

Approved by OMB
3060-0440
Expires 2/28/93

FEDERAL COMMUNICATIONS COMMISSION

FEE PROCESSING FORM

E900081

FOR
FCC
USE
ONLY

DUPLICATE

COPY

Please read instructions on back of this form before completing it. Section I MUST be completed. If you are applying for concurrent actions which require you to list more than one Fee Type Code, you must also complete Section II. This form must accompany all payments. Only one Fee Processing Form may be submitted per application or filing. Please type or print legibly. All required blocks must be completed or application/filing will be returned without action.

SECTION I

APPLICANT NAME (Last, first, middle initial)

AMSC Subsidiary Corporation

MAILING ADDRESS (Line 1) (Maximum 85 characters - refer to Instruction (2) on reverse of form)

c/o Gurman, Kurtis, Blask & Freedman

MAILING ADDRESS (Line 2) (if required) (Maximum 85 characters)

1400 Sixteenth Street, N.W., Suite 500

CITY

Washington

Domestic Facilities Division

STATE OR COUNTRY (if foreign address)

DC

ZIP CODE

20036

CALL SIGN

Satellite Radio Branch IDENTIFIER

RECEIVED

MAR 2 1992

Enter in Column (A) the correct Fee Type Code for the service you are applying for. Fee Type Codes may be found in FCC Fee Filing Guides. Enter in Column (B) the Fee Multiple, if applicable. Enter in Column (C) the result obtained from multiplying the value of the Fee Type Code in Column (A) by the number entered in Column (B), if any.

(A)	(B)	(C)	FOR FCC USE ONLY
FEE TYPE CODE	FEE MULTIPLE (if required)	FEE DUE FOR FEE TYPE CODE IN COLUMN (A)	
(1) C Z B		\$ 1505.00	

SECTION II

— To be used only when you are requesting concurrent actions which result in a requirement to list more than one Fee Type Code.

(A)	(B)	(C)	FOR FCC USE ONLY
FEE TYPE CODE	FEE MULTIPLE (if required)	FEE DUE FOR FEE TYPE CODE IN COLUMN (A)	
(2)		\$	
(3)		\$	
(4)		\$	
(5)		\$	

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

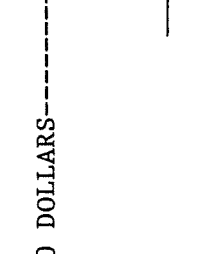
TOTAL AMOUNT REMITTED WITH THIS APPLICATION OR FILING	FOR FCC USE ONLY
\$ 1505.00	

AMSC SUBSIDIARY CORPORATION
1150 CONNECTICUT AVE., NW., 4TH FLOOR
WASHINGTON, DC 20036
PH. 202-331-5658

CORESTATES BANK OF DELAWARE, N.A.
NEW CASTLE COUNTY, DE 19803
62-22/311

3847

DATE	CHECK NO.	AMOUNT
2/21/92	3847	\$1,505.00



ONE THOUSAND FIVE HUNDRED FIVE AND NO/100 DOLLARS

PAY
TO THE
ORDER
OF
• FCC

⑆003847⑆ ⑆0310025⑆ 0033⑆5425⑆ 98

GURMAN, KURTIS, BLASK & FREEDMAN

CHARTERED

SUITE 500
1400 SIXTEENTH STREET, N.W.
WASHINGTON, D.C. 20036

LOUIS GURMAN
MICHAEL K. KURTIS
JEROME K. BLASK
WILLIAM D. FREEDMAN
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HERBERT C. HARRIS
LEONARD M. GARAVALLA
FRANK A. RONDINELLI
JAMES C. EGYUD
BRENT R. SHIREY
CONSULTING ENGINEERS

February 26, 1992

* NOT ADMITTED IN D.C.

RECEIVED

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

MAR 2 1992
Domestic Facilities Division
Satellite Radio Branch

Re: AMSC Subsidiary Corporation
Mobile Earth Station Blanket
Authorization

Dear Ms. Searcy:

On behalf of AMSC Subsidiary Corporation ("AMSC Sub"), enclosed please find an original and two (2) copies of an FCC Form 704, which seeks approval of the proposed pro forma transfer of control of AMSC Sub. Also enclosed is an FCC Form 155 and a check to the Commission in the amount of \$1,505.00, in payment of the filing fee.

As noted in Exhibit B of the application, the subject application is necessitated by shifts in ownership among the shareholders of American Mobile Satellite Corporation, the parent corporation of AMSC Sub, since that consortium was licensed by the Commission in 1989. Because control remains with those shareholders, the proposed transfer is pro forma in nature and the application is accordingly exempt from the thirty-day public notice and petition to deny procedures specified in Sections 309(b) and (d)(1) of the Communications Act of 1934, as amended.

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

Sincerely,


William D. Freedman

Enclosure

cc(w/encl.): Fern J. Jarmulnek, Esquire

FCC 704

FEDERAL COMMUNICATIONS COMMISSION
Washington, DC 20554

Approved by OMB
3060-0048
Expires 03/31/94

FCC Use Only

Est. Avg. Burden Hours Per Response: 8 Hrs.

APPLICATION FOR CONSENT TO TRANSFER OF CONTROL

(Under 47 CFR 21, 23 or 25)
Read Instructions on Page 4 Before Completing

PART I - To Be Completed by Permittee or Licensee

1(a) Name of Corporate Permittee or Licensee
AMSC SUBSIDIARY CORPORATION

Mailing Street Address or P.O. Box, City, State and ZIP Code
1150 Connecticut Avenue, N.W., Fourth Floor
Washington, D.C. 20036

Call Sign or Other FCC Identifier

(b) Fee Data. Refer to 47 CFR Section 1.1105 or the Common Carrier Services Fee Filing Guide.

Line No.	(1) Fee Type Code	(2) Fee Multiple	(3) Fee Due for Fee Type Code in (b)(1)
1	CZB	001	\$ 1505.00
2			\$

FCC Use Only
RECEIVED
MAR 2 1992

Add all amounts in Column (3), lines 1 and 2. ▶▶ \$
Remit this amount with your application.

Domestic Facilities Division
Satellite Radio Branch

2. Permits or Licenses Held by Corporation for which a Transfer of Control is sought in this application. See Instr. H.

(a) Call Sign (b) File No. (c) Service (d) No. of Stations

(See Exhibit A)

3. Name and Street Address or P.O. Box, City, State and ZIP Code of Transferor
Shareholders of American Mobile Satellite Corporation
1150 Connecticut Avenue, N.W., Fourth Floor
Washington, D.C. 20036

4. Name and Street Address or P.O. Box, City, State and ZIP Code of Transferee
Shareholders of American Mobile Satellite Corporation
1150 Connecticut Avenue, N.W., Fourth Floor
Washington, D.C. 20036

5. Permittee or Licensee represents: (check one)

- That there is attached to this application as Exhibit No. _____ a certified copy of the Articles of Incorporation (charter) of the permittee or licensee company.
- That there is now on file with the Commission a current certified copy of the Articles of Incorporation of the permittee or licensee company. Where Filed: Satellite Radio Branch Date Filed: February 28, 1991

Certification: The undersigned, individually and for the permittee or licensee, represents that all the attached exhibits pertinent to Part 1 are a material part hereof and are incorporated herein as if set out in full in this application; and certifies that all the statements made in Part 1 of this application are true, complete and correct to the best of his (her) knowledge and belief.

Date	Printed or Typed Name of Permittee or Licensee (Must agree with Item 1)	Signature	Title (Office Held by Person Signing)
2/21/92	AMSC Subsidiary Corporation	<i>Joseph A. Quarter</i>	Vice President

Willful false statements made on this application are punishable by fine and imprisonment (U.S. Code, Title 18, Section 1001) and/or revocation of any station license or construction permit (U.S. Code, Title 47, Section 312(a)(1)) and/or forfeiture (U.S. Code, Title 47, Section 503).

PART II - To Be Completed By Transferor

6(a) Transfer of Control will be accomplished by: (check one):

- Sale or other transfer or assignment of stock (complete 6(b)).
- Other (e.g., voting trust agreement, management contract, Court Order, etc.)

(b) Shares	No. of Shares	Classification (common, preferred, etc.)
Shares to be transferred		
Shares issued and outstanding	(See Exhibit B)	
Shares authorized		

7. Attach as Exhibit No. B a statement on how control is to be transferred, and copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc.

Certification: The undersigned represents that stock will not be delivered and that control will not be transferred until the Commission's consent has been received, but that transfer must be completed within 45 days if Commission consents; that all the attached exhibits pertinent to Part II are a material part hereof and are incorporated herein as if set out in this application; and certifies that all the statements made in Part II of this application are true, complete and correct to the best of his (her) knowledge and belief.

Date	Printed or Typed Name of Transferor (Must correspond with Item 3)	Signature	Title (Office Held by Person Signing)
2/21/92	Shareholders of American Mobile Satellite Corporation	<i>Joseph A. Quarter</i>	Vice President and Assistant Secretary

Willful false statements made on this application are punishable by fine and imprisonment (U.S. Code, Title 18, Section 1001) and/or revocation of any station license or construction permit (U.S. Code, Title 47, Section 312(a)(1)) and/or forfeiture (U.S. Code, Title 47, Section 503).

PART III - To Be Completed by Transferee (See Exhibit C)

8. Transferee is: (Check one)

- Individual Partnership Corporation Unincorporated Association

9. Attach as Exhibit No. _____ a statement of transferee's principal business.

10. Attach as Exhibit No. _____ a statement of the businesses, employment, or activities, other than communications in which individual transferee, each member if a partnership, and all principals if a corporation, are engaged, giving: (a) nature of activity; (b) location of activity; and (c) hours devoted to each activity.

	Place an "X" in the appropriate column.	
	YES	NO
11. Is individual transferee, or if partnership each member of partnership, a citizen of the United States?	▶	
12. Is transferee or any party to this application a representative of an alien or of a foreign government?	▶	
13. If transferee is a partnership, attach as Exhibit No. _____ one copy, properly certified of the partnership agreement, or if oral, complete details thereof.		
14. If transferee is a Corporation (including joint stock companies) or Association, answer the following:		
a. Under laws of what State or Country is it organized? _____		
(1) Attach as Exhibit No. _____ a certified copy of the Articles of Incorporation (charter) if not heretofore on file with the Commission.		
(2) Attach as Exhibit No. _____ the names, addresses and percentages of stock held by all principals of the corporation and by all stockholders owning and/or voting 10 percent or more of transferee's stock.		
b. Is any director or officer an alien?	▶	
c. Is more than one-fifth of the capital stock owned of record, or may it be voted, by aliens or their representatives, or by a foreign government or representatives thereof, or by a corporation organized under the laws of a foreign government?	▶	
d. Is transferee directly or indirectly controlled by any other corporation? If "YES," give in Exhibit No. _____ the names and addresses of all such controlling corporations to and including organizations having final control and furnish for each all the information requested in 14 a thru c above.	▶	
e. Is transferee directly or indirectly controlled by any other corporation of which any officer or more than one-fourth of the directors are aliens?	▶	
f. Is more than one-fourth of the capital stock of any controlling corporation owned of record, or may it be voted by aliens or their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign government?	▶	
15. Is transferee directly or indirectly interested in or affiliated with any entity or person engaged in the business of providing a public land line message telephone service? If "YES," and transferee is not a land line telephone carrier, attach as Exhibit No. _____ a statement relating the facts.	▶	
16. If permittee or licensee holds any Multipoint Distribution Service (MDS or MMDS) authorizations, is transferee directly or indirectly interested in or affiliated with, or has leasing arrangements with a cable television company? If "YES," submit as Exhibit _____ a description of the relationship and a map showing overlap of boundaries of cable franchise area and MDS station's protected service area, if any.	▶	
17. Has transferee or any party to this application had any station authorization revoked or had any application for construction permit, license, or renewal denied by this Commission? If "YES," attach as Exhibit No. _____ a statement relating all the pertinent circumstances.	▶	
18. Has any court finally adjudged the transferee, or any person directly or indirectly controlling the transferee, 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 of unfair methods of competition? If "YES," attach as Exhibit No. _____ a statement relating the facts.	▶	
19. Has the transferee, or any party to this application, or any person directly or indirectly controlling the transferee ever been convicted of a crime for which the penalty imposed was a fine of \$500 or more, or an imprisonment of six months or more? If "YES," attach as Exhibit _____ a statement relating the facts.	▶	
20. Is transferee, or any person directly or indirectly controlling the transferee, presently a party in any matter referred to in Items 17, 18, 19? If "YES," attach as Exhibit No. _____ a statement relating the facts.	▶	
21. Is transferee directly or indirectly, through stock ownership, contract, or otherwise interested in the ownership or control of any other radio stations licensed by this Commission? If "YES," give: (a) call sign and service; (b) location; and (c) name of licensee below.	▶	

PART III - continued.

Place an "X" in the appropriate column.

	YES	NO
22. Has applicant ever been directly or indirectly interested in the ownership or control of any radio stations other than those stated in 21 above? If "YES," give: (a) call sign and service; (b) location; and (c) name of licensee below. (See Exhibit C)	<input type="checkbox"/>	<input type="checkbox"/>
23. Will transferee propose any of the following changes, after the transfer of control is authorized (see instruction F): a. Changes in the services currently offered? If "YES," attach as Exhibit No. <u>(N/A)</u> a brief statement of the proposed changes.	<input type="checkbox"/>	<input checked="" type="checkbox"/>
b. Changes in technical personnel, maintenance or repair of facilities? If "YES," attach as Exhibit No. <u>(N/A)</u> a description of positions to be changed and specific arrangements for prompt maintenance or repair of facilities.	<input type="checkbox"/>	<input checked="" type="checkbox"/>
c. Changes in the management or personnel responsible for the operation of the station? If "YES," in Exhibit No. <u>(N/A)</u> describe the manner in which the proposal will operate, and list present positions of responsibility to be changed and proposed positions and division of responsibility, including hours of physical supervision. (When responsibilities are to be divided with any other business, give name and address of owner of each such business and submit copy of working agreement).	<input type="checkbox"/>	<input checked="" type="checkbox"/>
24. If transferee is a corporation, is stock of transferee to be sold after this consent is issued for any purpose? If "YES," explain purpose in Exhibit No. <u>(N/A)</u>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
25. Does transferee now hold any obligations of licensee corporation? If "YES," in Exhibit No. <u>(N/A)</u> describe the obligations, methods by which acquired, and the dates on which they were obtained.	<input type="checkbox"/>	<input checked="" type="checkbox"/>
26. Does local or state law require any authorization to transfer the control of the facilities and/or operations involved herein? If "YES," attach as Exhibit No. <u>(N/A)</u> a single certified copy of such authorization.	<input type="checkbox"/>	<input checked="" type="checkbox"/>
27. a. Is transferee personally familiar with the provisions of the Commission's Rules governing the service which are the subject of this application? b. Has transferee examined the subject facilities and determined that construction and operation is in compliance with current authorizations and the Commission's Rules?	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
28. Attach as Exhibit No. <u>D</u> a complete statement, setting forth facts which show how the instant proposal will be in the public interest, and disclosing all relationships, affiliations or connections between the transferee and current or prospective subscribers. The statement should contain the names of any common stockholders, officers, directors, employees or individuals closely related to the management or control of the facilities of the transferee and any subscriber.	<input type="checkbox"/>	<input type="checkbox"/>
29. If corporate permittee or licensee holds any authorizations for Part 21 stations, answer (a) and (b) below: a. Does authorization involve facilities that have not been constructed? If "YES," does transferee represent that it has, or has reasonable assurance that it will have, the ability to meet the expected cost of constructing any such facilities within the construction period, and the estimated operating expenses for twelve months? <u>(N/A: Pro forma transfer)</u> b. Were facilities authorized following a comparative hearing and have been operated less than one year; or involve facilities that have not been constructed; or involve facilities that were authorized following a random selection proceeding in which the successful applicant received a preference and that have been operated for less than one year? <u>(N/A: Pro forma transfer)</u>	<input type="checkbox"/>	<input type="checkbox"/>
30. Does transferee represent that the information given in Part III of this application is true and correct, including any contracts or other instruments submitted, and that said information and contracts (if any) constitute the full agreement?	<input checked="" type="checkbox"/>	<input type="checkbox"/>
31. Does transferee acknowledge that, if Commission consents, transfer of control must be completed within 45 days of date of consent and Commission must be notified by letter within 10 days of consummation?	<input checked="" type="checkbox"/>	<input type="checkbox"/>

Certification: The undersigned represents that all the attached exhibits pertinent to Part III are a material part hereof and are incorporated herein as if set out in full in this application; and certifies that all the statements made in Part III of this application are true, complete and correct to the best of his (her) knowledge and belief.

Date 2/21/92	Typed or Printed Name of Transferee Shareholders of American Mobile Satellite Corporation	Signature <i>Robert A. [Signature]</i>	Title (Office Held by Person Signing) Vice President and Assistant Secretary LIN Satellite Communications Corporation
-----------------	---	---	---

Willful false statements made on this application are punishable by fine and imprisonment (U.S. Code, Title 18, Section 1001) and/or revocation of any station license or construction permit (U.S. Code, Title 47, Section 312(a)(1) and/or forfeiture (U.S. Code, Title 47, Section 503).

AMSC Subsidiary Corporation
FCC Form 704

EXHIBIT A

FCC AUTHORIZATION

(Response to Part I, Item 2)

The Commission granted the subject blanket authorization to operate thirty thousand mobile earth stations anywhere in the United States for land mobile domestic communications to American Mobile Satellite Corporation ("AMSC"), the parent corporation of AMSC Subsidiary Corporation, by Order and Authorization, FCC 92-26, released February 4, 1992. That document, which specifies the terms and conditions of the authorization, is incorporated by reference herein. Because, before that grant, on June 6, 1991, AMSC submitted a minor amendment to the application for that authorization changing the applicant to AMSC Subsidiary Corporation, it is applicant's understanding that the Commission will shortly issue an Erratum to the Order and Authorization specifying AMSC Subsidiary Corporation, not AMSC, as the authorization holder.

EXHIBIT B

DESCRIPTION OF TRANSACTION
(Response to Part II, Item 7)

By the subject application, AMSC Subsidiary Corporation ("AMSC Sub") seeks approval of a pro forma transfer of control of its parent, American Mobile Satellite Corporation ("AMSC"). As noted in Exhibit A hereto, AMSC Sub holds the Commission authorization for the U.S. MSS System.

At the time that it initially licensed AMSC as a consortium comprised of eight of the applicants for that authorization, the Commission concluded that the ownership interest in the consortium held by each member should be based upon each party's actual funding of the entity. The Commission noted that, as additional capital contributions became necessary and some shareholders chose to contribute more than others, the respective ownership percentages held by each of the AMSC principals would shift accordingly. Second Report and Order, 2 FCC Rcd 485, 491 (1987). In fact, the shareholders' respective interests in AMSC have changed as a result of their differing capital contributions made subsequent to their original \$5 million contributions. Because, to date, these shifts have not resulted in any one principal holding 50% or more of the stock of AMSC and 50% or more of that stock has not changed hands, prior Commission approval of these ownership changes has not been necessary. Tentative Decision, 6 FCC Rcd 4900, 4913 (1991).

The triggering event necessitating this application is the proposed assignment by AMSC shareholder McCaw Space Technologies, Inc. ("McCaw") of 155,569 shares of its AMSC stock, constituting 4.57 percent of AMSC's stock, to LIN Satellite Communications Corporation ("LIN SCC"), a wholly-owned subsidiary of LIN Broadcasting Corporation. The proposed assignment by McCaw to LIN SCC of this portion of its minority interest in AMSC, when coupled with the aforementioned shifts in ownership to date among the existing AMSC principals, will cumulatively result in over 50 percent of the ownership in AMSC changing hands since the entity was initially authorized. As such, approval of the McCaw-LIN SCC transaction is hereby requested. However, because over 50% of the outstanding stock in AMSC will be held by the original shareholders of the consortium whose qualifications have previously been approved or "passed upon" by the Commission, it is respectfully submitted that the proposed transfer is pro forma in nature. McCaw Cellular Communications, Inc., 4 FCC Rcd 3784, 3788-89 (Com. Car. Bur. 1989); Barnes Enterprises, Inc., 55 FCC 2d 721 (1975); Clay Broadcasters, Inc., 21 RR 2d 442 (1971).

The following list of the AMSC shareholders provides their respective stock percentage interests^{1/} held in AMSC at the time of initial licensing, currently, and upon the assignment of interest from McCaw to LIN SCC as proposed herein:

^{1/} Indicated percentages have been rounded to the nearest one-hundredth percent.

<u>Shareholder</u>	<u>Initial Interest</u>	<u>Current Interest</u>	<u>Proposed Interest</u>
Hughes Communications Mobile Satellite Services, Inc.	12.81%	28.94%	28.94%
McCaw Space Technologies, Inc. ^{2/}	12.81%	17.39%	12.82%
Mobile Satellite Corporation	12.81%	5.59%	5.59%
Mtel Space Technologies Corporation	12.81%	28.94%	28.94%
North American Mobile Satellite, Inc.	10.35%	3.39%	3.39%
Satellite Mobile Telephone Company L.P.	12.81%	4.20%	4.20%
Skylink Corporation	12.81%	4.20%	4.20%
Transit Communications, Inc.	12.81%	7.35%	7.35%
LIN Satellite Communications Corp.	-0-	-0-	4.57%

^{2/} McCaw Space Technologies, Inc. is wholly-owned by McCaw Cellular Communications, Inc. ("McCaw Cellular"). McCaw Cellular holds approximately 52% of the stock of LIN Broadcasting Corporation, the parent of LIN Satellite Communications Corporation. LIN SCC is an 80% general partner in Satellite Mobile Telephone Company, L.P. and is the holder of 80% of the stock of Transit Communications, Inc.

AMSC Subsidiary Corporation
FCC Form 704

EXHIBIT C

PROPOSED TRANSFEREE

(Responses to Part III, Items 8-22)

As noted in Exhibit A, upon consummation of the proposed assignment of a 4.57% interest in American Mobile Satellite Corporation ("AMSC") from McCaw Space Technologies, Inc. to LIN Satellite Communications Corporation ("LIN SCC"), control of AMSC, and in its wholly-owned subsidiary, AMSC Subsidiary Corporation, will remain in the AMSC shareholders. With the exception of LIN SCC, the information called for regarding the proposed transferee, those individual AMSC shareholders, is provided in the current AMSC FCC Forms 430 for AMSC and AMSC Subsidiary Corporation which are provided in this Exhibit. That information for LIN SCC is provided in that entity's FCC Form 430, which is also provided herewith.

LICENSEE QUALIFICATION REPORT

See reverse side for information regarding public burden statement.

INSTRUCTIONS

- A. The "Filer" of this report is defined to include: (1) An applicant, where this report is submitted in connection with applications for common carrier and satellite radio authority as required for such applications; or (2) A licensee or permittee, where this report is required by the Commission's Rules to be submitted on an annual basis.
- B. Submit an original and one copy (sign original only) to the Federal Communications Commission, Washington, DC 20554. If more than one radio service is listed in Item 6, submit an additional copy for each such additional service. If this report is being submitted in connection with an application for radio authority, attach it to that application.
- C. Do not submit a fee with this report.

<p>1. Business Name and Address (Number, Street, State and ZIP Code) of Filer's Principal Office: American Mobile Satellite Corporation 1150 Connecticut Avenue, N.W., 4th Floor Washington, D.C. 20036</p>	<p>2. (Area Code) Telephone Number: (202) 331-5858</p> <p>3. If this report supercedes a previously filed report, specify its date: February 28, 1991</p>
<p>4. Filer is (check one): <input type="checkbox"/> Individual <input type="checkbox"/> Partnership <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Other (Specify):</p>	<p>5. Under the laws of what State (or other jurisdiction) is the Filer organized? Delaware</p>
<p>6. List the common carrier and satellite radio services in which Filer has applied or is a current licensee or permittee: Mobile Satellite Service Aeronautical Mobile Satellite Service (R)</p>	

<p>7(a) Has the Filer or any party to this application had any FCC station license or permit revoked or had any application for permit, license or renewal denied by this Commission? <i>If "YES", attach as Exhibit I a statement giving call sign and file number of license or permit revoked and relating circumstances.</i></p>	<p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>(b) Has any court finally adjudged the Filer, or any person directly or indirectly controlling the Filer, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or other means of unfair methods of competition? <i>If "YES", attach as Exhibit II a statement relating the facts.</i></p>	<p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>(c) Has the Filer, or any party to this application, or any person directly or indirectly controlling the Filer ever been convicted of a felony by any state or Federal Court? <i>If "YES", attach as Exhibit III a statement relating the facts.</i></p>	<p><input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p>
<p>(d) Is the Filer, or any person directly or indirectly controlling the Filer, presently a party in any matter referred to Items 7(b) and 7(c)? <i>If "YES", attach as Exhibit IV a statement relating the facts.</i></p>	<p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>8. Is the Filer, directly or indirectly, through stock ownership, contract or otherwise, currently interested in the ownership or control of any other radio stations licensed by this Commission? <i>If "YES", submit as Exhibit V the name of each such licensee and the licensee's relation to the Filer.</i></p>	<p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>

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

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

If Filer is a corporation, answer the following and Item 11:

10(a) Attach as Exhibit VI the names, addresses, and citizenship of those stockholders owning of record and/or voting 10 percent or more of the Filer's voting stock and the percentages so held. In the case of fiduciary control, indicate the beneficiary(ies) or class of beneficiaries.

See Exhibit VI

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

See Exhibit VII

(c) Is the Filer directly or indirectly controlled by any other corporation?

Yes No

If "YES", attach as Exhibit VIII a statement (including organizational diagrams where appropriate) which fully and completely identifies the nature and extent of control. Include the following: (1) the address and primary business of the controlling corporation and any intermediate subsidiaries; (2) the names, addresses, and citizenship of those stockholders holding 10 percent or more of the controlling corporation's voting stock; (3) the approximate percentage of total voting stock held by each such stockholder; and (4) the names and addresses of the president and directors of the controlling corporation.

See Exhibit VIII

(d) Is any officer or director of the Filer an alien?

Yes No

(e) Is more than one-fifth of the capital stock of the Filer owned of record or voted by aliens or their representatives, or by a foreign government or representative(s) thereof, or by a corporation organized under the laws of a foreign country?

Yes No


(f) Is the Filer directly or indirectly controlled: (1) by any other corporation of which any officer or more than one-fourth of the directors are aliens, or (2) by any foreign corporation or corporation of which more than one-fourth of the capital stock is owned or voted by aliens or their representatives, or by a foreign government or representatives thereof.

Yes No

(g) If any answer to questions (d), (e) or (f) is "YES", attach as Exhibit IX a statement identifying the aliens or foreign entities, their nationality, their relationship to the Filer, and the percentage of stock they own or vote.

11. CERTIFICATION

This report constitutes a material part of any application which cross-references it, and all statements made in the attached exhibits are a material part thereof. The ownership information contained in this report does not constitute an application for, or Commission approval of, any transfer of control or assignment of radio facilities. The undersigned, individually and for the Filer, hereby certifies that the statements made herein are true, complete and correct to the best of Filer's knowledge and belief, and are made in good faith.

WILLFUL FALSE STATEMENTS MADE ON THIS APPLICATION ARE PUNISHABLE BY FINE AND IMPRISONMENT (U.S. Code, Title 18, Section 1001) and/or REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)).	Date	Filer (Must correspond with that shown in Item 1)	Typed or Printed Name
	2/21/92	American Mobile Satellite Corporation	Leslie A.L. Borden
	Signature		Title
			Vice President and Secretary

NOTICE TO INDIVIDUALS REQUIRED BY THE PRIVACY ACT OF 1974 AND THE PAPERWORK REDUCTION ACT OF 1980

The solicitation of personal information requested in this form is to determine if you are qualified to become or remain a licensee in a common carrier or satellite radio service pursuant to the Communications Act of 1934, as amended. No authorization can be granted unless all information requested is provided. Your response is required to obtain the requested authorization or retain an authorization.

Public reporting burden for this collection of information is estimated to average 2 hours per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to Federal Communications Commission, Office of Managing Director, Washington, DC 20554, and to Office of Management and Budget, Paperwork Reduction Project (3060-0105), Washington, DC 20503.

American Mobile Satellite
Corporation
FCC Form 430

EXHIBIT III

FELONY CONVICTIONS
(Response to Item 7(c))

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

EXHIBIT VI

CORPORATE INFORMATION
(Response to Item 10(a))

The following is a list of those shareholders, along with their respective addresses, owning of record and/or voting the Filer's voting stock. Each of the corporations listed below holds the respective percentage of voting Class A common stock of American Mobile Satellite Corporation listed next to its name^{2/}. All of the shareholders are U.S. entities.

<u>Shareholder</u>	<u>Interest Held</u>
Hughes Communications Mobile Satellite Services, Inc. 1990 E. Grand Avenue Building SC/S67/D451 El Segundo, California 90245	28.94%
McCaw Space Technologies, Inc. Suite 401 1250 Connecticut Avenue, N.W. Washington, D.C. 20036	17.39%
Mobile Satellite Corporation 65 Valley Stream Parkway, Suite 110 Malvern, Pennsylvania 19335	5.59%
Mtel Space Technologies, L.P. 200 South Lamar Street Security Centre, South Building Jackson, Mississippi 39201	28.94%

^{2/} Indicated percentages have been rounded to the nearest one-hundredth percent.

<u>Shareholder</u>	<u>Interest Held</u>
North American Mobile Satellite, Inc. 153 East 53rd Street Suite 2500 New York, New York 10022	3.39%
Satellite Mobile Telephone Company, LP 57 East 11th Street New York, New York 10003	4.20%
Skylink Corporation 1800 30th Street, Suite 219 Boulder, Colorado 80301	4.20%
Transit Communications, Inc. 1167 North Holliston Avenue Pasadena, California 91104	7.35%

EXHIBIT VII

OFFICERS AND DIRECTORS OF FILER
(Response to Item 10(b))

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

<u>Name and Address</u>	<u>Title</u>
Brian B. Pemberton American Mobile Satellite Corporation 1150 Connecticut Ave., N.W. Washington, D.C. 20036	President
Leslie A.L. Borden American Mobile Satellite Corporation 1150 Connecticut Ave., N.W. Washington, D.C. 20036	Vice President and Secretary
Robert A. Kerstein American Mobile Satellite Corporation 1150 Connecticut Ave., N.W. Washington, D.C. 20036	Vice President - Finance and Treasurer
Lon C. Levin American Mobile Satellite Corporation 1150 Connecticut Ave., N.W. Washington, D.C. 20036	Vice President and Regulatory Counsel
Christopher R. McCleary American Mobile Satellite Corporation 1150 Connecticut Ave., N.W. Washington, D.C. 20036	Vice President - Sales and Marketing
Lisa Murphy American Mobile Satellite Corporation 1150 Connecticut Ave., N.W. Washington, D.C. 20036	Assistant Secretary
Andrew A. Quartner McCaw Cellular Communications 1250 Connecticut Avenue, N.W. Washington, D.C. 20036	Assistant Secretary and Director

<u>Name and Address</u>	<u>Title</u>
Edward A. Yablonski American Mobile Satellite Corporation 1150 Connecticut Ave., N.W. Washington, D.C. 20036	Vice President - Engineering and Operations
Carson E. Agnew Hughes Communications Mobile Satellite Services, Inc. Building SC/S67/D451 1990 East Grand Avenue El Segundo, California 90245	Director
John C. Baker Patricof and Co. Ventures, Inc. 445 Park Avenue New York, New York 10022	Director
Jai P. Bhagat Mtel Space Technologies Corporation Security Center, South Building 200 South Lamar Street Jackson, Mississippi 39201	Director
J. Shelby Bryan Millicom, Inc. 153 East 53rd Street Suite 2500 New York, New York 10022	Director
Robert J. Fugate MTel Space Technologies Corporation Security Centre South Building 200 South Lamar Street Jackson, Mississippi 39201	Director
Keith D. Grinstein McCaw Cellular Communications 5295 Carilion Point Kirkland, Washington 98033	Director
Frederick J. Judge Hughes Communications Mobile Satellite Services, Inc. 1990 East Grand Avenue El Segundo, California 90245	Director
Kevin McGrath Hughes Aircraft 200 N. Sepulveda Blvd. Building S64/A411 El Segundo, California 90245	Director

Name and Address

Title

John Palmer
MTel Space Technologies Corporation
200 South Lamar Street
Security Centre, South Building
Jackson, Mississippi 39201

Director

Bill J. Parrott
Satellite Mobile Telephone
Company, LP
57 East 11th Street
New York, New York 10003

Director

Wayne M. Perry
McCaw Space Technologies, Inc.
5400 Carillon Point
Kirkland, Washington 98033

Director

Stephen J. Petrucci
Hughes Communications Mobile
Satellite Services, Inc.
1990 East Grand Avenue
El Segundo, California 90245

Director

C. Victor Raiser, II
MTel Space Technologies Corporation
c/o Jones, Day, Reavis & Pogue
1450 G Street, N.W.
Washington, D.C. 20005

Director

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

Director

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

EXHIBIT VIII

OWNERSHIP AND CONTROL
(Response to Item 10(c))

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

HUGHES COMMUNICATIONS MOBILE SATELLITE SERVICES, INC.

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

The ownership and control information regarding Hughes Communications Mobile Satellite Services, Inc. can be found in the FCC Form 430 filed with the Commission on August 19, 1991.

MCCAW SPACE TECHNOLOGIES, INC.

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

The ownership and control information regarding McCaw Space
Technologies, Inc. can be found in the FCC Form 430 filed with the
Commission by Anderson CellTelCo Partnership on March 29, 1991.

MOBILE SATELLITE CORPORATION

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

Shareholders

Interest Owned

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

Officer

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

Directors

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

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

John D. Kiesling
1047 Beaumont Road
Berwyn, Pennsylvania 1931

Directors

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

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

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

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

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

MTEL SPACE TECHNOLOGIES, L.P.

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

Mtel Space Technologies, L.P. is a Delaware limited partnership, the sole general partner of which is Mtel Space Technologies Corporation. The ownership and control information regarding Mtel Space Technologies Corporation can be found in the FCC Form 430 filed with the Commission by Mtel Digital Services, Inc. on April 2, 1990 and its supplement filed May 4, 1990.

NORTH AMERICAN MOBILE SATELLITE, INC.

153 East 53rd Street, Suite 2500, New York, NY 10022; primarily engaged in mobile satellite services.

Shareholder

Interest Owned

Millicom U.S. Inc.
153 East 53rd Street
Suite 2500
New York, New York 10022

95% Common
100% Preferred

Officers and Directors

Position

David J. Frear
Millicom U.S. Inc.
153 East 53rd Street
Suite 2500
New York, New York 10022

Vice President, Secretary,
Treasurer, Director

J. Shelby Bryan
Millicom U.S. Inc.
153 East 53rd Street
Suite 2500
New York, New York 10022

Director

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

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

SATELLITE MOBILE TELEPHONE COMPANY, LP

57 E. 11th Street, New York, New York 10003; primarily engaged in mobile satellite services.

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

SKYLINK CORPORATION

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

Shareholders

Interest Owned

Battery Ventures, L.P. 200 Portland Street Boston, Massachusetts 02114	18.51%
The Centennial Fund, Inc. Centennial Fund II, L.P. 1999 Broadway, Suite 2100 Denver, Colorado 80202	18.55%
Patricof and Co. Ventures, Inc. 445 Park Avenue New York, New York 10022	18.55%
Technology Partners 1550 Tiburon Blvd., Suite A Belvedere, California 94920	7.62%
Michael Exner 424 Utica Avenue Boulder, Colorado 80304	4.83%
LMS Communications, Inc. 6721 South Lamar Littleton, Colorado 80123	7.17%
General Communications, Inc. 2550 Denali Tower Suite 1000 Anchorage, Alaska 99503	9.55%

Officers and Directors

Position

Robert G. Barrett Battery Ventures, L.P. 200 Portland Street Boston, Massachusetts 02114	President, Acting Chief Executive Officer, Director
William Hart Technology Partners 1550 Tiburon Blvd., Suite A Belvedere, California 94920	Director

<u>Officers and Directors</u>	<u>Position</u>
John C. Baker Patricof and Co. Ventures, Inc. 445 Park Avenue New York, New York 10022	Director
Stephen W. Schovee Centennial Fund, Ltd. 1999 Broadway, Suite 2100 Denver, Colorado 80202	Director
Hial Gernert c/o Skylink Corporation 1800 30th Street, Suite 219 Boulder, Colorado 80301	Director
Ondine Nuchi Wilson, Sonsini, Goodrich & Rosati Two Palo Alto Square Palo Alto, California 94306	Secretary

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

TRANSIT COMMUNICATIONS, INC.

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

LICENSEE QUALIFICATION REPORT

See reverse side for information regarding public burden statement.

INSTRUCTIONS

- A. The "Filer" of this report is defined to include: (1) An applicant, where this report is submitted in connection with applications for common carrier and satellite radio authority as required for such applications; or (2) A licensee or permittee, where this report is required by the Commission's Rules to be submitted on an annual basis.
- B. Submit an original and one copy (sign original only) to the Federal Communications Commission, Washington, DC 20554. If more than one radio service is listed in Item 6, submit an additional copy for each such additional service. If this report is being submitted in connection with an application for radio authority, attach it to that application.
- C. Do not submit a fee with this report.

<p>1. Business Name and Address (Number, Street, State and ZIP Code) of Filer's Principal Office:</p> <p>AMSC Subsidiary Corporation 1150 Connecticut Avenue, N.W., Fourth Floor Washington, D.C. 20036</p>	<p>2. (Area Code) Telephone Number: (202) 331-5858</p> <p>3. If this report supercedes a previously filed report, specify its date: April 29, 1991</p>
<p>4. Filer is (check one):</p> <p><input type="checkbox"/> Individual <input type="checkbox"/> Partnership <input checked="" type="checkbox"/> Corporation</p> <p><input type="checkbox"/> Other (Specify):</p>	<p>5. Under the laws of what State (or other jurisdiction) is the Filer organized? Delaware</p>

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

Mobile Satellite Service
Aeronautical Mobile Satellite Service (R)

7(a) Has the Filer or any party to this application had any FCC station license or permit revoked or had any application for permit, license or renewal denied by this Commission? *If "YES", attach as Exhibit I a statement giving call sign and file number of license or permit revoked and relating circumstances.* Yes No

(b) Has any court finally adjudged the Filer, or any person directly or indirectly controlling the Filer, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or other means of unfair methods of competition? *If "YES", attach as Exhibit II a statement relating the facts.* Yes No

(c) Has the Filer, or any party to this application, or any person directly or indirectly controlling the Filer ever been convicted of a felony by any state or Federal Court? *If "YES", attach as Exhibit III a statement relating the facts.* Yes No

(d) Is the Filer, or any person directly or indirectly controlling the Filer, presently a party in any matter referred to Items 7(b) and 7(c)? *If "YES", attach as Exhibit IV a statement relating the facts.* Yes No

8. Is the Filer, directly or indirectly, through stock ownership, contract or otherwise, currently interested in the ownership or control of any other radio stations licensed by this Commission? *If "YES", submit as Exhibit V the name of each such licensee and the licensee's relation to the Filer.* Yes No

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

<p>9(a) Full Legal Name and Residential Address (Number, Street, State and ZIP Code) of Individual or Partners:</p>	<p>(b) Is individual or each member of a partnership a citizen of the United States? <input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>(c) Is individual or any member of a partnership a representative of an alien or of a foreign government? <input type="checkbox"/> Yes <input type="checkbox"/> No</p>
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If Filer is a corporation, answer the following and Item 11:

10(a) Attach as Exhibit VI the names, addresses, and citizenship of those stockholders owning of record and/or voting 10 percent or more of the Filer's voting stock and the percentages so held. In the case of fiduciary control, indicate the beneficiary(ies) or class of beneficiaries.

See Exhibit VI

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

See Exhibit VII

(c) Is the Filer directly or indirectly controlled by any other corporation?

Yes No

If "YES", attach as Exhibit VIII a statement (including organizational diagrams where appropriate) which fully and completely identifies the nature and extent of control. Include the following: (1) the address and primary business of the controlling corporation and any intermediate subsidiaries; (2) the names, addresses, and citizenship of those stockholders holding 20 percent or more of the controlling corporation's voting stock; (3) the approximate percentage of total voting stock held by each such stockholder; and (4) the names and addresses to the president and directors of the controlling corporation.

See Exhibit VIII

(d) Is any officer or director of the Filer an alien?

Yes No

(e) Is more than one-fifth of the capital stock of the Filer owned of record or voted by aliens or their representatives, or by a foreign government or representative(s) thereof, or by a corporation organized under the laws of a foreign country?

Yes No


(f) Is the Filer directly or indirectly controlled: (1) by any other corporation of which any officer or more than one-fourth of the directors are aliens, or (2) by any foreign corporation or corporation of which more than one-fourth of the capital stock is owned or voted by aliens or their representatives, or by a foreign government or representatives thereof.

Yes No

(g) If any answer to questions (d), (e) or (f) is "YES", attach as Exhibit IX a statement identifying the aliens or foreign entities, their nationality, their relationship to the Filer, and the percentage of stock they own or vote.

11. CERTIFICATION

This report constitutes a material part of any application which cross-references it, and all statements made in the attached exhibits are a material part thereof. The ownership information contained in this report does not constitute an application for, or Commission approval of, any transfer of control or assignment of radio facilities. The undersigned, individually and for the Filer, hereby certifies that the statements made herein are true, complete and correct to the best of Filer's knowledge and belief, and are made in good faith.

WILLFUL FALSE STATEMENTS MADE ON THIS APPLICATION ARE PUNISHABLE BY FINE AND IMPRISONMENT (U.S. Code, Title 18, Section 1001) and/or REVOCAION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)).	Date 2/21/92	Filer (Must correspond with that shown in item 1) AMSC Subsidiary Corporation	Typed or Printed Name Leslie A.L. Borden
	Signature 	Title Vice President and Secretary	

NOTICE TO INDIVIDUALS REQUIRED BY THE PRIVACY ACT OF 1974 AND THE PAPERWORK REDUCTION ACT OF 1980

The solicitation of personal information requested in this form is to determine if you are qualified to become or remain a licensee in a common carrier or satellite radio service pursuant to the Communications Act of 1934, as amended. No authorization can be granted unless all information requested is provided. Your response is required to obtain the requested authorization or retain an authorization.

Public reporting burden for this collection of information is estimated to average 2 hours per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to Federal Communications Commission, Office of Managing Director, Washington, DC 20554, and to Office of Management and Budget, Paperwork Reduction Project (3060-0105), Washington, DC 20503.

EXHIBIT III

FELONY CONVICTIONS
(Response to Item 7(c))

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

EXHIBIT VI

STOCKHOLDER OF FILER
(Response to Item 10(a))

One hundred percent (100%) of the stock of Filer is held by American Mobile Satellite Corporation, a Delaware corporation, the address of which is 1150 Connecticut Avenue, N.W., Fourth Floor, Washington, D.C. 20036.

EXHIBIT VII

OFFICERS AND DIRECTORS OF FILER
(Response to Item 10(b))

The following are the names and addresses of the current officers and directors of AMSC Subsidiary Corporation.

<u>Name and Address</u>	<u>Title</u>
Brian B. Pemberton American Mobile Satellite Corporation 1150 Connecticut Ave., N.W. Washington, D.C. 20036	President
Leslie A.L. Borden American Mobile Satellite Corporation 1150 Connecticut Ave., N.W. Washington, D.C. 20036	Vice President and Secretary
Robert A. Kerstein American Mobile Satellite Corporation 1150 Connecticut Ave., N.W. Washington, D.C. 20036	Vice President - Finance and Treasurer
Lon C. Levin American Mobile Satellite Corporation 1150 Connecticut Ave., N.W. Washington, D.C. 20036	Vice President and Regulatory Counsel
Christopher R. McCleary American Mobile Satellite Corporation 1150 Connecticut Ave., N.W. Washington, D.C. 20036	Vice President - Sales and Marketing
Andrew A. Quartner McCaw Cellular Communications 1250 Connecticut Avenue, N.W. Washington, D.C. 20036	Assistant Secretary and Director
Edward A. Yablonski American Mobile Satellite Corporation 1150 Connecticut Ave., N.W. Washington, D.C. 20036	Vice President - Engineering and Operations

Name and Address

Title

Jai P. Bhagat
Mtel Space Technologies Corporation
200 South Lamar Street
Security Center, South Building
Jackson, Mississippi 39201

Director

Frederick L. Judge
Hughes Communications Mobile
Satellite Services, Inc.
1990 East Grand Avenue
El Segundo, California 90245

Director

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

EXHIBIT VIII

OWNERSHIP AND CONTROL
(Response to Item 10(c))

As noted in Exhibit VI hereto, one hundred percent of the stock of Filer is held by American Mobile Satellite Corporation, a Delaware corporation, the address of which is 1150 Connecticut Avenue, N.W., Fourth Floor, Washington, D.C. 20036. The primary business of American Mobile Satellite Corporation is mobile satellite communications.

The following is a list of the shareholders holding twenty percent (20%) or more of the stock of American Mobile Satellite Corporation,^{1/} each of which holds an approximate 28.94 percent interest in the company, and their respective addresses and primary businesses.

Hughes Communications
Mobile Satellite Services, Inc.
1990 East Grand Avenue
Building SC/S67/D451
El Segundo, California 90245
(Satellite Telecommunications)

^{1/} It should be noted that McCaw Space Technologies, Inc. ("McCaw SpaceTech") holds a 17.39% interest in American Mobile Satellite Corporation, Satellite Mobile Telephone Company LP ("SMTC LP") a 4.20% interest and Transit Communications, Inc. ("Transit") a 7.35% interest. McCaw Cellular Communications, Inc., which wholly-owns McCaw SpaceTech, also holds approximately 52% of the stock of LIN Broadcasting Corporation, the parent of LIN Satellite Communications Corporation ("LIN SCC"). LIN SCC is an 80% general partner in SMTC LP and is the holder of 80% of the stock of Transit.

Mtel Space Technologies, L.P.
200 South Lamar Street
Security Centre, South Building
Jackson, Mississippi 39201
(Satellite Telecommunications)

The names and addresses of the President and the directors of American Mobile Satellite Corporation, all of whom are U.S. citizens, are:

<u>Name/Address</u>	<u>Position</u>
Brian B. Pemberton American Mobile Satellite Corporation 1150 Connecticut Avenue, N.W. Washington, D.C. 20036	President
Carson E. Agnew Hughes Communications Mobile Satellite Services, Inc. Building SC/S67/D451 1990 East Grand Avenue El Segundo, California 90245	Director
John C. Baker Patricof and Co. Ventures, Inc. 445 Park Avenue New York, New York 10022	Director
Jai P. Bhagat Mtel Space Technologies Corporation 200 South Lamar Street Security Center, South Building Jackson, Mississippi 39201	Director
J. Shelby Bryan Millicom, Inc. 153 East 53rd Street Suite 2500 New York, New York 10022	Director
Robert J. Fugate MTel Space Technologies Corporation 200 South Lamar Street Security Centre South Building Jackson, Mississippi 39201	Director

<u>Name/Address</u>	<u>Position</u>
Keith D. Grinstein McCaw Cellular Communications 5295 Carilion Point Kirkland, Washington 98033	Director
Frederick L. Judge Hughes Communications Mobile Satellite Services, Inc. 1990 East Grand Avenue El Segundo, California 90245	Director
Kevin McGrath Hughes Aircraft 200 N. Sepulveda Blvd. Building S64/A411 El Segundo, California 90245	Director
John Palmer MTel Space Technologies Corporation 200 South Lamar Street Security Centre, South Building Jackson, Mississippi 39201	Director
Bill J. Parrott Satellite Mobile Telephone Company, LP 57 East 11th Street New York, New York 10003	Director
Wayne M. Perry McCaw Space Technologies, Inc. 5400 Carillon Point Kirkland, Washington 98033	Director
Stephen J. Petrucci Hughes Communications Mobile Satellite Services, Inc. 1990 East Grand Avenue El Segundo, California 90245	Director
Andrew A. Quartner McCaw Cellular Communications 1250 Connecticut Avenue, N.W. Washington, D.C. 20036	Director
C. Victor Raiser, II MTel Space Technologies Corporation c/o Jones, Day, Reavis & Pogue 1450 G Street, N.W. Washington, D.C. 20005	Director

Name/Address

Position

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

Director

COMMON CARRIER AND SATELLITE RADIO LICENSEE
QUALIFICATION REPORT

See reverse side for information
regarding public burden statement.

INSTRUCTIONS

- A. The "Filer" of this report is defined to include: (1) An applicant, where this report is submitted in connection with applications for common carrier and satellite radio authority as required for such applications; or (2) A licensee or permittee, where this report is required by the Commission's Rules to be submitted on an annual basis.
- B. Submit an original and one copy (sign original only) to the Federal Communications Commission, Washington, DC 20554. If more than one radio service is listed in Item 6, submit an additional copy for each such additional service. If this report is being submitted in connection with an application for radio authority, attach it to that application.
- C. Do not submit a fee with this report.

<p>1. Business Name and Address (Number, Street, State and ZIP Code) of Filer's Principal Office:</p> <p>LIN Satellite Communications Corporation 5295 Carillon Point Kirkland, Washington 98033</p>	<p>2. (Area Code) Telephone Number: (206) 828-1902</p>
<p>4. Filer is (check one):</p> <p><input type="checkbox"/> Individual <input type="checkbox"/> Partnership <input checked="" type="checkbox"/> Corporation</p> <p><input type="checkbox"/> Other (Specify):</p>	<p>3. If this report supercedes a previously filed report, specify its date: N/A</p> <p>5. Under the laws of what State (or other jurisdiction) is the Filer organized? Delaware</p>

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

See Exhibit V

7(a) Has the Filer or any party to this application had any FCC station license or permit revoked or had any application for permit, license or renewal denied by this Commission? *If "YES", attach as Exhibit I a statement giving call sign and file number of license or permit revoked and relating circumstances.* Yes No

(b) Has any court finally adjudged the Filer, or any person directly or indirectly controlling the Filer, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or other means of unfair methods of competition? *If "YES", attach as Exhibit II a statement relating the facts.* Yes No

(c) Has the Filer, or any party to this application, or any person directly or indirectly controlling the Filer ever been convicted of a felony by any state or Federal Court? *If "YES", attach as Exhibit III a statement relating the facts.* Yes No

(d) Is the Filer, or any person directly or indirectly controlling the Filer, presently a party in any matter referred to Items 7(b) and 7(c)? *If "YES", attach as Exhibit IV a statement relating the facts.* Yes No

8. Is the Filer, directly or indirectly, through stock ownership, contract or otherwise, currently interested in the ownership or control of any other radio stations licensed by this Commission? *If "YES", submit as Exhibit V the name of each such licensee and the licensee's relation to the Filer.* Yes No

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

<p>9(a) Full Legal Name and Residential Address (Number, Street, State and ZIP Code) of Individual or Partners:</p>	<p>(b) Is individual or each member of a partnership a citizen of the United States? <input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>(c) Is individual or any member of a partnership a representative of an alien or of a foreign government? <input type="checkbox"/> Yes <input type="checkbox"/> No</p>
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If Filer is a corporation, answer the following and Item 11:

10(a) Attach as Exhibit VI the names, addresses, and citizenship of those stockholders owning of record and/or voting 10 percent or more of the Filer's voting stock and the percentages so held. In the case of fiduciary control, indicate the beneficiary(ies) or class of beneficiaries.

See Exhibit VI

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

See Exhibit VII

(c) Is the Filer directly or indirectly controlled by any other corporation?

If "YES", attach as Exhibit VIII a statement (including organizational diagrams where appropriate) which fully and completely identifies the nature and extent of control. Include the following: (1) the address and primary business of the controlling corporation and any intermediate subsidiaries; (2) the names, addresses, and citizenship of those stockholders holding 10 percent or more of the controlling corporation's voting stock; (3) the approximate percentage of total voting stock held by each such stockholder; and (4) the names and addresses of the president and directors of the controlling corporation.

Yes No

See Exhibit VIII

(d) Is any officer or director of the Filer an alien?

Yes No

(e) Is more than one-fifth of the capital stock of the Filer owned of record or voted by aliens or their representatives, or by a foreign government or representative(s) thereof, or by a corporation organized under the laws of a foreign country?

Yes No


(f) Is the Filer directly or indirectly controlled: (1) by any other corporation of which any officer or more than one-fourth of the directors are aliens, or (2) by any foreign corporation or corporation of which more than one-fourth of the capital stock is owned or voted by aliens or their representatives, or by a foreign government or representatives thereof.

Yes No

(g) If any answer to questions (d), (e) or (f) is "YES", attach as Exhibit IX a statement identifying the aliens or foreign entities, their nationality, their relationship to the Filer, and the percentage of stock they own or vote.

11. CERTIFICATION

This report constitutes a material part of any application which cross-references it, and all statements made in the attached exhibits are a material part thereof. The ownership information contained in this report does not constitute an application for, or Commission approval of, any transfer of control or assignment of radio facilities. The undersigned, individually and for the Filer, hereby certifies that the statements made herein are true, complete and correct to the best of Filer's knowledge and belief, and are made in good faith.

WILLFUL FALSE STATEMENTS MADE ON THIS APPLICATION ARE PUNISHABLE BY FINE AND IMPRISONMENT (U.S. Code, Title 18, Section 1001) and/or REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)).	Date	Filer (Must correspond with that shown in item 1)	Typed or Printed Name
	February 19, 1992	LIN Satellite Communications Corporation	Andrew A. Quartner
	Signature		Title
			Vice President and Assistant Secretary

NOTICE TO INDIVIDUALS REQUIRED BY THE PRIVACY ACT OF 1974 AND THE PAPERWORK REDUCTION ACT OF 1980

The solicitation of personal information requested in this form is to determine if you are qualified to become or remain a licensee in a common carrier or satellite radio service pursuant to the Communications Act of 1934, as amended. No authorization can be granted unless all information requested is provided. Your response is required to obtain the requested authorization or retain an authorization.

Public reporting burden for this collection of information is estimated to average 2 hours per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to Federal Communications Commission, Office of Managing Director, Washington, DC 20554, and to Office of Management and Budget, Paperwork Reduction Project (3060-0105), Washington, DC 20503.

LIN Satellite Communications Corporation
FCC Form 430
Exhibit V

LIN Satellite Communications Corporation ("LSCC") is a wholly-owned subsidiary of LIN Broadcasting Corporation ("LIN"). LIN has interests, through direct and indirect subsidiaries other than LSCC, in the ownership and control of numerous cellular, common carrier microwave, television broadcast, and television broadcast auxiliary licenses issued by the Commission. LIN's interests in such Commission licenses are described in an FCC Form 430 filed May 21, 1990.

LIN is a 52.1 percent subsidiary of MMM Holdings, Inc., which is in turn a wholly-owned subsidiary of McCaw Cellular Communications, Inc. ("McCaw"). McCaw has interests, through direct and indirect subsidiaries, in numerous cellular, common carrier microwave, and other Commission licenses. McCaw's interests are described in an FCC Form 430 filed by McCaw Communications of Huntington, Inc., on March 25, 1991 (FCC File No. 09056-CL-TC-1-91).

LSCC itself is the majority stockholder in Transit Communications, Inc. ("TCI"), and the controlling general partner of Satellite Mobile Telephone Company L.P. ("SMTCLP"). Both SMTCLP and TCI are stockholders in American Mobile Satellite Corporation ("AMSC"), the 100 percent parent of AMSC Subsidiary Corporation, the holder of a Commission construction permit in the mobile satellite service. LSCC's ownership interests in TCI and SMTCLP are described in FCC Forms 430 filed by TCI and SMTCLP on July 12, 1990, and July 30, 1990, respectively.

LIN Satellite Communications Corporation
FCC Form 430
Exhibit VI

100 percent of the voting stock of LIN Satellite Communications Corporation is owned by LIN Broadcasting Corporation ("LIN"). LIN is a Delaware corporation whose principal business offices are located at 5295 Carillon Point, Kirkland, Washington, 98033.

LIN Satellite Communications Corporation
FCC Form 430
Exhibit VII

The following persons are officers and directors of
LIN Satellite Communications Corporation:

President and
Director: Tom A. Alberg
5295 Carillon Point
Kirkland, Washington 98033

Vice President,
Treasurer, Ass't.
Secretary, and
Director: Donald Guthrie
5295 Carillon Point
Kirkland, Washington 98033

Vice President,
Secretary, and
Director: Keith D. Grinstein
5295 Carillon Point
Kirkland, Washington 98033

Vice President and
Ass't Secretary: Andrew A. Quartner
1201 Connecticut Avenue, N.W.
Suite 401
Washington, D.C. 20036

Vice President-Tax: Peter E. Maloney
5295 Carillon Point
Kirkland, Washington 98033

Assistant Secretary: Gayle C. Toney
5295 Carillon Point
Kirkland, Washington 98033

LIN Satellite Communications Corporation
FCC Form 430
Exhibit VIII

As noted in Exhibit V, LIN Satellite Communications Corporation ("LSCC") is a wholly owned subsidiary of LIN Broadcasting Corporation ("LIN"), a Delaware corporation whose principal business offices are located at 5295 Carillon Point, Kirkland, Washington, 98033. LIN is a communications holding company with interests in the satellite mobile communications, cellular telephone, and television broadcast industries, as well as a minority ownership interest in a specialty publishing business.

LIN's president is Tom A. Alberg. His business address is 5295 Carillon Point, Kirkland, Washington, 98033. LIN's directors, and their business addresses, are as follows:

Tom A. Alberg
LIN Broadcasting Corporation
5295 Carillon Point
Kirkland, WA 98033

Harold S. Eastman
LIN Broadcasting Corporation
5295 Carillon Point
Kirkland, WA 98033

William G. Herbster
Suite 716
2700 Calvert Street, N.W.
Washington, D.C. 20008

Wilma H. Jordan
The Jordan Group
885 Third Avenue, 25th Floor
New York, NY 10122

Richard W. Kislik
M. Evans
216 E. 49th Street, 2nd Floor
New York, NY 10017

Craig O. McCaw
McCaw Cellular Communications, Inc.
5400 Carillon Point
Kirkland, WA 98033

John E. McCaw, Jr.
McCaw Cellular Communications, Inc.
5400 Carillon Point
Kirkland, WA 98033

Wayne M. Perry
McCaw Cellular Communications, Inc.
5400 Carillon Point
Kirkland, WA 98033

John W. Stanton
Stanton Communications
11711 S.E. 8th
Bellevue, WA 98005

All LIN directors are United States citizens.

The only entity which holds more than 10 percent of the voting stock of LIN is MMM Holdings, Inc. ("MMM"), a Delaware corporation whose principal business offices are located at 5400 Carillon Point, Kirkland, Washington, 98033. MMM's sole business is ownership of voting stock in LIN.

MMM's president is Wayne M. Perry, whose business address is 5400 Carillon Point, Kirkland, Washington, 98033. MMM's directors, and their business addresses, are as follows:

Craig O. McCaw
5400 Carillon Point
Kirkland, Washington 98033

Wayne M. Perry
5400 Carillon Point
Kirkland, Washington 98033

Messrs. McCaw and Perry are both United States citizens.

MMM is a wholly-owned subsidiary of McCaw Cellular Communications, Inc. ("McCaw"), a Delaware corporation whose principal business offices are located at 5400 Carillon Point, Kirkland, Washington, 98033. McCaw is the corporation that has ultimate control of LSCC. McCaw is a communications holding company whose primary interests are in the cellular telephone industry.

McCaw's president is James L. Barksdale. His business address is 5400 Carillon Point, Kirkland, Washington, 98033. McCaw's directors, and their business addresses, are as follows:

James L. Barksdale
McCaw Cellular Communications, Inc.
5400 Carillon Point
Kirkland, WA 98033

Craig O. McCaw
McCaw Cellular Communications, Inc.
5400 Carillon Point
Kirkland, WA 98033

John E. McCaw, Jr.
McCaw Cellular Communications, Inc.
5400 Carillon Point
Kirkland, WA 98033

Bruce R. McCaw
9655 Lake Washington Blvd., N.E.
Bellevue, WA 98004

Wayne M. Perry
McCaw Cellular Communications, Inc.
5400 Carillon Point
Kirkland, WA 98033

John W. Stanton
Stanton Communications
11711 S.E. 8th
Bellevue, WA 98005

Harold S. Eastman
McCaw Cellular Communications, Inc.
5400 Carillon Point
Kirkland, WA 98033

Harold W. Anderson
6545 Prairie Avenue
Omaha, NE 68132

John P. Giuggio
46 Jerusalem Road
Cohasset, MA 02090

Dr. John C. Malone
16801 East Caley Avenue
Aurora, CO 80016

R.C.M. Baker
155 Eleanor Drive
Woodside, CA 94062

Daniel J. Evans
16631 Mariner Avenue, N.E.
Bainbridge Island, WA 98110

Malcolm Argent
4 Huskards
Fryerning, Ingatestone
Essex, CM4 OHR
England

Barry David Romerill
The Manor House
London Road, Sunningdale
Berks, SL5 OJW
England

Bruce R. Bond
81 Newgate Street
London, EC1A 7AJ
England

Robert A. Lawrence
423 Sandy Valley Road
Westwood, MA 02090

All McCaw directors are United States citizens except for Messrs. Romeril, Baker and Argent, who are citizens of the United Kingdom.

EXHIBIT D

PUBLIC INTEREST STATEMENT
(Response to Part III, Item 28)

As noted in Exhibit B hereto, at the time that it licensed American Mobile Satellite Corporation ("AMSC") as a consortium comprised of eight separate applicants to hold the U.S. MSS authorization, the Commission directed that the ownership percentage held in AMSC by each such shareholder would be determined by the amount that it funded. The Commission acknowledged that the respective ownership interests held by the AMSC principals would shift to reflect the additional amounts that each shareholder chose to contribute to the company's funding needs beyond the \$5 million initially provided by each shareholder. The subject application is necessitated by the shifts in ownership that have so resulted since AMSC was licensed in 1989. Because these changes in ownership percentages reflect the substantial resources that each of those shareholders has devoted to make the AMSC system operational, it is respectfully submitted that the grant of the subject application would be consistent with the public interest.