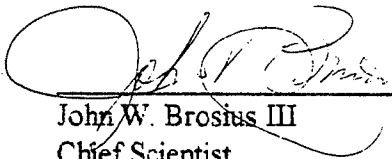


## TECHNICAL CERTIFICATION

I hereby certify that the technical information in the foregoing Supplement to Application-  
was prepared by me or under my supervision; that I am a technically qualified person familiar with  
Part 25 of the Commission's rules; and that the engineering information submitted in this Supple-  
ment is accurate to the best of my knowledge and belief.

By   
John W. Brosius III  
Chief Scientist  
Mobile Communications  
Holdings, Inc.

Dated: November 12, 1996

**CERTIFICATE OF SERVICE**

I, Neil Stern, do hereby certify that a true and correct copy of the foregoing document was sent by first class mail, postage prepaid, or hand-delivered, on this 13<sup>th</sup> day of November, 1996, to the following persons:

\*Chairman Reed E. Hundt  
Federal Communications Commission  
1919 M Street, N.W., Room 814  
Washington, D.C. 20554

\*Commissioner James H. Quello  
Federal Communications Commission  
1919 M Street, N.W., Room 802  
Washington, D.C. 20554

\*Commissioner Rachelle B. Chong  
Federal Communications Commission  
1919 M Street, N.W., Room 844  
Washington, D.C. 20554

\*Commissioner Susan Ness  
Federal Communications Commission  
1919 M Street, N.W., Room 832  
Washington, D.C. 20554

\*Julius Genachowski, Esq.  
Special Assistant  
Office of the Chairman  
Federal Communications Commission  
1919 M Street, N.W., Room 814  
Washington, D.C. 20554

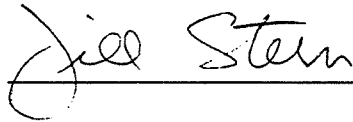
\*William E. Kennard, Esq.  
General Counsel  
Federal Communications Commission  
1919 M Street, N.W., Room 614  
Washington, D.C. 20554

\*Donald H. Gips  
Chief, International Bureau  
Federal Communications Commission  
2000 M Street, N.W., Room 800  
Washington, DC 20554

Lon C. Levin  
Vice President & Regulatory Counsel  
- AMSC Subsidiary Corporation  
10802 Parkridge Boulevard  
Reston, VA 22091

William Wallace  
Crowell & Moring LLP  
1001 Pennsylvania Avenue, N.W.  
Washington, DC 20004

Leslie Taylor, Esq.  
Leslie Taylor Associates  
6800 Carlynn Court  
Bethesda, MD 20817-4302

  
\_\_\_\_\_

\*Hand delivered

264235-01 / DOCSDC1

\*John Stern  
Senior Legal Advisor to the  
Chief, International Bureau  
Federal Communications Commission  
2000 M Street, N.W., Room 819-A  
Washington, DC 20554

\*Fern J. Jarmulnek, Branch Chief  
International Bureau  
Federal Communications Commission  
2000 M Street, N.W., Room 518  
Washington, D.C. 20554

\*Karl Kensinger, Esq.  
International Bureau  
Federal Communications Commission  
2000 M Street, N.W., Room 521  
Washington, D.C. 20554

\*Cassandra Thomas  
International Bureau  
Federal Communications Commission  
2000 M Street, N.W., Room 800  
Washington, DC 20554

Philip L. Malet, Esq.  
Marc A. Paul, Esq.  
Steptoe & Johnson, LLP  
1330 Connecticut Avenue, N.W.  
Washington, DC 20036

Robert A. Mazer, Esq.  
Vinson & Elkins  
1455 Pennsylvania Avenue, N.W., Suite 700  
Washington, D.C. 20006

Norman P. Leventhal, Esq.  
Raul R. Rodriguez, Esq.  
Stephen D. Baruch, Esq.  
Leventhal, Senter & Lerman  
2000 K Street, N.W., Suite 600  
Washington, D.C. 20006-1809

ATTACHMENT 1



2/219 George Street  
Claremont  
Midrand  
1685

Telephone : 011 314 4871  
Facsimile : 011 314-4339

PO Box 6642  
Gateway House  
1685

Ref: /nr

13 November 1996

Dr David Castiel  
President & CEO  
Mobile Communications Holdings Inc.  
1120 19<sup>th</sup> Street, N.W.  
Suite 480  
Washington, D C  
20036

Dr Castiel,

By this letter, Vula Communications (Pty) Limited ("Vula") confirms its commitment to pay Mobile Communications Holdings Inc. (MCHI) US \$350 million, pursuant to an agreement between MCHI and Vula dated 12 September 1996, in exchange for an equity interest in MCHI and the sale of distribution rights for the ELLIPSO system in Sub-Saharan Africa.

The commitment is non-contingent and is subject only to issuance of an FCC license for the ELLIPSO system. The agreement sets forth a payment schedule pursuant to which the \$350 million will be payable in instalments over a two year period commencing 30 days after issuance of the FCC license. The agreement does not provide for a chattel mortgage or secured interest in any facility.

This letter also confirms that Vula has the capability to perform its financial obligations under the agreement. Members of the Vula consortium include Vula Investments, Communications Workers Investment Company, National Union of Metalworkers of South Africa (NUMSA) and the Metal Industries Provident (Retirement) Fund, Senco Investment Holdings (Pty) Ltd, and the National African Federated Chamber of Commerce (NAFCOC) and Natcoc Investment Holding Company.

Sincerely,

MARK HEADBUSH  
CHIEF EXECUTIVE OFFICER  
VULA COMMUNICATIONS  
(PTY) LIMITED

FROM : #



■ Ernst & Young Financial  
Consulting Services  
Ernst & Young House  
4 Pritchard Street  
PO Box 2322  
Johannesburg 2000

■ Telephone (011) 498-1000  
Telefax (011) 498-1555/1671  
Docex 130

12 September 1996

To whom it may concern

Ernst & Young has been requested to reserve the company name Vula Communications (Pty) Limited for purposes of changing the name of Shelfco 160 Investments (Proprietary) Limited, Registration No 96/08645/07, to Vula Communications (Pty) Limited. We have been told that Ernst & Young will be appointed as auditor to Vula Communications.

We understand that the beneficial shareholding in Vula Communications will be as follows:

. Vula Investments (Pty) Ltd	-	26%
. Sanco Investment Holdings (Pty) Ltd	-	20%
. Nafcoc Investment Holdings (Pty) Ltd	-	10%
. Communication Workers Union Investment Holdings (Pty) Ltd	-	20%
. National Union of Metalworkers of S.A. Investment Holdings (Pty) Ltd	-	10%
. Investment Trust	-	14%

Yours faithfully

**R M KAPLAN**  
Partner - Corporate Finance

## **BACKGROUND INFORMATION ON VULA SHAREHOLDERS**

### **National African Chamber of Commerce (NAFCOC)**

NAFCOC is participating through its subsidiary, NAFCOC Investment Holding Company (Pty) Ltd. (NIHC). NAFCOC is South Africa's oldest and largest black business representative organization with 170,000 members. In 1994, it set up an investment company, NIHC, which is 80% owned by private investors and 20% by Nafcoc's trust fund. NIHC recently announced a joint venture with the British company BASS. It has a 30% stake in the MAN truck dealership, African Truck and Bus, with an annual turnover of R130 million. It has a 25% interest in a gaming consortium which, in turn, has a 50% interest in Tsogo Sun that aims to develop casino resorts. Mashudu Ramano, the chairman of the National Empowerment Corporation, is secretary general of NAFCOC and also head of NIHC. The company is held by the NAFCOC Trust (15%), the sixteen NAFCOC regions and sectors (80%) and individual NAFCOC members (5%).

### **Sanco Investment Holdings (Pty) Ltd.**

Sanco Investment Holdings is the business arm of the South African National Civic Organisation ("SANCO"), the country's largest community based organisation, which has more than 1.2 million members.

Sanco Investment Holdings was established in early 1995 and currently has two shareholders. The Sanco Development Trust which owns 80% of the equity and the Liberty Life Association which owns the remaining 20%. The company has focused on electronic media, telecommunications, marketing and financial services as initial areas of activity.

To date, Sanco Investment Holdings has acquired a 20% shareholding in Solid Gold Commercial Radio, 20% of Powerlib Holdings, 51% of Price Tag Marketing, 40% of Vula Communications and is currently negotiating the acquisition of 10% in listed SMG Holdings.

Sanco Investment Holdings is unique as far as the current trend of black empowerment companies goes, in that the shareholders of Sanco are the ordinary Sanco members who have supported the organisation through the liberation struggle over many years. Sanco is a well established and highly credible organisation that has a close relationship with the communities that it represents.

Day to day management of Sanco Investment Holdings lies with the team of executive directors who have been mandated to develop the company's commercial activities. The executive directors of the company are:

**Dr. Moses Mayekiso (Chairman):** Moses Mayekiso is one of the most respected trade union and community leaders to emerge during the last twenty years in South Africa. He was the General Secretary of the National Union of Metalworkers of South Africa, the founding President of SANCO, a Member of Parliament for the African National Congress and is still a member of the National Executive Committee of the ANC.



In March 1996, he was awarded an international honorary doctorate in recognition of his contribution to the struggle for democracy in South Africa. He is also a trustee of The Sanco Development Trust.

**Michael Levinsohn (Managing Director):** Michael Levinsohn was the national business advisor to Sanco and has been given the responsibility of launching the business arm. He is a director of a number of companies including Sterling Trust, Sebata Investment Holdings, Gentle & Gentle Communications, Solid Gold Commercial Radio, and Venter Trailers. His areas of expertise include strategic marketing and financial services. He is a trustee of The Sanco Development Trust.

**Eugene Ruiters (Executive Director):** Eugene Ruiters graduated with distinction at Harold Cressy High School in Cape Town before joining KPMG Aiken and Peat where he qualified as a chartered accountant and chartered management accountant. He spent five years with Engen oil company's exploration division which is now listed as Energy Africa. During this time he specialised in the areas of project and corporate finance, and was responsible for the evaluation of multi-million Rand projects both locally and internationally. In 1995 he joined Thebe Investment Corporation as a senior manager at Msele Merchant Bank. He is a director of Powerlib Holdings, Ilima Community Development Company, and is also the managing director of the industrial arm of Sanco Investment Holdings.

**Mlungisi Hlongwane (Non-executive director):** Mlungisi Hlongwane is the current President of SANCO. He is also the Chairperson of the Vaal/Lekoa Metropolitan Chamber and the Chairperson of the ANC in the Vaal region. He was the General Secretary of the Postal and Telecommunications Workers Union and is regarded as one of the most respected leaders of the ANC.

SANCO, through The Sanco Development Trust, has a company which is specialising in community development projects in partnership with major international corporations. This company, called Ilima Community Development Company has recently won a tender in the Eastern Cape to introduce an Entrepreneurial Development Centre to the Xalanga region. This is seen as a major step forward in the process of community participation in upliftment programs around South Africa. As a sign of their unqualified support for this initiative, several international companies have expressed an interest in becoming shareholders in Ilima.

The management of Sanco Investment Holdings are committed to the long term development of the business as a significant player in the arena of community based empowerment. SANCO is the largest civil society structure in the country with a defined membership base and elected leadership.

### **National Union of Metalworkers of S.A. Investment Holdings (Pty) Ltd. (NUMSA)**

Numsa was formed in 1987 after a merger of three major unions -- National Automobile and Allied Workers Union (Mawu) and Motor Industry Combined Workers Union (MICWU) -- including other smaller unions such as United Metal Mining Allied Workers of SA (Umma-Wosa). With a membership of more than 230,000 nationally, Numsa is the second largest affiliate of Cosatu after the National Union Mineworkers. The Metal Industries Provident Fund is the largest industrial council provident (retirement) fund in South Africa.

### **Communication Workers Union Investment Holdings (Pty) Ltd.**

The Communications Workers Union Investment Holdings (Pty) Ltd. is the investment arm of the Communications Workers Union.

### **Vula Investments (Pty) Ltd.**

Vula Investments is a newly-formed company comprised of corporate and individual investors. The principal director of Vula is Mark Headbush, Chairman of ATEO Africa Holdings (Pty) Ltd., which has interests in Netech, a leader in distance learning technology, Virtual Communications, the South African Nokia satellite distributor, Jupiter Radio Systems, radio installation and commissioning, Stantek, the South African GEC-Marconi representative, and ITC Services, the only private EMC/EMI laboratory in Southern Africa.

ATTACHMENT 2

# FAX IN



**P.T. MERTJU BUANA**

Our Ref. : 80 /Dr/MB/XI/96

Jakarta, November 9, 1996

Dr. David Castiel  
President and CEO  
Mobile Communications Holdings, Inc.  
1120 19th Street, N.W.  
Suite 480,  
Washington, D.C. 20036

Dear Sir,

By this letter, PT. Tigamutiara Buanakhatulistiwa (TMBK) (a member of the Mertju Buana Group of Indonesia) and the State Design Office Yuzhnoye (Yuzhnoyc) confirm their respective financing commitments relating to launch services for the sixteen first-generation ELLIPSO™ satellites ("Required Launch Capability"). The terms of the commitments are fully negotiated and are memorialized in a final agreement between the parties dated September 4, 1996. This letter of commitment is being provided for submission to the FCC in connection with MCHI's license application.

TMBK hereby confirms its commitment to provide vendor financing in the amount of \$300 million for the Required Launch Capability. TMBK's commitment is subject only to issuance of an FCC license for the ELLIPSO™ system and does not rest on contingencies that require action by either party. The agreement does not involve a chattel mortgage or security interest in any proposed facility. The terms of the agreement provide for issuance by MCHI of convertible debentures, non-convertible debentures and/or stock in Ellipsat International, a subsidiary of MCHI, upon successful completion of each launch. The agreement also provides for certain distributorship rights.

The principal amount of the debentures and the number of shares of stock will depend upon the amount of vendor financing actually utilized by MCHI. Pursuant to the terms of the agreement, the debentures bear interest at the rate equal to the US Dollars six month LIBOR (London Inter Bank Offered Rate) plus one percent (1%) payable semi-annually in arrears commencing three months after the date of introduction of commercial service for the ELLIPSO system. The principal of each debenture is payable in ten semi-annual installments beginning six months after the commercial service date.



Our Ref : /DUMB/XI/96  
Dated : November 9, 1996

TMBK is pleased to report that our proposal to the Indonesian government to establish a commercial satellite launching centre, has been received enthusiastically, and is very confident that the Required Launch Capability will be available on time. Because the launch services contract with MCHI is important to the success of our project as a major first customer, TMBK is willing to, and hereby does, commit to provide financing to MCHI for equivalent launch capability in the event that the project in Indonesia does not proceed or, for any reason, is unable to provide the Required Launch Capability. Such financing will be in the same terms as in our Agreement dated September 4, 1996.

This letter also confirms that TMBK in its efforts to establish a Commercial Satellite Launching Centre in Indonesia, TMBK is supported by the full financial, managerial and political resources of the Mercu Buana Group, and therefore TMBK has the capability to perform its financial obligations under the agreement and this letter.

Yours faithfully,

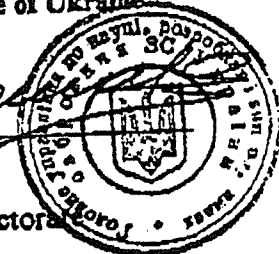
PT. Tigamutiara Buanakhatulistiwa

By : PROBOSUTEDJO

State Design Office Yuzhnoye  
Main directorate for science,  
development and testing  
Ministry of Defence of Ukraine

By:

Igor Pustoviy,  
Chief of main directorate



**ATTACHMENT 3**

**AGREEMENT FOR THE SALE OF ELLIPSO'S  
EXCLUSIVE TERRITORIAL SERVICE RIGHTS**

This agreement is signed and entered into by and between Mobile Communications Holdings Inc., ("MCHI"), a Delaware corporation, located at 1120 19th Street, N.W., Suite 460 Washington, D.C. 20036, and Artoc Suez For Technical Services, located at 15, Giza Street, P.O. Box 132, Giza-Egypt 11511 (Referred to hereinafter as "TERRITORIAL PARTNER"), for the purpose of establishing a distribution infrastructure for the ELLIPSO™ services in  
thereinafter referred to as the "TERRITORY".

WHEREAS, MCHI owns the rights to the concept and design of a non-geostationary satellite system to provide mobile voice and communications services with global coverage tailored to populated land masses (the "ELLIPSO™ System") AND

WHEREAS, MCHI is currently seeking the necessary regulatory approvals to implement the ELLIPSO™ System in the United States, and to distribute its services in the U.S. and other countries; AND

WHEREAS, MCHI is contracting with regional partners to facilitate the global provision of ELLIPSO™ Service; AND

WHEREAS, MCHI desires to sell rights to offer ELLIPSO™ Service in the TERRITORY; AND

WHEREAS, TERRITORY PARTNER desires to purchase the rights to promote, distribute, and commercially offer ELLIPSO™ Satellite Service in the TERRITORY; AND

NOW, THEREFORE, the Parties hereby agree as follows:

1. **Irrevocable Commitment:**

(a) TERRITORIAL PARTNER hereby irrevocably commits to purchasing from MCHI the ELLIPSO™ Service rights in the TERRITORY for USD 300 million. This commitment, absent material changes in market conditions, is subject only to the issuance of an FCC license, and is hereby offered in a form believed by the Parties to be sufficient to meet the FCC standard for financial commitments.

(b) It is the Parties' intention that this territorial rights agreement shall fully satisfy the requirements of the Federal Communications Commission. The Parties hereby represent and warrant that (i) the commitment does not rest on contingencies which require action by any party; (ii) Artoc Suez For Technical Services has determined that MCHI and the ELLIPSO™ Project are credit worthy and are a reasonable business risk.



أرتوك سويس فور تكنيكال سيرفيس  
 ARTOC SUEZ FOR TECHNICAL SERVICES  
 شركة مساهمة مغفلة

STATEMENT OF FINANCIAL QUALIFICATION

Date: September 15, 1996

Dr. David Castiel  
 MCHI  
 1120 19th Street, N.W.  
 Washington, D.C. 20036

Dear Mr. Castiel,

In accordance with the signing of the Agreement of Exclusive Territorial Service Rights by Artoc Suez For Technical Services and MCHI, I hereby commit by my signature below, to the *ELLIPSO* Satellite Telephone Project for the purchase of the exclusive territorial service rights to include the twenty-two Arab countries, Turkey, Pakistan and Iran.

I understand that without FCC approval of this project and/or dramatic market condition changes,

I will be free from fulfillment of this obligation toward MCHI or any other identify involves in this venture.

A bank confirmation of my financial capability to fulfill this commitment is attached.

Name: Abd El Hamid Helmy  
 Title: Chairman



**Shawki & Co**



Members of the Egyptian  
Society of Accountants and  
Auditors

163 Mohamed Fand St.  
BANKING Tower  
P. O. Box 2096  
Cairo 11511, Egypt  
Telephone: (02) 391-7299  
(02) 392-6000  
Facsimile: (02) 393-9430

**CERTIFICATE**

This certificate is being provided in connection with Artoc's investment in the ELLIPSO satellite system and the related satellite license application currently pending at the Federal Communications Commission in Washington, D.C. We are familiar with the agreement between Artoc and Mobile Communications Holdings, Inc. (MCHI) which provides for a sale of exclusive territorial service rights by MCHI in return for Artoc's commitment to handle this project in its exclusive territory.

Artoc is a privately held company and its financial statements are not publicly available. As Artoc's auditors, we are familiar with the company's financial condition. According to the latest available information, we believe that there are no apparent impediments preventing Artoc from meeting its obligations in the ELLIPSO project, once the project has been granted the necessary regulatory approvals and is proven viable.

*Shawki & Co.*

SHAWKI & CO.  
November 13, 1996



**Debitis Trade  
Technology  
International**

**ATTACHMENT 4**



LE PRÉSIDENT DIRECTEUR GÉNÉRAL

Dr. David Castiel  
President and Chief Executive Officer  
Mobile Communications Holdings Inc.  
1120 19th Street, N.W., Suite 460  
Washington, D.C. 20036

November 16, 1994

Dear Dr. Castiel,

In connection with the Launch Services Agreement entered into this day between ARIANESPACE and Mobile Communications Holdings Inc. (hereafter the "LSA"), we have agreed to directly provide 15% of the financing required to provide these services (45,000,000US\$) through the issuance of convertible debentures as contemplated under the collateral Agreement also entered into this day.

We also agree to assist you in negotiating with our European banks a credit arrangement which will address up to 85% of the total price of the Launches contemplated under the LSA.

Sincerely,

A handwritten signature in black ink, appearing to be "C. Bigot", written over a horizontal line.

Charles Bigot  
President & C.E.O.

ATTACHMENT 5

In reply refer to: 0000-EL-X02104

9 November 1996

Attn: Dr. David Castiel  
President and CEO  
Mobile Communications Holdings, Inc.  
Suite 480  
1120 - 19th Street, N.W.  
Washington, D.C. 20036

Dear David:

By this letter, Spectrum Astro, Inc. ("Spectrum") confirms its commitment to provide vendor financing in the amount of \$206 million to Mobile Communications Holdings, Inc. ("MCHI") for construction of the sixteen first-generation ELLIPSO™ satellites by Spectrum Astro and its subcontractors. The terms of the commitment are fully negotiated and are memorialized in a final agreement between MCHI and Spectrum Astro dated June 26, 1996.

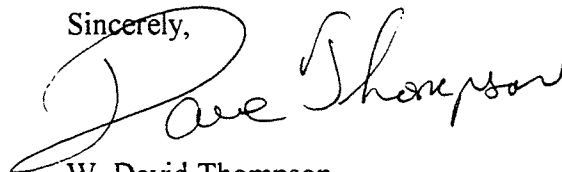
Spectrum's commitment is subject only to issuance of an FCC license for the ELLIPSO™ system and does not rest on contingencies that require action by either party. The agreement does not involve a chattel mortgage or security interest in any proposed facility.

The terms of the agreement provide for issuance by MCHI of convertible debentures, non-convertible debentures and/or MCHI stock to Spectrum upon successful completion of each satellite. The principal amount of the debentures and the number of shares of MCHI stock will depend upon the amount of vendor financing actually utilized by MCHI.

The agreement provides that the debentures shall bear interest at the rate equal to the U.S. Dollar six month LIBOR (London Inter Bank Offered Rate) plus one percent (1%) payable semi-annually in arrears commencing three months after the date of introduction of commercial service for the ELLIPSO™ system. The principal of each debenture shall be payable in ten semi-annual installments beginning six months after the commercial service date.

This letter also confirms that Spectrum has the capability to perform its financial obligations under the agreement.

Sincerely,

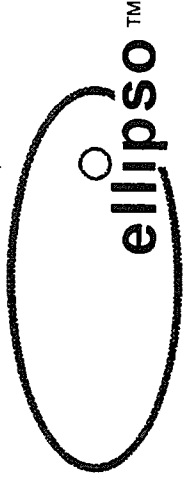


W. David Thompson  
President

WDT:nlk

ATTACHMENT 6

ATTACHMENT 7



## GLOBAL PRICING\*

(NOT VOLUME SENSITIVE)

<u>SERVICE</u>	<u>COST TO DISTRIBUTOR</u>	<u>PRICE TO CONSUMER</u>	<u>MARGIN</u>
<u>FIXED SITE</u> (NO SUBSCRIPTION)	\$0.08 PER MIN	\$0.12 PER MIN	50%
<u>MOBILE</u>			
<u>PRIME TIME</u>	\$0.35 PER MIN	\$0.50 PER MIN	43%
<u>NON PRIME</u>	\$0.17 PER MIN	\$0.24 PER MIN	41%
<u>SUBSCRIPTION</u>	\$25.00 PER MO	\$35.00 PER MO	40%

\* Prices at start of service; drops to 70% of the above by 2006