

READ INSTRUCTIONS CAREFULLY BEFORE PROCEEDING

APPROVED BY OMB 3060-0589

FEDERAL COMMUNICATIONS COMMISSION  
REMITTANCE ADVICE

SAT-AMD-19990930-00094

Amends SAT-LOA-19970925-00123  
191-SAT-P/LA-97

(1) LOCKBOX # 358210

PAGE NO. \_\_\_\_\_ OF \_\_\_\_\_ SEP 3

SECTION A - PAYER INFORMATION

(2) PAYER NAME (if paying by credit card, enter name exactly as it appears on your card) Haig Capital, LLC		(3) TOTAL AMOUNT PAID (dollars and cents) \$ 1280.00
(4) STREET ADDRESS LINE NO. 1 18 Corporate Woods Blvd., 3rd Floor		
(5) STREET ADDRESS LINE NO. 2		
(6) CITY Albany	(7) STATE NY	(8) ZIP CODE 12211
(9) DAYTIME TELEPHONE NUMBER (include area code) (518) 462-2632	(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) CAI Satellite Communications, Inc.		
(12) STREET ADDRESS LINE NO. 1 c/o Brian Robinson, Arter & Hadden, LLP		
(13) STREET ADDRESS LINE NO. 2 1801 K Street, N.W., Suite 400-K		
(14) CITY Washington	(15) STATE DC	(16) ZIP CODE 20006
(17) DAYTIME TELEPHONE NUMBER (include area code) (202) 775-7126	(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) C W Y	(21A) QUANTITY 1	(22A) FEE DUE FOR (PTC) IN BLOCK 20A \$ 1,280.00	FCC USE ONLY
(23A) FCC CODE 1		(24A) FCC CODE 2		
(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		(24B) FCC CODE 2		
(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		(24C) FCC CODE 2		
(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		(24D) FCC CODE 2		

SECTION D - TAXPAYER INFORMATION (REQUIRED)

(25) PAYER TIN 0 0 6 1 3 2 4 6 9 1	(26) COMPLETE THIS BLOCK ONLY IF APPLICANT NAME IN B-11 IS DIFFERENT FROM PAYER NAME IN A-2 APPLICANT TIN 0 2 5 1 8 4 0 1 3 5
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SECTION E - CERTIFICATION

(27) CERTIFICATION STATEMENT  
I, \_\_\_\_\_, (PRINT NAME), 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 \_\_\_\_\_

SECTION F - CREDIT CARD PAYMENT INFORMATION

(28) MASTERCARD/VISA ACCOUNT NUMBER: MASTERCARD	EXPIRATION DATE: MONTH YEAR
VISA	I hereby authorize the FCC to charge my VISA or MASTERCARD for the service(s)/authorization(s) herein described.
AUTHORIZED SIGNATURE	DATE

# ARTER & HADDEN<sup>LLP</sup>

ATTORNEYS AT LAW

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September 30, 1999

Ms. Magalie Roman Salas, Secretary  
Federal Communications Commission  
International Bureau - Earth Station  
P.O. Box 358210  
Pittsburgh, PA 15251-5210

**Re: CAI Satellite Communications, Inc.  
Application Amendment (FCC Form 312)**

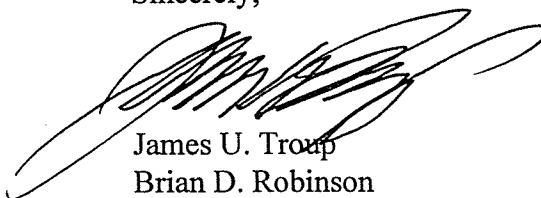
**File No. 191-SAT-P/LA-97**

Dear Ms. Salas:

CAI Satellite Communications, Inc. (CAI), by its attorneys, hereby submits an original and nine copies of its FCC Form 312 Application amendment to the referenced V-band system application. Also enclosed is a Fee Remittance Form (FCC Form 159) and a check payable to the Federal Communications Commission in the amount of \$1,280 to cover the filing fee. Acknowledgment and date of receipt of this filing is requested. A duplicate copy of this application is provided for this purpose.

Should you have questions concerning this matter, please contact Brian Robinson at (202) 775-7126.

Sincerely,



James U. Troup  
Brian D. Robinson

enclosure

**FEDERAL COMMUNICATIONS COMMISSION  
APPLICATION FOR SATELLITE SPACE AND EARTH STATION AUTHORIZATIONS**

FCC Use Only  
File Number  
Call Sign  
Fee Number

**APPLICANT INFORMATION**

1. Legal Name of Applicant <b>CAI Satellite Communications, Inc.</b>		2. Voice Telephone Number <b>518-462-2632</b>	
3. Other Name Used for Doing Business (if any)		4. Fax Telephone Number <b>518-462-2951</b>	
5. Mailing Street Address or P.O. Box <b>18 Corporate Woods Boulevard</b>		6. City <b>Albany</b>	8. Zip Code <b>12211</b>
ATTENTION:		7. State / Country (if not U.S.A.) <b>NY</b>	
9. Name of Contact Representative (If other than applicant) <b>Brian D. Robinson</b>		10. Voice Telephone Number <b>202-775-7126</b>	
11. Firm or Company Name <b>Arter &amp; Hadden, LLP</b>		12. Fax Telephone Number <b>202-857-0172</b>	
13. Mailing Street Address or P.O. Box <b>1801 K Street, N.W., Suite 400K</b>		14. City <b>Washington</b>	16. Zip Code <b>20006-1301</b>
ATTENTION: <b>Brian D. Robinson</b>		15. State / Country (if not U.S.A.) <b>DC</b>	

**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 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 checked="" 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 checked="" 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: \_\_\_\_\_

19. If this filing is an amendment to a pending application enter:  
(a) Date pending application was filed: **September 25, 1997**  
(b) File number of pending application: **191-SAT-P/LA-97**

**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. 21.4 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)       c. Other (Please specify) V-band (40.5-41.5 and 49.2-50.2 GHz)  
 b. Ku-Band (12/14 GHz)

**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.

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

**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?  YES  NO
30. Is the applicant an alien or the representative of an alien?  YES  NO
31. Is the applicant a corporation organized under the laws of any foreign government?  YES  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?  YES  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?  YES  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?  YES  NO  
If Yes, attach as an exhibit, copies of the requests for waivers or exceptions with supporting documents.
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.  YES  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.  YES  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.  YES  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 proceeding two items? If Yes, attach as an exhibit, an explanation of the circumstances.  YES  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.  YES  NO See Exhibit 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.  YES  NO
- 42a. Does the applicant intend to use a non-U.S. licensed satellite to provide service in the United States?  YES  NO  
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.
- 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? \_\_\_\_\_



### **Application Amendment**

CAI Satellite Communications, Inc. (CAI) hereby submits this Amendment to its application for authority to construct, launch and operate a new V-band satellite system to update information relating to the ownership of CAI and its parent company CAI Wireless Systems, Inc. (CAI Wireless), following the recent consummation of certain transactions by CAI Wireless. To the extent necessary CAI also requests an exemption of the "cut-off" rule pursuant to Section 25.116 of the Commission's regulations to permit the continued consideration of CAI's application in the current V-band processing round.

#### **I. Ownership Information.**

At the time CAI filed its initial application, it was a wholly-owned subsidiary of CAI Wireless, a publicly traded entity and one of the nation's largest providers of wireless cable television services. Subsequent to the filing of its initial application, CAI ceased to be a wholly-owned subsidiary of CAI Wireless when CAI Wireless filed a voluntary petition for reorganization under Chapter 11 in the U.S. Bankruptcy Court for the District of Delaware, Case No. 98-17659. The plan of reorganization contemplated, inter alia, that all of the common stock of CAI Wireless issued prior to the filing of the petition for reorganization would be canceled, and new shares would be issued to CAI Wireless' pre-petition creditors. Merrill Lynch Global Allocation Fund became the single largest shareholder of CAI Wireless, with 41 percent of the issued and outstanding shares of the reorganized CAI Wireless. No other creditor/shareholder

owned more than 5% of the equity of the reorganized CAI Wireless. In addition, and as part of the reorganization plan, ownership of the Applicant CAI was split in equal parts between CAI Wireless and Haig Capital LLC (Haig). Jared E. Abbruzzese, the then Chairman and Chief Executive Officer of CAI Wireless, owns 75% of Haig. No other shareholder owns more than 10% of Haig.

CAI Wireless sought and received FCC approval for the transfer of control of pre-bankruptcy CAI Wireless, and each of its licensee subsidiaries to the reorganized CAI Wireless. FCC approval was granted on September 18, 1998, File No. 50605-CM-TC(139)-98. On September 30, 1998, the Bankruptcy Court issued an order approving the plan of reorganization. CAI Wireless consummated the plan on October 14, 1998 and notified the FCC on October 20, 1998.

Earlier this year, CAI Wireless also announced that it had executed a definitive Agreement and Plan of Merger with MCI WorldCom, Inc. (MCI WorldCom). CAI Wireless filed for and received FCC approval for a transfer of control of the (post-bankruptcy) stock of CAI Wireless to MCI WorldCom to reflect the merger plan. The FCC approved the transfer of control application on June 28, 1999. *See* File No. 50293-CM-TC(157)-99. As of July 28, 1999, MCI WorldCom had acquired 62% of the common stock of CAI Wireless and the FCC was so notified. On August 31, 1999, MCI WorldCom acquired the remaining common stock of CAI



Wireless to complete its merger plan. CAI Wireless is now a wholly-owned subsidiary of MCI WorldCom. The current ownership structure of CAI and CAI Wireless is depicted in Figure 1 below.

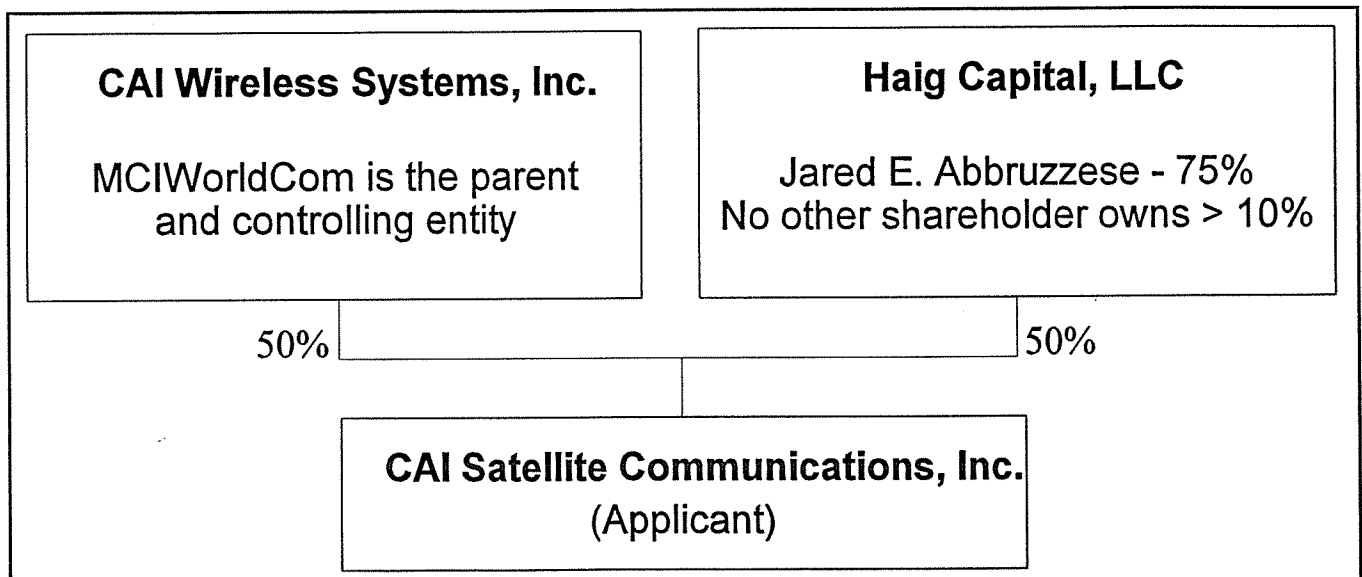


Figure 1

The current officers and directors of the Applicant are:

James P. Ashman, Director, Executive Vice President & Treasurer  
Geoffrey Simonds, Director  
Sabino Rodriguez, III, Secretary

Each individual is a citizen of the United States. Mr Ashman can be contacted at the CAI corporate address listed on page 1 of the FCC Form 312. Mr. Simonds' address is: Sentech

Medical Systems, Inc., 5353 North West 35<sup>th</sup> Avenue, Ft. Lauderdale, FL 33309. Mr.

Rodriguez' address is Day, Berry & Howard, One Canterbury Green, Stamford, CT 06091-2047.

## II. Request for Exemption of the "Cut-off" Rule.

To the extent that the ownership changes described above constitute a "major amendment" pursuant to Section 25.116 of the Commission's Rules, CAI respectfully requests an exemption from the "cut-off" rule. Section 25.116(c)(2) provides that a post cut-off major amendment involving ownership changes will not cause the underlying application to be treated as newly filed if, "the amendment reflects only a change in ownership or control found by the Commission to be in the public interest and, for which a requested exemption from a 'cut-off' date is granted." 47 C.F.R. § 25.116(c)(2).

The Commission has stated that an exemption from the cut-off rule is warranted under the following circumstances: (1) where the ownership amendment is to accomplish an independent legitimate business purpose and not primarily for acquiring pending applications; and (2) where the change in ownership is in the public interest.<sup>1</sup> The ownership amendment described herein is consistent with the Commission's policies. Consequently, the exemption of the cut-off rule should be granted.

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<sup>1</sup>*Constellation Communications, Inc.*, 11 FCC Rcd 18502, 18514 (1996); *STARSYS Global Positioning, Inc.*, 8 FCC Rcd 1662, 1662-63 (Dom. Fac. Div. 1993); *Hughes Communications, Inc.*, 59 RR 2d 502 (Com. Car. Bur. 1985); *Airsignal International, Inc.*, 81 FCC 2d 472 (1980).

First, the reported ownership changes occurred for reasons independent of CAI's interest in the V-band. The ownership changes reported herein reflect CAI's parent, CAI Wireless' efforts to restructure its financial position and further merge with MCI WorldCom. MCI WorldCom's merger interests are clearly focused on CAI's parent company, CAI Wireless, which is one of the nation's largest providers of wireless cable television service. MCI WorldCom has paid substantial consideration to obtain the common stock of CAI Wireless to obtain the benefit of CAI Wireless' nationwide terrestrial microwave facilities and Commission licenses in the Multipoint Multichannel Distribution Service (MMDS). MCI WorldCom will benefit from CAI Wireless' terrestrial microwave facilities to assist MCI WorldCom's efforts in providing "the last mile" telecommunications facilities necessary to compete with incumbent local exchange carriers. Consequently, MCI WorldCom's merger with CAI Wireless cannot be construed as having the primary purpose of obtaining an interest in CAI's V-band application.

Second, as indicated herein, the ownership change is in the public interest. Despite the fact that the purpose of the reported ownership change is only incidental to CAI and its application in the V-band, CAI will now have access to greater resources to go forward with its business plan, thereby enhancing CAI's prospects for making its V-band system available to the public sooner and introducing another competitor in the satellite services market.

Finally, the grant of the requested exemption would not prejudice any party or V-band applicant and will not adversely affect the Commission's consideration of V-band applications that have been filed with the Commission.

### **III. Conclusion**

In sum, CAI respectfully submits that the requested grant of an exemption to the "cut-off" rule is consistent with Commission policy and would serve the public interest. Consequently, the Commission should accept the instant ownership amendment pursuant to Section 25.116(c)(2) and treat this amendment as a minor change.

## CERTIFICATE OF SERVICE

I, Brian Robinson, do hereby certify that I have on this 30th day of September, 1999, mailed by first-class United States mail, postage prepaid, copies of the foregoing APPLICATION AMENDMENT to the following:

Thomas S. Tycz, Chief \*  
Satellite & Radiocommunications Division  
International Bureau  
Federal Communications Commission  
445 - 12th Street, S. W.  
Washington, DC 20554

Michael McCain, Esq. \*  
International Bureau  
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Communications, Ltd., Loral Orion Service,  
Inc. and Loral Orion Asia Pacific, Inc.)*



Brian D. Robinson

\* Hand-delivered