maryland

Linda J. Soldo (Assistant Secretary)  
1752 N Street, N.W.  
Washington, D.C. 20036

EXHIBIT VIII

ST Systems Corporation, a Maryland corporation with its principal place of business at 4400 Forbes Boulevard, Lanham, Maryland, 20706-9008, is a high technology company specializing in environmental remote-sensing systems. The principal shareholder is Mr. Sharad K. Tak with 78.6% of all issued and outstanding shares. The remaining shareholders are Narindra Bewtra, Richard Bishop, Ashok Kaveeshwar, Chandra Tak, and William Vest. Mr. Sharad Tak is the President and the Treasurer, Dr. Kaveeshwar is the Vice President, and Ralph W. Hardy, Jr. is the Secretary of the Corporation. Messrs. Tak, Kaveeshwar and Hardy are the directors of ST Systems Corporation. All of the above individuals are U. S. citizens and their business address is 4400 Forbes Boulevard, Lanham, Maryland, 20706-9008.

ST Systems Corporation holds all shares of STARSYS Inc. Class A Common Stock as authorized to be issued by the Articles of Incorporation of STARSYS Inc. (See Appendix 6 to this Application). The holder of STARSYS, Inc. Class A Common Stock elects three of the five directors of STARSYS, Inc.

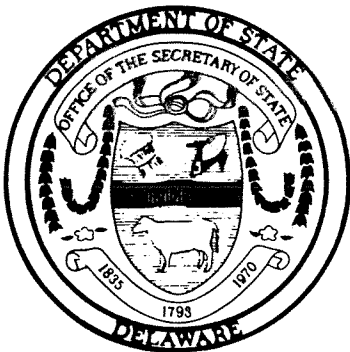
# State of Delaware



## Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF RESTATED CERTIFICATE OF INCORPORATION OF STARSYS, INC. FILED IN THIS OFFICE ON THE SIXTEENTH DAY OF MAY, A.D. 1990, AT 10 O'CLOCK A.M.

|||||



730136017

Michael Harkins, Secretary of State

AUTHENTICATION:

12656779

DATE:

05/16/1990



RESTATED CERTIFICATE OF INCORPORATION  
OF  
STARSYS, Inc.

STARSYS, Inc. a corporation organized and existing under the laws of Delaware (the "Corporation"), hereby certifies as follows:

1. The name of the Corporation is STARSYS, Inc. The date of filing of its original Certificate of Incorporation with the Secretary of State of Delaware was May 3, 1990.

2. The corporation has not yet received any payment for any of its stock.

3. This Restated Certificate of Incorporation restates and amends the Certificate of Incorporation by amending therein a provision relating to the election of directors of the Corporation and by deleting therefrom a provision permitting cumulative voting at all elections of directors of the Corporation.

4. The text of the Certificate of Incorporation is amended hereby to read as herein set forth in full:

1. The name of the corporation is STARSYS, Inc.
2. The address of its registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.
3. The nature of the business or purposes to be conducted or promoted is:

To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware. In particular, the corporation will apply to secure authorization to build, launch and operate a satellite system to serve the U.S. public interest, including compliance with the requirements of the Communications Act of 1934.

4. The total number of shares of stock which the Corporation shall have authority to issue is 10,000, comprised of one class of Class A Common Stock consisting of 500 shares, with a par value of \$1.00 per share, and one class of Class B Common Stock consisting of 9,500 shares, with a par value of \$1.00 per share. The designations and the powers, preferences and rights of the Class A Common Stock and the Class B Common Stock shall be as follows:

- (i) The voting power solely for the election of directors shall be vested as provided in this subparagraph (i). The Board of Directors of the Corporation shall have five members. The holders of the Class A Common Stock shall be entitled to one vote for each share of Class A Common Stock standing in the name of such holder upon the books of the Corporation, and the holders of the Class A Common Stock, by vote of a majority in number of shares of Class A Common Stock, shall be entitled to elect three directors. The holders of the Class B Common Stock shall be entitled to one vote for each share of Class B Common Stock standing in the name of such holder upon the books of the Corporation and the holders of the the Class B Common Stock, by vote of a majority in number of shares of Class B Common Stock, shall be entitled to elect two directors.
- (ii) Except as provided in subparagraph (i) above, each holder of stock of the Corporation shall, at every stockholders'

meeting, be entitled to cast one vote for each share of said stock of whatever class held by him, and shall be entitled to cast such vote for any and all purposes.

- (iii) The holders of the shares of Class A Common Stock and Class B Common Stock shall be entitled to participate ratably, according to the respective number of shares of Common Stock held by them and without preference of any class over the others, in such dividends, if any, as from time to time in the discretion of the Board of Directors may be declared and made payable out of funds legally available therefor; except that, in any distribution with respect to Common Stock or right to acquire Common Stock (whether by stock dividend, distribution of rights, recapitalization or otherwise), only Class A Common Stock (or rights to acquire Class A Common Stock) will be distributed with respect to Class A Common Stock and only Class B Common Stock (or rights to acquire Class B Common Stock) will be distributed with respect to Class B Common Stock.
- (iv) In the event of any dissolution, liquidation or winding up of the Corporation, the holders of the shares of Class A Common Stock and Class B Common Stock shall share ratably, according to the number of shares of Common Stock held by them and without preference of any class over the others, in any payment or distribution of the net assets of the Corporation available for distribution to its stockholders.
- (v) Except as set forth in this paragraph 4, the Class A Common Stock and the Class B Common Stock shall be identical in all respects and shall have the same designations, powers, preferences and rights.

5. The name and mailing address of each incorporator is as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
Archie E. Shaw, III	2817 Glen Isle Road Riva, Maryland 21140
Raul Rodriguez	2000 K Street, N.W. Suite 600 Washington, D.C. 20006

6. The corporation is to have perpetual existence.

7. Elections of directors need not be by written ballot unless the by-laws of the corporation shall so provide.

Meetings of stockholders may be held within or without the State of Delaware, as the by-laws may provide. The books of the corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the board of directors or in the by-laws of the corporation.

8. The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

9. A director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director except for liability (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived any improper personal benefit.

5. This Restated Certificate of Incorporation was duly adopted by unanimous vote of the board of directors in accordance with the applicable provisions of Section 241 of the Delaware General Corporation Law.

IN WITNESS WHEREOF, THE UNDERSIGNED, the President and Assistant Secretary of STARSYS, Inc., under penalties of perjury, do make this certificate, hereby declaring and certifying that this is our act and deed and the facts herein stated are true, and accordingly have hereunto set our hands this 11 day of May, 1990.

STARSYS, Inc.

By: A. G. Kaveeshwar  
Ashok Kaveeshwar,  
President

ATTEST:

By: Archie E. Shaw, III  
Archie E. Shaw, III,  
Assistant Secretary