

ORIGINAL

GURMAN, KURTIS, BLASK & FREEDMAN

CHARTERED

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WASHINGTON, D.C. 20036

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ANDREA S. MIANO*

February 27, 1991

* NOT ADMITTED IN D.C.

Donna R. Searcy
Secretary
Federal Communications Commission
Room 222
1919 M Street, N.W.
Washington, D.C. 20554

Re: American Mobile Satellite Corporation/
AMSC Subsidiary Corporation
Mobile Satellite System at
139° N.W.

Dear Ms. Searcy:


On behalf of American Mobile Satellite Corporation ("AMSC") and AMSC Subsidiary Corporation, enclosed please find an original and two (2) copies of an FCC Form 702, which seeks approval of the proposed pro forma assignment of the above-noted authorization from AMSC to AMSC Subsidiary Corporation. Also enclosed is an FCC Form 155 and a check to the Commission in the amount of \$5,000.00, in payment of the approximate filing fee.

As noted in Exhibit 2 of the application, because the proposed assignee is wholly-owned by the proposed assignor, the proposed assignment is pro forma in nature and the application is accordingly exempt from the thirty-day public notice and petition to deny procedures specified in Sections 309(b) and (d)(1) of the Communications Act of 1934, as amended.

Please date-stamp and return the enclosed extra copy of this filing to the undersigned in the self-addressed postage prepaid envelope also provided.

Should you have any questions, or require additional information concerning this application, please contact undersigned counsel.

Very truly yours,


Lon C. Levin

Enclosure
cc (w/encl.): Cecily C. Holiday, Esquire

FEE PROCESSING FORM

FCC
USE
ONLY

FCC/MELLON FEB 28 1991

03-01-91 B160318 003

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.

SECTION I

APPLICANT NAME (Last, first, middle initial)
American Mobile Satellite Corporation/AMSC Subsidiary Corporation

MAILING ADDRESS (Line 1) (Maximum 85 characters - refer to Instruction (2) on reverse of form)
c/o Gurman, Kurtis, Blask & Freedman, Chartered

MAILING ADDRESS (Line 2) (If required) (Maximum 85 characters)
1400 Sixteenth Street, N.W., Suite 500

CITY
Washington

STATE OR COUNTRY (if foreign address) ZIP CODE CALL SIGN OR OTHER FCC IDENTIFIER (if applicable)
DC 20036

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)	
(1) B F Y		\$ 5,000.00	

RECEIVED
MAY 5 1991
Satellite Radio Branch

SECTION II — 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
FEE TYPE CODE	FEE MULTIPLE (if required)	FEE DUE FOR FEE TYPE CODE IN COLUMN (A)	
(2)		\$	
(3)		\$	
(4)		\$	
(5)		\$	

ADD ALL AMOUNTS SHOWN IN COLUMN C, LINES (1) THROUGH (5), AND ENTER THE TOTAL HERE. THIS AMOUNT SHOULD EQUAL YOUR ENCLOSED REMITTANCE. →

TOTAL AMOUNT REMITTED WITH THIS APPLICATION OR FILING	FOR FCC USE ONLY
\$ 5,000.00	5000.00

Approved by OMB
3080-0068
Expires 9/30/91

FCC Form 702
August 1989

DO NOT USE THIS BOX

Number of permit or license _____

Call letters _____

Class of service _____

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MAY 5 1991
Domestic Facilities Division
Satellite Radio Branch

File No.

FEDERAL COMMUNICATIONS COMMISSION
Washington, D. C. 20554

APPLICATION FOR CONSENT TO ASSIGNMENT OF RADIO STATION CONSTRUCTION
PERMIT OR LICENSE

(FOR STATIONS IN SERVICES OTHER THAN BROADCAST)

(Must be fully executed on typewriter or ink and submitted in duplicate direct to the Federal Communications Commission, Washington, D.C. 20554 in AMPLE TIME to be acted upon by the Commission prior to date of required completion of construction in permit or expiration of license).

If any information or documents which are already on file with the Commission are required to be filed with the application, proper references thereto may be made herein in lieu of refileing, together with a statement that there has been no change therein since date of filing thereof.

PART I

(To be executed by assignor [the present permittee or licensee], wherever the legal right to construct or to control the use and operation of station is to be transferred to assignee by VOLUNTARY ACT OF ASSIGNOR, as by contract or other agreement.)

February 27, 1991
(Date)

I hereby transfer and assign to AMSC SUBSIDIARY CORPORATION
(Assignee)

subject to the approval of the Commission, all my right, title, and interest in and to ~~Construction Permit License~~
the authorization ~~XXXXXXXXXXXX~~, dated May 31, 1989, granted to me to ~~construct~~ ^{it} ~~operate~~ ^{construct} the transmitting apparatus launch and operate ~~located at No. _____ as described in Exhibit 1 _____ Street, _____ City, _____ State~~ at 139 degrees W.L. _____ State, or any similar ~~permit~~ ^{license} subsequently granted.

Assignor represents that said ~~permit requires completion of construction~~ ^{license expires} on (See Exhibit 1)
(Insert the date required,

or the last extension thereof heretofore granted)

I request that the Commission grant its written consent to the foregoing assignment.

AMERICAN MOBILE SATELLITE CORPORATION
(Name of present grantee)

By Jesús M. Borden
(Authorized officer or agent)
1150 Connecticut Avenue, N.W., Fourth Floor
Washington, D.C. 20036
(Post office address)

¹ If signed by an agent other than the authorized officer of assignor, power of attorney or other authority of agent to sign must be attached.

NOTE.—In addition to the information called for by this form the Commission will require the furnishing of such additional information as in its judgment may be necessary for its consideration of this application. Before the radio equipment described herein may be used by the assignee, approval by the Commission must be obtained. See Section 316, Communications Act of 1934, as amended.

PART II

Is this application made for consent to voluntary or involuntary assignment of permit or license? Voluntary

If involuntary, state name of present licensee (N/A) Call letters (N/A)

If assignee has obtained the legal right to construct, or to control the use and operation of station as a result of involuntary act of assignor, assignee represents that there is attached a certified copy of court order or other legal instrument by which assignee has obtained such right.

(To be executed by assignee who is to obtain the legal right to construct or to control the use and operation of station, as a result of VOLUNTARY ACT [contract or other agreement], or INVOLUNTARY ACT [death or legal disability] of grantee of permit or license, or by involuntary assignment of the physical property constituting the station under decree of court in bankruptcy proceedings, or other court order, or by operation of law in any other manner.)

1. Name of assignee? AMSC SUBSIDIARY CORPORATION

2. Post office address: City Washington State DC Zip Code 20036

Street and number 1150 Connecticut Avenue, N.W., Fourth Floor

3. What is transferee's principal business? Mobile communications via satellite

(a) What other business or businesses is applicant directly or indirectly interested in? Explain fully (None)

(b) If applicant is a corporation, what other business or businesses are the officers, directors, or principal stockholders directly or indirectly interested in? Explain fully. (Attach additional sheets, if necessary.)

(See Exhibit 2)

4. Is assignee a citizen of the United States? (N/A)

If so, state whether by birth or naturalization (N/A)

5. Is assignee a representative of an alien or of a foreign government? No

6. State whether assignee is a corporation, partnership, or association Corporation

7. If assignee is a corporation—

(a) Under laws of what State or country is it organized? Delaware
(A certified copy of the articles of incorporation shall be attached if not heretofore filed with the Commission.)

(b) Is more than one-fifth of capital stock owned of record or may it be 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? No

(c) Is any director or officer an alien? No If so, state name and position of each (N/A)

(d) Give names and addresses of all stockholders owning and/or voting 10 percent or more of assignee's stock and percentage of stock held by each (See Exhibit 2)

* If a corporation, state corporate name; if a partnership, state names of all partners and the name under which the partnership does business; if an unincorporated association, state the name of an executive officer, the office held by him, and the name of the association. The same name or names should be signed in the place provided at the end of application, except that in the case of a partnership the application may be signed in the name of the partnership by one of the partners.

8. If assignee is a corporation, is assignee directly or indirectly controlled by any other corporation?.....

Yes

(a) If so, give name and address of such controlling corporation

American Mobile Satellite Corporation, 1150 Connecticut Avenue, N.W.,
Fourth Floor, Washington, D.C. 20036

(b) Under laws of what State or country is such corporation organized? Delaware

(A certified copy of the articles of incorporation shall be attached if not heretofore filed with the Commission.)
(See Exhibit 3)

(c) Is more than one-fourth of capital stock of such corporation owned of record or may it be 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? No

(d) Is any director or officer of such corporation an alien? No If so, state name and position of each (N/A)

(e) Is the above-described controlling corporation in turn a subsidiary? No
If so, attach additional sheets answering question 8 (a) to (d), inclusive, for each company to and including the organization having final control.

9. If application is made in behalf of an unincorporated association, state— (N/A)

(a) Purpose of the association
(A certified copy of the articles of association, or bylaws, shall be attached if not heretofore filed with the Commission.)

(b) The number of members

(c) Whether any members are aliens

(d) If so, state name and position of each

10. (a) Is assignee directly or indirectly, through stock ownership, contract, or otherwise, interested in the ownership or control of any other radio stations? No

If so, state call letters and location of such stations (N/A)

(b) Has the assignee in the past fifteen years been directly or indirectly interested in the ownership or control of any radio stations other than those referred to under (a)? No

If so, state classes of stations and exact names of licensees (N/A)

11. (a) State assignee's relation to station (whether assignee is to be owner or lessee, and, if neither owner nor lessee, state nature of assignee's interest in use and control of station) Owner

(If not owner, a copy of agreement showing assignee's interest in station must be attached if not heretofore filed with the Commission.)

(b) If assignee is not to be owner of station, who is? (N/A)

(c) Will assignee have absolute control of station, both as to physical operation and service conducted?

Yes

If not, attach copy of any contract which may in any way affect assignee's right to do so.

12. (a) State definite facts showing assignee's financial responsibility with respect to construction and/or operation of station (N/A - pro forma assignment: See Exhibit 4)

(b) State whether stock is to be sold for purpose of raising money to construct and/or operate station:

(N/A - pro forma assignment: See Exhibit 4)

13. (a) Has the assignee been finally adjudged guilty by any Federal Court of unlawfully monopolizing, or attempting unlawfully to monopolize, radio communication directly or indirectly through control of manufacture or sale of radio apparatus, exclusive traffic arrangements, or any other means, or of unfair methods of competition? No

(b) Is assignee directly or indirectly controlled by any party finally adjudged guilty as above stated?

No

14. State definite facts why the construction and/or operation of the station will be in the public convenience, interest, or necessity(See Exhibit 2)

15. The assignor's most recent applications for Construction Permit and/or License are to be considered as part of this application, and the truth of the statements therein contained is hereby reaffirmed by the assignee, except insofar as the contrary expressly appears herein, and in the following particulars:

(N/A)

16. The assignee 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 that written consent be granted to assign the Construction Permit or License herein mentioned to him.
17. The assignee, subject to the granting of such written consent, assumes all the obligations and agrees to abide by all the conditions imposed upon the assignor under the above-mentioned Construction Permit or License except that he shall not be liable for any act done by, or any right accrued or any suit or proceeding had or commenced against, the assignor prior to said assignment.

CERTIFICATION

I certify that the statements in this application are true, complete, and correct to the best of my knowledge and belief, and are made in good faith.

Signed and dated this 27 day of February, 1991

WILLFUL FALSE STATEMENTS
MADE ON THIS FORM ARE
PUNISHABLE BY FINE AND
IMPRISONMENT. U. S. CODE,
TITLE 18, SECTION 1001

AMSC SUBSIDIARY CORPORATION

Name of Applicant (must correspond with item 1, part II)

By Jesse M. Brown
Signature (designate appropriate classification below)

- Individual Applicant
 Member of Applicant Partnership
 Officer of Applicant Corporation or Association

BE SURE ALL NECESSARY INFORMATION IS FURNISHED

Notice: Sections 301, 303, and 308 of the Communications Act of 1934, as amended, (licensing powers) authorized the FCC to request the information on this application. The purpose of the information is to determine your eligibility for a license. The information will be used by FCC staff to evaluate the application, to determine station location, to provide information for enforcement and rulemaking proceedings and to maintain a current inventory of licensees. No authorization can be granted unless all information requested is provided. Failure to provide all requested information will delay the processing of the application. Information requested by this form will be available to the public. Response to the information requested is required to obtain the requested authorization.

Public reporting burden for this collection of information is estimated to average 5 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 the Office of Information and Regulatory Affairs, Office of Management and Budget Paperwork Reduction Project (3060-0068), Washington, DC 20503.

The foregoing Notice is required by the Privacy Act of 1974, PL. 93-579, December 31, 1974, 5 U.S.C. 552(a)(3) and the Paperwork Reduction Act of 1980, PL. 96-511, December 11, 1980, 44 U.S.C. 3504(c)(3)(C).

EXHIBIT 1

FCC AUTHORIZATION

(Response to Part I)

The Commission granted the subject authorization to American Mobile Satellite Corporation by Memorandum Opinion, Order and Authorization, FCC 89-183, 4 FCC Rcd 6041 (1989). That Order, which specifies the terms and conditions of the authorization, is incorporated by reference herein.

EXHIBIT 2

DESCRIPTION OF TRANSACTION AND PUBLIC INTEREST SHOWING

(Responses to Items 3(b), 7(d) and 14)

American Mobile Satellite Corporation ("AMSC") proposes to assign to AMSC Subsidiary Corporation, a newly-formed, wholly-owned subsidiary of AMSC, AMSC's authorization to construct, launch and operate a mobile satellite system. Because the proposed assignment would facilitate the construction, launch and operation of the authorized facilities, it is respectfully submitted that Commission grant of this application and approval of the assignment would be consistent with the public interest.

Because one hundred percent of the stock of the proposed assignee is owned by AMSC,^{1/} it is respectfully submitted that the proposed assignment is pro forma in nature and the thirty-day public notice and petition to deny procedures specified in Sections 309(b) and (d)(1) of the Communications Act of 1934, as amended, should not apply to the Commission's processing of this application. See Section 309(c)(2)(B) of the Act.

^{1/} An FCC Form 430 for AMSC Subsidiary Corporation providing complete information concerning the proposed assignee follows this Exhibit.

**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.

1. Business Name and Address (Number, Street, State and ZIP Code) of Filer's Principal Office: AMSC Subsidiary Corporation 1150 Connecticut Avenue, N.W., Fourth Floor Washington, D.C. 20036	2. (Area Code) Telephone Number: (202) 331-5858 3. If this report supercedes a previously filed report, specify its date: (N/A)
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4. Filer is (check one): <input type="checkbox"/> Individual <input type="checkbox"/> Partnership <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Other (Specify):	5. Under the laws of what State (or other jurisdiction) is the Filer organized? Delaware
--	--

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

Proposed assignee of authorization to construct, launch and operate mobile satellite facilities from American Mobile Satellite Corporation.

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. Yes No

(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. Yes No

(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. Yes No

(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. Yes No

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. Yes No

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

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

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.

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

(See Exhibit VI)

(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 of the president and directors of the controlling corporation.

(See Exhibit VI)

(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 2/27/1991	Filer (Must correspond with that shown in Item 1) AMSC SUBSIDIARY CORPORATION	Typed or Printed Name Leslie A.L. Borden
	Signature <i>Leslie A. Borden</i>		Title Secretary

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 III

FELONY CONVICTIONS

(Response to Item 7(c))

Filer is a wholly-owned subsidiary of American Mobile Satellite Corporation, one of whose shareholders is Hughes Communications Mobile Satellite Services, Inc. ("Hughes"). A statement relating the specific facts regarding the conviction in question may be found in the FCC Form 430 of Hughes filed with the Commission on August 7, 1990.

EXHIBIT VI

CORPORATE INFORMATION

(Response to Item 10)

One hundred percent (100%) of the stock of Filer is held by American Mobile Satellite Corporation ("AMSC") and the officers of Filer are identical to those individuals currently serving in the respective positions as officers of AMSC. The directors of Filer are Andrew A. Quartner, Carson E. Agnew and Jai P. Bhagat, each of whom also serves as a director of AMSC. The current FCC Form 430 of AMSC, which is being concurrently filed herewith, provides complete information concerning the officers and directors of Filer and their respective business activities.

**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>1. Business Name and Address (Number, Street, State and ZIP Code) of Filer's Principal Office:</p> <p>American Mobile Satellite Corporation 1150 Connecticut Avenue, N.W., 4th Floor Washington, D.C. 20036</p>	<p>2. (Area Code) Telephone Number: (202) 331-5858</p> <p>3. If this report supercedes a previously filed report, specify its date: 9/6/90</p>
<p>4. Filer is (check one): <input type="checkbox"/> Individual <input type="checkbox"/> Partnership <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Other (Specify):</p>	<p>5. Under the laws of what State (or other jurisdiction) is the Filer organized? Delaware</p>
<p>6. List the common carrier and satellite radio services in which Filer has applied or is a current licensee or permittee: Mobile Satellite Service Aeronautical Mobile Satellite Service (R)</p>	

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.* Yes No

(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.* Yes No

(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.* Yes No

(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.* Yes No

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.* Yes No

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

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

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.

Yes No

(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
	Signature		

2/27/91 AMERICAN MOBILE SATELLITE CORPORATION Leslie A.L. Borden
 Leslie A. Borden Secretary

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.

American Mobile Satellite
Corporation
FCC Form 430

EXHIBIT III

FELONY CONVICTIONS

(Response to Item 7(c))

A statement relating the specific facts can be found in the
FCC Form 430 filed with the Commission on August 7, 1990, by Hughes
Communications Mobile Satellite Services, Inc.

EXHIBIT VI

CORPORATE INFORMATION

(Response to Item 10(a))

The following is a list of those shareholders, along with their respective addresses, owning of record and/or voting 10 percent or more of the filer's voting stock. Each of the corporations listed below, with the exception of North American Mobile Satellite Inc. ("NAMS"), owns 12.81 percent*/ of voting Class A common stock of American Mobile Satellite Corporation. NAMS owns 10.35 percent*/ of voting Class A common stock. All of the shareholders are U.S. entities.

Hughes Communications Mobile
Satellite Services, Inc.
1900 E. Grand Avenue
Building SC/S64/B430
El Segundo, California 90245

McCaw Space Technologies, Inc.
Suite 401
1250 Connecticut Avenue, N.W.
Washington, D.C. 20036

Mobile Satellite Corporation
65 Valley Stream Parkway, Suite 110
Malvern, Pennsylvania 19335

Mtel Space Technologies Corporation
200 South Lamar Street
Security Centre, South Building
Jackson, Mississippi 39201

*/ Indicated percentages have been rounded to the nearest one-hundredth percent.

North American Mobile Satellite, Inc.
153 East 53rd Street
Suite 5500
New York, New York 10022

Satellite Mobile Telephone Company L.P.
57 East 11th Street
New York, New York 10003

Skylink Corporation
1800 30th Street, Suite 219
Boulder, Colorado 80301

Transit Communications, Inc.
1167 North Holliston Avenue
Pasadena, California 91104

EXHIBIT VII

OFFICERS AND DIRECTORS OF FILER

(Response to Item 10(b))

The following are the names and addresses of the current officers and directors of American Mobile Satellite Corporation.

<u>Name and Address</u>	<u>Title</u>
Brian B. Pemberton American Mobile Satellite Corporation 1150 Connecticut Ave., N.W. Washington, D.C. 20036	President & Chief Operating Officer
Leslie A.L. Borden American Mobile Satellite Corporation 1150 Connecticut Ave., N.W. Washington, D.C. 20036	General Counsel; Corporate Secretary
Christopher R. McCleary American Mobile Satellite Corporation 1150 Connecticut Ave., N.W. Washington, D.C. 20036	Vice President - Sales and Marketing
Robert A. Kerstein American Mobile Satellite Corporation 1150 Connecticut Ave., N.W. Washington, D.C. 20036	Vice President - Finance/ Chief Financial Officer; Treasurer
Francois Giorgio American Mobile Satellite Corporation 1150 Connecticut Ave., N.W. Washington, D.C. 20036	Vice President - Engineering and Operations
Carson E. Agnew Hughes Communications Mobile Satellite Services, Inc. 1900 East Grand Avenue Building SC/S64/B430 El Segundo, CA 90245	Director

<u>Name and Address</u>	<u>Title</u>
John C. Baker Alan Patricof Associates 545 Madison Avenue, 15th Floor New York, New York 10022	Director
Jai P. Bhagat Mtel Space Technologies Corporation 200 South Lamar Street Security Center, South Building Jackson, MS 39201	Director
J. Shelby Bryan Millicom, Inc. 153 East 53rd Street Suite 5500 New York, NY 10022	Director
Gary K. Noreen Transit Communications Inc. 1167 North Holliston Avenue Pasadena, CA 91104	Director
Billy J. Parrott Satellite Mobile Telephone Company, L.P. 57 East 11th Street New York, New York 10003	Director
Andrew A. Quartner McCaw Cellular Communications 1250 Connecticut Avenue, N.W. Washington, D.C. 20036	Director
Albert L. Zesiger BEA Associates, Inc. One Citicorp Center 153 East 53rd Street, 58th Floor New York, NY 10022	Director

Each of the above-noted officers and directors is a United States citizen.

EXHIBIT VIII

CONTROLLING CORPORATIONS: OWNERSHIP AND CONTROL

(Response to Item 10(c))

Listed below are the management and holders of a 10 percent or more interest in the companies listed in Exhibit VI. Some corporations have recently filed Form 430s, which are cross-referenced herein as necessary.

HUGHES COMMUNICATIONS MOBILE SATELLITE SERVICES, INC.

1990 Grand Avenue, El Segundo, California 90245; primarily engaged in mobile satellite services.

The ownership and control information regarding Hughes Communications Mobile Satellite Services, Inc. can be found in the FCC Form 430 filed with the Commission on August 7, 1990.

MCCAW SPACE TECHNOLOGIES, INC.

1250 Connecticut Avenue, N.W., Suite 401, Washington, D.C. 20036;
primarily engaged in the business of international satellite
services and mobile satellite services.

The ownership and control information regarding McCaw Space
Technologies, Inc. can be found in the FCC Form 430 filed with the
Commission by Anderson CellTelCo Partnership on May 3, 1990.

MOBILE SATELLITE CORPORATION

c/o BEA Associates, One Citicorp Center, 153 E. 53rd Street, 58th floor, New York, NY 10022; primarily engaged in mobile satellite services.

Shareholders

Interest Owned

BEA Associates One Citicorp Center 153 East 53rd Street 58th Floor New York, New York 10022	20.62%
Metromedia Company One Harmon Plaza Secaucus, New Jersey 07096	31.2%
The Albert and Barne Zesiger Fund c/o BEA Associates One Citicorp Center 153 E. 53rd Street New York, NY 10022	10.60%

Officer

John D. Kiesling (President)
1047 Beaumont Road
Berwyn, Pennsylvania 1931

Directors

Roy E. Anderson
24 Pinewood Drive
Scotia, New York 12302

Myles P. Berkman
Associated Communications of
Delaware, Inc.
200 Gateway Towers
Pittsburgh, Pennsylvania 15222

Albert J. Zesiger
BEA Associates
One Citicorp Center
153 East 53rd Street, 58th Floor
New York, New York 10022

Directors

Seymour Wigwod
Metromedia Company
One Harmon Plaza
Secaucus, New Jersey 07096

Edward L. Barlow
Whitcom Investment Company
110 West 51st Street
Room 4600
New York, New York 10022

Howard E. Reinheimer, Jr.
Reinheimer & Company
1800 Second Street, Suite 795F
Sarasota, FL 34236

A. John May
Duane, Morris & Heckscher
One Liberty Place
Philadelphia, Pennsylvania 19102

MTEL SPACE TECHNOLOGIES CORPORATION

200 South Lamar Street, Security Centre, South Building, Jackson, Mississippi 39201; primarily engaged in mobile satellite services.

The ownership and control information regarding Mtel Space Technologies Corporation can be found in the FCC Form 430 filed with the Commission by Mtel Digital Services, Inc. on April 2, 1990 and its supplement filed May 4, 1990.

NORTH AMERICAN MOBILE SATELLITE, INC.

153 East 53rd Street, Suite 5500, New York, NY 10022; primarily engaged in mobile satellite services.

Shareholder

Interest Owned

Millicom U.S. Inc.
153 East 53rd Street
Suite 5500
New York, NY 10022

95% Common
100% Preferred

Officers and Directors

Position

Lawrence Melillo
Millicom U.S. Inc.
153 East 53rd Street
Suite 5500
New York, NY 10022

Vice President, Secretary,
Treasurer, Director

J. Shelby Bryan
Millicom U.S. Inc.
153 East 53rd Street
Suite 5500
New York, NY 10022

Director

The office of President of North American Mobile Satellite Inc. is currently vacant.

All of the above-noted officers, directors and shareholders are U.S. citizens.

SATELLITE MOBILE TELEPHONE COMPANY, L.P.

1370 Avenue of the Americas, New York, New York 10019; primarily engaged in mobile satellite services.

The ownership and control information regarding Satellite Mobile Telephone Company, L.P. can be found in the FCC Form 430 filed with the Commission on July 30, 1990.

SKYLINK CORPORATION

1800 30th Street, Suite 219, Boulder, Colorado 80301; primarily engaged in mobile satellite services.

<u>Shareholders</u>	<u>Interest Owned</u>
Battery Ventures, L.P. 200 Portland Street Boston, MA 02114	18.51%
The Centennial Fund, Inc. Centennial Fund II, L.P. 1999 Broadway, Suite 2100 Denver, Colorado 80202	18.55%
Alan Patricof Associates, Inc. 545 Madison Avenue New York, NY 10022	18.55%
Technology Partners 1550 Tiburon Blvd., Suite A Belvedere, CA 94920	7.62%
Michael Exner 424 Utica Avenue Boulder, CO 80304	4.83%

<u>Officers and Directors</u>	<u>Position</u>
Robert G. Barrett Battery Ventures, L.P. 200 Portland Street Boston, MA 02114	President, Acting Chief Executive Officer, Director
William Hart Technology Partners 1550 Tiburon Blvd., Suite A Belvedere, CA 94920	Director
John C. Baker Alan Patricof Associates, Inc. 545 Madison Avenue New York, NY 10022	Director

<u>Officers and Directors</u>	<u>Position</u>
Stephen W. Schovee Centennial Fund, Ltd. 1999 Broadway, Suite 2100 Denver, Colorado 80202	Director
Philip C. Ecklund c/o Skylink Corporation 1800 30th Street, Suite 219 Boulder, Colorado 80301	Director
Hial Gernert c/o Skylink Corporation 1800 30th Street, Suite 219 Boulder, Colorado 80301	Director
Ondine Nuchi Wilson, Sonsini, Goodrich & Rosati Two Paolo Alto Square Paolo Alto, California 94306	Secretary

All of the above-noted officers, directors and shareholders are U.S. citizens.

TRANSIT COMMUNICATIONS, INC.

1167 North Holliston Avenue, Pasadena, California 91104; primarily engaged in mobile satellite services. The ownership and control information for Transit Communications, Inc. can be found in the updated Form 430 filed with the Commission on July 12, 1990.

AMSC Subsidiary Corporation
FCC Form 702

EXHIBIT 3

CERTIFICATE OF INCORPORATION

(Response to Item 8(b))

Attached hereto is a certified copy of the Certificate of Incorporation of AMSC Subsidiary Corporation, the proposed assignee of the subject authorization.



CT System

FEB 22 1991

RE: AMSC Subsidiary Corporation

RECEIVED
FEB 25 1991
ESLIE A.L. BORDEN

ie Corporation
ust Company
The Green
ver, DE 19901
2 734 7492
x 302 674 8340

Arnold & Porter
Attention: Mr. Bruce A. Adams
Three Lafayette Centre
1155 21st Street, N.W.
Washington, D.C. 20036

Dear Mr. Adams:

Pursuant to instructions received, the executed Certificate of Incorporation for this corporation was filed in the office of the Secretary of State of Delaware on February 22, 1991, at 12:30 P.M., and a certified copy thereof is being recorded in the office of the Recorder of Deeds of New Castle County, Wilmington, Delaware. This copy will be forwarded to you when released by the Recorder.

We enclose one certified copy of the Certificate of Incorporation.

Very truly yours,

Terry L. Ford
Service Division

TLF/mh

Enc.

FEDERAL EXPRESS

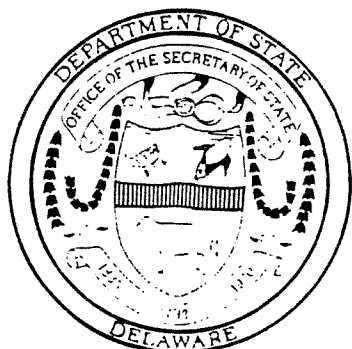
UU 93965-2/Shampang



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 INCORPORATION OF AMSC SUBSIDIARY CORPORATION FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF FEBRUARY, A.D. 1991, AT 12:30 O'CLOCK P.M.

* * * * *



731052024

Michael Harkins
Michael Harkins, Secretary of State

AUTHENTICATION: *2945476

DATE: 02/22/1991

CERTIFICATE OF INCORPORATION
OF
AMSC SUBSIDIARY CORPORATION

FIRST: The name of the corporation (the "Corporation") is AMSC Subsidiary Corporation.

SECOND: The address of the registered office of the Corporation in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, in the County of New Castle, in the State of Delaware. The name of the Corporation's registered agent at such address is The Corporation Trust Company.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of the State of Delaware.

FOURTH: The total number of shares of stock the Corporation has the authority to issue is 3,000 shares of Common Stock, \$0.10 par value per share.

FIFTH: The name and mailing address of the incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Leslie A.L. Borden	1150 Connecticut Avenue, N.W. Washington, D.C. 20036

SIXTH: Elections of directors need not be by written ballot. The books of the Corporation may be kept (subject to any provision contained in the General Corporation Law of the State of Delaware or other applicable 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 bylaws of the Corporation.

- 2 -

SEVENTH: The original bylaws of the Corporation shall be adopted by the incorporator named herein. Thereafter, the Board of Directors shall have the power, in addition to the stockholders, to make, alter, or repeal the bylaws of the Corporation if and to the extent permitted by the provisions governing amendment of the bylaws contained in the bylaws as in effect from time to time.

EIGHTH: Whenever a compromise or arrangement is proposed between the Corporation and its creditors or any class of them and/or between the Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may on the application in a summary way of the Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for the Corporation in accordance with the laws of Delaware or on the application of trustees in dissolution or of any receiver or receivers appointed for the Corporation in accordance with the laws of Delaware order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of the Corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of the Corporation, as the case may be, and also on the Corporation.

NINTH: A director of the Corporation shall, to the maximum extent permitted by the laws of Delaware, have no personal liability to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, provided that this Article NINTH shall not eliminate or reduce the liability of a director in any case where such elimination or reduction is not permitted by law.

TENTH: Each person who is or was a director or officer of the Corporation shall be indemnified by the Corporation to the fullest extent permitted by the General Corporation Law of the State of Delaware or any other applicable laws as presently or hereafter in effect. Without limiting the generality or the effect of the foregoing, the Corporation may enter into one or more agreements with any person which provide for indemnification greater or different than that provided in this Article TENTH. Any repeal or modification of this Article TENTH shall not adversely affect any right or protection existing hereunder immediately prior to such repeal or modification.

ELEVENTH: The Corporation expressly elects not to be governed by Section 203 of the General Corporation Law of the State of Delaware.

TWELFTH: 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 are granted subject to this reservation.

I, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this Certificate, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 22nd day of February, 1991.



Leslie A.L. Borden

EXHIBIT 4

FINANCIAL SHOWING

(Response to Item 12)

As demonstrated in Exhibit 2 to this application, the proposed assignment is pro forma in nature, with American Mobile Satellite Corporation ("AMSC") wholly-owning and remaining in control of the proposed assignee. AMSC has the requisite financial ability to construct, launch and operate the proposed satellite facilities, a conclusion reached by the Commission when it awarded AMSC the subject authorization. Accordingly, the proposed assignee, a wholly-owned subsidiary of AMSC, possesses the requisite financial qualifications to allow Commission approval of the proposed assignment.