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ASSOCIATED OFFICE

RIOS FERRER Y

GUILLÉN-LLARENA, S.C.

BUDAPEST

ASSOCIATED OFFICE

NAGY ÉS TRÓCSÁNYI

ÜGYVÉDI IRODA

3 January 2000

RECEIVED
JAN - 3 2000
FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

Ms. Magalie Roman Salas
Secretary
Federal Communications Commission
445 12th Street, S.W. TW-A325
Washington, D.C. 20554

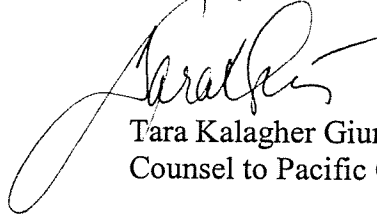
Re: Application for Consent to Transfer Control of NetSat 28 Company, L.L.C.,
File No. SAT-T/C-19990727-00080

Dear Ms. Roman Salas:

Enclosed please find an original and four (4) copies, plus a stamped and return copy, of Pacific Century Group, Inc.'s Petition to Deny in the above-referenced pleading, which has been served on those parties included in the attached service list.

Please contact me at (202) 736-1809 if you have any questions concerning this filing.

Sincerely,



Tara Kalagher Giunta
Counsel to Pacific Century Group, Inc.

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554**

RECEIVED
JAN - 3 2000
FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

In the Matter of	)	
	)	
NetSat 28 Company, L.L.C.	)	SAT-T/C-19990727-00080
	)	
Application for Consent to	)	
Transfer Control	)	

PETITION TO DENY

Pacific Century Group, Inc. ("PCG"), by its attorneys, pursuant to Section 25.154(a) of the Rules of the Federal Communications Commission ("FCC" or "Commission"), 47 C.F.R. §25.154(a) (1998), hereby submits this Petition to Deny the request by NetSat 28 Company, L.L.C. ("NetSat") for consent to transfer control of the company and the associated geostationary, Ka-band fixed satellite service license to EMS Technologies, Inc. ("EMS") and the amendment thereto. NetSat's amendment to its proposed transfer of control does not change the fact that it did not meet its milestone requirement to begin construction of its satellite by May 1998, as required by its license¹. Therefore, as stated in PCG's Petition to Deny filed on 24 September 1999, PCG restates its position that the Commission should declare NetSat's license null and void. Further, without a valid license, NetSat's pending transfer of control request, in whatever form it may now take, should be declared moot.

¹ *NetSat 28 Company, L.L.C.*, Order and Authorization, 13 FCC Rcd 1392 (1997) ("NetSat Order and Authorization").

I. BACKGROUND

PCG is one of ten parties which submitted applications by 22 December 1997 -- or in the case of PCG, a letter of intent ("LOI") -- to provide service to the United States market as part of a second Ka-band processing round. Efforts by the applicants to develop a proposed orbital deployment plan are being severely hampered by a shortage of unassigned orbital locations in certain parts of the geostationary orbital arc. That shortage is particularly acute within the orbital arc suitable for service to the contiguous United States ("CONUS").

NetSat received its assignment to a prime CONUS orbital location in May 1997 as part of the initial round of geostationary Ka-band licensing by the Commission. In its licensing order, the FCC instructed NetSat to commence construction of its satellite by May 1998 and to launch the spacecraft by May 2002. In the *NetSat Order and Authorization*, the Commission pointed out that "...unless extended by the Commission for good cause shown, this authorization shall become NULL AND VOID in the event the space station is not constructed, launched and successfully placed into operation in accordance with the technical parameters and terms and conditions of the authorization" by the aforementioned dates.²

NetSat's amendment was filed on October 7, 1999, while the pleading cycle was still running for public comments on its first proposal to transfer control of its geostationary Ka-band satellite license to EMS. The Commission only placed NetSat's amendment on public notice on December 23, 1999 and requested that comments be filed January 3, 2000. PCG, one of several parties which participated in the first pleading round, incorporates by reference its Petition to Deny³

² *NetSat Order and Authorization*, 13 FCC Rcd at 1403 (emphasis in original).

³ Petition to Deny of Pacific Century Group, In the Matter of NetSat 28 Company, L.L.C., Footnote continued on next page.

and its Reply to Consolidated Opposition to Petitions to Deny⁴ in that earlier phase of this proceeding. All of the issues addressed therein are still relevant because the nature of the transfer of control in question has not fundamentally changed.

II. NETSAT'S AMENDMENT IS IRRELEVANT BECAUSE ITS LICENSE SHOULD BE DECLARED NULL AND VOID

NetSat's amendment does not change the fundamental purpose of its deal with EMS, which is to transfer control of the company and the license to EMS. Nor does it change the fundamental flaw in that deal: NetSat's license is no longer valid, because NetSat failed to meet its construction milestone in May 1998. Ironically, NetSat admitted as much in its Opposition.⁵ There is no further issue that the Commission need address besides whether NetSat has failed to satisfy the terms of its license, though NetSat might seek to throw up a smoke screen to cover its failure to do so.

The FCC's strict construction milestone requirements are designed to ensure that licensees do not "warehouse" valuable spectrum and orbital resources. NetSat's poor track record and continuing lack of adequate funding even today, as well as shortages of spectrum and orbital locations is stymieing the progress of the second round geostationary Ka-band applicants. Therefore, its license should declared null and void.

Application for Consent to Transfer Control, File No. SAT-T/C-199900727-00080 (24 September 1999).

⁴ Reply to Consolidated Opposition to Petition to Deny of Pacific Century Group, In the Matter of NetSat 28 Company, L.L.C., File No. 19990727-00080 (15 October 1999).

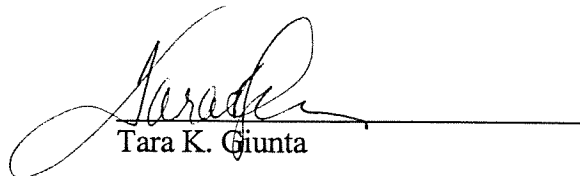
⁵ Consolidated Opposition of NetSat 28 Company, L.L.C., In the Matter of NetSat 28 Company, L.L.C., File No. 19990727-00080 (7 October 1999), at 4.

IV. CONCLUSION

The Commission should move quickly to revoke NetSat's license for failure to comply with the terms of its license. Moreover, the Commission should act quickly to investigate whether other first round geostationary Ka-band licensees have similarly failed to meet their construction milestone requirements and thus violated the terms of their licenses. PCG is encouraged by the fact that it understands that the Commission has sent letters to those first round Ka-band geostationary licensees that have tolling milestones to determine their status. It encourages the Commission to act quickly on any information it obtains which demonstrates that certain first round licensees have not met their license requirements. Second round applicants, including PCG, are anxious to bring broadband services to the American public. Their plans are being hampered, however, by licensees such as NetSat that are warehousing valuable spectrum and orbital locations.

Respectfully submitted,

PACIFIC CENTURY GROUP, INC.



Tara K. Giunta

Coudert Brothers
1627 I Street, N.W.
Suite 1200
Washington, D.C. 20006

Its Attorneys

Date: 3 January 2000

CERTIFICATE OF SERVICE

I, A. Lynn Kimmel, hereby certify that on this 3rd day of January 2000, a true and correct copy of the foregoing "Reply to Consolidated Opposition to Petitions to Deny" was sent by first class U.S. mail, postage prepaid, to the following parties:

Thomas S. Tycz*
Chief, Satellite and Radiocommunications
Division, International Bureau
Federal Communications Commission
445 12th Street, S.W. 6th Floor West
Washington, D.C. 20554

Mark J. Tauber
Piper & Marbury, L.L.P.
1200 19th Street, N.W.
Suite 700
Washington, D.C. 20036-2430

Counsel for EMS Technologies, Inc.

Fern Jarmulnek*
Chief, Satellite Policy Branch
International Bureau
Federal Communications Commission
445 12th Street, S.W. 6th Floor West
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Vice President and General Counsel
EMS Technologies, Inc.
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International Bureau
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Mark A. Grannis
Kelly S. McGinn
Harris, Wiltshire & Grannis LLP
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Washington, D.C. 20036

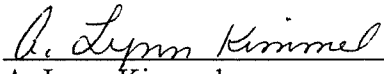
Counsel for Celsat America, Inc.

Robert A. Mazer
Albert Shuldiner
Vinson & Elkins L.L.P.
The Willard Office Building
1455 Pennsylvania Avenue, N.W.
Washington, DC 20004

Counsel for NetSat 28 Company, L.L.C.

Gary M. Epstein
John P. Janka
Arthur S. Landerholm
Michael J. Gyr
Latham & Watkins
1001 Pennsylvania Avenue, N.W.
Suite 1300
Washington, D.C. 20004

Counsel for Hughes Communications, Inc.


A. Lynn Kimmel

*via Hand Delivery

EXHIBIT A

AMENDMENT TO TRANSFER OF CONTROL APPLICATION

Vinson & Elkins

ATTORNEYS AT LAW

VINSON & ELKINS L.L.P.

THE WILLARD OFFICE BUILDING

1455 PENNSYLVANIA AVE., N.W.

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E-mail: ashuldiner@velaw.com

Web: www.velaw.com

October 7, 1999

Ms. Magalie Roman Salas
Secretary
Federal Communications Commission
445 Twelfth Street, S.W.
Washington, D.C. 20554

Re: NetSat 28 Company, L.L.C.
File No. SAT-T/C-19990727-00080

Dear Ms. Salas:

NetSat 28 Company, L.L.C. ("NetSat 28"), by its attorneys, hereby submits this amendment to its pending application for transfer of control. NetSat 28 is a licensee authorized to launch and operate a geostationary satellite in the Ka-band Fixed Satellite Service ("FSS"). *NetSat 28 Company, L.L.C.*, 13 FCC Rcd 1392 (1997). On July 27, 1999, NetSat filed an application for transfer of control. That application appeared on public notice on August 25, 1999. *Public Notice*, Report No. SAT-00024 (Aug. 25, 1999). This amendment provides details on the revised structure of the agreement between NetSat 28 and EMS Technologies, Inc. ("EMS"). Under this revised structure, EMS will also obtain a majority interest in NetSat 28. Thus, this amendment does not raise any issues not raised in the original transfer of control application. Nonetheless, this amendment provides the Commission with the more accurate description of the revised transaction.

This application consists of FCC Form 312 plus revised versions of the exhibits attached to the original transfer application. A fee of \$1,280 also accompanies this application.

Any questions concerning this application should be directed to the undersigned.

Respectfully submitted,



Albert Shuldiner
Counsel to NetSat 28 Company, L.L.C.

Enclosures

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION

APPROVED BY OMB

3060-0589

REMITTANCE ADVICE

SPECIAL USE

FCC USE ONLY

(1) LOCKBOX # 358210

PAGE NO 1 OF 1

SECTION A - PAYER INFORMATION

(2) PAYER NAME (if paying by credit card, enter name exactly as it appears on your card)

NetSat 28 Company, L.L.C.

(3) TOTAL AMOUNT PAID (dollars and cents)

\$ 1,280.00

(4) STREET ADDRESS LINE NO. 1

73 Franklin Street

(5) STREET ADDRESS LINE NO. 2

(6) CITY

Annapolis

(7) STATE

MD

(8) ZIP CODE

21401

(9) DAYTIME TELEPHONE NUMBER (include area code)

410-268-6984

(10) COUNTRY CODE (if not in U.S.A.)

IF PAYER NAME AND THE APPLICANT NAME ARE DIFFERENT, COMPLETE SECTION B
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C)

SECTION B - APPLICANT INFORMATION

(11) APPLICANT NAME (if paying by credit card, enter name exactly as it appears on your card)

(12) STREET ADDRESS LINE NO. 1

(13) STREET ADDRESS LINE NO. 2

(14) CITY

(15) STATE

(16) ZIP CODE

(17) DAYTIME TELEPHONE NUMBER (include area code)

(18) COUNTRY CODE (if not in U.S.A.)

COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEETS (FORM 159-C)

SECTION C - PAYMENT INFORMATION

(19A) FCC CALL SIGN/OTHER ID

(20A) PAYMENT TYPE CODE (PTC)

(21A) QUANTITY

(22A) FEE DUE FOR (PTC) IN BLOCK 20A

FCC USE ONLY

C W Y

1

\$ 1,280.00

(23A) FCC CODE 1

(24A) FCC CODE 2

(19B) FCC CALL SIGN/OTHER ID

(20B) PAYMENT TYPE CODE (PTC)

(21B) QUANTITY

(22B) FEE DUE FOR (PTC) IN BLOCK 20B

FCC USE ONLY

(23B) FCC CODE 1

(24B) FCC CODE 2

(19C) FCC CALL SIGN/OTHER ID

(20C) PAYMENT TYPE CODE (PTC)

(21C) QUANTITY

(22C) FEE DUE FOR (PTC) IN BLOCK 20C

FCC USE ONLY

(23C) FCC CODE 1

(24C) FCC CODE 2

(19D) FCC CALL SIGN/OTHER ID

(20D) PAYMENT TYPE CODE (PTC)

(21D) QUANTITY

(22D) FEE DUE FOR (PTC) IN BLOCK 20D

FCC USE ONLY

(23D) FCC CODE 1

(24D) FCC CODE 2

SECTION D - TAXPAYER INFORMATION (REQUIRED)

(25)

PAYER TIN

65 - 0 6 2 4 7 3 9

(26) COMPLETE THIS BLOCK ONLY IF APPLICANT NAME IN B-11 IS DIFFERENT FROM PAYER NAME IN A-2

APPLICANT TIN

SECTION E - CERTIFICATION

(27) CERTIFICATION STATEMENT

I, _____, Certify under penalty of perjury that the foregoing and supporting information

(PRINT NAME)

are true and correct to the best of my knowledge, information and belief SIGNATURE _____

SECTION F - CREDIT CARD PAYMENT INFORMATION

(28)

MASTERCARD/VISA ACCOUNT NUMBER:

EXPIRATION DATE:

MASTERCARD

1 2 3 4 5 6 7 8 9 0 1 2 3 4 5 6 7 8 9 0

1 2 3 4 5 6 7 8 9 0

MONTH YEAR

VISA

I hereby authorize the FCC to charge my VISA or MASTERCARD

AUTHORIZED SIGNATURE

DATE

for the service(s) authorized herein described.

SEE PUBLIC BURDEN ESTIMATE ON REVERSE

FCC FORM 159 JULY 1997 (REVISED)

**FCC 312
Main Form****FEDERAL COMMUNICATIONS COMMISSION****APPLICATION FOR SATELLITE SPACE AND EARTH STATION AUTHORIZATIONS**Approved by OMB
3060-0678
Est. Avg Burden Hours
Per Response: 11 Hrs.FCC Use Only
File Number:

Call Sign:

Fee Number:

APPLICANT INFORMATION

1. Legal Name of Applicant NetSat 28 Company, L.L.C.		2. Voice Telephone Number 410-268-6981	
3. Other Name Used for Doing Business (if any)		4. Fax Telephone Number 410-268-0206	
5. Mailing Street Address or P.O. Box 73 Franklin Street		6. City Annapolis	8. Zip Code 21401
ATTENTION: Thomas W. Glynn		7. State / Country (if not U.S.) Maryland	
9. Name of Contact Representative (If other than applicant) Albert Shuldiner		10. Voice Telephone Number 202-639-6722	
11. Firm or Company Name Vinson & Elkins		12. Fax Telephone Number 202-639-6604	
13. Mailing Street Address or P.O. Box 1455 Pennsylvania Avenue, N.W.		14. City Washington	16. Zip Code 20004-1008
ATTENTION:		15. State / Country (if not U.S.) D.C.	

CLASSIFICATION OF FILING

17. Place an "X" in the box next to the classification that applies to this filing for both questions a. and b. Mark only one box for 17a and only one box for 17b.	
☐ a1. Earth Station	☐ b1. Application for License of New Station
☒ a2. Space Station	☐ b2. Application for Registration of New Domestic Receive-Only Station
	☒ b3. Amendment to a Pending Application
	☐ b4. Modification of License or Registration
	☐ b5. Assignment of License or Registration
18. If this filing is in reference to an existing station, enter: Call sign of station:	
19. If this filing is an amendment to a pending application enter: (a) Date pending application was filed: July 28, 1999 (b) File number of pending application: SAT-T/C-19990727-00080	

TYPE OF SERVICE

20. NATURE OF SERVICE: This filing is for an authorization to provide or use the following type(s) of service(s): Place an "X" in the box(es) next to all that apply.

☒ a. Fixed Satellite ☐ c. Radiodetermination Satellite ☐ e. Direct to Home Fixed Satellite
☐ b. Mobile Satellite ☐ d. Earth Exploration Satellite ☐ f. Digital Audio Radio Service ☐ g. Other (please specify) _____

21. STATUS: Place an "X" in the box next to the applicable status. Mark only one box. 22. If earth station applicant, place an "X" in the box(es) next to all that apply. N/A

☐ a. Common Carrier ☒ b. Non-Common Carrier ☐ a. Using U.S. licensed satellites ☐ b. Using Non-U.S. licensed satellites

☐ a. Connected to the Public Switched Network ☐ b. Not connected to the Public Switched Network

23. If applicant is providing INTERNATIONAL COMMON CARRIER service, see instructions regarding Sec. 214 filings. Mark only one box. Are these facilities: N/A

☐ a. C-Band (4/6 GHz) ☐ b. Ku-Band (12/14 GHz) ☒ c. Other (Please specify) Ka-band (20/30 GHz)

TYPE OF STATION

25. CLASS OF STATION: Place an "X" in the box next to the class of station that applies. Mark only one box.

☐ a. Fixed Earth Station ☐ b. Temporary-Fixed Earth Station ☐ c. 12/14 GHz VSAT Network ☐ d. Mobile Earth Station ☒ e. Space Station ☐ f. Other (Specify) _____

If space station applicant, go to Question 27.

26. TYPE OF EARTH STATION FACILITY Mark only one box. N/A

☐ a. Transmit/Receive ☐ b. Transmit-Only ☐ c. Receive-Only

PURPOSE OF MODIFICATION OR AMENDMENT

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

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

authorization for transfer of control of licensee _____

ENVIRONMENTAL POLICY

28. Would a Commission grant of any proposal in this application or amendment have a significant environmental impact as defined by 47 CFR 1.1307? ☐ YES ☒ NO

If YES, submit the statement as required by Sections 1.1308 and 1.1311 of the Commission's rules, 47 C.F.R. §§ 1.1308 and 1.1311, as an exhibit to this application.

A Radiation Hazard Study must accompany all applications as an exhibit for new transmitting facilities, major modifications, or major amendments. Refer to OET Bulletin 65.

ALIEN OWNERSHIP

29. Is the applicant a foreign government or the representative of any foreign government?	☐ YES	☒ NO
30. Is the applicant an alien or the representative of an alien?	☐ YES	☒ NO
31. Is the applicant a corporation organized under the laws of any foreign government?	☐ YES	☒ NO
32. Is the applicant a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	☐ YES	☒ NO
33. Is the applicant a corporation directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	☐ YES	☒ NO
34. If any answer to questions 29, 30, 31, 32 and/or 33 is Yes, attach as an exhibit, the identification of the aliens or foreign entities, their nationality, their relationship to the applicant, and the percentage of stock they own or vote.		

BASIC QUALIFICATIONS

35. Does the applicant request any waivers or exemptions from any of the Commission's Rules? 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 had any FCC station authorization or license revoked or had any application for an initial, modification or renewal of FCC station authorization, license, or construction permit denied by the Commission? If Yes, attach as an exhibit, an explanation of the circumstances.	☐ YES	☒ NO
37. Has the applicant, or any party to this application, or any party directly or indirectly controlling the applicant ever been convicted of a felony by any state or federal court? If Yes, attach as an exhibit, an explanation of the circumstances.	☐ YES	☒ NO
38. Has any court finally adjudged the applicant, or any person directly or indirectly controlling the applicant, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement or any other means or unfair methods of competition? If Yes, attach as an exhibit, an explanation of the circumstances.	☐ YES	☒ NO
39. Is the applicant, or any person directly or indirectly controlling the applicant, currently a party in any pending matter referred to in the 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, addresses, and citizenship of those stockholders owning of record and/or voting 10 percent or more of the Filer's voting stock and the percentages so held. In the case of fiduciary control, indicate the beneficiary(ies) or class of beneficiaries. Also list the names and addresses of the officers and directors of the Filer.	See Exhibit B	
41. By checking Yes, the undersigned certifies, that neither the applicant nor any other party to the application is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance. See 47 CFR 1.2002(b) for the meaning of "party to the application" for these purposes.	☒ YES	☐ NO
42a. Does the applicant intend to use a non-U.S. licensed satellite to provide service in the United States? 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? _____ U.S.		

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

By this application, NetSat 28 Company, L.L.C. seeks to amend its pending application for Commission authorization for a transfer of control whereby EMS Technologies, Inc. will obtain a controlling interest in NetSat 28.

Exhibit No.	Identify all exhibits that are attached to this application.
A	Description of Transaction
B	Ownership Information
C	Public Interest Statement

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): (Place an "X" in the box next to applicable response.)

☐ a. Individual ☐ b. Unincorporated Association ☐ c. Partnership ☐ d. Corporation ☐ e. Governmental Entity ☒ f. Other (Please specify) Limited Liability Company

45. Typed Name of Person Signing

Thomas W. Glynn

46. Title of Person Signing

Chief Executive Officer

47. Signature



48. Date

10/6/99

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).

EXHIBIT A

DESCRIPTION OF TRANSACTION

NetSat 28 seeks Commission authorization for transfer of control to permit EMS Technologies, Inc. ("EMS") to obtain a controlling interest in the Company. NetSat 28 currently holds an authorization in the Ka-band geostationary orbit ("GSO") Fixed Satellite Service ("FSS") to launch and operate a satellite at 95°W.L. Approval of this transaction will provide NetSat 28 with additional technical and financial resources to ensure the success of its satellite system.

Background on NetSat 28

NetSat 28 is a limited liability company established in 1995 to commercialize innovative optical switching technology for satellite applications. NetSat 28 is currently owned by three entities: (i) dbX Second Corporation, an entity ultimately owned and controlled by David A. Bayer, (ii) Geo Licensing Company, L.L.C. ("GLC"),¹ an entity ultimately controlled by Thomas W. Glynn, and (iii) Hellman & Friedman Capital Partners III, L.P. ("HFCP III"), an investment fund. The core technology for the NetSat 28 system was developed by Mr. Glynn. The initial satellite design and subsequent technical design work has been managed by the technical team at Glynn Scientific, Inc. ("GSI"), another company controlled by Mr. Glynn.

Proposed Transaction

The transfer of ownership in NetSat 28 will take place in a two-step transaction occurring at the same time. First, the ownership interests in NetSat 28 held by all three of the current members will be redeemed or transferred to Nation Net, L.L.C. ("Nation Net"), making NetSat 28 a wholly-owned subsidiary of Nation Net. Nation Net is owned by GLC. Mr. Glynn owns 60% of GLC. Mr.

¹ NetSat 28's license refers to a company named GeoPhone Licensing Company, L.L.C. The correct name of the entity is Geo Licensing Company, L.L.C.

Glynn also holds an indirect interest in Nation Net through his 31% interest in GSI, which owns 13% of GLC. Neither Mr. Bayer nor HFCP III will have an ownership interest in Nation Net.

Second, 50.1% of Nation Net's membership interest in NetSat 28 will be transferred to EMS in return for cash and other investments EMS is making in NetSat 28. Nation Net will retain the other 49.9% ownership interest in NetSat 28. Mr. Glynn will serve as both Chief Technology Officer of NetSat 28 and as a director of the company. GSI will continue to provide technical design work under its existing contract with NetSat 28. Based on NetSat 28's achievement of certain performance goals, EMS may increase its interest in NetSat 28 in stages up to 95.1% ownership of the Company. EMS will grant Nation Net stock in EMS in return for EMS acquiring any portion of this additional block of NetSat 28 stock.

Background on EMS

EMS, a publicly traded Nasdaq company, designs, manufactures and markets products that are important to a wide range of wireless communications applications. EMS' Space and Electronics division manufactures custom-designed, highly engineered hardware for use in space and satellite communications, radar, surveillance and military countermeasures. The company's satellite system expertise includes the manufacture of beam forming networks for antenna control, switches, satellite bus products, aeronautical antennas and ground terminal products.

In January 1999, EMS acquired the Satellite Products business of Spar Aerospace Limited. That business included the design and manufacture of complete payload systems as well as several product lines for satellites focused on antennas, rf products, power converters and digital products. The expertise of both EMS' Space and Electronics division and the former Spar Satellite Products business will be available to support development of NetSat 28's satellite system.

PROPOSED OWNERSHIP STRUCTURE

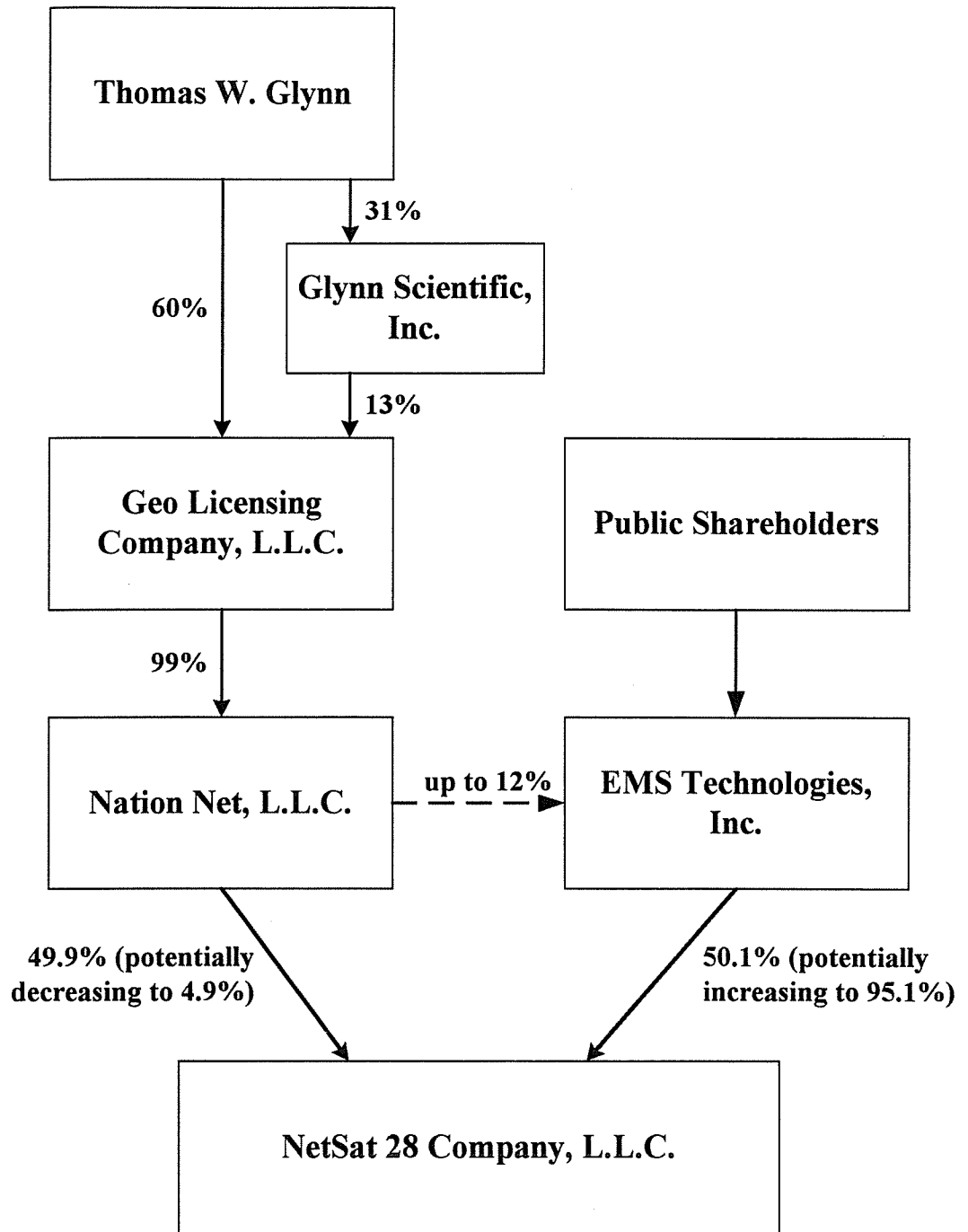


EXHIBIT B
OWNERSHIP OF EMS TECHNOLOGIES, INC.

No person (other than Depositary Trust Company as nominee for “street name” shareholders) currently is the record owner of 10% or more of the common stock of EMS Technologies, Inc., and EMS does not know of any person who holds beneficial economic ownership of or the power to vote 10% or more of such stock. The investment advisory firm of Kopp Investment Advisors, Inc., 6500 Wedgewood Road, Maple Grove, MN 55311, has reported to EMS that it holds discretionary trading authority with respect to shares of common stock held in accounts of its clients, aggregating 15.6% of the outstanding common stock, but does not have the power to vote such shares.

The following list identifies the officers and directors of EMS Technologies:

<u>Name/Address</u>	<u>Position</u>
Alfred G. Hansen 4609 Chattahoochee Crossing Marietta, GA 30067-4769	Director
Jerry H. Lassiter 48 Hickory Hollow Winder, GA 30680	Director
John B. Mowell 814 Live Oak Plantation Road Tallahassee, FL 32312	Director

Don T. Scartz
2455 Roxburgh Drive
Roswell, GA 30076

Director, Senior Vice President and
Chief Financial Officer, Treasurer

Thomas E. Sharon
305 Briton Park Court
Duluth, GA 30097

Chairman of the Board, President and CEO

Norman E. Thagard
502 North Ride
Tallahassee, FL 32303

Director

John J. Farrell, Jr.
1803 Ballybunion Drive
Duluth, GA 30136

Senior Vice President; Group President,
Wireless Products Group

William S. Jacobs
2041 Starfire Drive, N.E
Atlanta, GA 30345-3961

Vice President and General Counsel

Jeffrey A. Leddy
210 Chessgate Court
Alpharetta, GA 30202

Vice President

Gerald S. Bush
1659 Burgundy
St. Lazare, Quebec J7T 2C1

Vice President and General Manager,
Canadian Space & Electronics Division

Paul R. Cox
9490 Dominion Way
Alpharetta, GA 30202

Vice President and General Manager,
Atlanta Space & Electronics Division

James T. Grosch
625 Wintergate Ct
Alpharetta, GA 30202

Vice President and General Manager,
Infrastructure Products Division

Neilson A. Mackay
625 1025 Grenon Ave
Ottawa, Ontario, K2B 8S5

Vice President and General Manager,
SATCOM Division

Terry W. Hopkins
5029 Gunners Run
Roswell, GA 30075

Controller Space & Electronics Group - Atlanta

Roberta K. Lowry
4523 Forest Peak Circle
Marietta, GA 30066

Controller of Wireless Products Group

Pierre C. Bertrand
3260 Carriage Hill Place
Gloucester, Ontario
K1T 3X6

Controller, EMS Technologies Canada, Ltd

Philippe Quenneville
15A Winchester
Westmount, Quebec H3Z 1H9

Vice-President, Finance and Administration
Space and Electronics Group - Canada

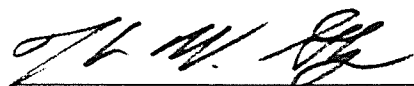
EXHIBIT B

DECLARATION OF THOMAS W. GLYNN

DECLARATION

I, Thomas W. Glynn, hereby declare as follows:

1. I am Chief Executive Officer of NetSat 28 Company, L.L.C. ("NetSat 28").
2. I have been personally involved in NetSat 28's affairs since the NetSat 28 was formed in 1995.
3. I personally have supervised NetSat 28's development efforts since the first quarter of 1998.
4. I have first hand knowledge of the discussions NetSat 28 has held with potential investors, strategic partners and vendors since that time.
5. I have supervised the negotiations with NetSat 28's owners for redemption of their ownership interests and with EMS Technologies, Inc. for investment in NetSat 28.
6. I have reviewed the foregoing Joint Opposition and verify the facts about NetSat 28 contained therein are true and correct to the best of my knowledge.


Thomas W. Glynn

Date: October 6, 1999

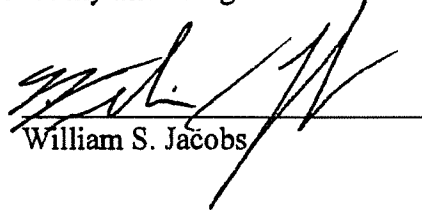
EXHIBIT C

DECLARATION OF WILLIAM S. JACOBS

DECLARATION

I, William S. Jacobs, hereby declare as follows:

1. I am Vice President and General Counsel of EMS Technologies, Inc. ("EMS").
2. I have been involved personally in the negotiations between EMS and NetSat 28 and in EMS' review of the NetSat 28 system.
3. I have personal knowledge of EMS' business plans concerning NetSat 28.
4. I have reviewed the Joint Opposition with which this Declaration is submitted, and I verify that the factual statements about EMS contained therein, and specifically the factual statements contained in Section II.B, are true and correct to the best of my knowledge.


William S. Jacobs

Date: October 7, 1999

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that on this 7th day of October, 1999, a true and correct copy of the foregoing CONSOLIDATED OPPOSITION was served via hand delivery, upon the following:

Stephen J. Berman
Fisher Wayland Cooper
Leader & Zaragoza L.L.P.
Suite 400
2001 Pennsylvania Avenue, N.W.
Washington, D.C. 20006

Counsel for Pegasus Development Corp.

Kelly S. McGinn
Harris, Wiltshire & Grannis LLP
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Washington, D.C. 20036

Counsel for Celsat America, Inc.

Tara K. Giunta
Coudert Brothers
16271 I Street, N.W.
Suite 1200
Washington, D.C. 20006

Counsel for Pacific Century Group, Inc.

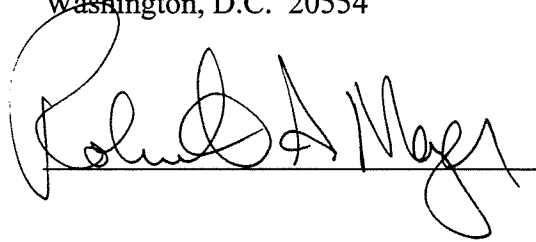
John P. Janka
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Counsel for Hughes Communications, Inc.

Mr. Thomas S. Tycz
Chief, Satellite and Radiocommunications
Division, International Bureau
Federal Communications Commission
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Ms. Cassandra Thomas
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Washington, D.C. 20554

Ms. Jennifer Gilsenan
Satellite Policy Branch
International Bureau
Federal Communications Commission
445 Twelfth Street, S.W., 6th Floor
Washington, D.C. 20554

A handwritten signature in black ink, appearing to read "Robert A. Meyer", is written over a horizontal line.