

FCC 704 FEDERAL

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FCC/MELLON NOV 05 1992

APPLICATION FOR CONSENT TO TRANSFER OF CONTROL

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

11-06-92 8160209 001

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

E900081

(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	\$ 1,505.00
2			\$

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

1505.00

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 <u>11/5/92</u>	Printed or Typed Name of Permittee or Licensee (Must agree with Item 1) AMSC Subsidiary Corporation	Signature <i>Lon Levin</i>	Title (Office Held by Person Signing) Lon C. Levin Vice President
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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 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)).

PRO FORMA

- ☐ 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 <u>11/5/92</u>	Printed or Typed Name of Transferor (Must correspond with Item 3) Shareholders of American Mobile Satellite Corporation	Signature <i>Lon Levin</i>	Title (Office Held by Person Signing) Lon C. Levin, Vice President of American Mobile Satellite Corporation
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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 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)				
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.				X
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.				X
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).				X
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> .				X
25. Does transferee now hold any obligations of licensee corporation? If "YES," in Exhibit No. <u>D</u> describe the obligations, methods by which acquired, and the dates on which they were obtained.			X	
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.			X	
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?			X	
28. Attach as Exhibit No. <u>E</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.				
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>				
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?			X	
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?			X	

**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 <u>11/5/92</u>	Typed or Printed Name of Transferee Shareholders of American Mobile Satellite Corporation	Signature <i>Lon C. Levin</i>	Title (Office Held by Person Signing) Lon C. Levin, Vice President of American Mobile Satellite Corporation
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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 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).



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BEN S. FISHER  
(1890-1954)

CHARLES V. WAYLAND  
(1910-1980)

OF COUNSEL  
JOHN Q. HEARNE

MCI MAIL: FWCLDC

November 5, 1992

RECEIVED

NOV 12 1992

OFFICE OF CHIEF  
DOMESTIC FACILITIES DIVISION  
COMMON CARRIER BUREAU

\*NOT ADMITTED IN D.C.

DELIVERY VIA COURIER TO MELLON BANK

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

Re: AMSC Subsidiary Corporation  
E900081  
Mobile Earth Station Blanket Authorization

Dear Ms. Searcy:

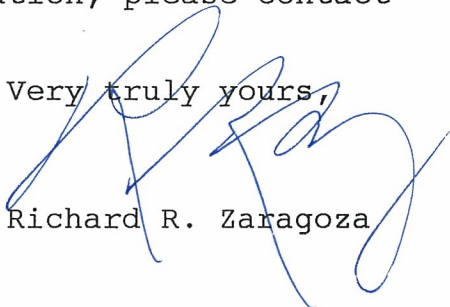
On behalf of AMSC Subsidiary Corporation ("AMSC Subsidiary"), here are an original and two (2) copies of an FCC Form 704, which seeks approval of the proposed pro forma transfer of control of AMSC Subsidiary. Also enclosed is a check to the Commission in the amount of \$1,505.00, in payment of the filing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

As noted in Exhibit B of the subject application, the application is necessitated by shifts in ownership among the shareholders of American Mobile Satellite Corporation, the parent corporation of AMSC Subsidiary. However, because control remains with the currently authorized shareholders or their currently authorized parent companies, the proposed transfer is pro forma in nature and the application is 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.

In addition to the instant application for AMSC Subsidiary's Mobile Earth Station Blanket Authorization, corresponding applications are being filed simultaneously herewith for AMSC-1 at 101° West Longitude, AMSC-2 at 62° West Longitude and AMSC-3 at 139° West Longitude. Furthermore, a corresponding pro forma transfer of control application is being contemporaneously filed for AMSC Subsidiary's Experimental License KM2XDX. It is requested that all of these applications be processed and granted simultaneously.

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

Very truly yours,

  
Richard R. Zaragoza

RRZ/NLK:jh  
Attachments  
4232-000.L15

cc (w/encls.): Fern J. Jarmulnek, Esq. (via hand delivery)

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 specified the terms and conditions of the authorization, is incorporated by reference herein. 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 ("AMSC Sub").

AMSC holds the Commission authorization for the U.S. Mobile Satellite Service System. In addition to the instant application for AMSC Sub's Mobile Earth Station Blanket Authorization, corresponding applications are being filed simultaneously herewith for AMSC-1 at 101°, AMSC-2 at 62°, and AMSC-3 at 139° West Longitude and for AMSC Sub's Experimental License KM2XDX. It is requested that all of these applications be processed and granted simultaneously.

EXHIBIT B

DESCRIPTION OF TRANSACTION

(Response to Part II, Items 6(b) and 7)

By the subject application, AMSC Subsidiary Corporation ("AMSC Subsidiary") seeks approval of a pro forma transfer of control of its parent, American Mobile Satellite Corporation ("AMSC"). As noted in Exhibit A attached hereto, AMSC Subsidiary holds the Commission authorization for the U.S. MSS System. This application is necessitated by several shifts in ownership among the shareholders of AMSC which either have occurred or which will occur before or following approval of this application by the Federal Communications Commission.<sup>1/</sup> These shifts will cumulatively result in over 50 percent of the ownership in AMSC changing hands since the last transfer of control was authorized and consummated.<sup>2/</sup> Since over 50% of the outstanding stock in AMSC will be controlled by shareholders (or their parent companies) 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.

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<sup>1/</sup> The final such shifts that would cumulatively result in this pro forma transfer of control will, of course, not take place prior to approval of this application.

<sup>2/</sup> See FCC File Nos. 26-27-28-DSS-TC-92 and 837-DSE-TC-92 which were approved by the FCC on March 6, 1992. The transfer of control was consummated on March 18, 1992.

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 (i) the stock interests<sup>3/</sup> proposed in the applications for transfer of control filed February 26, 1992, and approved by the Commission with its grant of those applications, and (ii) the current interests or proposed interests which will exist upon the completion of the transactions described herein:

Shareholder	2/26/92 Application	Current or Proposed
	Interest	Interest
Hughes Communications Mobile Satellite Services, Inc.	28.94%	0%
Hughes Communications Satellite Services, Inc. <sup>4/</sup>	0%	29.44%
McCaw Space Technologies, Inc. <sup>5/</sup>	12.82%	12.72%
Mobile Satellite Corporation	5.59%	0%

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<sup>3/</sup> Indicated percentages have been rounded to the nearest one-hundredth percent.

<sup>4/</sup> Hughes Communications, Inc. wholly owns Hughes Communications Mobile Satellite Services, Inc. and Hughes Communications Satellite Services, Inc.

<sup>5/</sup> McCaw Space Technologies, Inc. is ultimately controlled by McCaw Cellular Communications, Inc. ("McCaw Cellular"). McCaw Cellular wholly owns MMM Holdings, Inc., which in turn 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 Satellite Mobile Telephone Company LP and is the holder of 80% of the stock of Transit Communications, Inc.



Shareholder	2/26/92 Application	Current or Proposed
	Interest	Interest
Former Shareholders of Mobile Satellite Corporation <sup>6/</sup>	0%	5.18%
Mtel Space Technologies, L.P.	28.94%	16.05%
Mtel Space Technologies Corporation <sup>7/</sup>	0%	1.61%
North American Mobile Satellite, Inc.	3.39%	0%
Satellite Mobile Telephone Company LP	4.20%	3.60%
Skylink Corporation	4.20%	0%
Former Shareholders of Skylink Corporation <sup>8/</sup>	0%	3.60%
Transit Communications, Inc.	7.35%	7.19%
Singapore Telecommunications Pte. Ltd. <sup>7/</sup>	0%	11.78%
LIN Satellite Communications Corp.	4.57%	8.83%
<b>TOTAL</b>	<b>100%</b>	<b>100%</b>

6/ Upon the dissolution of Mobile Satellite Corporation ("Mobilesat"), AMSC shares held by Mobilesat were distributed to the Mobilesat shareholders on a pro rata basis.

7/ Mtel Space Technologies Corporation is the sole general partner of Mtel Space Technologies, L.P. Singapore Telecommunications Pte. Ltd. is the sole limited partner of Mtel Space Technologies, L.P., but will cease being its limited partner upon completion of the transactions described in this application.

8/ Upon the dissolution of Skylink Corporation ("Skylink"), AMSC shares formerly held by Skylink were distributed to the Skylink shareholders on a pro rata basis.

AMSC Subsidiary Corporation  
FCC Form 704

EXHIBIT C

PROPOSED TRANSFEREE  
(Responses to Part III, Items 8-22)

As noted in Exhibit B, upon consummation of the transactions proposed herein, control of AMSC, and of its wholly-owned subsidiary, AMSC Subsidiary Corporation, will remain with the currently authorized AMSC shareholders or their currently authorized parent companies.

Except as otherwise set forth in this Exhibit C, ownership and control information called for regarding transferees Hughes Communications Satellite Services, Inc., McCaw Space Technologies, Inc., Mtel Space Technologies, L.P., Mtel Space Technologies Corporation, and LIN Satellite Communications Corp. is provided in the FCC Form 430 Reports filed with the Commission for AMSC and AMSC Subsidiary Corporation contemporaneously with the instant application or is provided in FCC Form 430 Reports referenced in these AMSC or AMSC Subsidiary Corporation FCC Form 430 Reports. Ownership and control information called for regarding McCaw affiliate (a) Satellite Mobile Telephone Company LP ("Satellite Mobile") is provided in the most recently filed FCC Form 430 Report filed with the Commission for Satellite Mobile (or an affiliate thereof) and (b) Transit Communications, Inc. ("Transit") is provided in the most recently filed FCC Form 430 Report filed with the Commission for Transit (or an affiliate thereof).

The above-named entities having interests in AMSC represent AMSC's three largest stockholders and their affiliates that hold or propose to hold stock in AMSC. Said entities, in the aggregate, hold and propose to hold well over half of AMSC's equity and voting stock. Accordingly, no information is provided for the other current or proposed stockholders making up the proposed Transferee.

Upon consummation of all of the transactions described in this application, AMSC will remain in compliance with the Commission's alien ownership restrictions.



AMSC Subsidiary Corporation  
FCC Form 704

EXHIBIT D

PROPOSED TRANSFEREE  
(Response to Part III, Item 25)

Some of the shareholders of AMSC hold convertible notes and warrants in AMSC that were issued in connection with a Loan Agreement entered into in August 1992.

EXHIBIT E

PROPOSED TRANSFEREE  
(Response to Part III, Item 28)

The pro forma changes in ownership set forth herein reflect standard business practices regarding ownership transfers and corporate restructuring among the shareholders<sup>\*/</sup> of AMSC, the parent of the licensee. Accordingly, it is respectfully submitted that the grant of the subject application would be consistent with the public interest.

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<sup>\*/</sup> It is anticipated that one or more shareholders of AMSC may subscribe to its services.