

FCC APPLICATION FOR SPACE AND EARTH STATION:MOD OR AMD – MAIN FORM	FCC Use Only
FCC 312 MAIN FORM FOR OFFICIAL USE ONLY	

APPLICANT INFORMATION

Enter a description of this application to identify it on the main menu:

1-8. Legal Name of Applicant			
Name:	PanAmSat Licensee Corp.	Phone Number:	2032108000
DBA Name:		Fax Number:	2032108001
Street:	20 Westport Road	E-Mail:	
City:	Wilton	State:	CT
Country:	USA	Zipcode:	06897 -
Attention:	Mr James W Cuminale Esq		

9-16. Name of Contact Representative (If other than applicant)

Name:	Mr Joseph A Godles Esq	Phone Number:	202-429-4900
Company:	Goldberg Godles Wiener & Wright	Fax Number:	202-429-4912
Street:	1229 19th Street NW	E-Mail:	jgodles@g2w2.com
City:	Washington	State:	DC
Country:	USA	Zipcode:	20036-2413
Contact Title:	Attorney	Relationship:	Legal Counsel

CLASSIFICATION OF FILING

17. Choose the button next to the classification that applies to this filing for both questions a. and b. Choose only one for 17a and only one for 17b.

- a1. Earth Station
- a2. Space Station

- (N/A) b1. Application for License of New Station
- (N/A) b2. Application for Registration of New Domestic Receive-Only Station
- (N/A) b3. Amendment to a Pending Application
- (N/A) b4. Modification of License or Registration
- b5. Assignment of License or Registration
- b6. Transfer of Control of License or Registration
- (N/A) b7. Notification of Minor Modification
- (N/A) b8. Application for License of New Receive-Only Station Using Non-U.S. Licensed Satellite
- (N/A) b9. Letter of Intent to Use Non-U.S. Licensed Satellite to Provide Service in the United States
- (N/A) b10. Other (Please specify)

17c. Is a fee submitted with this application?

- If Yes, complete and attach FCC Form 159. If No, indicate reason for fee exemption (see 47 C.F.R. Section 1.1114).
 Governmental Entity Noncommercial educational licensee
 Other (please explain):

17d.

Fee Classification A CWY – Space Station Amendment
(Geostationary)

18. If this filing is in reference to an existing station, enter:

(a) Call sign of station:
CS91004

19. If this filing is an amendment to a pending application enter both fields, if this filing is a modification please enter only the file number:

(a) Date pending application was filed:

(b) File number:

SATMOD1998092800078

TYPE OF SERVICE

<p>20. NATURE OF SERVICE: This filing is for an authorization to provide or use the following type(s) of service(s): Select all that apply:</p> <p><input checked="" type="checkbox"/> a. Fixed Satellite <input type="checkbox"/> b. Mobile Satellite <input type="checkbox"/> c. Radiodetermination Satellite <input type="checkbox"/> d. Earth Exploration Satellite <input type="checkbox"/> e. Direct to Home Fixed Satellite <input type="checkbox"/> f. Digital Audio Radio Service <input type="checkbox"/> g. Other (please specify)</p>	
<p>21. STATUS: Choose the button next to the applicable status. Choose only one. <input type="radio"/> Common Carrier <input checked="" type="radio"/> Non-Common Carrier</p>	<p>22. If earth station applicant, check all that apply. <input type="checkbox"/> Using U.S. licensed satellites <input type="checkbox"/> Using Non-U.S. licensed satellites</p>
<p>23. If applicant is providing INTERNATIONAL COMMON CARRIER service, see instructions regarding Sec. 214 filings. Choose one. Are these facilities: <input type="radio"/> Connected to a Public Switched Network <input type="radio"/> Not connected to a Public Switched Network <input checked="" type="radio"/> N/A</p>	
<p>24. FREQUENCY BAND(S): Place an 'X' in the box(es) next to all applicable frequency band(s). <input checked="" type="checkbox"/> a. C-Band (4/6 GHz) <input checked="" type="checkbox"/> b. Ku-Band (12/14 GHz) <input type="checkbox"/> c. Other (Please specify upper and lower frequencies in MHz.) Frequency Lower: Frequency Upper:</p>	

TYPE OF STATION

25. CLASS OF STATION: Choose the button next to the class of station that applies. Choose only one.

- a. Fixed Earth Station
- b. Temporary–Fixed Earth Station
- c. 12/14 GHz VSAT Network
- d. Mobile Earth Station
- e. Geostationary Space Station
- f. Non–Geostationary Space Station
- g. Other (please specify)

26. TYPE OF EARTH STATION FACILITY:

- Transmit/Receive Transmit–Only Receive–Only N/A

PURPOSE OF MODIFICATION

27. The purpose of this proposed modification is to: (Place an 'X' in the box(es) next to all that apply.)

- a -- authorization to add new emission designator and related service
- b -- authorization to change emission designator and related service
- c -- authorization to increase EIRP and EIRP density
- d -- authorization to replace antenna
- e -- authorization to add antenna
- f -- authorization to relocate fixed station
- g -- authorization to change assigned frequency(ies)
- h -- authorization to add Points of Communication (satellites & countries)
- i -- authorization to change Points of Communication (satellites & countries)
- j -- authorization for facilities for which environmental assessment and radiation hazard reporting is required
- k -- Other (Please specify)

ENVIRONMENTAL POLICY

28. Would a Commission grant of any proposal in this application or amendment have a significant environmental impact as defined by 47 CFR 1.1307? If YES, submit the statement as required by Sections 1.1308 and 1.1311 of the Commission's rules, 47 C.F.R. 1.1308 and 1.1311, as an exhibit to this application. A Radiation Hazard Study must accompany all applications for new transmitting facilities, major modifications, or major amendments.

Yes No

ALIEN OWNERSHIP Earth station applicants not proposing to provide broadcast, common carrier, aeronautical en route or aeronautical fixed radio station services are not required to respond to Items 30–34.

29. Is the applicant a foreign government or the representative of any foreign government?	<input type="radio"/> Yes <input checked="" type="radio"/> No <input type="radio"/> N/A
30. Is the applicant an alien or the representative of an alien?	<input type="radio"/> Yes <input checked="" type="radio"/> No <input type="radio"/> N/A
31. Is the applicant a corporation organized under the laws of any foreign government?	<input type="radio"/> Yes <input checked="" type="radio"/> No <input type="radio"/> N/A
32. Is the applicant a corporation of which any officer or director is an alien or of which more than one–fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	<input type="radio"/> Yes <input checked="" type="radio"/> No <input type="radio"/> N/A
33. Is the applicant a corporation directly or indirectly controlled by any other corporation of which more than one–fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	<input type="radio"/> Yes <input checked="" type="radio"/> No <input type="radio"/> N/A

34. If any answer to questions 29, 30, 31, 32 and/or 33 is Yes, attach as an exhibit an identification of the aliens or foreign entities, their nationality, their relationship to the applicant, and the percentage of stock they own or vote.

BASIC QUALIFICATIONS

35. Does the Applicant request any waivers or exemptions from any of the Commission's Rules?
If Yes, attach as an exhibit, copies of the requests for waivers or exceptions with supporting documents. Yes No

36. Has the applicant or any party to this application or amendment had any FCC station authorization or license revoked or had any application for an initial, modification or renewal of FCC station authorization, license, or construction permit denied by the Commission? If Yes, attach as an exhibit, an explanation of circumstances. Yes No
Ex 36

37. Has the applicant, or any party to this application or amendment, or any party directly or indirectly controlling the applicant ever been convicted of a felony by any state or federal court? If Yes, attach as an exhibit, an explanation of circumstances. Yes No
Ex 37 39

38. Has any court finally adjudged the applicant, or any person directly or indirectly controlling the applicant, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement or any other means or unfair methods of competition? If Yes, attach as an exhibit, an explanation of circumstances Yes No

39. Is the applicant, or any person directly or indirectly controlling the applicant, currently a party in any pending matter referred to in the preceding two items? If yes, attach as an exhibit, an explanation of the circumstances.

Yes No

40. If the applicant is a corporation and is applying for a space station license, attach as an exhibit the names, address, and citizenship of those stockholders owning a record and/or voting 10 percent or more of the Filer's voting stock and the percentages so held. In the case of fiduciary control, indicate the beneficiary(ies) or class of beneficiaries. Also list the names and addresses of the officers and directors of the Filer.

41. By checking Yes, the undersigned certifies, that neither applicant nor any other party to the application is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance. See 47 CFR 1.2002(b) for the meaning of "party to the application"; for these purposes.

Yes No

42a. Does the applicant intend to use a non-U.S. licensed satellite to provide service in the United States? If Yes, answer 42b and attach an exhibit providing the information specified in 47 C.F.R. 25.137, as appropriate. If No, proceed to question 43.

Yes No

42b. What administration has licensed or is in the process of licensing the space station? If no license will be issued, what administration has coordinated or is in the process of coordinating the space station?

43. Description. (Summarize the nature of the application and the services to be provided).

Applicant seeks to amend its pending modification application in accordance with the attached explanation.

Ex 43

CERTIFICATION

The Applicant 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 an authorization in accordance with this application. The applicant certifies that grant of this application would not cause the applicant to be in violation of the spectrum aggregation limit in 47 CFR Part 20. All statements made in exhibits are a material part hereof and are incorporated herein as if set out in full in this application. The undersigned, individually and for the applicant, hereby certifies that all statements made in this application and in all attached exhibits are true, complete and correct to the best of his or her knowledge and belief, and are made in good faith.

44. Applicant is a (an): (Choose the button next to applicable response.)

- Individual
- Unincorporated Association
- Partnership
- Corporation
- Governmental Entity
- Other (please specify)

45. Name of Person Signing Kalpak Gude	46. Title of Person Signing Associate General Counsel
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47. Please supply any need attachments.

Attachment 1:	Attachment 2:	Attachment 3:
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WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND / OR IMPRISONMENT
(U.S. Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION AUTHORIZATION
(U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

Amendment

PanAmSat Licensee Corp. (“PanAmSat”) has a pending license modification application in which it has requested authority to downlink signals from the Australia beam on PAS-5 for the purpose of monitoring the performance of the satellite from an earth station located at PanAmSat’s teleport in Napa, California. The Commission has authorized PanAmSat to operate in this fashion on an interim basis, while its modification application is pending, pursuant to a grant of Special Temporary Authority (“STA”).

PanAmSat hereby amends its modification application in one limited respect. In addition to requesting monitoring authority, PanAmSat now seeks to make commercial use of the signals that are received by the Napa earth station. PanAmSat is not seeking permission to downlink these signals to any PanAmSat or customer earth station in the United States other than the Napa earth station.

Grant of PanAmSat’s modification application as amended is warranted because:

- Using PanAmSat’s signal for commercial purposes will not affect the technical characteristics of the Australia beam or its impact on BSS or terrestrial users in the limited portions of the United States included within the beam’s sidelobe.
- Granting PanAmSat commercial authority will enable it to improve service to the public.
- The Commission previously authorized Loral to operate in the 12.25-12.75 GHz band in similar circumstances.

Discussion

PAS-5 is a hybrid C/Ku-band satellite that principally serves the Asia-Pacific region from its 166° E.L. orbital location. The main downlink beam of the Ku-band transponders on the satellite’s Australia beam is focused on Australia, but the transponders also have sidelobe coverage of Hawaii and limited portions of the west coast of the United States. This sidelobe coverage is at extremely low EIRPs,¹ and at low elevation angles. The elevation angle at PanAmSat’s Napa teleport, for example, is 5.6°. The area on the west coast within which the Australia beam can be seen with a look angle of five degrees or better is confined to a sliver of the California coast that has the Pacific Ocean on one side of it and the mountains on the other side.

¹ The maximum EIRPs for the sidelobe coverage in Hawaii and the west coast are, respectively, approximately 16 dB down and 10 dB down from the main beam maximum EIRP.

The downlink portion of the Australia beam operates in the 12.25-12.75 GHz band, which is allocated to the Fixed Satellite Service in Australia and the rest of Region 3. In the United States, however, the band - except for the 12.7-12.75 GHz portion of the band - is allocated to the Broadcast Satellite Service ("BSS"). The remaining portion of the band - 12.7-12.75 GHz - is allocated in the United States to the fixed, mobile, and fixed satellite (Earth-to-space) services, which the Commission has made available for assignment to broadcast auxiliary, CARS, and fixed microwave stations.

The Commission has granted PanAmSat an STA to use the Australia beam to transmit to its earth station in Napa so that PanAmSat can monitor traffic on PAS-5.² The STA ensures that the principal uplink station for PAS-5 in the United States is capable of assessing degradation to Australia beam signals attributable to transmission impairments, meteorological occurrences, or other unplanned events.

PanAmSat also has pending a modification application that would add this monitoring authority, on a non-conforming-use basis, to its license to operate PAS-5.³ PanAmSat hereby amends its modification application in one limited respect. In addition to being able to receive the Australia beam at its Napa earth station for monitoring purposes, PanAmSat seeks authority to use the beam to transmit to its Napa earth station for commercial purposes.

PanAmSat's proposed transmissions in the 12.25-12.7 GHz band would be on a non-conforming use basis (because those frequencies are allocated to the BSS in the United States),⁴ and PanAmSat's proposed transmissions in the 12.7-12.75 GHz band would be on a waiver basis (because those frequencies are allocated to the FSS in the United States, but in the Earth-to space direction, not the space-to-Earth direction). For the reasons discussed below, PanAmSat's request for commercial authority is supported by good cause.

Technical considerations. Using PanAmSat's signal for commercial purposes will not affect the technical characteristics of the Australia beam or its impact on BSS or terrestrial users in the limited portions of the United States included within the beam's sidelobe. The Australia beam already is receivable in Napa for monitoring purposes, and the use that PanAmSat makes of the beam once it is downlinked has no bearing upon the signal's potential for causing interference.

² Letter, dated September 6, 2000, from Thomas S. Tycz, FCC, to Joseph Godles, Esq., counsel for PanAmSat (SAT-STA-20000323-00076) ("September 2000 STA"). PanAmSat also holds an STA authorizing it to use its Napa earth station to receive these monitoring signals. See SES-STA-20001205-02379 (granted 1/10/01).

³ See FCC File Nos. SAT-MOD-19980928-00078 and SAT-AMD-19990222-00024.

⁴ See Letter, dated Nov. 19, 1998, from Joseph A. Godles, counsel for PanAmSat, to Magalie R. Salas, Secretary, FCC (requesting non-conforming use authority).

Granting commercial authority, therefore, is consistent with the Commission's prior finding that PanAmSat's Australia beam transmissions do not interfere with authorized services. The Commission already has determined that "no additional risk of harmful interference [to BSS stations] is presented by PanAmSat's proposed use of the 12.25-12.7 GHz band in the United States," relying on the fact that "the nearest BSS satellite assignment to PAS-5's 166° E.L. orbital location is 18.8° away."⁵ Similarly, the Commission has concluded that "PanAmSat's use of the 12.7-12.75 GHz frequency band in the space-to-earth direction presents no risk of harmful interference to terrestrial services."⁶ The only interference issues associated with permitting PanAmSat to downlink the Australia beam in Napa for commercial purposes, therefore, are ones that the Commission already has resolved.

The Commission's finding that PanAmSat will not interfere with terrestrial services operating in the 12.7-12.75 GHz band is reinforced by a frequency coordination study that Comsearch undertook at PanAmSat's request. Comsearch searched the FCC's database and its proprietary database and identified 6,182 microwave links operating in the 12.7-12.75 GHz band in California, Oregon, and Nevada. It determined that all but 75 of these links have an azimuth discrimination angle from PAS-5 of at least 2.25 degrees. This cull angle is based on a 1.5 degrees of avoidance angle times a 1.5 factor for atmospheric refraction.

Comsearch performed a more detailed analysis on the remaining 75 microwave links, based on their elevation angles. Once again, it found that there is no prospect for interference, in this case because none of the stations is pointing within 2.25 degrees of PAS-5. The closest terrestrial station receiving antenna pointing angle towards PAS-5 is 3.5 degrees. Similarly, Comsearch analyzed the six mobile stations operating in the 12.7-12.75 GHz band in the area, and concluded that interference is not an issue. Accordingly, the Commission's conclusion that PanAmSat will not interfere with terrestrial services was well founded.

Public interest considerations. Granting PanAmSat commercial authority will enable it to improve service to the public. With commercial authority in place, PanAmSat will have connectivity between Australia and the Napa earth station that it cannot offer at present. This connectivity will enable PanAmSat's customers to use satellite spectrum more efficiently, making it possible for them to add a U.S. receive point to their Australian networks and services. Absent this connectivity, the customers would have to use duplicative facilities, such as a second satellite link, to reach the United States. It is axiomatic that more varied service offerings and more efficient use of the spectrum are in the public interest.

⁵ September 2000 STA, *supra* n. 2, at 2-3.

⁶ *Id.* at 3.

Commission precedent. PanAmSat's request is consistent with Commission precedent. The Commission previously issued a license to Loral to operate an earth station in Hawaii, on a secondary, non-interference basis, that would downlink in the 12.25-12.75 GHz band for commercial purposes.⁷ The Commission found that these operations would not interfere with BSS or terrestrial users, and would "provide important communication services between the Asia-Pacific region and the United States, thus increasing the competitive options available to the public."⁸ Loral's operations in Hawaii are similar to what PanAmSat is proposing for Napa.

⁷ See *Loral Orion Services, Inc.*, DA 99-652 (Int. Bur., Apr. 2, 1999).

⁸ *Id.* ¶ 14.

Regarding Cancelled Authorizations

In response to question 36 of FCC Form 312, PanAmSat Licensee Corp. (“PanAmSat”) never has had an FCC license “revoked.” However, on June 26, 2000, the International Bureau “cancelled” two of PanAmSat’s Ka-band satellite authorizations based on its finding that PanAmSat had not satisfied applicable construction milestones. See PanAmSat Licensee Corp., File Nos. 198/199-SAT-P/LA-95 *et al.*, Memorandum Opinion and Order (rel. June 26, 2000). In that same order, the Bureau denied related applications to modify the cancelled authorizations. After the FCC denied PanAmSat's application for review of the Bureau's decision, PanAmSat filed an appeal with the United States Court of Appeals for the District of Columbia Circuit, where the case is now pending. Notwithstanding the fact that the Bureau’s action does not seem to be the kind of revocation action contemplated by question 36, PanAmSat is herein making note of the decision in the interests of absolute candor and out of an abundance of caution.

In any event, the Bureau’s action does not reflect on PanAmSat’s basic qualifications to be an FCC licensee, which are well-established and a matter of public record.

Question 37:

Hughes Electronics Corporation ("HE") indirectly owns over 80% of the issued and outstanding stock of PanAmSat Licensee Corp. ("PanAmSat"). Hughes Aircraft Company ("HAC"), formerly a wholly-owned subsidiary of HE, pled guilty to two felony counts in 1990. The full details of this matter are included in a Form 430 for Hughes Communications Galaxy, Inc., dated August 19, 1991.

On June 15, 1992, HAC was found guilty of one felony count with regard to the testing of microelectronics components. The full details of this matter are included in a Form 430 for Hughes Communications Galaxy, Inc., dated August 12, 1992.

The conduct at issue in these two cases stemmed from the aerospace and defense business of HAC, and has no relevance to the FCC authorizations and applications of PanAmSat. HAC (which, in 1996, changed its name to HE Holdings, Inc.) was merged with the Raytheon Company in 1997 and is no longer affiliated with PanAmSat or any party to this application. HE, moreover, had no ownership interest in the PanAmSat system when the conduct occurred at HAC. In addition, conduct in these matters is wholly unrelated to the communications area and does not reflect in any way upon the FCC-related activity of PanAmSat, whose operations were largely independent of HAC during the period when HAC was a subsidiary of HE.

Question 39:

1. Sensor Co. Ltd. v. Hughes Electronics Manufacturing Service Company, et al.
Plaintiff seeking \$35 million for alleged fraud, breach of contract, breach of warranties and violation of California's unfair trade practices act. Hughes denies liability, and has filed cross-claims seeking contribution and indemnification from co-defendants. Co-defendants have filed cross-complaints seeking indemnification from Hughes. Discovery has not commenced.
2. Grand Jury Investigation/State Department Review
There is a pending grand jury investigation into whether Hughes should be accused of criminal violations of the export control laws arising out of the participation of two employees on a committee formed to review the findings of Chinese engineers regarding the failure of a Long March rocket in China in 1996. Hughes is also subject to the authority of the

United States State Department to impose sanctions for non-criminal violations of the Arms Export Control Act. In this long-pending investigation, no indictment has issued, nor has the State Department imposed sanctions, to date.

3. Bischoff, et al. v. DIRECTV, et al.

In September 2000, a putative class action was commenced against DIRECTV, Thomson Consumer Electronics, Best Buy Co., Circuit City Stores and Tandy Corporation. The named plaintiffs purport to represent a class of all consumers who purchased DIRECTV equipment and services any time from March 1996 to September 1, 2000, and allege that defendants have violated federal and California antitrust statutes by entering into agreements to exclude competition and force retailers to boycott competitors' products and services. There will be a status conference in this matter shortly. DIRECTV intends to move to compel arbitration.

4. Kingray, et al. v. NHL, et al.

Putative class actions against NBA and NHL, its member teams and DIRECTV. Plaintiffs allege that the distribution agreements between the leagues and DIRECTV violate the antitrust laws. DIRECTV's motion to dismiss complaint granted with leave to amend. Second motion to dismiss now pending. DIRECTV's motion to compel arbitration denied. DIRECTV has filed notice of appeal of arbitration ruling.