TYPE OF SERVICE

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

- [x] a. Fixed Satellite
- [ ] b. Mobile Satellite
- [ ] c. Radiodetermination Satellite
- [ ] d. Earth Exploration Satellite
- [ ] e. Direct to Home Fixed Satellite
- [ ] f. Digital Audio Radio Service
- [ ] g. Other (please specify)

21. STATUS: Choose the button next to the applicable status. Cho only one.

(•) Common Carrier ( ) Non-Common Carrier

22. If earth station applicant, check all that apply.

- [x] Using U.S. licensed satellites
- [x] Using Non-U.S. licensed satellites

23. If applicant is providng INTERNATIONAL COMMON CARRIER service, see instructions regarding Sec. 214 filings. Choose one. facilities:

( ) Connected to a Public Switched Networ (•) Not connected to a Public Switched Networ ( ) N/A

24. FREQUENCY BAND(S): Place an "X" in the box(es) next to all applicable frequency band(s).

- [x] a. C-Band (4/6 GHz)
- [x] b. Ku-Band (12/14 GHz)
- [ ] c.Other (Please specify upper and lower frequencies in MHz.)

Frequency Lower: Frequency Upper:

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: Choose only one.

○ 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.)

Not Applicable

ENVIRONMENTAL POLICY

28. Would a Commission grant of any proposal in this application or amendment have a significant enviro impact as defined by 47 CFR 1.1307? If YES, submit the statement as required by Sections 1.1308 and 1 the Commission's rules, 47 C.F.R. 1.1308 and 1.1311, as an exhibit to this appli Radiation Hazard Stud 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 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?	Yes No N/A
30. Is the applicant an alien or the representative of an alien?	Yes No N/A
31. Is the applicant a corporation organized under the laws of any foreign government?	Yes No N/A

32. Is the applicant a corporation of which more than one-fifth of the capital stock is owned of record or vo aliens or their representatives or by a foreign government or representative thereof or by any corporation under the laws of a foreign country?	○ Yes ○ No ○ N/A
33. Is the applicant a corporation directly or indirectly controlled by any other corporation of which mor 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 ○ 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 foreign entities, their nationality, their relationship to the applicant, and the percentage of stock they own c	

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 revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission? If Yes, attach as an exhibit, an explination of circumstanc	○ Yes ○ No

37. Has the applicant, or any party to this application or amendment, or any party directly or indirectly con the applicant ever been convicted of a felony by any state or federal court? If Yes, attach as an exhibit, an explination of circumstances.	○ Yes ○ No
38. Has any court finally adjudged the applicant, or any person directly or indirectly controlling the applica guilty of unlawfully monopolizing or attemptiing unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement or any 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 pe matter referred to in the preceding two items? If yes, attach as an exhinit, an explanation of the circumsta	○ Yes ○ No
40. If the applicant is a corporation and is applying for a space station license, attach as an exhibit the na address, and citizenship of those stockholders owning a record and/or voting 10 percent or more of the Fi voting stock and the percentages so held. In the case of fiduciary control, indicate the beneficiary(ies) or 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 applicatior subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Dru 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled sbsta 47 CFR 1.2002(b) for the meaning of "party to the application" for these purposes.	○ Yes ○ No

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

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

43. Description. (Summarize the nature of the application and the services to be provided).
(If the complete description does not appear in this box, please go to the end of the form to view it in its entirety.)

Vyvx312explanation

CERTIFICATION

The Applicant waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory p
United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordanc
application. The applicant certifies that grant of this application would not cause the applicant to be in violation of the spectrum aggre
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 ap
The undersigned, individually and for the applicant, hereby certifies that all statements made in this application and in all attached ex
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	46. Title of Person Signing
Jeff Storey	Chief Exective Officer & President

47. Please supply any need attachments.

Attachment 1:	Attachment 2:	Attachment 3:

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).

SATELLITE EARTH STATION AUTHORIZATIONS
FCC Form 312 - Schedule A
FOR OFFICIAL USE ONLY

Select one of the following

- ○ CONSENT TO TRANSFER OF CONTROL
- ◉ CONSENT TO ASSIGNMENT OF LICENSE
- ○ NOTIFICATION OF TRANSFER OF CONTROL OF RECEIV ONLY REGISTRATION
- ○ NOTIFICATION OF ASSIGNMENT OF RECEIVE ONLY REGISTRATION

A1. Name of Licensee (as shown on FCC 312 - Main Form)

Name:	WilTel Communications, LLC	Phone Number:	918-547-2764
DBA Name:		Fax Number:	918-547-2360
Street:	One Technology Center	E-Mail:	Adam.Kupetsky@wiltel.com
City:	Tulsa	State:	OK
Country:	USA	Zipcode:	74103 -
Attention:	Adam Kupetsky		

A8. List Callsign(s) of station(s) being assigned or transfered

Callsign: E900431	Callsign: E920098	Callsign: KA331	Callsign: E030129	Callsign: KB22	Callsign: E910367	Callsign: E900432	Callsign: E000352

Callsign: E990351	Callsign: E000358	Callsign: E980228	Callsign: E990403	Callsign: E970415	Callsign: E970447	Callsign: E950202	Callsign: E950360
Callsign: E940448	Callsign: E4970	Callsign: E900015	Callsign: E870823	Callsign: E870824	Callsign: E960072	Callsign: E940361	Callsign: KA343
Callsign: KA342	Callsign: KA341	Callsign: E920588	Callsign: E850041	Callsign: E865124	Callsign:	Callsign:	Callsign:

A9. No. of station(s) listed
29

A10. Name of Transferor/ Assignor

Name:	WilTel Communications, LLC	Phone Number:	918-547-2764
Company:		Fax Number:	918-547-2360
Street:	One Technology Center	E-Mail:	Adam.Kupetsky@wiltel.com
City:	Tulsa	State:	OK
Country:	USA	Zipcode:	74103 -
Contact Title:		Relationship:	Legal Counsel

A15. Name of Transferee/ Assignee

Name:	Vyvx, LLC	Phone Number:	918-547-2764
DBA Name:		Fax Number:	918-547-2360
Street:	One Technology Center	E-Mail:	Adam.Kupestsky@wiltel.com
	15H		
City:	Tulsa	State:	OK
Country:	USA	Zipcode:	74103 -
Attention:	Adam Kupetsky		

A20. If these facilities are licensed, is the transferee / assignee directly or indirectly controlled by any other
If yes, attach as Exhibit E, a statement (including organizational diagrams where appropriate) which fully a
completely identifies the nature and extent of control including: (1) the name, address, citizenship, and prin
busienss of the controlling entity and any intermediate subsidiaries or parties, and (2) the names, address
citizenshihp, and the percentages of voting and equity stock of those stockholders holding 10 percent or m
controlling corporation's voting stock.

- (●) Yes
- ( ) No
- ( ) N/A

A21. If these facilities are licensed, attach as Exhibit F, a complete statement setting forth the facts which
how the assignment or transfer will serve the public interest.

CERTIFICATION

1. The undersigned, individually and for licensee, certifies that all attached exhibits pertinenet to Schedule A and all statement made of this application are true, compete and correct to the best of his/her knowledge and belief. The undersigned also certifies that any c other instruments submitted herewith are complete and constitute the full agreement. 2. The undersigned represents that stock will not be delivered and that control will not be transferred until the Commission has been received, but that transfer of control or assignment of license will be completed within 60 days of Commission consent. The undersig acknowledges that the Commission must be notified by letter within 30 days of consummation.	
A22. Printed Name of Licensee (Must agree with A1) WilTel Communications, LLC	A24. Title (Office Held by Person Signing) Chief Executive Officer & President
A26. Printed Name of License Transferor / Assignor (Must agree with A10) WilTel Communicaions, LLC	A28. Title (Office Held by Person Signing) Chief Executive Officer & President
A26. Printed Name of License Transferee / Assignee (Must agree with A15) Vyvx, LLC	A28. Title (Office Held by Person Signing) Chief Executive Officer & President

FCC NOTICE REQUIRED BY THE PAPERWORK REDUCTION ACT

The public reporting for this collection of information is estimated to average 2 hours per response, including the time for reviewing in searching existing data sources, gathering and maintaining the required data, and completing and reviewing the collection of informat have any comments on this burden estimate, or how we can improve the collection and reduce the burden it causes you, please write Federal Communications Commission, AMD-PERM, Paperwork Reduction Project (3060-0678), Washington, DC 20554. We will alsc your comments regarding the Paperwork Reduction Act aspects of this collection via the Internet if you send them to jboley@fcc.gov. DO NOT SEND COMPLETED FORMS TO THIS ADDRESS.

Remember - You are not required to respond to a collection of information sponsored by the Federal government, and the governmer conduct or sponsor this collection, unless it displays a currently valid OMB control number or if we fail to provide you with this notice. collection has been assigned an OMB control number of 3060-0678.

THE FOREGOING NOTICE IS REQUIRED BY THE PAPERWORK REDUCTION ACT OF 1995, PUBLIC LAW 104-13, OCTOBER 1, 1995, 44 U.S.C. SECTION 3507.