

**UNITED STATES OF AMERICA
FEDERAL COMMUNICATIONS COMMISSION
WASHINGTON, D.C. 20554**

File No(s).

423-DSE-TC-95 (3)

4578-EX-TC-95

Class of station(s)

Domestic Fixed

Earth Station(s)

<input type="checkbox"/> CONSENT TO ASSIGNMENT: <input checked="" type="checkbox"/> CONSENT TO TRANSFER CONTROL: <input type="checkbox"/> CONSENT TO TRANSFER STOCK: Whereby of Control by is effected.	FROM: SHAREHOLDERS OF AMERICAN MOBILE SATELLIT E CORPORATION 10802 PARKRIDGE BOULEVARD RESTON, VA 22091
	TO: SHAREHOLDERS OF AMERICAN MOBILE SATELLIT E CORPORATION 10802 PARKRIDGE BOULEVARD RESTON, VA 22091
Licensee/Permittee: AMSC SUBSIDIARY CORPORATION (for transfer only)	

CALL SIGN(s) STATION LOCATION(s)

CALL SIGN(s) STATION LOCATION(s)

E900081	BLANKET AUTHORIZATION
E930124	Reston, VA
E940374	ALEXANDRIA, VA
KM2XDX	EXPERIMENTAL

Under authority of the Communications Act of 1934, as amended, the consent of the Federal Communications Commission is hereby granted to the transaction indicated above. The Commission's consent to the above is based on the representations made by the applicants that the statements contained in, or made in connection with, the application are true and that the undertakings of the parties upon which this transaction is authorized will be carried out in good faith. The actual consummation of voluntary transactions shall be completed within 60 days from the date hereof, and notice in letter form thereof shall promptly be furnished the Commission by the buyer showing the date the acts necessary to effect the transaction were completed. Upon furnishing the Commission with such written notice, this transaction will be considered completed for all purposes related to the above described station(s).

ADDITIONAL REQUIREMENTS FOR ASSIGNMENTS ONLY:

Upon consummation the assignor must deliver the permit/license, including any modifications thereof to the assignee. It is hereby directed that, upon consummation, a copy of this consent be posted with the station authorization(s) as required by the Commission's Rules and Regulations. The assignee is not authorized to construct nor operate said station(s) unless and until notification of consummation in letter form has been forwarded to the Commission.

Dated: January 27, 1995

FCC Form 732

405-DSB-1C-95(3)

FCC 704

FEDERAL COMMUNICATIONS COMMISSION
Washington, DC 20554

Approved by OMB
3060-0048
Expires 03/31/97

FCC Use Only
MELLON JAN 11 1995
~~FCC/MELLON DEC 23 1994~~
JAN 19 1995
Satellite and Radiocommunication Division
Office of the Chief

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

APPLICATION FOR CONSENT TO TRANSFER OF CONTROL

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

PART I - To Be Completed by Permittee or Licensee

1(a) Name of Corporate Permittee or Licensee
AMSC Subsidiary Corporation

DUPLICATE

Mailing Street Address or P.O. Box, City, State and ZIP Code
10802 Parkridge Boulevard
Reston, Virginia 22091

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	\$ 1,730.00
2			\$
Add all amounts in Column (3), lines 1 and 2. ▶▶ Remit this amount with your application.			\$ 1,730.00

FCC Use Only

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
E900081, E930124, E940374
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
10802 Parkridge Boulevard
Reston, Virginia 22091

4. Name and Street Address or P.O. Box, City, State and ZIP Code of Transferee
Shareholders of American Mobile Satellite Corporation
10802 Parkridge Boulevard
Reston, Virginia 22091

5. Permittee or Licensee represents: (check one)

- That there is attached to this application as Exhibit No. B 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: _____ Date Filed: _____

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

Date	Printed or Typed Name of Permittee or Licensee (Must agree with Item 1)	Signature	Title (Office Held by Person Signing)
1/10/95	AMSC Subsidiary Corporation		Vice President

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

ART II - To Be Completed By Transferor

(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 C
Shares authorized		

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

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

Date	Printed or Typed Name of Transferor (Must correspond with Item 3)	Signature	Title (Office Held by Person Signing)
1/10/95	Shareholders of American Mobile Satellite Corporation		Vice President of American Mobile Satellite Corporation

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

PART III - To Be Completed by Transferee

See Exhibit D

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 NC

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 D

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. _____ a brief statement of the proposed changes.

b. Changes in technical personnel, maintenance or repair of facilities?

If "YES," attach as Exhibit No. _____ a description of positions to be changed and specific arrangements for prompt maintenance or repair of facilities.

c. Changes in the management or personnel responsible for the operation of the station?

If "YES," in Exhibit No. _____ 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).

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. _____

25. Does transferee now hold any obligations of licensee corporation?

If "YES," in Exhibit No. E describe the obligations, methods by which acquired, and the dates on which they were obtained.

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. _____ a single certified copy of such authorization.

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?

28. Attach as Exhibit No. F 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? N/A

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?


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?

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?

Certification: The applicant certifies that, in the case of an individual applicant, he or she is not subject to a denial of federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. 853a, or, in the case of a nonindividual applicant (e.g., corporation, partnership or other unincorporated association), no party to the application is subject to a denial of federal benefits pursuant to that section. For the definition of a "party" for these purposes, see 47 CFR 1.2002.

YES NO

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 1/10/95	Typed or Printed Name of Transferee Shareholders of American Mobile Satellite Corporation	Signature 	Title (Office Held by Person Signing) 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).

FISHER WAYLAND COOPER LEADER & ZARAGOZA L.L.P.

2001 PENNSYLVANIA AVENUE, N.W.

SUITE 400

WASHINGTON, D. C. 20006-1851

TELEPHONE (202) 659-3494

CARROLL JOHN YUNG

(202) 775-3549

FACSIMILE

(202) 296-6518

January 11, 1995

Received

JAN 19 1995

DELIVERY VIA COURIER TO MELLON BANK

Satellite and Radio Communication Division
Office of the Chief

Mr. William F. Caton
Acting Secretary
Federal Communications Commission
1919 M Street, N.W., Room #222
Washington, DC 20554

Re: AMSC Subsidiary Corporation
Mobile Earth Station Blanket
Authorization E900081

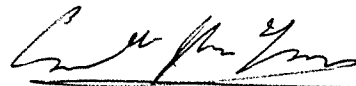
Dear Mr. Caton:

AMSC Subsidiary Corporation ("AMSC Sub"), by counsel, hereby submits the attached PRO FORMA transfer of control application for Mobile Earth Station Blanket Authorization E900081 (including Fixed Earth Stations E930124 and E940374). Attached hereto is a check payable to the order of the Commission in the amount of \$1,730.00 to cover the required filing fee for such application.

In addition to the attached application, corresponding applications are being filed with the Commission today in connection with AMSC Sub's Mobile Satellite System authorizations for AMSC-1 at 101° W. L., AMSC-2 at 62° W.L., and AMSC-3 at 139° W.L., AMSC Sub's Experimental License KM2XDX. It is requested that all of these applications be processed and granted simultaneously.

If there should be any questions with regard to the above matter, please contact the undersigned directly.

Respectfully submitted,



Carroll John Yung

CJY:rdm

Attachments

cc w/attachs.

via hand delivery: Fern J. Jarmulnek
Linda Trochim

EXHIBIT A

FCC AUTHORIZATION
(Response to Part I, Item 2)

The Commission granted a mobile satellite system authorization to American Mobile Satellite Corporation ("AMSC") by Memorandum Opinion, Order and Authorization, 4 FCC Rcd 6041 (1989), aff'd. Final Decision on Remand, 7 FCC Rcd 266 (1992), aff'd sub nom. Aeronautical Radio Inc. v. FCC, 983 F.2d 275 (D.C. Cir. 1993). Those documents, which specify the terms and conditions of the authorization, are incorporated by reference herein. In 1991, pursuant to Commission approval, FCC File No. 13-DSS-AL-91(3), AMSC assigned the authorization to its wholly-owned subsidiary, AMSC Subsidiary Corporation.

By those actions, the Commission authorized AMSC to launch and operate three satellites, AMSC-1 at 101° W.L., AMSC-2 at 62° W.L. and AMSC-3 at 139° W.L.

In addition to the instant application for AMSC Subsidiary's Mobile Earth Station Blanket Authorization E900081 (including Fixed Earth Stations E930124 and E940374), corresponding applications are being filed simultaneously herewith for AMSC-1 at 101° W.L., AMSC-2 at 62° W.L., and AMSC-3 at 139° W.L., and for AMSC Subsidiary's Experimental License KM2XDX. It is requested that all of these applications be processed and granted simultaneously.

EXHIBIT B

ARTICLES OF INCORPORATION
(Response to Part I, Item 5)

In July of 1994, AMSC VA Sub, Inc., a Virginia Public Service Corporation and wholly-owned subsidiary of American Mobile Satellite Corporation, was merged with and into AMSC Subsidiary Corporation, a Delaware corporation, which was the surviving entity of the merger. As a result of the merger, AMSC Subsidiary Corporation acquired the status of a Virginia Public Service Corporation and became duly-incorporated in Virginia and Delaware. Attached hereto is the Certificate of Merger and Restatement from the Virginia State Corporation Commission, with "Articles of Merger of AMSC VA Sub, Inc. with and into AMSC Subsidiary Corporation," the "Agreement and Plan of Merger," and the "Amended Certificate of Incorporation of AMSC Subsidiary Corporation." Also attached hereto is a copy (certified by the Delaware Secretary of State) of the "Certificate of Merger of AMSC VA Sub, Inc. into AMSC Subsidiary Corporation" and the "Amended Certificate of Incorporation of AMSC Subsidiary Corporation."

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

July 15, 1994

The State Corporation Commission finds the accompanying articles submitted on behalf of

AMSC SUBSIDIARY CORPORATION

to comply with the requirements of law. Therefore, it is ORDERED that this

CERTIFICATE OF MERGER AND RESTATEMENT

be issued and admitted to record with the articles in the office of the Clerk of the Commission. Each of the following:

AMSC VA SUB, INC.

is merged into AMSC SUBSIDIARY CORPORATION, which continues to exist under the laws of VIRGINIA with the name AMSC SUBSIDIARY CORPORATION. The existence of each non-surviving entity ceases, according to the plan of merger.

The certificate is effective on July 15, 1994.

STATE CORPORATION COMMISSION

By



Commissioner

MERGACPT
CIS20354
94-07-15-0001

COMMONWEALTH OF VIRGINIA



HULLIHEN WILLIAMS MOORE
CHAIRMAN

PRESTON C. SHANNON
COMMISSIONER

THEODORE V. MORRISON, JR.
COMMISSIONER

WILLIAM J. BRIDGE
CLERK OF THE COMMISSION
P.O. BOX 1197
RICHMOND, VIRGINIA 23209-1197

STATE CORPORATION COMMISSION

July 15, 1994

GEOFFREY C. DODSON
HAZEL & THOMAS, P.C.
3110 FAIRVIEW PARK DRIVE
FALLS CHURCH, VA 22042

RE: AMSC SUBSIDIARY CORPORATION
ID: 0430829 - 2
DCN: 94-07-15-0001

This is your receipt for \$25.00 covering the fees for filing articles of merger and restatement with this office.

The effective date of the certificate of merger and restatement is July 15, 1994.

Nonsurviving entities:

AMSC VA SUB, INC.

are merged into AMSC SUBSIDIARY CORPORATION.

Sincerely yours,

A handwritten signature in cursive script that reads "William J. Bridge".

William J. Bridge
Clerk of the Commission

MERGACPT
CIS20354

**ARTICLES OF MERGER OF
AMSC VA SUB, INC. WITH AND INTO
AMSC SUBSIDIARY CORPORATION**

The undersigned corporations, pursuant to Title 13.1, Chap. 9, Art. 12 of the Code of Virginia, hereby execute the following articles of merger and set forth:

ONE

The names and states of incorporation of the corporations proposing to merge are as follows:

<u>NAME</u>	<u>STATE OF INCORPORATION</u>
AMSC VA Sub, Inc.	Virginia
AMSC Subsidiary Corporation	Delaware

TWO

The Agreement and Plan of Merger is attached as Exhibit A.

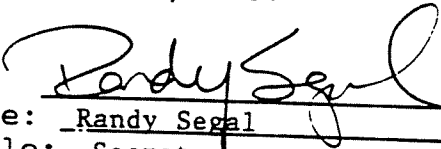
THREE


[A] With respect to AMSC VA Sub, Inc. the Plan of Merger was adopted by unanimous consent of the sole shareholder.

[B] With respect to AMSC Subsidiary Corporation, the Plan of Merger was adopted by unanimous consent of the sole shareholder.

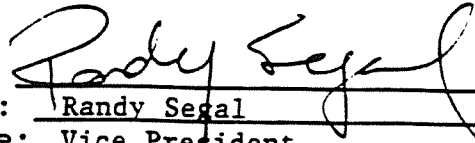
The undersigned declares that the facts herein stated are true as of this 9th day of June, 1994.

AMSC VA SUB, INC.

By: 
Name: Randy Segal
Title: Secretary

By: 
Name: James E. Bogdan
Title: Vice President

AMSC SUBSIDIARY CORPORATION

By: 
Name: Randy Segal
Title: Vice President

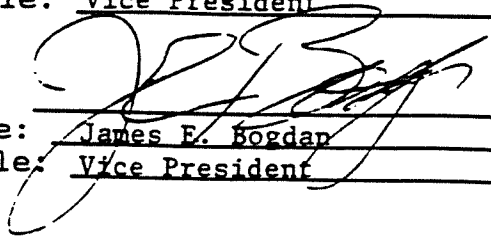
By: 
Name: James E. Bogdan
Title: Vice President

EXHIBIT A

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER ("Agreement") is entered into this 9th day of June, 1994, by and between AMSC VA SUB, INC., a Virginia public service company ("AMSC VA Sub, Inc."), and AMSC SUBSIDIARY CORPORATION ("AMSC Subsidiary Corporation"), a Delaware corporation.

WHEREAS, AMSC VA Sub, Inc. was incorporated in the Commonwealth of Virginia on June 7, 1994; and AMSC Subsidiary Corporation was incorporated in the State of Delaware on February 22, 1991; and

WHEREAS, the terms and conditions of this Agreement and Plan of Merger were advised, authorized and approved by AMSC VA Sub, Inc. and AMSC Subsidiary Corporation, in the manner and by the vote required by their respective charters and the laws of the Commonwealth of Virginia and the State of Delaware, respectively;

NOW, THEREFORE, the parties agree to the Plan of Merger as follows:

1. (a) The name of the corporations planning to merge are as follows:

- AMSC VA Sub, Inc., a Virginia public service company
- AMSC Subsidiary Corporation, a Delaware corporation

(b) The surviving corporation shall be AMSC Subsidiary Corporation which shall retain its name after the merger.

2. AMSC VA Sub, Inc. shall be merged into AMSC Subsidiary Corporation as soon as reasonably practical following the execution of this Agreement and shall cease its separate corporate existence.

3. The merger shall be effective upon filing of a Certificate of Merger with the Delaware Secretary of State's office and Articles of Merger with the Virginia State Corporation Commission.

4. AMSC Subsidiary Corporation will receive all of the rights and property and will assume all contracts, liabilities and obligations of AMSC VA Sub, Inc. existing at the time of the merger. AMSC Subsidiary Corporation shall be dually incorporated

in Delaware and Virginia and shall retain AMSC VA Sub, Inc.'s status as a Virginia public service company.

5. AMSC Subsidiary Corporation's officers and directors will continue after the merger in their same capacities for the surviving corporation until their successors are chosen or appointed according to the By-laws of AMSC Subsidiary Corporation.

6. The number of authorized shares of capital stock of AMSC Subsidiary Corporation is three thousand (3,000) shares of \$0.10 par value common stock of which 100 shares are issued and outstanding. The aggregate par value of all shares of stock issued by AMSC Subsidiary Corporation is \$10.00.

7. The number of authorized shares of capital stock of AMSC VA Sub, Inc. is one (1) share of no par value common stock of which one (1) share is issued and outstanding. The aggregate par value of all shares of stock issued by AMSC VA Sub, Inc. is \$0.00.

8. None of AMSC Subsidiary Corporation's shares of stock shall be converted as a result of the merger. All of the stock certificates representing interests in AMSC VA Sub, Inc. shall be surrendered to AMSC Subsidiary Corporation for cancellation.

9. The Bylaws of AMSC Subsidiary Corporation shall be the Bylaws governing the newly merged corporation following the merger. The Certificate of Incorporation of AMSC Subsidiary Corporation shall be amended and restated in its entirety as set forth on Schedule 1 hereto, and such amended and restated Certificate shall be the Certificate of Incorporation for the newly merged corporations following the merger.

IN WITNESS WHEREOF, the parties have executed this Agreement the day and year first above written.

Attest:

AMSC VA SUB, INC.

William T. Scarborough

By: Randy Segal
Name: Randy Segal
Title: Secretary

Attest:

AMSC SUBSIDIARY CORPORATION

William T. Scarborough

By: Randy Segal
Name: Randy Segal
Title: Vice President

AMENDED CERTIFICATE OF INCORPORATION
OF AMSC SUBSIDIARY CORPORATION

FIRST: The name of the corporation (the "Corporation") is AMSC Subsidiary Corporation.

SECOND: The address of the registered office of the Corporation in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, in the County of New Castle, in the State of Delaware. The name of the Corporation's registered agent at such address is The Corporation Trust Company. The address of the registered office of the Corporation in the Commonwealth of Virginia is 5511 Staples Mill Road, Richmond, Virginia 23228, in the County of Henrico, in the Commonwealth of Virginia. The name of the Corporation's registered agent at such address is Edward R. Parker, who is a resident of the Commonwealth of Virginia and a member of the Virginia State Bar. His business address is the same as the registered office in Virginia.

THIRD: The Corporation shall be duly incorporated in the State of Delaware and the Commonwealth of Virginia. The Corporation elects to be a Virginia Public Service Company in Virginia, as that term is defined under Title 56 of the Code of Virginia. The Corporation is organized, among other purposes, for conducting the business of, including, but not limited to, providing mobile radio telephone service via satellite on a for-hire basis to the public, and shall have the powers and limitations of, a public service company in the Commonwealth of Virginia, which shall include the power to exercise any and all of the rights, privileges and powers of a public service company pursuant to Title 56 of the Code of Virginia, or any subsequent amendment thereto, and any non-public service activities so far as may be related to or incidental to the corporation's public service activities within the Commonwealth of Virginia.

FOURTH: A further purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of the State of Delaware.

FIFTH: The total number of shares of stock the Corporation has the authority to issue is 3,000 shares of Common Stock, \$0.10 par value per share.

SIXTH: Elections of directors need not be by written ballot. The books of the Corporation may be kept (subject to any provision contained in the General Corporation Law of the State of Delaware or other applicable statutes) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the bylaws of the Corporation.

SEVENTH: The Board of Directors shall have the power, in addition to the stockholders, to make, alter, or repeal the bylaws of the Corporation if and to the extent permitted by the provisions governing amendment of the bylaws contained in the bylaws as in effect from time to time.

EIGHTH: Whenever a compromise or arrangement is proposed between the Corporation and its creditors or any class of them and/or between the Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may on the application in a summary way of the Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for the Corporation in accordance with the laws of Delaware or on the application of trustees in dissolution or of any receiver or receivers appointed for the Corporation in accordance with the laws of Delaware order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of the Corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of the Corporation, as the case may be, and also on the Corporation.

NINTH: A director of the Corporation shall, to the maximum extent permitted by the laws of Delaware, have no personal liability to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, provided that this Article NINTH shall not eliminate or reduce the liability of a director in any case where such elimination or reduction is not permitted by law.

TENTH: Each person who is or was a director or officer of the Corporation shall be indemnified by the Corporation to the fullest extent permitted by the General Corporation Law of the State of Delaware or any other applicable laws as presently or hereafter in effect. Without limiting the generality or the effect of the foregoing, the Corporation may enter into one or more agreements with any person which provide for indemnification greater or different than that provided in this Article TENTH. Any repeal or modification of this Article TENTH shall not adversely affect any right or protection existing hereunder immediately prior to such repeal or modification.

ELEVENTH: The Corporation expressly elects not to be governed by Section 203 of the General Corporation Law of the State of Delaware.

TWELFTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Amended and Restated Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders are granted subject to this reservation.

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

July 15, 1994

The State Corporation Commission finds the accompanying articles submitted on behalf of

AMSC SUBSIDIARY CORPORATION

to comply with the requirements of law. Therefore, it is ORDERED that this

CERTIFICATE OF MERGER AND RESTATEMENT

be issued and admitted to record with the articles in the office of the Clerk of the Commission. Each of the following:

AMSC VA SUB, INC.

is merged into AMSC SUBSIDIARY CORPORATION, which continues to exist under the laws of VIRGINIA with the name AMSC SUBSIDIARY CORPORATION. The existence of each non-surviving entity ceases, according to the plan of merger.

The certificate is effective on July 15, 1994.

STATE CORPORATION COMMISSION

By



Commissioner

MERGACPT
CIS20354
94-07-15-0001

Commonwealth of Virginia



State Corporation Commission

I Certify the Following from the Records of the Commission:

the foregoing is a true copy of the articles of merger & incorporation of AMSC SUBSIDIARY CORPORATION issued July 15, 1994.

Nothing more is hereby certified.



Signed and Sealed at Richmond
on this Date: July 15, 1994

William J. Bridge
William J. Bridge, Clerk of the Commission

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"AMSC VA SUB, INC.", A VIRGINIA CORPORATION,

WITH AND INTO "AMSC SUBSIDIARY CORPORATION" UNDER THE NAME OF "AMSC SUBSIDIARY CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIRST DAY OF JULY, A.D. 1994, AT 9 O'CLOCK A.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS FOR RECORDING.



Edward J. Freel

Secretary of State

AUTHENTICATION:

7176139

DATE:

07-11-94

2255475 8100M

944122067

CERTIFICATE OF MERGER

OF

AMSC VA SUB, INC.
(a Virginia corporation)

INTO

AMSC SUBSIDIARY CORPORATION
(a Delaware corporation)

Pursuant to the provisions of Section 252 of the Delaware General Corporation Law, AMSC Subsidiary Corporation, a Delaware corporation, does hereby certify as follows:

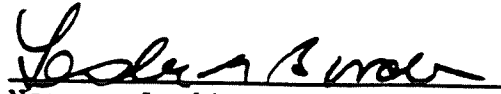
1. The name and state of incorporation for each of the constituent corporations is as follows: AMSC Subsidiary Corporation, a Delaware corporation, and AMSC VA Sub, Inc., a Virginia corporation.
2. That an Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the law under which it was formed and, in the case of AMSC Subsidiary Corporation, in accordance with Section 252 of the Delaware General Corporation law.
3. The name of the surviving corporation is AMSC Subsidiary Corporation.
4. The Certificate of Incorporation of AMSC Subsidiary Corporation shall be amended in its entirety as set forth on the Amended Certificate attached hereto.
5. The executed Agreement and Plan of Merger is on file at the principal place of business of AMSC Subsidiary Corporation which is 10802 Parkridge Boulevard, Reston, Virginia.
6. A copy of the Agreement and Plan of Merger will be furnished by AMSC Subsidiary Corporation upon request, without cost, to any stockholder of AMSC Subsidiary Corporation or AMSC VA Sub, Inc.

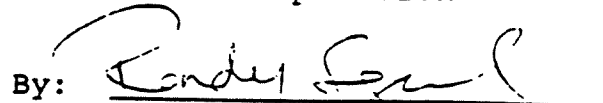
7. The authorized capital stock of AMSC VA Sub., Inc. is one share of common stock having no par value.

Executed this 9th day of June, 1994.

ATTEST:

AMSC SUBSIDIARY CORPORATION
a Delaware corporation


Name: Leslie A.L. Borden
Title: Assistant Secretary

By: 
Name: Randy Segal
Title: Vice President

AMENDED CERTIFICATE OF INCORPORATION
OF AMSC SUBSIDIARY CORPORATION

FIRST: The name of the corporation (the "Corporation") is AMSC Subsidiary Corporation.

SECOND: The address of the registered office of the Corporation in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, in the County of New Castle, in the State of Delaware. The name of the Corporation's registered agent at such address is The Corporation Trust Company. The address of the registered office of the Corporation in the Commonwealth of Virginia is 5511 Staples Mill Road, Richmond, Virginia 23228, in the County of Henrico, in the Commonwealth of Virginia. The name of the Corporation's registered agent at such address is Edward R. Parker, who is a resident of the Commonwealth of Virginia and a member of the Virginia State Bar. His business address is the same as the registered office in Virginia.

THIRD: The Corporation shall be duly incorporated in the State of Delaware and the Commonwealth of Virginia. The Corporation elects to be a Virginia Public Service Company in Virginia, as that term is defined under Title 56 of the Code of Virginia. The Corporation is organized, among other purposes, for conducting the business of, including, but not limited to, providing mobile radio telephone service via satellite on a for-hire basis to the public, and shall have the powers and limitations of, a public service company in the Commonwealth of Virginia, which shall include the power to exercise any and all of the rights, privileges and powers of a public service company pursuant to Title 56 of the Code of Virginia, or any subsequent amendment thereto, and any non-public service activities so far as may be related to or incidental to the corporation's public service activities within the Commonwealth of Virginia.

FOURTH: A further purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of the State of Delaware.

FIFTH: The total number of shares of stock the Corporation has the authority to issue is 3,000 shares of Common Stock, \$0.10 par value per share.

SIXTH: Elections of directors need not be by written ballot. The books of the Corporation may be kept (subject to any provision contained in the General Corporation Law of the State of Delaware or other applicable statutes) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the bylaws of the Corporation.

SEVENTH: The Board of Directors shall have the power, in addition to the stockholders, to make, alter, or repeal the bylaws of the Corporation if and to the extent permitted by the provisions governing amendment of the bylaws contained in the bylaws as in effect from time to time.

EIGHTH: Whenever a compromise or arrangement is proposed between the Corporation and its creditors or any class of them and/or between the Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may on the application in a summary way of the Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for the Corporation in accordance with the laws of Delaware or on the application of trustees in dissolution or of any receiver or receivers appointed for the Corporation in accordance with the laws of Delaware order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of the Corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of the Corporation, as the case may be, and also on the Corporation.

NINTH: A director of the Corporation shall, to the maximum extent permitted by the laws of Delaware, have no personal liability to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, provided that this Article NINTH shall not eliminate or reduce the liability of a director in any case where such elimination or reduction is not permitted by law.

TENTH: Each person who is or was a director or officer of the Corporation shall be indemnified by the Corporation to the fullest extent permitted by the General Corporation Law of the State of Delaware or any other applicable laws as presently or hereafter in effect. Without limiting the generality or the effect of the foregoing, the Corporation may enter into one or more agreements with any person which provide for indemnification greater or different than that provided in this Article TENTH. Any repeal or modification of this Article TENTH shall not adversely affect any right or protection existing hereunder immediately prior to such repeal or modification.

ELEVENTH: The Corporation expressly elects not to be governed by Section 203 of the General Corporation Law of the State of Delaware.

TWELFTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Amended and Restated Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders are granted subject to this reservation.

EXHIBIT C

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 prompted by several shifts in ownership among the shareholders of AMSC which have occurred and which are expected to occur in the near future. Cumulatively, these shifts will result in over 50 percent of the ownership in AMSC having "changed hands" since the last transfer of control was authorized and consummated.^{1/} Over 50 percent of the outstanding stock in AMSC, however, currently remains controlled by shareholders (or their parent companies) who were approved by the Commission by its grant of AMSC's November 1992 transfer of control applications. Because some pre-existing shareholders^{2/} have increased their own holdings during this period, it is anticipated that the majority of AMSC shares will remain with previously approved shareholders or at a minimum a near-majority, even though over 50 percent of the ownership in AMSC will have

^{1/} See FCC File Nos. 7-8-9-DSS-TC-93, 149-DSE-TC-93 and Call Sign KM2XDX, which were approved by the FCC on November 17, 1992, November 17, 1992, and November 16, 1992, respectively.

^{2/} For example, Singapore Telecommunications Ltd. has increased its holdings in AMSC from 11.78% to 13.49%.

AMSC Subsidiary Corporation
FCC Form 704
Exhibit C

"changed hands" since the November 1992 transfer of control. Thus, it is respectfully submitted that the proposed transfer is pro forma in nature. See 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 442 (1971). Furthermore, as AMSC is now a publicly-traded company and has no single majority voting shareholder, its practical day-to-day operations are guided by its board of directors and officers. Accordingly, the technical change in ownership described above is at most pro forma.

The following list of the AMSC shareholders provides (i) the stock interests proposed in the applications for transfer of control filed November 5, 1992, and approved by the Commission with its grant of those applications,^{3/} and (ii) the current interests of major shareholders and shareholder groups in AMSC:

Shareholder	11/5/92 Application % Interest	Current % Interest	Current % Interest Previously "Passed Upon"	Current % Interest <u>Not</u> "Passed Upon"
Hughes Communications Satellite Services, Inc. ^{4/}	29.44	26.88	26.88	0
McCaw Subsidiaries (as ultimately controlled by McCaw Cellular Communications, Inc., prior to merger with AT&T Corp.)	32.34	0	0	0

^{3/} Indicated percentages have been rounded to the nearest one-hundredth percent. Shareholdings based on company records as of December 20, 1994.

^{4/} Hughes Communications, Inc. wholly owns Hughes Communications Satellite Services, Inc.

AMSC Subsidiary Corporation
 FCC Form 704
 Exhibit C

McCaw Subsidiaries (as ultimately controlled by AT&T Corp.) ^{2/}	0	12.37	0	12.37
Former Shareholders of Mobile Satellite Corporation ^{5/}	5.18	5.96	4.72	1.24
Mtel Space Technologies, L.P.	16.05	6.14	6.14	0
Mtel Space Technologies Corporation ^{2/}	1.61	0.81	0.81	0
Former Shareholders of Skylink Corporation ^{8/}	3.60	0.43	0.43	0
Singapore Telecommunications Ltd.	11.78	13.49	11.78	1.71
Other Shareholders (including the public)	0	33.92	0	33.92
TOTAL	100%	100%	50.76%	49.24%

^{5/} On August 23, 1993, McCaw Cellular Communications, Inc., ("McCaw") filed with the Commission applications seeking consent to the transfer of control of communications facilities from McCaw to AT&T Corp. ("AT&T"), which were granted and consummated. See FCC File No. ENF-93-44. Such transfer of control involved a merger that resulted in McCaw becoming a wholly-owned subsidiary of AT&T. Accordingly, the consummation of this merger resulted in AT&T having ultimate control of the American Mobile Satellite Corporation stock held by McCaw's direct and indirect subsidiaries.

With respect to the McCaw subsidiaries, Space Technologies Investments, Inc., a 4.86% AMSC voting shareholder, is ultimately controlled by McCaw. McCaw ultimately controls approximately 52% of the stock of LIN Broadcasting Corporation, the parent of Satellite Communications Investments Corporation ("SCIC"). SCIC, a 3.38% AMSC voting shareholder, is an 80% general partner in Satellite Mobile Telephone Company LP, which holds 1.37% of AMSC's voting stock. SCIC is the holder of 80% of the stock of Transit Communications, Inc., a 2.75% AMSC voting shareholder.

^{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.

^{2/} Mtel Space Technologies Corporation is the sole general partner of Mtel Space Technologies, L.P.

^{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

The preceding table indicates that approximately 49.24% of the AMSC voting stock has "changed hands" since November 1992. AMSC's stock is now publicly-traded. No single individual or entity holds or controls 50% or more of AMSC's outstanding stock. In light of the use of "street" names by various shareholders, it is impossible for AMSC to predict exactly when a 50% change in ownership will occur. Therefore, AMSC is requesting through this application that the Commission treat AMSC as a publicly-held corporation for purposes of compliance with ownership and control regulations. Upon grant of this application and AMSC's related transfer of control applications, and notification to the Commission of consummation of the pro forma transfer described therein, AMSC will monitor changes in ownership of its voting stock in ways similar to the monitoring that other publicly-traded companies that control Commission licenses perform with respect to changes in ownership of their own voting stock.

EXHIBIT D

PROPOSED TRANSFEREE

(Responses to Part III, Items 8-22)

As noted in Exhibit C, upon consummation of the transactions proposed herein, practical day-to-day operations of AMSC, and of its wholly-owned subsidiary, AMSC Subsidiary Corporation, will remain guided by the board of directors and officers of AMSC, and the bulk of AMSC's stock would remain with the currently authorized AMSC shareholders or their currently authorized parent companies.

Except as otherwise set forth in this Exhibit D, ownership and control information regarding transferees Hughes Communications Satellite Services, Inc., the McCaw subsidiaries, and Singapore Telecommunications Ltd., is provided (i) in the FCC Form 430 Report filed on November 16, 1994,^{1/} with the Commission for AMSC Subsidiary Corporation in connection with an application to construct, launch, and operate a non-geostationary satellite system, and/or (ii) in FCC Form 430 Reports filed with the Commission by such transferees or their affiliates. Information concerning AT&T is provided in its most recently filed FCC Form 430 Report.

The above-named entities having interests in AMSC represent AMSC's three largest stockholders and their affiliates that hold stock in AMSC. Said entities, in the aggregate, hold over half

^{1/} See Footnote 3 of Exhibit VIII of the November 16 Form 430 Report regarding AMSC and Section 310(b)(4) of the Communications Act of 1934, as amended.

AMSC Subsidiary Corporation
FCC Form 704
Exhibit D

of AMSC's equity and voting stock. Accordingly, no information is provided for the other current or proposed stockholders making up the proposed Transferee.

EXHIBIT E

PROPOSED TRANSFEREE
(Response to Part III, Item 25)

Some of the shareholders of AMSC hold warrants that were issued in connection with loan agreements entered into in August 1992 and October 1993.

EXHIBIT F

PROPOSED TRANSFEREE
(Response to Part III, Item 28)

The changes in ownership set forth herein reflect standard business practices regarding ownership transfers and corporate restructuring among the shareholders of AMSC, the parent of the licensee, as well as a public offering of AMSC stock. Accordingly, it is respectfully submitted that the grant of the subject application would be consistent with the public interest.