834-DSE-10-72

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

FEDERAL COMMUNICATIONS COMMISSION

FEE PROCESSING FORM E900081

FOR	FCC/MELLON	FEB	26	1992	
FCC USE ONLY	UPLICATE				

Please read instructions on back of this form before completing it. Section I MUST, be to Detail 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

legibly. All required blocks must be comple	rted of applications filling will t	be returned without acti	on,
SECTION I			
APPLICANT NAME (Last, first, middle in	itial)		
AMSC Subsidiary Corporation			
MAILING ADDRESS (Line 1) (Maximum 8	5 characters - refer to Inst	ruction (2) on reverse	of form)
c/o Gurman, Kurtis, Blask &	Freedman		
MAILING ADDRESS (Line 2) (if required)	(Maximum 35 characters)	K	-CLIVED
1400 Sixteenth Street, N.W.	, Suite 500		
CITY		ly.	IAR 2 1992
Washington		Dames	tic Facilities Division
STATE OR COUNTRY (if foreign address)	ZIP CODE		lider Radro Branes Tifier
DC	20036		
Enter in Column (A) the correct Fee Type (Fee Filing Guides. Enter in Column (B) the Fthe value of the Fee Type Code in Column (A)	ee Multiple, if applicable. Enti	er in Column (C) the res	Codes may be found in FCC sult obtained from multiplying
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	used only when you are rec		ons which result in a
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(A) FEE TYPE CODE	(B) FEE MULTIPLE (If required)	(C) FEE DUE FOR FEE TYPE CODE IN COLUMN (A)	FOR FCC USE ONLY
(2)		\$	
(3)		\$	
4)		\$	
(5)		\$	
ADD ALL AMOUNTS SHOWN THROUGH (5), AND ENTER TO THIS AMOUNT SHOULD EQUINEMITTANCE.	HE TOTAL HERE.	TOTAL AMOUNT REMITTED WITH THIS APPLICATION OR FILING \$ 1505.00	FOR FCC USE ONLY

AMSC SUBSIDIARY CORPORATION 1150 CONNECTICUT AVE., NW., 4TH FLOOR WASHINGTON, DC 20036 PH. 202-331-5858

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

3847

CHECK NO.

3847

2/21/92 DATE

\$1,505.00 AMOUNT

ONE THOUSAND FIVE HUNDRED FIVE AND NO/100 DOLLARS-

PAY TO THE ORDER OF

0033m5425m

48

FCC

15220011EO1 11618E001

GURMAN, KURTIS, BLASK & FREEDMAN

CHARTERED

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

(202) 328-8200

TELECOPIER: (202) 462-1784

LOUIS GURMAN MICHAEL K. KURTIS JEROME K. BILASK WILLIAM D. FREEDMAN DANIEL E. SMITH ANDREA S. MIANO COLEEN M. EGAN*

February 26, 1992

RICHARD M. TETTELBAUM OF COUNSEL

HERBERT C. HARRIS LEONARD M. GARAVALIA FRANK A. RONDINELLI JAMES C. EGYUD BRENT R. SHIREY CONSULTING ENGINEERS

• 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 <u>pro forma</u> 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 <u>pro forma</u> 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

APPLICATION FOR CONSENT TO TRANSFER OF CONTROL (Anger 47 CFR 21, 23 or 25) Read Instructions on Page 4 Before Completing APST L - To Be Completed by Permittee or Leanses (Ansec SUBSIDIARY CORPORATION Making Street Agerss or P.O. Box, Cirv, State and ZP Code 1150 Commecticut Avenue, N.W., Fourth Floor (Assingtion, D.C. 20036 (D) Fee Data Refer to 47 CFR Section 1,1105 or the Common Cyrrier Services Fee Filing Guide. (Fee Type Code Fee Multiple Fee Due for Fee Type Code in (bX1) 11 CZB	FCC 704	FEDER	AL COMMUNICATI Washington,		IISSION	3050-0048		
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Nashington, D.C. 20036	(See E	xhib	it A)		4. Nam	e and Street Address or F	P.D. Box, City, State	and ZIP Code of Transferee
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Permittee or Licensee represents: (check one) That there is attached to this application as Exhibit No. (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 Piled: 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. Printed or Typed Name of Permittee or Licensee (Must agree with item 1) AMSC Subsidiary Corporation Willful fase 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 503). RRT II — To Be Completed By Transferor a) Transfer of Control will be accomplished by: (check one): Sale or other transfer or assignment of stock Shares to be reasonable to the permittee or list of the permi				I	1150	Connecticut Aven		ourth Floor
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Sale or other transfer or assignment of stock Shares to be transferred	(a) Transfer of Co	ontrol v	will be accomplishe	d by: (check	one):	(b) Shares		Classification
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Date 2/21/92 Printed or Typed Name of Transferor (Must correspond with Item 3) Shareholders of American Part II of this application are true, complete and correct to the best of his (her) knowledge and belief. Title (Office Held by Person Signing Vice President and	exhibits bettinent	to Par	t II are a material	part hereof	and are	incorporated herein as	if set out in th	is application; and certifies that
2/21/92 Office Held by Person Signing Vice President and	an the State lette?	made	in Part II of this ap	plication are	true, c	complete and correct to	the best of his	(her) knowledge and belief.
	Date	(Mus	st correspond with reholders of	tem 3) merican	ror	Signature /	Vintu As	(Office Held by Person Signing) ce President and sistant 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	Willful false stateme	ints ma	de on this application	are punishable	by fine	and impringment (IIC)	IMC	caw Space Technologies

station license or construction permit (U.S. Code, Title 47, Section 312(a)(1) and/or forfeiture (U.S. Code, Title 47, Section 503).

O Transferse in 10th in 1	
8. Transferee is: (Check one)	
☐ Individual ☐ Partnership ☐ Corporation ☐ Unincorp	orated Association
. Attach as Exhibit No a statement of transferee's principal business.	
Attach as Exhibit No a statement of the businesses, employment, or activities, other than com-	OCUPICATIONS
in which individual transferee, each member if a partnership, and all principals if a corporation, are engage	ed. giving:
(a) nature of activity; (b) location of activity; and (c) hours devoted to each activity.	out giving.
Place an "X" in the appropriat	te column. YES N
is individual transferee, or if partnership each member of partnership, a citizen of the United States?	
is transferee or any party to this application a representative of an alien or of a foreign government?	>
If transferee is a partnership, attach as Exhibit No one copy, properly certified of the partnership agreement, or if oral complete details	ership
agreement, or if oral, complete details thereof.	
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 furnsih for each all the information requested in	
14 a thro 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 feeting representatives.	
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?	,
s transferee directly or indirectly interested in or affiliated with any entity or person engaged in the busine	
providing a public land line message telephone service?	iss of
If "YES," and transferee is not a land line telephone carrier, attach as Exhibit No	
If permittee or licensee holds any Multipoint Distribution Service (MDS or 1440S) and 150 or 1540S	dia a sal
	directly
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.	>
as transferee or any party to this application had a state of protected service area, if any,	
If "YES," attach as Exhibit No a statement relating all the pertinent circumstance	
las 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. as the transferee, or any party to this application, or any person directly or indirectly controlling the	
ransferee 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	
transferee, or any person directly or indirectly controlling the transferee, presently a party in any matter	
referred to in Items 17, 18, 19?	
5.00.00 to in nems 17, 10, 19:	
If "YES," attach as Exhibit No a statement relating the facts	
If "YES," attach as Exhibit No a statement relating the facts. s transferee directly or indirectly, through stock ownership, contract, or otherwise interested in the	
If "YES," attach as Exhibit Noa statement relating the facts. s 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?	
	•

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)			
23. Will transferee propose any of the following changes, after the transfer of control is authorized (see instruction	\dashv		<u> </u>
F):	l		
a. Changes in the services currently offered?			
If "YES," attach as Exhibit No. NA a brief statement of the proposed changes.			X
b. Changes in technical personnel, maintenance or repair of facilities?			
If "YES," attach as Exhibit No. $\frac{(N/A)}{}$ a description of positions to be changed and specific			
arrangements for prompt maintenance or repair of facilities.			X
c. Changes in the management or personnel responsible for the operation of the station?			
If "YES," in Exhibit No. (N/A) describe the manner in which the proposal will operate, and			
list present positions of responsibility to be observed and			
list present positions of responsibility to be changed and proposed positions and division of			X
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).			
24 If transfered is a companier in court for			1
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. (N/A).			X
25. Does transferee now hold any obligations of licensee corporation?			
If "YES," in Exhibit No. $\frac{(N/A)}{}$ describe the obligations, methods by which acquired, and the			Х
asias on which they were obtained.			- 21
26. Does local or state law require any authorization to transfer the control of the facilities and/or operations involved herein?	\top		
If "YES," attach as Exhibit No. (N/A) a single certified copy of such authorization.			X
to a list distribute personally familiar with the provisions of the Commission's Rules governing the sonition which are	+		
me adapter of this application		X	
b. Has transferee examined the subject facilities and determined that construction and operation is in compli-			
		x	
28. Attach as Exhibit No. D a complete statement, setting forth facts which show how the instant	+		
propositions of connections between the			
and content of prospective subscribers. The statement should contain the pages of		1	
attack of the management of antiques of individuals closely related to the management of the management			
The manager and any subscriber			
9. If corporate permittee or licensee holds any authorizations for Part 21 stations, answer (a) and (b) below:	+		
a 2000 domor action alvolve ractities that have not been constructed?			
If "YES," does transferee represent that it has, or has reasonable assurance that it will have the			
assist to theer the expected cost of constructing any such facilities within the construction			
period, and the estimated operating expenses for twelve months? (N/A: Pro forms transfer)			
b. Were facilities authorized following a comparative hearing and have been operated less than the	7		
that have not been constructed; or involve facilities that were authorized to the			
processing at which the Successful applicant received a preference and that have been a			
(N/A. IIU IUIMA LIANSTER)	7		
U. Does transferee represent that the information given in Part III of this application is true and considered	+-		
contracts or other instruments submitted, and that said information and contracts (if any) constitute the full	.		
agreement?	X	-	
1. Does transferee acknowledge that, if Commission consents, transfer of control must be completed within 45 days of date of consent and Commission must be confident to the confidence of consent and Commission must be confident to the confidence of control must be completed within 45 days	╀	\perp	
and Contribusion must be nothing by letter within 10 days of	v		
The Group signed represents that all the attached exhibits portions to Description			
corporated herein as if set out in full in this application; and certifies that all the statements made in Part III of this application, complete and correct to the best of his (her) knowledge, and halfaf	ind	are i	1 -
true, complete and correct to the best of his (her) knowledge and belief.	licat	ion a	re
Typed or Printed Name of Transforce Size 1			
over the I Shareholdown of American I 7/7 / /	on	Signin	g)
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Willful false statements made on this application are punishable by fine and imprisonment (U.S. Code, Title 18, Section 1001) and/or r	evoc	at ion	of
any station license or construction permit (U.S. Code, Title 47, Section 312(aX1) 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, bofore 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 authorization holder.

EXHIBIT B

<u>DESCRIPTION OF TRANSACTION</u> (Response to Part II, Item 7)

By the subject application, AMSC Subsidiary Corporation ("AMSC Sub") seeks approval of a <u>pro forma</u> 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 contribute more to 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. 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 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 held in AMSC at the time of initial licensing, currently, and upon the assignment of interest from McCaw to LIN SCC as proposed herein:

Indicated percentages have been rounded to the nearest one-hundredth percent.

<u>Shareholder</u>	Initial Interest	Current <u>Interest</u>	Proposed Interest
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%

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.

FEDERAL COMMUNICATIONS COMMISSION Washington, DC 20554

Approved by OMS 3060-0105 Expires 3/31/93

LICENSEE QUALFICATION 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.				
1. Business Name and Address (Number, Street, Code) of Filer's Principal Office: American Mobile Satellite Corporation 1150 Connecticut Avenue, N.W., 4th Flo Washington, D.C. 20036	i	2. (Area Code) Telep (202) 331-5858 3. If this report sup- filed report, spec	ercedes a Ify Its dat	previously
washington, D.C. 20036		February 28, 1	991	
4. Filer is (check one): Individual Partnership X (Corporation	5. Under the laws of jurisdiction) is the		
Other (Specify):		Delaware		
6. List the common carrier and satellite radio servor permittee: Mobile Satellite Service Aeronautical Mobile Satellite Service		Filer has applied or is	a current	licensee
7(a) Has the Filer or any party to this application permit revoked or had any application for pe this Commission? If "YES", attach as Exhibit I a state of license or permit revoked and relating circumstances.	ermit, license or ment giving call sign	renewal denied by and file number	Yes	X No
(b) Has any court finally adjudged the Filer, or a controlling the Filer, guilty of unlawfully monto monopolize radio communication, directly manufacture or sale of radio apparatus, exclumeans of unfair methods of competition? If the facts.	nopolizing or att or indirectly, the usive traffic arrays. YES", attach as Ex	empting unlawfully rough control of angement, or other hibit II a statement relating	☐ Yes	⊠ No
(c) Has the Filer, or any party to this application, controlling the Filer ever been convicted of a Court? If "YES", attack as Exhibit III a statement relating	a felony by any		X Yes	□ No
(d) is the Filer, or any person directly or indirect a party in any matter referred to items 7(b) a Exhibit IV a statement relating the facts.	and 7(c)? <i>If "YES</i>	", attach as	Yes	X No
3. Is the Filer, directly or indirectly, through stock currently interested in the ownership or controllicensed by this Commission? If "YES", submit as Exhibit licenses's relation to the Filer.	of any other	radio stations	Yes	∑ No
If Filer is an individual (sole proprietorship) or partnership			· · · · · · · · · · · · · · · · · · ·	
(Number, Street, State and ZIP Code) of Individual or Partners:		or each member rship a citizen of States?	☐ Yes	□ No
	partnership	or any member of a a representative of an a foreign government	Y Yes	□No

and/or voting 10 per	the names, add	and Item 11: dresses, and citizenship of the of the Filer's voting stock an the beneficiary(les) or class of	d the percentages		
See Exhibit V	VI				
(b) List below, or attach a Filer.	as Exhibit VII ti	he marmes and addresses of t	ne officers and dir	ectors o	f the
See Exhibit V	VII				
If "YES", attach as Exhibit VIII and completely identifies the n business of the controlling corp citizenship of those stockholder	a statement (inclu- pature and extent of peration and any in a holding 10 percei of total voting st	trolled by any other corporation of the control of	ropriste) which fully address and primary addresses, and voting stock;	X Yes	□ No
See Exhibit VI		r en elien?		□Yes	
-		stock of the Filer owned of	record or		X No
voted by allens or their	r representativ	es, or by a foreign government of a laws of a	nt or representa-	☐ Yés	X No
any officer or more the foreign corporation or	an one-fourth corporation of ed by aliens or	rolled: (1) by any other corpord of the directors are aliens, of which more than one-fourting their representatives, or by a f.	r (2) by any	Yes	X No
		(f) is "YES", attach as Exhibit lity, their relationship to the			
		11. CERTIFICATION			
ached exhibits are a material pr dication for, or Commission ap	art thereof. The proval of, any t eby certifies tha	application which cross—references ownership information contained is transfer of control or assignment at the statements made herein are a good faith.	n this report does no of radio facilities. Th	t constitute	e an ap-
VILLFUL FALSE STATEMENTS MADE ON THIS APPLICATION RE PUNISHABLE BY FINE AND MYPRISONMENT (U.S. Code, tile 18 Section 1001) and/or	Date 2/21/92	Filer (Must correspond with that shown in item) American Mobile Satellite Corporation	Typed or Printed Na		
itle 18, Section 1001) and/or EVOCATION OF ANY STATION ICENSE OR CONSTRUCTION ERMIT (U.S. Code, itle 47, Section 312(a)(1)).	Signature Looks	. a Surde	Vice Presid 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))

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. All of the shareholders are U.S. entities.

Shareholder	Interest Held
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%

Indicated percentages have been rounded to the nearest onehundredth percent.

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<u>Shareholder</u>	Interest Held
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%

American Mobile Satellite Corporation FCC Form 430

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.

Name and Address

Title

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

Name and Address

Title

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

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

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

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

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

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

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%

<u>Officer</u>

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.

<u>Shareholders</u>	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

<u>Position</u>

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

Officers and Directors

Position

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.

4. Filer is (check one):

☐ Individual

FEDERAL COMMUNICATIONS COMMISSION Washington, DC 20554

Approved by OMB 3060-0105 Expires 3/31/93

LICENSEE QUALFICATION REPORT

See reverse side for information regarding public burden statement.

jurisdiction) is the Filer organized?

Delaware

INSTRUCTIONS

 A. The "Filer" of this report is defined to include: (1) An applicant, where this to carrier and satellite radio authority as required for such applications; or (2) A commission's Rules to be submitted on an annual basis. B. Submit an original and one copy (sign original only) to the Federal Communication service is listed in Item 6, submit an additional copy for each such additional sapplication for radio authority, attach at to that application. C. Do not submit a fee with this report. 	ns Commission, Washington, DC 20554. If more than one radio
1. Business Name and Address (Number, Street, State and ZIF Code) of Filer's Principal Office:	2. (Area Code) Telephone Number: (202) 331-5858
AMSC Subsidiary Corporation 1150 Connecticue Avenue, N.W., Fourth Floor	3. If this report supercedes a previously filed report, specify its date: April 29, 1991
Washington, D.C. 20036	5. Under the laws of what State (or other

Partnership

Other (Specify):			
6. List the common carrier and satellite radio servi	ices in which Filer has applied or is a	current	licensee
or permittee:			
Mobile Satellite Service			
Aeronautical Mobile Satellite Service (F	R)		
	,		
7(a) Has the Filer or any party to this application	had any FCC station license or	F1V	X No
permit revoked or had any application for per	mit, license or renewal denied by	☐ Yes	X NO
this Commission? If "YES", attach as Exhibit I a statem	ent giving call sign and file number		
of license or permit revoked and relating circumstances.			
(b) Has any court finally adjudged the Filer, or an	y person directly or indirectly	☐Yes	X No
controlling the Filer, guilty of unlawfully mon-	opolizing or attempting unlawfully	٠ س	۔ ۰ ۰ ۔
to monopolize radio communication, directly o	or indirectly, through control of		
manufacture or sale of radio apparatus, exclu	sive traffic arrangement, or other		
means of unfair methods of competition? If 7	152, Strack as exhibit it a statement relating		
(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	X Yes	☐ No
Court? If "YES", attach as Exhibit III a statement relatin	e the facts.		
Court in 710, the same to the contract of the	•		
(d) is the Filer, or any person directly or indirect	ly controlling the Filer, presently	Yes	∏ No
a party in any matter referred to items 7(b) a	ind 7(c)? If "YES", attack as		<u> </u>
Exhibit IV a statement relating the facts.			
8. Is the Filer, directly or indirectly, through stock	ownership, contract or otherwise,	☐ Yes	X No
currently interested in the ownership or controllicensed by this Commission? If "YES", submit as Exh	ibit V the name of each such licenses and		
the licensee's relation to the Filer.	IDIT F INS HEMS OF SOCK SOCK SICENOSE CHIE		
The licensees resalion to the river.			
If Filer is an individual (sole proprietorship) or partnership	o, answer the following and Item 11:		
9(a) Full Legal Name and Residential Address	(b) is individual or each member		
(Number, Street, State and ZIP Code) of	of a partnership a citizen of		
Individual or Partners:	the United States?	☐ Yes	☐ No
	(c) is individual or any member of a		

partnership a representative of an

alien or of a foreign government? \(\subseteq Yes \)

☐ No

10(a) Attach as Exhibit VI and/or voting 10 per case of fiduciary cor	the names, addricent or more o	esses, and citizen of the Filer's votin	g stock and t	the percentages		
See Exhibit VI						
(b) List below, or attach a Filer.	s Exhibit VII the	e names and addre	esses of the	officers and dir	ectors o	f the
See Exhibit VI	I					
(c) Is the Filer directly or If "YES", attach as Exhibit VIII and completely identifies the n business of the controlling corpeitizenship of those stockholder (3) the approximate percentage addresses to the president and See Exhibit VII	a statement (including ature and extent of constion and any into a holding 20 percent of total voting stor- directors of the con-	ng organizational diagram control include the follow rmodiate subsidiaries; (2) or more of the controlli ik held by each such sto	s where appropri ing: (1) the addi the names, addi g corporation's	iste) which fully ress and primary resses, and voting stock;	▼ Yes	□ No
(d) is any officer or direct	tor of the Filer	an allen?			☐ Yes	∑ No
(e) is more than one-fifth voted by aliens or their tive(s) thereof, or by a	representatives	s, or by a foreign	government	or representa-	☐ Yés	⊠ No
(f) is the Filer directly or in any officer or more that foreign corporation or stock is owned or vote government or represer	an one-fourth of corporation of double or	of the directors as which more than their representative	e allens, or () one-fourth	2) by any of the capital	☐ Yes	⊠ No
(g) If any answer to question allens or foreign entities they own or vote.						
		11. CERTIFICATIO	N			
This report constitutes a material packed exhibits are a material publication for, or Commission application for, or the Filer, here of Filer's knowledge and belief,	art thereof. The o proval of, any tra aby certifies that	wnership information insfer of control or the statements made	contained in the	nis report does not radio facilities. Th	t constitute	an ap-
VILLFUL FALSE STATEMENTS MADE ON THIS APPLICATION REPUNISHABLE BY FINE AND MPRISONMENT (U.S. Code, itie 18, Section 1001) and/or REVOCATION OF ANY STATION	2/21/92	Filer (Must correspond shown in item) AMSC Subsidiary Corporation	7	yped or Printed Na Leslie A.L.		
ICENSE OR CONSTRUCTION ERMIT (U.S. Code, itie 47, Section 3 12(aX1)).	Signature	a Broke		ite Vice Preside Secretary	nt and	

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 Subsidary Corporation.

Name and Address

Title

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

<u>Title</u>

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

Director

Director

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

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, 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)

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:

Name/Address Position

Brian B. Pemberton President
American Mobile Satellite Corporation
1150 Connecticut Avenue, N.W.
Washington, D.C. 20036

Carson E. Agnew

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

John C. Baker Director Patricof and Co. Ventures, Inc. 445 Park Avenue

445 Park Avenue New York, New York 10022

Jai P. Bhagat

Mtel Space Technologies Corporation

200 South Lamar Street

200 South Lamar Street Security Center, South Building Jackson, Mississippi 39201

J. Shelby Bryan Director Millicom, Inc.
153 East 53rd Street

Suite 2500 New York, New York 10022

Robert J. Fugate Director MTel Space Technologies Corporation

200 South Lamar Street Security Centre South Building Jackson, Mississippi 39201

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

Name/Address

Position

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

Director

FCC 430

FEDERAL COMMUNICATIONS COMMISSION Washington, DC 20554

Approved by OMB 3060-0105 Expires 3/31/90

COMMON CARRIER AND SATELLITE RADIO LICENSEE QUALIFICATION REPORT

See reverse side for information regarding public burden statement.

INSTRUCTIONS

	the "Filer" of this report is defined to include: (1) An applicant, where this report is submitted in connection with applications for common commission's Rules to be submitted on an application applications; or (2) A licensee or permittee, where this report is required by the	on he
В.	submit an original and one copy (sign original only) to the Federal Communication Commission Management and agent of	
	ervice is listed in Item 6, submit an additional copy for each such additional service. If this report is being submitted in connection with a polication for radio authority, attach it to that application	io an

C. Do not submit a fee with this report. 1. Business Name and Address (Number, Street, State and ZIP 2. (Area Code) Telephone Number: Code) of Filer's Principal Office: (206) 828-1902 LIN Satellite Communications Corporation 3. If this report supercedes a previously 5295 Carillon Point filed report, specify its date: Kirkland, Washington 98033 N/A 4. Filer is (check one): 5. Under the laws of what State (or other Individual ☐ Partnership jurisdiction) is the Filer organized? Other (Specify): Delaware B. 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 ☐ Yes No
 this Commission? If "YES", attack as Exhibit I a statement giving call sign and file number of license or permit revoked and relating circumstances. (b) Has any court finally adjudged the Filer, or any person directly or indirectly controlling the Filer, guilty of unlawfully monopolizing or attempting unlawfully ☐ Yes 🛛 No 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? W "YES", attack as Exhibit II a statement relating the facts. (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 ☐ Yes ☑ No Court? If "YES", attach as Exhibit III a statement relating the facts. (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", attack as Yes **☑** No Exhibit N a statement relating the facts. 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 🛛 Yes ☐ No licensed by this Commission? If "YES", submit as Exhibit V the name of each such licensee and the licenses's relation to the Filer. If Filer is an individual (sole proprietorship) or partnership, answer the following and Item 11: 9(a) Full Legal Name and Residential Address (b) is individual or each member (Number, Street, State and ZIP Code) of of a partnership a citizen of Individual or Partners: the United States? ☐ Yes □ No (c) is individual or any member of a partnership a representative of an

alien or of a foreign government? Yes

If Filer is a corporation, answer the following and Item 11:		
10(a) Attach as Exhibit VI the names, addresses, and citizenship of those stockholde and/or voting 10 percent or more of the Filer's voting stock and the percent case of fiduciary control, indicate the beneficiary(les) or class of beneficiaries.	rs owning o	f record
See Exhibit VI		
(b) List below, or attach as Exhibit VII the names and addresses of the officers and Filer.	directors c	of the
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 material diagrams.	, ∑ Yes	□No
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 18 percent or more of the controlling corporation's voting stock; (3) the approximate percentage of total voting stock hold 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 allens or their representatives, or by a foreign government or representive(s) thereof, or by a corporation organized under the laws of a foreign country (f) is the Filer direction of the capital stock of the Filer owned of record or voted by allending the capital stock of the Filer owned of record or voted by allending the capital stock of the Filer owned of record or voted by allending the capital stock of the Filer owned of record or voted by allending the capital stock of the Filer owned of record or voted by allending the capital stock of the Filer owned of record or voted by allending the capital stock of the Filer owned of record or voted by allending the capital stock of the Filer owned of record or voted by allending the capital stock of the Filer owned of record or voted by allending the capital stock of the Filer owned of record or voted by allending the capital stock of the Filer owned of record or voted by allending the capital stock of the Filer owned of record or voted by allending the capital stock of the Filer owned of record or voted by allending the capital stock of the Filer owned of record or voted by allending the capital stock of the Filer owned or voted by allending the capital stock of the Filer owned of the capital stock of the Filer owned of the capital stock of the Filer owned of the capital stock of the Filer owned own	rta- 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 allens or their representatives, or by a foreign government or representatives thereof.		⊠ No
(g) If any answer to questions (d), (e) or (f) is "YES", attach as Exhibit IX a statement aliens or foreign entities, their nationality, their relationship to the Filer, and the p they own or vote.	identifying ercentage of	the stock
11. CERTIFICATION		
This report constitutes a material part of any application which cross-references it, and all states tached exhibits are a material part thereof. The ownership information contained in this report does plication for, or Commission approval of, any transfer of control or assignment of radio facilities dividually and for the Filer, hereby certifies that the statements made herein are true, complete a of Filer's knowledge and belief, and are made in good faith.	B DOT COnstitute	
WILLFUL FALSE STATEMENTS MADE ON THIS APPLICATION ARE PUNISHABLE BY FINE AND HAPRISONMENT (U.S. Code, Title 18, Section 1001) and/or REVOCATION OF ANY STATION Date Filer (Must correspond with that Shown in item 1) LIN Satellite Communi Cations Corporation Andrew A. (Computation)		
LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)). Signature Vice President Construction Vice President Con		
NOTICE TO INDIVIDUALS REQUIRED BY THE PRIVACY ACT OF 1974 AND THE PAPERWORK REDUC	ecretary	
The solicitation of personal information requested in this form is to determine if you are a self-	TION ACT OF	1980

carrier or satellike radio service pursuant to the Communications Act of 1934, as amended. No authorization can be granted unless all information Public reporting burden for this patients of the control of the contro

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 ("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.

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 <u>Exhibit VII</u>

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 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 the company's funding needs beyond the \$5 million initially provided by each shareholder. 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.