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DEC 22 1994

Before The  
FEDERAL COMMUNICATIONS COMMISSION  
Washington, DC 20554  
FEDERAL COMMUNICATIONS COMMISSION  
OFFICE OF THE SECRETARY

Received

In re Application of )  
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CONSTELLATION )  
COMMUNICATIONS, INC. )  
 )  
For Authority to Construct, )  
Launch and Operate a Low-Earth )  
Orbit Satellite System in the )  
1.6/2.4 GHz Bands )  
\_\_\_\_\_ )

File Nos. 17-DSS-P-91 )  
and CSS-91-013 )  
9-SAT-LA-95 )  
10-SAT-AMEND-95 )  
DEC 27 1994  
Spectrum Management Division

To: The Commission

PETITION TO DENY

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Dated: December 22, 1994

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_____	)	

To: The Commission

PETITION TO DENY

Loral/QUALCOMM Partnership, L.P. ("LQP"), by its undersigned attorneys, hereby petitions to deny the application of Constellation Communications, Inc. ("Constellation"), for authority to construct, launch and operate a low-earth orbit satellite system in the 1.6/2.4 GHz bands.<sup>1</sup> Constellation's application must be denied because: (1) it fails to meet the Commission's financial standard for Big LEO service, (2) there has been a transfer of control of the applicant requiring the application to be considered newly filed, and (3) Constellation has failed to comply

<sup>1</sup> LQP is also an applicant for a license in the 1.6/2.4 GHz MSS service. LQP's GLOBALSTAR system, like Constellation's LEO system, would use CDMA access technology, and so would be required to operate co-frequency with Constellation's system under the Commission's domestic band segmentation plan. See Report and Order, FCC 94-261, ¶¶ 44-46 (released Oct. 14, 1994). Accordingly, LQP has a substantial interest in Commission action on Constellation's application.

with the Commission's requirements to provide timely and complete information concerning changes to its ownership structure.

I. SUMMARY

Constellation's recently amended financial showing is fatally defective because the proffered information fails to meet the "strict financial requirement [which] is warranted for the Big LEO Service." Report and Order, FCC 94-261, ¶ 30 (released Oct. 14, 1994) ("MSS Rules Order"). Moreover, based on Constellation's previously unreported but now admitted transfer of control of the applicant, Constellation's application must be deemed "newly filed" pursuant to the statutory requirements of Section 309 of the Communications Act, and, therefore, not available for consideration in the current processing group. Aside from these two obvious bars to grant of Constellation's application, the information provided by Constellation in its November 16, 1994 amendment reveals substantial and material questions of fact regarding Constellation's lack of candor and failure to fulfill its reporting obligations regarding the wholesale restructuring of its ownership, or to reveal these changes fully in a timely manner, which preclude grant and, at a minimum require investigation prior to any further processing. Accordingly, Constellation's application must be denied.<sup>2</sup>

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<sup>2</sup> All facts set forth in this petition are matters of public record or are provided in attachments, and so, no verification is required. See 47 U.S.C. § 309(d)(1).

II. CONSTELLATION'S APPLICATION MUST BE DENIED BECAUSE IT HAS NOT MET THE REQUIRED FINANCIAL STANDARD.

In its November 16, 1994, amended application, Constellation represented that it was relying only on internal financing from two "corporate parents," Bell Atlantic Enterprises International and E-Systems, Inc., to satisfy the financial qualifications standard for MSS Above 1 GHz. Constellation Amendment and Application for Launch Authorization and License, at 33-34 & Ex. 4 (filed Nov. 16, 1994) ("Amended Application"). However, the letters provided by Bell Atlantic and E-Systems fail to establish that Constellation's financial qualifications meet the Commission's standard for this service. See 47 C.F.R. § 25.143(b)(3). Accordingly, Constellation's application is fatally defective and, as required by the Commission's Rules and precedent, must be denied. See, e.g., Advanced Business Communications Inc., 58 RR 2d 153 (1985); National Exchange, Inc., 103 FCC 2d 836 (1985).

A. Constellation Has Failed to Demonstrate That It Is Financially Qualified.

Under the Commission's financial standard for the 1.6/2.4 GHz MSS service, each applicant must demonstrate its current financial ability to meet "the estimated costs of the construction and launch of all proposed space stations in the system and the estimated operating expenses for one year after the launch of the initial space station." See 47 C.F.R. § 25.143(b)(3); Domestic-Fixed Satellite

Service, 58 RR 2d 1267 (1985), recon. denied, 61 RR 2d 992 (1986). Applicants relying on internal financing must demonstrate "current assets or operating income sufficient to cover system costs." MSS Rules Order, ¶ 31. In addition, such applicants must submit "evidence of a management commitment to the proposed satellite system." 47 C.F.R. § 25.143(b)(3); see also 47 C.F.R. § 25.140(d)(1).

Constellation's Exhibit 4 to its November 16, 1994 amended application reflects serious and multiple defects in the required financial showing. Constellation relies solely on two letters from what it refers to as its "corporate parents," Bell Atlantic Enterprises International and E-Systems, Inc.<sup>3</sup> Bell Atlantic and E-Systems own approximately 8% and 31%, respectively, of the applicant's voting stock.<sup>4</sup> See Amended Application, at 4 & n.11. Constellation has submitted a balance sheet and a letter from management of those two companies in purported compliance with the Commission's Rules for applicants relying on internal financing. See 47 C.F.R. § 25.140(d)(1). These letters,

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<sup>3</sup> Constellation claims that it has established relationships with Telecomunicacoes Brasileiras S.A., Martin Marietta Astro Space and Texas Instruments. Amended Application, at 5-6. However, it has submitted no evidence that any of these companies, or any shareholder other than Bell Atlantic and E-Systems, is providing financial support which could be used to demonstrate Constellation's financial qualifications. Accordingly, any relationship with these companies is irrelevant to Constellation's financial qualifications.

<sup>4</sup> There is a substantial question whether shareholders with 8% and 31% voting interests can be deemed "corporate parents" which are qualified to provide a management commitment pursuant to Section 25.140(d)(1).

however, do not meet the Commission's Big LEO financial standard either separately or in combination.<sup>5</sup>

1. Bell Atlantic. Bell Atlantic's letter is not a commitment for financing. The letter states merely that Bell Atlantic has reviewed the application and that "[i]t is BAC's intent to provide financial support for that satellite project subject to normal business reviews of market conditions and the project's progress to assure acceptable levels of risk and return." This "intent" is qualified by the next sentence which reads:

Actual BAC financial commitments would be subject to negotiation of satisfactory agreements; and our customary internal business approval procedures, including, if applicable, approval by the Board of Directors.

This letter has numerous fatal defects:

First, it expressly states that Bell Atlantic's commitment is "subject to negotiation of satisfactory agreements." The language quoted above and this statement acknowledge that the arrangements have not gone beyond "preliminary

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<sup>5</sup> There is also a substantial question as to whether Bell Atlantic's investment in and relationship with Constellation complies with the line-of-business restrictions of the Modification of Final Judgment. Under the MFJ, Bell Atlantic is prohibited from, directly or through any affiliated enterprise, providing interexchange telecommunications services, or manufacturing or providing telecommunications products. "[T]he term 'affiliated enterprise' covers all arrangements, contractual or otherwise in which the BOCs have a direct and continuing share in the revenues of entities engaged in prohibited businesses." U.S. v. Western Electric Co., Inc. 12 F.3d 225, 232 (D.C. Cir. 1993)(emphasis original). Because Bell Atlantic's equity investment in Constellation (not to mention its acquisition of two seats on the Board of Directors) appears to make Constellation an "affiliated enterprise," and Constellation would be engaged in lines of business covered by the MFJ, Bell Atlantic's investment in Constellation may be barred by the MFJ.

planning steps" and thus do not represent a commitment to the project. See Equatorial Communications Services, 103 FCC 2d 631, 633 (1985).

Second, the quoted language shows that the purported commitment is subject to further performance by both parties in negotiating "satisfactory agreements." As such, it is not a "fully negotiated agreement" and cannot be deemed a commitment. See Equatorial Communications Services, 103 FCC 2d at 633; see also 47 C.F.R. § 25.140(d)(2)(iv) ("Any financing arrangements contingent on further performance by either party . . . will not satisfy the [financial] requirements of paragraph (c) of this section [47 C.F.R. § 25.140(c)]").

Third, the Bell Atlantic letter explicitly makes the purported commitment contingent on certain approvals. Indeed, Bell Atlantic admits that it has not even determined what approvals must be obtained. A letter which is subject to approval of the board of the company giving the commitment is no commitment at all. See National Exchange, Inc., 103 FCC 2d 836, 838 (1985).

Fourth, Bell Atlantic's letter contains still another caveat which renders its support fatally conditional: financial support is based on Bell Atlantic's own determination that it is "assure[d] acceptable levels of risk and return." On its face this is, of course, no commitment at all.

Fifth, the expressed "intent" is not to provide financing for the construction, launch and operation of the system, but rather merely "to provide support for that satellite project." This is exactly the kind of language which the Commission has found insufficient to meet the DOMSAT standard. In Satellite Business Systems,



103 FCC 2d 856, 858 (1985), the Commission found insufficient for purposes of "internal financing" a letter which indicated that an investor had "committed funds to [the company's] satellite programs in the past and will continue to provide financial support." Id.

2. E-Systems. Because the Bell Atlantic letter fails of its own language, Constellation must establish its financial qualifications, if at all, based on the E-Systems letter and balance sheet. However, E-Systems fails to provide evidence of sufficient financial resources. E-Systems' balance sheet indicates current assets of \$750 million and operating income of \$180 million. Assuming the language of the letter represents a sufficient commitment, these amounts cannot cover Constellation's proposed construction, launch and first-year operating costs of \$1.7 billion. See Amended Application, at 33. Because the E-Systems letter does not cover the stated costs, Constellation cannot be deemed financially qualified.

**B. The Policy Considerations Underlying Adoption of a Strict Financial Standard for Big LEO Systems Require Denial of Those Applications Which Fail to Meet the Standard.**

After reviewing all comments on its proposed financial standard, the Commission concluded that "a strict financial requirement is warranted for the Big LEO Service." MSS Rules Order, ¶ 30. The Commission reached this conclusion based on its "repeated experience that licensees without sufficient available resources spend a significant amount of time attempting to raise the

necessary financing and that those attempts often end unsuccessfully." Id., ¶ 26. An undercapitalized applicant may thus preclude a fully capitalized applicant from implementing its plans, thereby delaying service to the public. Id. As the Commission recognizes, it has on several occasions granted licenses to under-financed applicants which ultimately were unable to go forward with their system proposals, thereby warehousing spectrum and delaying service to the public. See, e.g., Geostar Positioning Corp., 6 FCC Rcd 2276 (CCB 1991).

The policy reasons underlying the Big LEO financial standard should be implemented by denying Constellation's application. As the Commission recognized in adopting its band segmentation plan, the licensed systems must coordinate their operations in order to manage interference resulting from co-frequency operations. See MSS Rules Order, ¶¶ 60-61. This coordination requirement was confirmed during the Negotiated Rulemaking Committee in this docket where the CDMA applicants studied co-frequency, co-coverage operation and developed guidelines for coordinating their system operations. See NRC Report, Annex 1 to Attach. 1, at § 5 (Apr. 6, 1993).

The need to coordinate licensed Big LEO systems domestically and internationally compels the dismissal of those applicants who cannot go forward with construction of their systems because they lack adequate financing. A system which is not fully capitalized and ready to proceed with construction of its system may not have the information available to conduct meaningful coordination, and so, could delay the construction plans of all systems. As a

result, licensing undercapitalized systems, even in a spectrum-sharing scenario, may result in spectrum lying fallow because of such delay. Moreover, the Commission has previously noted that international coordination concerns support expediting plans for construction and launch of U.S. satellite systems. See AMSC Remand Order, 7 FCC Rcd 266, ¶¶ 42-48 (1992). Accordingly, the Commission should dismiss such applications and proceed with coordination of the systems of those applicants who have demonstrated the financial capability to construct, launch and operate their proposed systems in order to assure that global spectrum is available to optimize operations of the capitalized systems.

**III. CONSTELLATION'S REQUEST FOR WAIVER OF THE SATELLITE APPLICATION CUT-OFF RULES MUST BE DENIED, AND ITS APPLICATION DEEMED "NEWLY FILED."**

Under Section 309 of the Communications Act of 1934, as amended, a substantial change in the ownership or control of an applicant is considered a major change subjecting the application to Public Notice. 47 U.S.C. § 309. An application is deemed "newly filed" if it is amended to indicate a major change in ownership or control, unless the Commission finds the change in ownership or control "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).

This statutory requirement is reflected in Section 25.116 of the Commission's Rules for satellite stations. A "major amendment" to a pending application occurs:

If the amendment specifies a substantial change in beneficial ownership or control (de jure or de facto) of an applicant such that the change would require, in the case of an authorized station, the filing of a prior assignment or transfer of control application under Section 310(d) of the Communications Act, provided however, that the change would not be considered major where it merely amends an application to reflect a change in ownership or control of the station that had been previously approved by the Commission.

47 C.F.R. § 25.116(b)(3). Section 25.116(b)(4) states that an amendment itself or the "cumulative effect" of the amendment may be deemed a major change pursuant to Section 309. 47 C.F.R. § 25.116(b)(4).

In its amended application, Constellation concedes that more than 50% of its stock has changed hands since its initial filing in June 1991, and requests a waiver of the cut-off rules to be allowed to continue in the current processing group on a contingent basis. Amended Application, at Ex. 5 ("Waiver Request"). For the reasons set forth below, this change must be deemed a substantial change in beneficial ownership of the applicant, and the requested waiver must be denied.

A. Constellation's Current Legal Structure Reveals a Substantial Change in Ownership and Control.

There is a radical difference in the reported ownership and control structure between Constellation's June 1991 application and its November 1994 amendment:

<u>June 1991</u>		<u>November 1994</u>	
Microsat	39%	E-Systems	30.7%
David Wine	14.3%	CTA Launch	18.35%
Defense Systems	10.1%	Bell Atlantic	8%
Not identified	36.6%	Not identified	42.95%
Pacific Comm.	??%	Cirrus Logic	??% <sup>6</sup>

Compare Constellation "Aries" Application, at App. F, FCC Form 430, Ex. VI (dated June 3, 1991) with Amended Application, at Ex. 5, FCC Form 430, Ex. VI (dated Nov. 16, 1994). Constellation explains that CTA, Inc. (the parent of CTA Launch) acquired Defense Systems and Microsat in June 1992 and September 1993, respectively, and that Cirrus Logic acquired Pacific Communication in March 1993. Waiver Request, at 2-3. According to Constellation, E-Systems and Bell Atlantic acquired "newly issued stock" of Constellation "over an extended period of time in 1993 and 1994." Id. at 2 & n. 2.

That a wholesale restructuring of Constellation's ownership has occurred is confirmed by a review of the changes in its board of directors. The number of seats on and members of Constellation's board of directors have also changed radically from June 1991 to November 1993 as outlined below:

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<sup>6</sup> Constellation has only identified Pacific Communication Sciences and Cirrus Logic as shareholders, without providing a percentage of stock held.

June 1991

David Wine (ch) (Microsat)  
Peter Diamondes (Microsat)  
Bruce Kraselsky (Microsat)  
Jason O'Neil (DSI)  
C. Roberts (Microsat)  
Bradley Schwartz (Microsat)

November 1994

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Bruce Kraselsky (ch)  
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Bradley Schwartz  
Ronald Lepkowski  
C.E. Velez (CTA)  
Robert Van Brunt (BAC)  
William Roughton (BAC)  
M. Williamson (E-Systems)  
J.R. Copple (E-Systems)  
Talbot S. Huff (E-Systems)

Compare Constellation "Aries" Application, at App. F, FCC Form 430, Ex. VII, and App. E, Att. 1 (dated June 3, 1991) with Amended Application, at Ex. 5, FCC Form 430, Ex. VII (dated Nov. 16, 1994). Whereas originally five of six directors were affiliated with Microsat, the largest shareholder as of June 1991, by November 1994, five of the nine directors were affiliated with the new shareholders, Bell Atlantic and E-Systems, suggesting that control may reside with these investors.<sup>7</sup>

Thus, the cumulative effect of the changes in Constellation ownership falls squarely within the definition of a major amendment to its application because it specifies "a substantial change in beneficial ownership or control (de jure or de

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<sup>7</sup> In its amended application, Constellation did not provide the affiliations for its directors, and listed all with the same address -- the business address for Constellation. Research in published corporate and business information resources has revealed the affiliations of the company's new directors. See Attachment A. It should be noted that in its original application, in contrast to its amendment, Constellation provided the affiliation for each of its then-current directors. See Constellation "Aries" Application, at App. E, Att. 1.

facto) of an applicant such that the change would require, in the case of an authorized station, the filing of a prior assignment or transfer of control application under Section 310(d) of the Communications Act." 47 C.F.R. § 25.116(b)(3).

Constellation concedes that the "cumulative effect" of these changes is a change in ownership of more than 50% of its voting stock. Waiver Request, at 2. It then claims that no "substantial change" in control has occurred, and so it filed a "contingent" waiver request if it were needed. Id. However, Constellation is wrong -- the "cumulative effect" of these changes in ownership must be deemed a substantial change, resulting in a major amendment for which a waiver of the cut-off rules is needed. In its defense, Constellation cites a law review article<sup>8</sup> which, it asserts, states that such ownership transactions do not represent a reportable change in control. That article, however, states unequivocally that such changes do represent a transfer of control which a closely-held corporate licensee must report and for which it must request Commission approval:

Closely held corporations are not treated in the same manner with regard to gradual changes [as publicly traded corporations]. For example, if a licensee corporation has five 20-percent shareholders when it acquires a station, prior approval would be required before 50 percent or more of the shares changed hands, even where the sales occur over a long period.<sup>9</sup>

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<sup>8</sup> Sewell, "Assignments and Transfers of Control of FCC Authorizations Under Section 310(d) of the Communications Act of 1934," 43 Fed. Comm. L.J. 277 (1991).

<sup>9</sup> Id. at 312. Constellation only referenced the language from Mr. Sewell's article which referred to publicly-traded corporations. See Waiver Request, at 1.

A substantial change in ownership of Constellation has occurred, and Constellation's application must be deemed newly filed because its waiver request fails.

B. Constellation's Requested Waiver Must Be Denied.

Constellation claims that its "contingent" waiver request should be granted because the transactions resulting in ownership changes served legitimate business purposes rather than trafficking in the MSS application, and because exempting Constellation from the cut-off rules would serve the public interest. It cites Airsignal International, Inc., 81 FCC 2d 472, 476 (1980) and Satellite CD Radio, Inc., 9 FCC Rcd 2569 (1994). However, based on the facts outlined above, Constellation's change in control falls outside the Airsignal line of cases, and, indeed, these cases do not support grant of the waiver. For the reasons outlined below, Constellation's waiver request must be denied, and its application -- if not dismissed as ungrantable -- deemed newly filed.

1. Grant of the Waiver Is Prejudicial to Other Applicants. In the cases upon which Constellation relies, the Commission found that grant of a Section 309 waiver would not prejudice the rights of other applicants. See STARSYS Global Positioning, Inc., 8 FCC Rcd 1662, 1663 (CCB 1993) ("there is little potential for harm to the other applicants in this proceeding, as we believe

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Constellation does not claim to be a publicly-traded corporation.



that all applicants will be able to implement their proposed systems"); Satellite CD Radio, 9 FCC Rcd at 2571, ¶ 12. However, in this case, sanctioning Constellation's failure to disclose its transfer of control by granting the requested waiver would prejudice the other Big LEO applicants. The harm arises from the fact recognized by the Commission that the central issue in this proceeding has been whether all pending applicants could be accommodated in the available spectrum. See MSS Rules Order, ¶ 27. In the Report and Order, the Commission determined that five systems could be licensed to use the bands but that six could not. Id., ¶ 43. It has also recognized that licensed CDMA Systems would have to coordinate use of shared spectrum. Id., ¶ 61.

If Constellation were deemed a "newly filed" applicant, and, therefore, eliminated from this processing group, then, under the Commission's findings, the issue of mutual exclusivity among the Big LEO applicants would be resolved. At most only five applicants would remain, and all five could be licensed assuming each met the required legal, technical and financial qualifications. Moreover, had Constellation revealed that it had undergone a major change in ownership earlier than November 16, 1994, and its application dropped from consideration in this processing group, the Commission and the remaining applicants might have been able to resolve this proceeding months prior to now, thereby expediting licensing and service to the public.

2. Constellation Is the Focus of the Ownership Changes. A significant difference between the AirSignal line of cases and the Constellation

major amendment is that Constellation appears to be the focus of the ownership transactions, at least for the E-Systems and Bell Atlantic investments.

Throughout this proceeding, Constellation has been a closely-held corporation. Those entities holding large blocs of its stock also hold seats on the board of directors; and, the number of board seats has changed and now include a majority of persons who represent new interests in the company.

In cases where the Commission has approved a similar waiver request, the applicant entity was generally peripheral to the transactions, such as a corporate takeover at a higher corporate level, see Airsignal, 81 FCC 2d at 472, ¶ 1; STARSYS, 8 FCC Rcd at 1663, ¶ 6, or as a result of withdrawal of one of the initial partners, see Hughes Communications Mobile Satellite, Inc., 4 FCC Rcd 6041 (1989), or through issuance of a large number of new shares, diluting the holdings of the initial owners, see Satellite CD Radio, 9 FCC Rcd at 2569, ¶ 2. In these cases, the applicant entity itself was not the focus of the corporate change in ownership. For example, in Satellite CD Radio, 9 FCC Rcd at 2571, ¶ 11, the Commission granted a waiver in part relying on the fact that the original management team would not change. However, here, the management team appears to be changing, as control has passed to new investors. For example, four of the initial six directors have been removed since June 1991. E-Systems and Bell Atlantic were issued new voting shares and acquired seats on the board of directors of the applicant. These changes indicate that the new owners have been

interested in directing Constellation itself rather than simply obtaining control of the applicant corporation's parent.

3. The Ownership Changes Were Not Disclosed. Moreover, in contrast to the Airsignal line of cases, the Constellation claims that the ownership change(s) did not require prior reporting or approval.<sup>10</sup> See 47 C.F.R. § 1.65; Amended Application, at Ex. 5, FCC Form 430, Att. A. The applicants in Satellite CD Radio and STARSYS Global Positioning, cases on which Constellation relies, sought declaratory rulings before transferring control of the applicants that the transfer would not jeopardize their places in the queue. Satellite CD Radio, 9 FCC Rcd at 2569, ¶ 2; STARSYS, 8 FCC Rcd at 1662, ¶ 3. In Airsignal, the transfer of control had already been approved by the Commission when the amended applications were filed. See Airsignal, 81 FCC 2d at 472, ¶ 1. Here, in contrast, the near total change in ownership of Constellation has been obscured, rather than being conditioned on prior Commission approval.

4. The Facilities Have Changed. In prior waiver cases, the transactions resulted in change of control of the license or application, but the facilities subject to the license or application remained constant. See Satellite CD Radio, 9 FCC Rcd at 2571, ¶ 11. Here, by contrast, Constellation's amendment proposes a radically revised system from what Constellation originally proposed.

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<sup>10</sup> The Public Notice announcing the cut-off date for MSS Above 1 GHz applications and noting that applicants would have an opportunity to amend their applications did not alleviate Constellation's obligation to report these ownership changes. Section 1.65 makes applicants "responsible for continuing accuracy and completeness of information in a pending application." 47 C.F.R. § 1.65.

The scope of this change can be illustrated by comparing the cost of the old "Aries" system (\$292 million) with that of the new system (\$1.7 billion), an increase of 500 percent.

5. The Public Interest Would Not Be Served by Granting the Requested Waiver. In the cases on which Constellation relies, the Commission has found that the public interest would be served by consideration of the applicant in its current processing group. See Satellite CD Radio, 9 FCC Rcd at 2571, ¶ 12; STARSYS, 8 FCC Rcd at 1663, ¶ 7. No such finding could be made here. For example, had Constellation admitted its change in ownership in a timely manner, the most contentious issue in this case -- availability of spectrum -- may have been resolved much sooner. Moreover, while the changes in ownership have been used to provide financing for the applicant, these changes have been accompanied by insertion of a radically revised satellite system application into the place in the queue held by the "Aries" application.

Section 25.116 is grounded in two important policy goals: applicants must provide (a) full disclosure of changes to pending applications, so that (b) a new owner cannot simply bootstrap a new application into the place held by an applicant which met the cut-off date. See Satellite CD Radio, 9 FCC Rcd at 2569 n.4. In prior cases, the Commission has found that these policies were not implicated, and granted a waiver of the rule. Here, the public interest requires that to effectuate these policy goals, Constellation's requested waiver of Section 25.116 must be denied.

IV. CONSTELLATION'S FAILURE TO REPORT CHANGES TO ITS OWNERSHIP RAISES SUBSTANTIAL AND MATERIAL QUESTIONS OF FACT WHICH PRECLUDE GRANT OF ITS APPLICATION.

"[A]bsolute candor is perhaps the foremost prerequisite for FCC licenseeship." Palmetto Communications Co., 69 RR 2d 119, 121 (Rev. Bd. 1991).

As one court has stated:

[T]he Commission must rely heavily on the completeness and accuracy of the submissions made to it, and its applicants in turn have an affirmative duty to inform the Commission of the facts it needs in order to fulfill its statutory mandate. This duty of candor is basic, and well known.

RKO General, Inc. v. FCC, 670 F.2d 215, 232 (D.C. Cir. 1981), cert. denied, 456 U.S. 927 and 457 U.S. 1119 (1982). Therefore, the Commission is fully justified in finding an applicant not qualified to hold a license for misrepresenting information such as the true ownership of its voting stock. FCC v. WOKO, Inc., 329 U.S. 211 (1946); see Pass Word, Inc. v. FCC, 673 F.2d 1363 (D.C. Cir. 1982) (affirming FCC revocation of Domestic Public Land Mobile licenses based on deliberate misrepresentations of owners).<sup>11</sup>

Constellation's apparent failures to report changes in its ownership structure raise substantial and material questions of fact regarding its character qualifications to hold an MSS Above 1 GHz license.<sup>12</sup> Pursuant to Section 309(d)

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<sup>11</sup> As indicated by the Pass Word case, these standards are applied to non-broadcast applicants and licensees as well as broadcast licensees. See Yankee Microwave, Inc., 7 FCC Rcd 3233, 3234 n.10 (CCB 1992).

<sup>12</sup> Research in the Commission's files revealed no amendments to Constellation's ownership structure. Moreover, the FCC Form 430 submitted on

of the Communications Act of 1934, as amended, the Commission must conduct a hearing before granting an application when a petitioner demonstrates that there are substantial and material questions of fact sufficient to show that grant of the application would be inconsistent with the public interest, convenience and necessity. See, e.g., IDB Communications, Inc., DA 94-1487, at ¶ 18 (released Dec. 15, 1994); Astroline Communications Co. v. FCC, 857 F.2d 1556, 1561 (D.C. Cir. 1988). Evidence of misrepresentations, lack of candor and violations of the Commission's information-gathering rules must be considered material in the evaluation of the merits of an application because the integrity of the Commission's processes is premised upon the representations made to it by applicants and licensees. See Leflore Broadcasting Co. v. FCC, 636 F.2d 454, 461 (D.C. Cir. 1980).

Constellation's apparent lack of candor and violation of the reporting requirements of Section 1.65 at minimum require the Commission to conduct a hearing on these issues pursuant to the statutory requirements of Section 309(d) of the Act. See Astroline Communications, 857 F.2d at 1561; Pass Word, 673 F.2d at 1365. For the reasons discussed below, Constellation's application cannot be granted without further investigation, and, in light of the facts adduced, the application may also have to be denied.

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November 16, 1994, indicated that it replaced a June 3, 1991 submission. See Amended Application, Ex. 5.

A. Lack of Candor

Constellation admits that its amended ownership report indicates that a de jure transfer of control of the company has occurred since 1991 as a result of the multiple, unreported purchases of its voting stock. Waiver Request, at 1. These multiple transactions also suggest that there may have been multiple, undisclosed transfers of control of the company during that time period.

Transfer to CTA. As noted above, when the initial Constellation application was filed, Microsat held 39% of the applicant's voting stock and Defense Systems, Inc. (DSI) held 10.1%. Also, five of the six directors identified in the June 1991 application were affiliated with Microsat. See Constellation "Aries" Application, at App. F, FCC Form 430, Ex. VI (dated June 3, 1991). According to Constellation, CTA, Inc. acquired both Microsat and DSI, and these transactions were completed in 1993. Waiver Request, at 1. At that point, CTA controlled 49.1% of the initial Constellation voting stock, and may have controlled all seats of the Board of Directors. These facts suggest that CTA acquired control -- de facto or negative control, if not de jure -- of Constellation as a result of these transactions.

Transfer to E-Systems/Bell Atlantic. In its FCC Form 430, Constellation claims that it is not now controlled directly or indirectly by any other corporation. See Amended Application, at Ex. 5, FCC Form 430, Item 10(c). However, it is obvious that Bell Atlantic and E-Systems (representing less than 40% of the voting stock) together now hold a majority of the seats on the board.

Constellation fails to provide information on when the number of seats on the board changed and when the members of the board changed. But, it is apparent that the Bell Atlantic and E-Systems directors can now outvote the Microsat/CTA directors, even though they represent less than 50% of the voting stock of the company.

Moreover, Constellation claims that Bell Atlantic and E-Systems, which own, respectively, 8% and 31% of the applicant, are willing to underwrite the \$1.7 billion cost of its system. Although for purposes of presenting financial qualifications, Constellation refers to Bell Atlantic and E-Systems as its "corporate parents," Amended Application, at 34, for purposes of control, it claims that no other corporation controls the applicant, see Amended Application, Ex. 4, FCC Form 430, at Item 10(c). The Commission has long recognized that one of the principal indicia of de facto control is control over an applicant's treasury. See Weyburn Broadcasting Ltd. Partnership v. FCC, 984 F.2d 1220, 1233 (1993) ("It is well known that one of the most powerful and effective methods of control of any business . . . is the control of its finances") (quoting Heitmeyer v. FCC, 95 F.2d 91, 99 (D.C. Cir. 1937)). Here, the Commission must question whether it is reasonable to believe that these two major corporations intend to provide a financial commitment to cover \$1.7 billion when they allegedly have no control over how the money is spent. On the other hand, if the Commission deems the commitments genuine, the Commission must question the accuracy of Constellation's claim that no company has control of the applicant.



A motivation for failure to disclose these changes in ownership is readily ascertainable. This proceeding has a long and contentious history among the pending applicants because of the much-debated issue of whether and how many MSS licensees can share the available 1.6/2.4 GHz spectrum. See NRC Report, Att. 1 & 2 to Annex 1 (April 6, 1993). Disclosure during the past three years that a change in ownership of an applicant had occurred would likely have raised questions as to whether Constellation could continue in the June 3, 1991, processing group.<sup>13</sup> For Constellation, disclosing these ownership changes became a necessity on November 16, 1994, when Constellation was required to file a financial showing which included letters from its two newest shareholders. Constellation could not rely on the Commission's "internal financing" standard unless it revealed the E-Systems and Bell Atlantic held equity interests.

The identity of the owners of and parties controlling an applicant is material in any licensing proceeding. Lack of candor in reporting the identities of owners and controlling parties suggests that the Commission would not have assurance in the future that it could rely on the truthfulness of the representations made by the applicant/licensee. See FCC v. WOKO, Inc., 329 U.S. at 223 (affirming FCC decision denying renewal application based on misrepresentations of ownership of licensee's voting stock); Telephone & Data Systems, Inc., 9 FCC Rcd 938 (1994) (designating lack of candor issue for hearing

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<sup>13</sup> Cf. STARSYS Global Positioning, 8 FCC Rcd at 1662 (no petitions to deny were filed against an amendment reporting substantial change in ownership because all applicants' systems were likely to be implemented).

based on applicant's apparent failure to provide truthful information regarding management of applicant in separate proceeding). Accordingly, the Act requires that the Commission conduct an investigation into the details of Constellation's ownership changes in order to determine whether the public interest, convenience and necessity would be served by grant of a license to such an applicant.

B. Violation of Section 1.65

Section 1.65 of the Commission's Rules requires applicants to inform the Commission within 30 days "whenever there has been a substantial change" regarding any matter that may be "of decisional significance in a Commission proceeding involving the pending application." 47 C.F.R. § 1.65. Constellation has had the opportunity to report its changes in ownership and directors over the past three years, but failed to do so. It now simply claims that the changes "did not require prior reporting." Waiver Request, at 2.

Applicants have "an affirmative obligation to inform the Commission of the facts the FCC need[s]" to issue licenses in the public interest. RKO General, Inc. v. FCC, 670 F.2d at 229. Failure to inform the Commission of substantial changes in material facts makes it impossible for the Commission and the public to assess the merits of an application. Accordingly, conduct which does not meet this standard threatens "the integrity of the Commission's processes." Id. Failure to report these changes would at least require investigation of whether such a violation of Commission's Rules would make grant of Constellation's application

inconsistent with the public interest, convenience and necessity, and may require dismissal of Constellation's application.

Accordingly, if Constellation's application is not denied, the Commission must conduct an investigation into the details of Constellation's ownership changes in order to determine (i) whether it lacked candor and (ii) whether it violated Section 1.65, and, if so, whether it should be disqualified from pursuing its application.

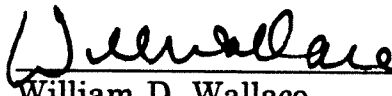
V. CONCLUSION

For the reasons stated above, Constellation's application for an MSS Above 1 GHz license should be denied.

Respectfully submitted,

LORAL/QUALCOMM PARTNERSHIP, L.P.

By:



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Its Attorneys

Date: December 22, 1994

**ATTACHMENT A**

**Dun & Bradstreet**



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**SERIES**

**1994**

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Communications Daily

JULY 2, 1991, TUESDAY

SECTION: COMMUNICATIONS PERSONALS; Vol. 11, No. 127; Pg. 2

LENGTH: 213 words

BODY:

Robert Van Brunt named vp-wireless business development, Bell Atlantic International, succeeded as vp-business development, Bell Atlantic Mobile Systems, by Thomas Bartlett, vp-chief financial officer, Bell Atlantic Business Systems Services . . . Denis Harvey, vp-English TV, Canadian Bcstg. Corp., retires Aug. 31, no successor named . . . Jeffrey Lee, ex-KSBW Salinas-Monterey, joins WESH Daytona Beach-Orlando as vp-gen. mgr. . . James Kizer, vp-gen. mgr., WLUC-TV Marquette, Mich., adds duties of vp-operations, Federal Bcstg . . . Ronald Kopecki moves to vp-sales, south central region (Atlanta), Intecom; William Cibbarelli joins as northeast regional dir. (N.Y.) . . . Morgan O'Brien, Fleet Call, elected chmn., American Mobile Telecommunications Assn . . . Elected to International Telecommunications Assn. board: Gus Bender, Travelers Corp., vp-administration; Dennis Krysmalski, Deloitte & Touche, dir.-education programs; Paul Martin, Chevron Information Technology, dir. -conference programs; Michael Doyle, Aeronautical Radio, dir.-member services . . . Elected to American Public Radio board: Bruce Atwater, General Mills; John Tusa, BBC World Service . . . Ex-Rep. John Hiler (R-Ind.) appointed deputy administrator, General Services Administration.

LANGUAGE: ENGLISH

**LAW & BUSINESS**

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**DIRECTORY OF  
CORPORATE  
COUNSEL  
—1994-95—**

**Volume 1**



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202-392-8062

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Sales 90,5MM Emp 381
SIC 4941 Water supply.
Robert W Kean Jr Ch Bd CEO

MOUNT HOLLY WATER CO
(SUBY OF ELIZABETHTOWN WATER CO INC)
84 Mill St., Mount Holly, NJ 08060-1859
Tel (609) 267-0540 Level 2
Sales 820MM Emp 12
SIC 4941 Water supply.
Cheser Ring Pr

D-U-N-S 04-559-1104 (DE)
E-SYSTEMS INC
6250 Lyndon B Johnson Fwy, Dallas, TX
75240-2146
Tel (214) 661-1000 No. of Sites 50
Fiscal Year End 12/31 Net Worth 595MM
Sales 2MMM Emp 18,822

Tr EST
Each BSE ECM NMS PBS PCS
Bank NationsBank of Texas NA, Dallas, TX
Accs Ernst & Young
Founded/Ownership Date 1964
SIC 3683 3812 7373 3575 4581 3721 Airborne
radio communications equipment; Detection
apparatus; electronic/magnetic field, light/heat; Air
traffic control systems & equipment; electronic;
Antennas, radar or communications; Computer
integrated systems design; Computer terminals;
Aircraft servicing & repairing; Airplanes, fixed or
rotary wing.

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Marshall Williamson VP

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Lee Kling, Francine I Neff, David R Tacke

E-SYSTEMS INC
Lexington Blue Grass Army Depot Bldg 3,
Lexington, KY 40511
Tel (606) 299-1402 Emp here 300 Br
SIC 7829 Electrical repair shops.
Irvin Monclova Brnch Mgr

E-SYSTEMS INC
44993 Knoll Square, Ashburn, VA 22011-2693 Br
Tel (703) 729-8000 Emp here 530
SIC 1731 Electrical work.
Alan W Jackson Brnch Mgr

ECI DIV
1501 72nd St N, St Petersburg, FL 33710-4628
Tel (813) 381-2000 Emp here 1,700 Div
SIC 3683 Radio broadcasting & communications
equipment.
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GARLAND DIV
1200 Jupiter Rd, Garland, TX 75042
Tel (214) 272-0515 Emp here 4,500 Div
SIC 3683 Radio & TV communications
equipment.
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FM 1570, Greenville, TX 75403
Tel (903) 455-3450 Emp here 4,598 Div
SIC 3812 Aircraft control systems, electronic.
B D Cullen Brnch Mgr

MELPAR DIV
7700 Arlington Blvd, Falls Church, VA
22042-2902
Tel (703) 560-5000 Emp here 1,975 Div
SIC 3571 Electronic computers.
Larry Judd VP

MONTEK DIV
2288 S 3270 W, Salt Lake City, UT 84119-1112
Tel (801) 973-4300 Emp here 369 Div
SIC 3681 3812 Telephone & telegraph
apparatus; Navigational systems & instruments.
David A Williams VP

E-SYSTEMS MEDICAL ELECTRONICS INC
(SUBY OF E-SYSTEMS INC)
1200 Jupiter Rd, Dallas, TX 75238
Tel (214) 272-0515 Level 1
Sales 6.7MM Emp 55
SIC 3844 5047 3577 X-ray apparatus & tubes;
Medical & hospital equipment; Computer peripheral
equipment.
A Lowell Lawson Pr

ADVANCED VIDEO PRODUCTS INC
(SUBY OF E-SYSTEMS MEDICAL ELECTRONICS
INC)
10 Robbins Rd, Westford, MA 01886-4113
Tel (508) 692-2020 Level 2
Sales 10MM Emp 55
SIC 3845 5047 3577 Electromedical apparatus;
Medical equipment & supplies; Computer
peripheral equipment.
Thomas J Gollish Pr

MEGASCAN TECHNOLOGY INC
(SUBY OF ADVANCED VIDEO PRODUCTS INC)
543 Great Rd, Littleton, MA 01460-1208
Tel (508) 486-0024 Level 3
Sales 7.1MM Emp 4
SIC 3577 Graphic displays, except graphic
terminals.
Lowell Lawson Ch Bd

ENGINEERING RESEARCH ASSOCIATES INC
(SUBY OF E-SYSTEMS INC)
1595 Spring Hill Rd, Vienna, VA 22182-7037
Tel (703) 734-8800 Level 1
Fiscal Year End 12/31 Net Worth 13.3MM
Sales 50MM Emp 350
SIC 7373 Computer systems analysis & design;
Systems engineering, computer related.
Terry L Collins VP

ESY EXPORT CO INC
(SUBY OF E-SYSTEMS INC)
6250 Lyndon B Johnson Fwy, Dallas, TX
75240-8321
Tel (214) 661-1000 Level 1
Sales 350M Emp 3
SIC 5065 Electronic parts & equipment;
Communication equipment.
E Gene Keiffer CEO

HRB SYSTEMS INC
(SUBY OF E-SYSTEMS INC)
300 S Science Park Rd, State College, PA
16801-8142
Tel (814) 238-4311 Level 1
Fiscal Year End 08/30 Net Worth 21.4MM
Sales 100MM Emp 1,200
SIC 3669 3812 Signaling apparatus, electric;
Electronic detection systems (aeronautical).
Michael D Keabaugh Sec VP

SERV-AIR INC
(SUBY OF E-SYSTEMS INC)
9315 FM 1570, Greenville, TX 75403-9034
Tel (903) 454-2000 Level 1
Fiscal Year End 12/31 Net Worth 44.9MM
Sales 285MM Emp 2,800
SIC 4581 Airports, flying fields & services.
Robert J Zacny Pr GM

D-U-N-S 19-139-2091 (DE)
E-Z SERVE CORP
2550 North Loop W Ste 600, Houston, TX
77092-8908
Tel (713) 884-4300 No. of Sites 323
Sales 434MM Emp 3,000
Accs Arthur Andersen & Co Societe Cooperative
Founded/Ownership Date 1986, 1991
SIC 5541 5172 5411 Filling stations, gasoline;
Convenience stores, chain; Gasoline.
Neil H Mc Laurin Ch Bd Pr
John T Miller GFO Sec
Marion H Blackmon Sr VP Opers
Bob E Bailey Tr
Thomas J Anselmi VP
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Eisenson, Alan G Quasha, Larry Taylor
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77092-8908
Tel (713) 884-4300 Level 1
Sales 52.7MM Emp 400
SIC 5541 5172 5411 Filling stations, gasoline;
Gasoline; Convenience stores.
Neil H Mc Laurin Ch Bd Pr

E-Z SERVE PETROLEUM MARKETING CO
(SUBY OF E-Z SERVE CORP)
2550 North Loop W Ste 600, Houston, TX
77092-8908
Tel (713) 888-7909 Level 1
Sales 148MM Emp 830
SIC 5541 5411 Filling stations, gasoline;
Convenience stores, chain.
Neil H Mc Laurin Ch Bd Pr

AMBER PIPELINE CO INC
(SUBY OF E-Z SERVE PETROLEUM MARKETING
CO)
2550 North Loop W Ste 600, Houston, TX
77092-8908
Tel (713) 884-4300 Level 2
Sales 2.2MM Emp 10
SIC 4812 Crude petroleum pipelines.
Neil H Mc Laurin Ch Bd Pr

E-Z SERVE PETROLEUM MARKETING CO
OF CALIFORNIA
(SUBY OF E-Z SERVE PETROLEUM MARKETING
CO)
2550 North Loop W Ste 600, Houston, TX
77092-8908
Tel (713) 884-4300 Level 2
Net Worth 8MM
Sales 2MM Emp NA
SIC 5172 Gasoline.
Neil H Mc Laurin Pr

T O C RETAIL INC
MAJIK MARKET
(SUBY OF E-Z SERVE CORP)
2550 North Loop W Ste 600, Houston, TX

77092-8908
Tel (713) 684-4300 Level 1
Net Worth 32.2MM
Sales 369MM Emp 3,000
SIC 5411 Convenience stores, chain.

D-U-N-S 00-204-1228 Exp (DE)
E-Z-EM INC
717 Main St, Westbury, NY 11590-5163
Tel (516) 333-8230 No. of Sites 13
Net Worth 53.7MM
Sales 93.4MM Emp 978
Trk EZEEM Exch NSC

Bank National Westminster Bank USA, Hicksville, NY
Accts Grant Thornton
Founded/Ownership Date 1961
SIC 2835 3841 Barium diagnostic agents; Surgical
& medical instruments.
Pr COO
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George P Cardan Sr VP Mfg
Franklin R Greene Sr VP
\*Dr Phillip H Meyers Sr VP Techl
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Toppel
E-Z-EM INTERNATIONAL CORP
(SUBY OF E-Z-EM INC)
717 Main St, Westbury, NY 11590-5021
Tel (516) 333-8230 Level 1
Sales NA Emp NA
SIC 5122 Pharmaceuticals.

ENTERIC PRODUCTS INC
EPI
(SUBY OF E-Z-EM INC)
State University New York Life Science Bldg Rm
16, Stony Brook, NY 11794
Tel (516) 333-8230 Level 1
Sales NA Emp NA
SIC 2834 Pharmaceutical preparations.
Howard Stern Ch Bd

FLEXI-THERM INC
(SUBY OF E-Z-EM INC)
110 Hopper St, Westbury, NY 11590-4804
Tel NA Level 1
Sales 350M Emp 4
SIC 3829 Measuring & controlling devices.
Howard Stern Pr

SURGICAL DYNAMICS INC
(SUBY OF E-Z-EM INC)
2575 Starwell Dr, Concord, CA 94520-4812
Tel (510) 887-2192 % Owned 51 Level 1
Sales 8MM Emp 80
SIC 3841 Surgical & medical instruments; Probes,
surgical.
Henry Klyce Pr

D-U-N-S 06-938-1812 (MD)
EA ENGINEERING SCIENCE
& TECHNOLOGY INC
11019 McCormick Rd, Hunt Valley, MD
21031-4105
Tel (410) 584-7000 No. of Sites 22
Fiscal Year End 08/31 Net Worth 12.7MM
Sales 45.4MM Emp 600
Trk EACO Exch OTC

Bank Signet Bank/Maryland, Baltimore, MD
Accs Arthur Andersen & Co Societe Cooperative
Founded/Ownership Date 1973
SIC 8748 8711 8731 Environmental consultant;
Engineering services; Chemical laboratory, except
testing.
\*Dr Loren D Jensen Ch Bd CEO
\*Edward V Lower PhD Pr COO
Joseph A Spadaro CFO Tr
Stephen Hammalian PhD Ex VP Sec
James J Gift Sr VP
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Cashman Jr, Rudolph Lamone PhD, George G
Redcliffe

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(SUBY OF EA ENGINEERING SCIENCE &
TECHNOLOGY INC)
900 Market St Ste 200, Hunt Valley, MD 21031
Tel NA Level 1

Sales 180M Emp 3
SIC 8748 Business consulting.
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TECHNOLOGY INC)
11019 McCormick Rd, Hunt Valley, MD
21031-1423
Tel (410) 527-9490 Level 1
Sales 2MM Emp 50
SIC 4959 Environmental cleanup services.
Richard J Shearer Pr

D-U-N-S 00-690-5525 (CA)
EADINGTON COMPANIES INC
350 E Commonwealth Ave, Fullerton, CA
92632-7148
Tel (714) 870-6811 No. of Sites 8
Fiscal Year End 12/31 Net Worth 8.9MM
Sales 12.9MM Emp 80
Accs Deloitte & Touche
Founded/Ownership Date 1924
SIC 3421 6512 0174 Outlery; Nonresidential
building operators; Citrus fruits.
Robert J Eadington CEO
\*Mark K Mason CFO
\*Elizabeth J Merhab Sec VP
Yvonne De Ruiter Cont
Board of Directors: Steven Campbell, George
Eadington, O Eadington, Richard Eadington, William
R Eadington, Edwin J Erickson, Allen Hardison,
Joan E Krause, Grace M Phillips

EADINGTON FOREST PRODUCTS INC
(SUBY OF EADINGTON COMPANIES INC)
229 N Sherman Ave, Corona, CA 91720-1844
Tel (909) 735-7070 Level 1
Fiscal Year End 12/31 Net Worth 358M
Sales 12.1MM Emp 75
SIC 2421 2439 Custom sawmill; Trusses, wooden
roof.
Dan Rupe Pr

EADINGTON FRUIT CO
(SUBY OF EADINGTON COMPANIES INC)
350 E Commonwealth Ave, Fullerton, CA
92632-2017
Tel (714) 870-6811 Level 1
Sales NA Emp NA
SIC 0174 Citrus fruits.
Robert J Eadington CEO

FULCO FINANCE CO
(SUBY OF EADINGTON COMPANIES INC)
350 E Commonwealth Ave, Fullerton, CA
92632-2017
Tel (714) 870-6811 Level 1
Sales NA Emp NA
SIC 8799 Real estate investors, except property
operators.
Robert J Eadington CEO

ORCO LAND CO
(SUBY OF EADINGTON COMPANIES INC)
350 E Commonwealth Ave, Fullerton, CA
92632-7148
Tel (714) 870-6811 Level 1
Fiscal Year End 12/31 Net Worth 2MM
Sales 680M Emp 3
SIC 6552 Subdividers & developers.
Robert J Eadington CEO

D-U-N-S 17-494-1825 (TX)
EAGLE AEROSPACE INC
16915 El Camino Real, Houston, TX
77058-7132
Tel (713) 283-6010 No. of Sites 4
Fiscal Year End 12/31 Net Worth 2.3MM
Sales 8.9MM Emp 213
Founded/Ownership Date 1986
SIC 8711 Consulting engineer.
\*Owen G Morris Ch Bd
\*Bass Redd Pr
\*Robert Thompson CEO
\*Shirley L Reynolds Sec-Assist Tr
\*Burnell Bennett Tr
David Redd Admr

EAGLE ENGINEERING INC
(SUBY OF EAGLE AEROSPACE INC)
16915 El Camino Real, Houston, TX 77058-7132
Tel (713) 283-6000 Level 1
Fiscal Year End 12/31 Net Worth 2MM
Sales 5.2MM Emp 140
SIC 8711 Consulting engineer.
Bass Redd Pr CEO

EAGLE TECHNICAL SERVICES INC
(SUBY OF EAGLE AEROSPACE INC)
16915 El Camino Real, Houston, TX 77058
Tel (713) 283-6150 Level 1
Fiscal Year End 12/31 Net Worth 653M
Sales 3.9MM Emp 73
SIC 8711 Engineering services; Consulting
engineer.
J Thomas Milton Pr

D-U-N-S 15-694-2658 (GA)
EAGLE BANCSHARES INC
4305 Lynburn Dr, Tucker, GA 30084-4848
Tel (404) 908-6690 No. of Sites 6
Fiscal Year End 03/31 Net Worth 25.8MM
Sales NA Emp 270

# STANDARD & POOR'S

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Public Relations Soc. of America, Mem

CERTIFICATE OF SERVICE

I, William D. Wallace, hereby certify that I have on this 22nd day of December, 1994, caused copies of the foregoing Petition to Deny to be delivered via hand delivery (indicated with \*) or by U.S. mail, postage prepaid, to the following:

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