

## LIST OF FIGURES

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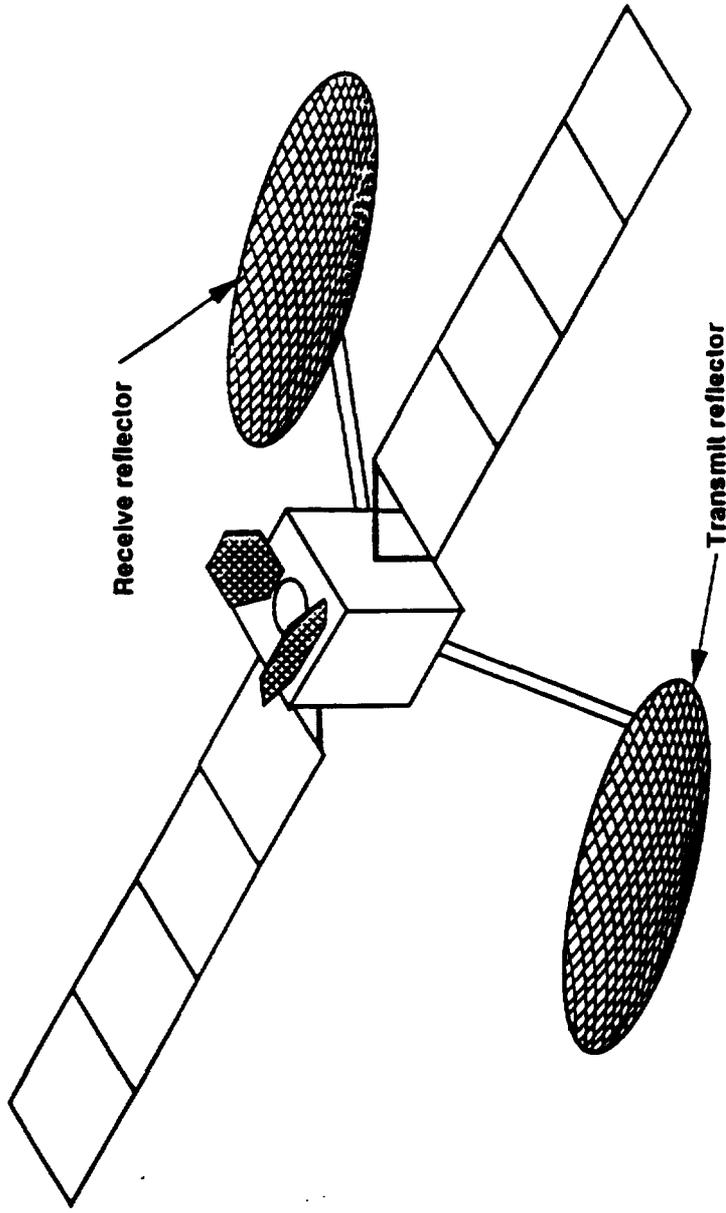


Figure 1. PCSAT Satellite Configuration

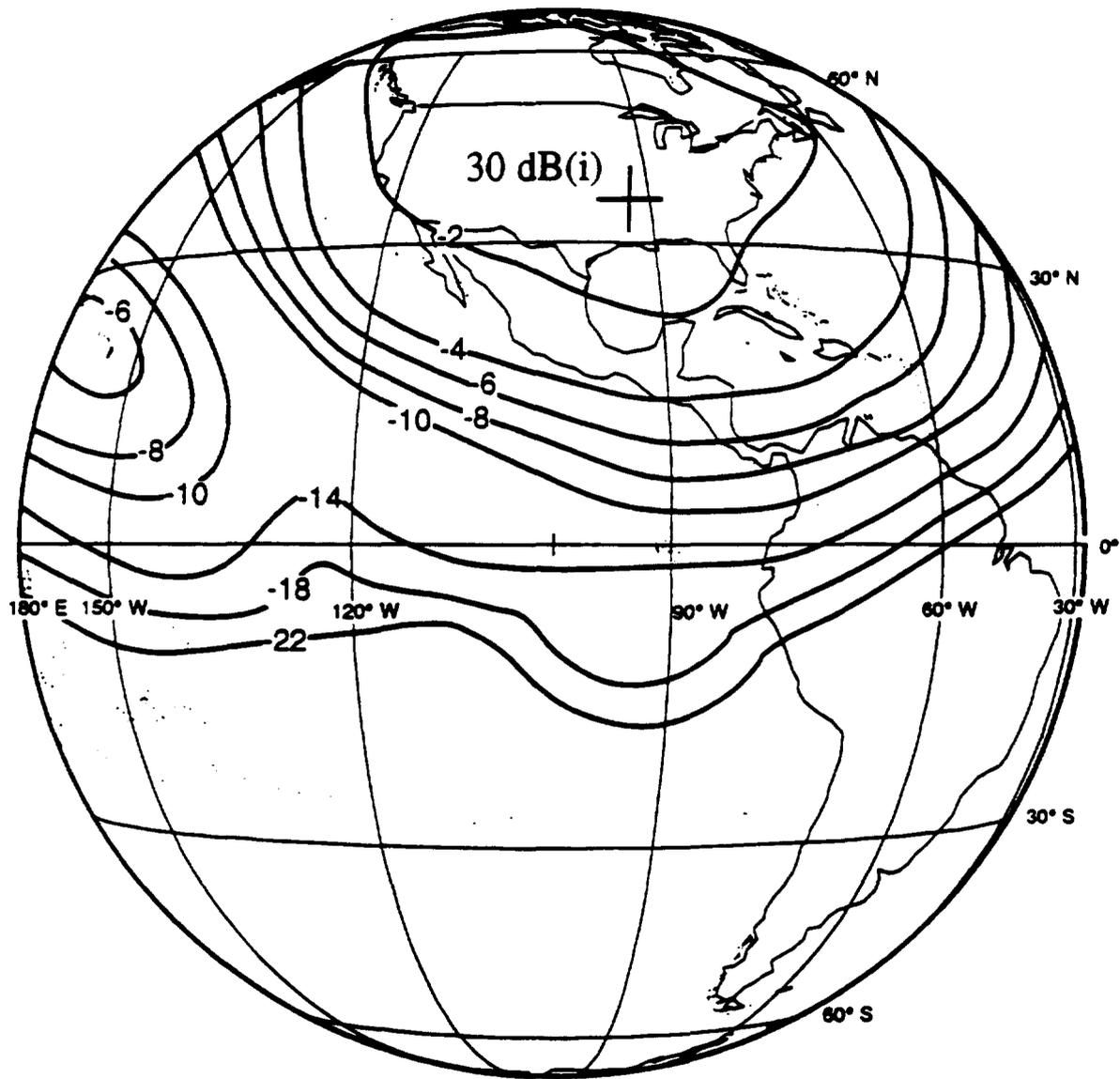
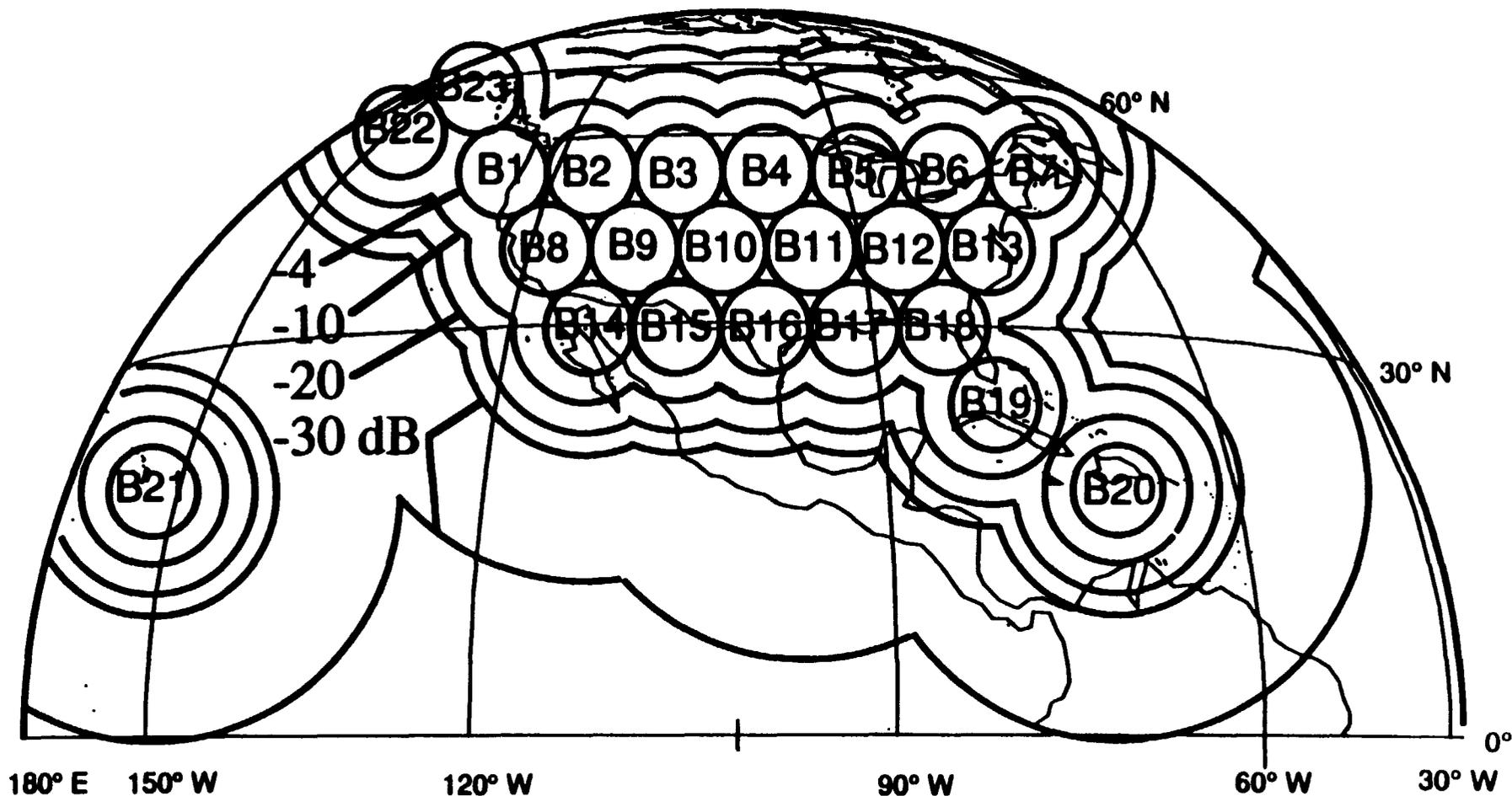


FIGURE 2. K-BAND ANTENNA COVERAGE CONTOURS



Each of 23 spot beams according to Rep 558-4:  
 Gmax = 45 dB(i); 3 dB half-beamwidth = 0.48°; Ls = -30 dB  
 -4, -10, -20, -30 dB contour envelope shown

Receiving Antenna Beams BU1 thru BU23, 1970 - 1990 MHz  
 Transmitting Antenna Beams BD1 thru BD23, 2160 - 2180 MHz

Figure 3. S-Band Antenna Coverage Patterns

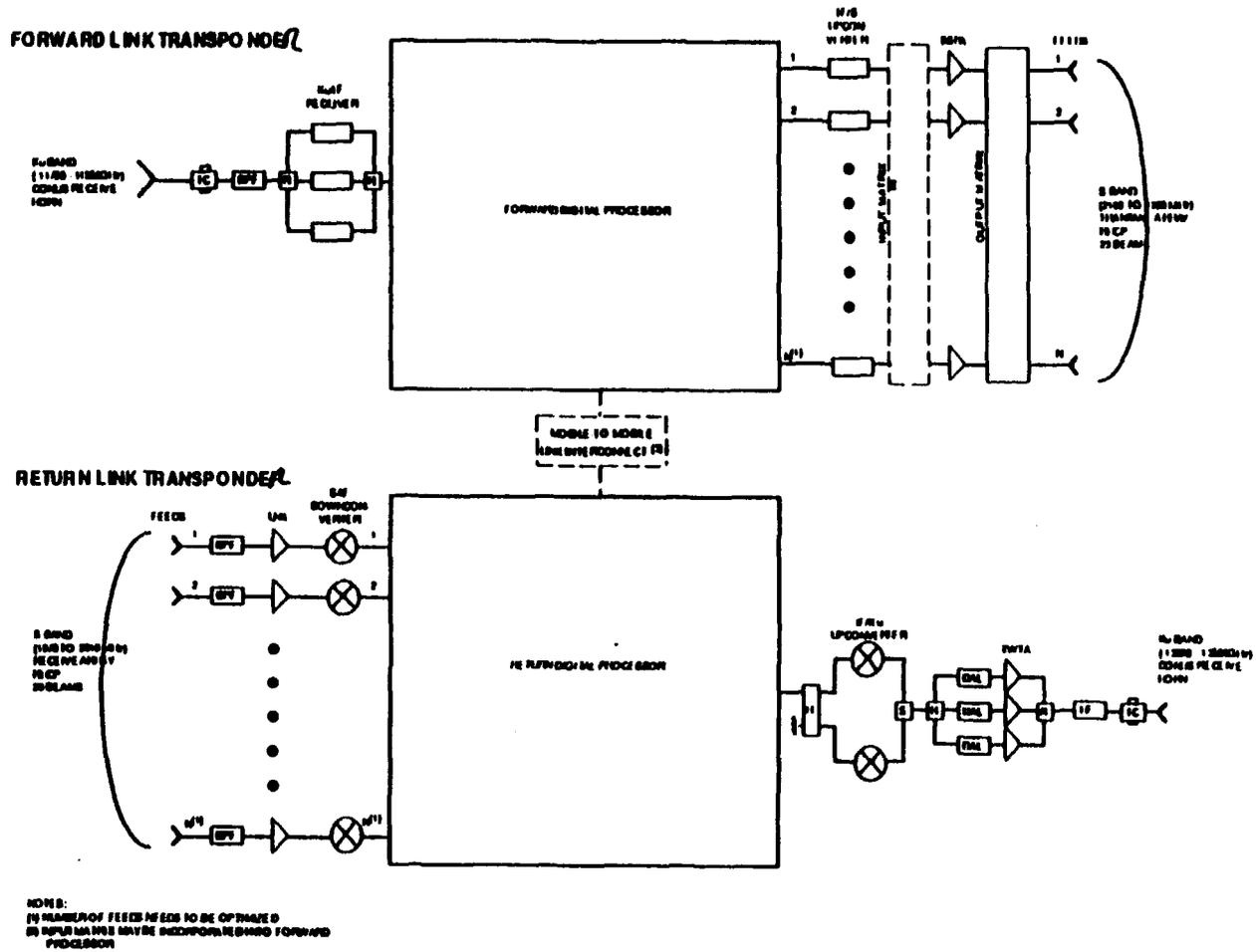


Figure 4. Communications Subsystem Block Diagram

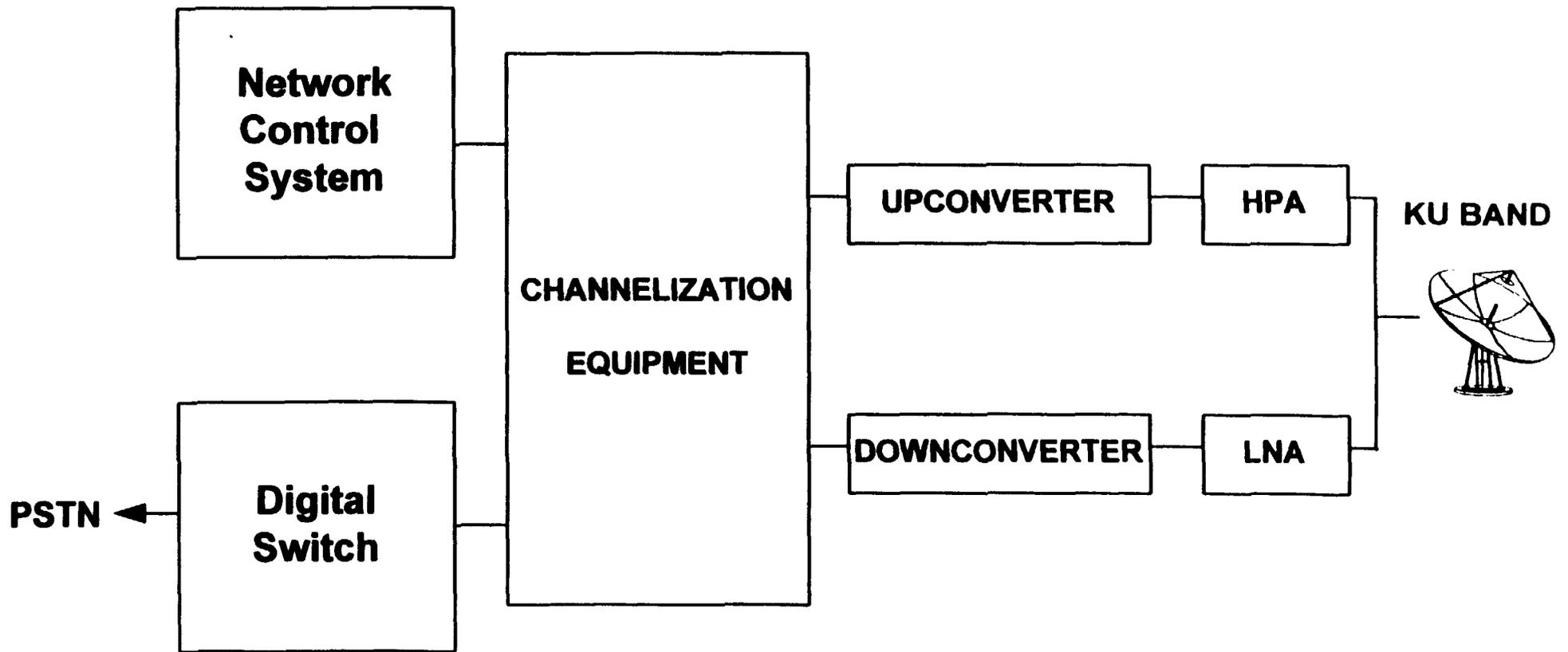


Figure 5. Feederlink Earth Station Block Diagram

# **ATTACHMENTS**

**ATTACHMENT 1**  
**FCC Form 430 for**  
**Personal Communications Satellite Corporation**

LICENSEE QUALIFICATION REPORT

See reverse side for information regarding public burden statement.

INSTRUCTIONS

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

<b>1. Business Name and Address (Number, Street, State and ZIP Code) of Filer's Principal Office:</b>  Personal Communications Satellite Corporation 10802 Parkridge Boulevard Reston, Virginia 22091	<b>2. (Area Code) Telephone Number:</b> 703/758-6000  <b>3. If this report supercedes a previously filed report, specify its date:</b>
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<b>4. Filer is (check one):</b> <input type="checkbox"/> Individual <input type="checkbox"/> Partnership <input checked="" type="checkbox"/> Corporation  <input type="checkbox"/> Other (Specify):	<b>5. Under the laws of what State (or other jurisdiction) is the Filer organized?</b> Delaware
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**6. List the common carrier and satellite radio services in which Filer has applied or is a current licensee or permittee:**  
 Mobile Satellite Service

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

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

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

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

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

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

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

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

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

See Exhibit VI

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

See Exhibit VII

(c) Is the Filer directly or indirectly controlled by any other corporation?  Yes  No

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

See Exhibit VIII

(d) Is any officer or director of the Filer an alien?  Yes  No

(e) Is more than one-fifth of the capital stock of the Filer owned of record or voted by aliens or their representatives, or by a foreign government or representative(s) thereof, or by a corporation organized under the laws of a foreign country?  Yes  No

(f) Is the Filer directly or indirectly controlled: (1) by any other corporation of which any officer or more than one-fourth of the directors are aliens, or (2) by any foreign corporation or corporation of which more than one-fourth of the capital stock is owned or voted by aliens or their representatives, or by a foreign government or representatives thereof.  Yes  No  
SEE EXHIBIT VIII

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

11. CERTIFICATION

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

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

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 I

**AUTHORIZATIONS REVOKED**  
**(Response to Item 7(a))**

Space Technologies Investments, Inc. ("SpaceTech"), formerly called McCaw Space Technologies, Inc., is a minority shareholder of American Mobile Satellite Corporation, the 100% owner of Personal Communications Satellite Corporation. SpaceTech held a conditional authorization to construct, launch, and operate a private satellite system providing international communications services between the Indian and Pacific Ocean regions, and had filed a request with the FCC for a one-year extension of time for demonstrating permanent financial qualifications for its conditionally authorized system. On January 26, 1993, the FCC denied this extension request and declared this conditional authorization of SpaceTech null and void. See Memorandum Opinion & Order, FCC File No. CSS-86003-LA, DA 93-108 (Comm. Carr. Bur., released Feb. 5, 1993).

EXHIBIT III

FELONY CONVICTIONS  
(Responds to Item 7(c))

Hughes Communications Satellite Services, Inc. ("HCSSI") is a minority shareholder of American Mobile Satellite Corporation, the 100% owner of Personal Communications Satellite Corporation. In 1990 and 1992, Hughes Aircraft Company, a second-tier parent of HCSSI, pleaded guilty to or was found guilty of felony offenses for conduct unrelated to HCSSI's FCC and communications-related activities. For further information regarding these felony matters, please refer to HCSSI's most recent FCC Form 430 filed with the Commission.

EXHIBIT IV

PENDING MATTERS  
(Response to Item 7(d))

In July 1992, Radio Satellite Corporation ("RSC") filed an amended complaint against American Mobile Satellite Corporation ("AMSC"), the 100% owner of Personal Communications Satellite Corporation, praying for actual damages "estimated to be no less than \$100 million," trebled under the antitrust laws, plus punitive damages, interest, attorneys' fees, and costs. RSC's amended complaint alleges (1) violations of Sections 201 and 202 of the Communications Act, based on AMSC's claimed breach of an alleged obligation to enter into a forward contract with RSC to provide satellite capacity to RSC on terms deemed acceptable to RSC years in advance of satellite launch; (2) violations of Sections 1 and 2 of the Sherman Act, based on AMSC's alleged unlawful monopolization of the sale and resale of mobile satellite service, and alleged unlawful conspiracy with its shareholders; and (3) common law tort and breach of contract for failing to enter into an agreement with RSC, and allegedly interfering with RSC's ability to obtain satellite service from Telesat Mobile, Inc. In July 1992, AMSC filed its answer to RSC's amended complaint denying all allegations of wrongdoing, and asserting a number of affirmative defenses, including failure to state a claim, illegality, lack of ripeness, and absence of damages.

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 10802 Parkridge Boulevard, Reston, Virginia 22091.

EXHIBIT VII

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

The following are the names and addresses of the officers and directors of Personal Communications Satellite Corporation.

<u>Name and Address</u>	<u>Title</u>
Brian B. Pemberton American Mobile Satellite Corporation 10802 Parkridge Boulevard Reston, Virginia 22091	President and Director
James E. Bogdan American Mobile Satellite Corporation 10802 Parkridge Boulevard Reston, Virginia 22091	Vice President and Chief Financial Officer
Leslie A.L. Borden American Mobile Satellite Corporation 10802 Parkridge Boulevard Reston, Virginia 22091	Assistant Secretary
Robert A. Kerstein American Mobile Satellite Corporation 10802 Parkridge Boulevard Reston, Virginia 22091	Vice President, Operations
Lon C. Levin American Mobile Satellite Corporation 10802 Parkridge Boulevard Reston, Virginia 22091	Vice President and Regulatory Counsel
Peter M. Lojko American Mobile Satellite Corporation 10802 Parkridge Boulevard Reston, Virginia 22091	Vice President, Technical Operations
Christopher R. McCleary American Mobile Satellite Corporation 10802 Parkridge Boulevard Reston, Virginia 22091	Vice President, Sales and Marketing

<u>Name and Address</u>	<u>Title</u>
Randy S. Segal American Mobile Satellite Corporation 10802 Parkridge Boulevard Reston, Virginia 22091	Vice President, General Counsel, Secretary
Lisa Murphy American Mobile Satellite Corporation 10802 Parkridge Boulevard Reston, Virginia 22091	Assistant Secretary
Carson E. Agnew 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
Andrew A. Quartner McCaw Cellular Communications, Inc. 5400 Carillon Point Kirkland, Washington 98033	Director
Albert L. Zesiger BEA Associates, Inc. One Citicorp Center 153 East 53rd Street 58th Floor New York, New York 10022	Director

Each of the identified officers and directors is a United  
State citizen.

EXHIBIT VIII

OWNERSHIP AND CONTROL  
(Response to Items 10(c) and (f))

As noted in Exhibit VI hereto, one hundred percent of the stock of Filer is held by American Mobile Satellite Corporation ("AMSC"), a Delaware corporation, the address of which is 10802 Parkridge Boulevard, Reston, Virginia 22091. The primary business of American Mobile Satellite Corporation is mobile satellite communications.

The following is a list of the shareholders holding ten percent (10%)<sup>1/</sup> or more of the voting stock of American Mobile Satellite Corporation, and their respective addresses and primary businesses. All of these shareholders are United States entities, except that Singapore Telecommunications Ltd. is a Singapore entity.

<u>Shareholder</u>	<u>Interest Held</u>
Hughes Communications Satellite Service, Inc. 1990 East Grand Avenue Building SC/S67/D451 El Segundo, California 90245 (Satellite Telecommunications)	27.16%
Space Technologies Investments, Inc. <sup>2/</sup> 1150 Connecticut Avenue, N.W.	4.91%

<sup>1/</sup> Indicated percentages have been rounded to the nearest one-hundredth percent.

<sup>2/</sup> McCaw Cellular Communications, Inc., which ultimately controls Space Technologies Investments, Inc. (formerly called McCaw Space Technologies, Inc.), also ultimately controls approximately 52% of the stock of LIN Broadcasting Corporation, the parent of Satellite Communications Investments Corporation ("SCIC"). SCIC, a 3.41% AMSC voting shareholder, is an 80% general partner in Satellite Mobile Telephone Company LP, which holds 1.39% of AMSC's voting stock. SCIC also holds 80% of the stock of Transit Communications, Inc., a 2.78% AMSC voting shareholder.

Fourth Floor  
Washington, D.C. 20036  
(Satellite Telecommunications)

Singapore Telecommunications Ltd. 13.63%  
31 Exeter Road  
Comcentre  
Singapore 0923  
(Telecommunications)

Donaldson, Lufkin & Jenrette 10.50%<sup>3/</sup>  
Securities Corporation  
140 Broadway  
New York, NY 10005  
(Underwriter)

The names and addresses of the President and the directors  
of American Mobile Satellite Corporation are:

<u>Name and Address</u>	<u>Title</u>
Brian B. Pemberton American Mobile Satellite Corporation 10802 Parkridge Boulevard Reston, Virginia 22091	President and Director

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<sup>3/</sup> DLJ acquired its interests through a syndicate stabilization bid in its role as the lead managing underwriter of AMSC's initial public offering in December 1993 and in balancing market demand in its role as the primary "market maker" of AMSC's stock. AMSC has been advised that DLJ will reduce substantially its shareholdings over a period of time that is consistent with maintaining an orderly market in the stock. DLJ is a wholly owned indirect subsidiary of the Equitable Companies Incorporated, a publicly held corporation organized under the laws of the United States. Foreign interests hold in the aggregate 75% of the voting shares and 80% of the equity interests in Equitable. DLJ has agreed that it will not attempt to influence the Board of Directors or management of AMSC and will not vote its shares unless necessary, in which case the shares will be voted in proportion to the voting of all other shareholders. If DLJ's interests were included in calculations of AMSC's alien ownership, such ownership would exceed the Section 310(b)(4) benchmark. See AMSC FCC Form 430, filed March 4, 1994; see also letter from James R. Keegan, FCC, to Clifford M. Harrington, counsel to AMSC (March 16, 1994) (the ownership structure described in AMSC's Form 430 will not adversely impact the public interest under Section 310(b)(4)).

Personal Communications Satellite Corporation

FCC Form 430

Exhibit VIII, Page 3

Response to Item 10(c) and (f)

Name and Address

Title

Kevin McGrath Board Hughes Aircraft 200 N. Sepulveda Blvd. Building S64/A411 El Segundo, California 90245	Chairman of the and Director
Carson E. Agnew Hughes Communications Mobile Satellite Services, Inc. 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 Centre, South Building 200 South Lamar Street Jackson, Mississippi 39201	Director
Jerald F. Farrell Hughes Communications, Inc. P.O. Box 92424, S/67 D 452 Los Angeles, California 90009	Director
Ho Siaw Hong Singapore Telecommunications Ltd. 31 Exeter Road Comcentre Singapore 0923	Director
Emmett B. Hume Mtel Technologies Security Centre, South Building 200 South Lamar Street Jackson, Mississippi 39201	Director
Bill J. Parrott Satellite Mobile Telephone Company LP 57 East 11th Street New York, New York 10003	Director

<u>Name and Address</u>	<u>Title</u>
Stephen J. Petrucci Hughes Communications Satellite Services, Inc. 1990 East Grand Avenue El Segundo, California 90245	Director
Andrew A. Quartner McCaw Cellular Communications, Inc. 5400 Carillon Point Kirkland, Washington 98033	Director
Jordan Roderick McCaw Cellular Communications, Inc. 5400 Carillon Point Kirkland, Washington 98033	Director
Lim Toon Network Services Singapore Telecommunications Ltd. 31 Exeter Road Comcentre Singapore 0923	Director
Albert L. Zesiger BEA Associates, Inc. One Citicorp Center 153 East 53rd Street 58th Floor New York, New York 10022	Director

Each of the above-noted officers and directors is a United States citizen, except that Lim Toon and Ho Siaw Hong are citizens of Singapore.

**ATTACHMENT 2**

**Financial Statement for  
Personal Communications Satellite Corporation**

**PERSONAL COMMUNICATION SATELLITE CORPORATION**

**Balance Sheet**

**April 7, 1994**

**(Unaudited)**

**Assets:**

Cash \$1,000

Total Assets 1,000

**Shareholder's Equity:**

\$ 10

Common Stock, par value \$.10 per share:  
authorized 3,000 shares; issued and outstanding  
100 shares

Additional paid-in-capital 990

Total Shareholder's  
Equity \$1,000

**ATTACHMENT 3**

**Financial Statement for  
American Mobile Satellite Corporation**

**Consolidated Balance Sheets (dollars in thousands)**  
as of December 31, 1993 and 1992

	<u>1993</u>	<u>1992</u>
<b>ASSETS</b>		
Current Assets:		
Cash and cash equivalents	\$243,060	\$6,713
Short-term investments	—	3,957
Prepaid expenses and other current assets	<u>2,280</u>	<u>482</u>
Total current assets	245,340	11,152
PROPERTY AND EQUIPMENT IN SERVICE — NET (\$11,056 in 1993 and \$9,163 in 1992 purchased from related party)	8,986	5,161
PROPERTY UNDER CONSTRUCTION:		
Space segment, including satellite and launch vehicle and related costs (\$107,905 in 1993 and \$91,372 in 1992 purchased from related parties)	164,714	107,426
Ground segment	37,761	14,378
DEFERRED CHARGES AND OTHER ASSETS (net of accumulated amortization of \$5,841 in 1993 and \$2,148 in 1992)	<u>3,581</u>	<u>8,706</u>
Total assets	<u>\$460,382</u>	<u>\$146,823</u>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
CURRENT LIABILITIES:		
Accounts payable and accrued expenses	\$8,031	\$4,281
Accrued construction costs owed to related party	611	8,401
Note payable to related party	—	3,574
Convertible subordinated notes to related parties	<u>27,667</u>	<u>—</u>
Total current liabilities	36,309	16,256
LONG-TERM LIABILITIES:		
Convertible subordinated notes to related parties (net of unamortized discount of \$2,820)	—	20,680
Note payable to bank — Launch Services Financing	30,000	5,000
Ground segment financing obligations	19,035	11,385
Capital lease obligations	5,272	—
Other long-term liabilities	<u>2,396</u>	<u>680</u>
Total long-term liabilities	56,703	37,745
Total liabilities	<u>93,012</u>	<u>54,001</u>
COMMITMENTS		
Stockholders' Equity:		
Preferred stock, par value \$0.01: authorized 200,000 shares; no shares issued	—	—
Common stock, voting, par value \$0.01: authorized 33,409,040 shares; 24,542,652 shares issued and outstanding in 1993; 9,534,744 shares issued and outstanding in 1992	245	96
Additional paid-in capital	440,585	141,626
Common stock purchase warrants	3,440	2,820
Deficit accumulated during the development stage	<u>(76,900)</u>	<u>(51,720)</u>
Total stockholders' equity	<u>367,370</u>	<u>92,822</u>
Total liabilities and stockholders' equity	<u>\$460,382</u>	<u>\$146,823</u>

**Consolidated Statements of Loss (dollars in thousands, except per share data)**

for the years ended December 31, 1993, 1992 and 1991, and for the period from inception (May 3, 1988) through December 31, 1993

	years ended December 31,			May 3, 1988, through December 31,
	1993	1992	1991	1993
REVENUES	\$852	\$277	\$—	\$1,129
OPERATING EXPENSES:				
Engineering operations	7,232	6,069	6,148	24,945
Sales and marketing	3,010	2,697	1,959	9,631
General and administrative	7,528	9,089	5,312	31,350
Depreciation and amortization	7,459	7,656	1,465	16,676
Total operating expenses	<u>25,229</u>	<u>25,511</u>	<u>14,884</u>	<u>82,602</u>
Loss from operations	24,377	25,234	14,884	81,473
OTHER INCOME				
Interest income	<u>(569)</u>	<u>(953)</u>	<u>(1,229)</u>	<u>(5,945)</u>
Loss before extraordinary item	23,808	24,281	13,655	75,528
Extraordinary loss on early extinguishment of debt	<u>1,372</u>	<u>—</u>	<u>—</u>	<u>1,372</u>
NET LOSS	<u>\$25,180</u>	<u>\$24,281</u>	<u>\$13,655</u>	<u>\$76,900</u>
Loss per share of common stock:				
Loss before extraordinary item	\$(2.36)	\$(2.71)	\$(3.03)	
Extraordinary loss on early extinguishment of debt	<u>(.13)</u>	<u>—</u>	<u>—</u>	
Net loss per common share	<u>\$(2.49)</u>	<u>\$(2.71)</u>	<u>\$(3.03)</u>	
Weighted-average number of common shares outstanding during the period	<u>10,103</u>	<u>8,970</u>	<u>4,511</u>	
Pro forma loss per share of common stock:				
Loss before extraordinary item	\$(2.03)			
Extraordinary loss on early extinguishment of debt	<u>(.12)</u>			
Net loss per common share	<u>\$(2.15)</u>			
Pro forma weighted-average number of common shares outstanding during the period	<u>11,701</u>			