



**THIS SECTION
NOT AMENDED**



**EXHIBIT I
AMENDMENT
(Question 2)**

The additional call signs of Private Business Radio Service licenses held by MCI Telecommunications Corporation, but not listed in the Application, are as follows:

CALL SIGN	CALL SIGN	CALL SIGN	CALL SIGN
KD45186	WNIR499	WPGT711	WPDJ604
KNNH429	WPDB805	WPGU628	KD39484
KNNK425	WPDI641	WPIR384	WPKD536
WNHW728	WPFY835	WPJL471	WNWZ650

UNITED STATES OF AMERICA
FEDERAL COMMUNICATIONS COMMISSION

FOR
FCC
USE
ONLY

PART I - APPLICATION FOR CONSENT TO TRANSFER CONTROL OF CORPORATION HOLDING STATION LICENSE
(This application must be filed before Transfer of Control takes place)

1.(a) Name of corporate licensee
Teleconnect Company

(b) Number and street address
1801 Pennsylvania Avenue, N.W.

(c) Number and street address continuation

(d) City
Washington

(e) State
D.C.

(f) ZIP Code
20006

2. Call sign and radio service of each station
WNMT515 -- Private Business Radio Service

3.(a) Fee Type Code
PATM

(b) Fee Multiple
1

(c) Fee Due \$ **45.00**

FOR FCC USE ONLY

4. Name(s) and Address(es) of transferee
British Telecommunications plc
BT Centre
81 Newgate Street
London ECL A 7AJ England

5. Subsequent to the Transfer of Control, will the licensee corporation be the same corporate entity? That is, will it retain its present name, corporate charter, State of incorporation, etc.? If "NO", give details on Page 3.

YES	NO
<input checked="" type="checkbox"/>	<input type="checkbox"/>

6. Subsequent to the Transfer of Control, will the licensee corporation be a representative of any foreign government? If "YES", give details on Page 3.

YES	NO
<input type="checkbox"/>	<input checked="" type="checkbox"/>

7. THIS SECTION TO BE ANSWERED ONLY BY LICENSEES OF PUBLIC COAST, AIRPORT CONTROL TOWER, AERONAUTICAL ENROUTE, AERONAUTICAL FIXED, OR COMMON CARRIER ALASKA PUBLIC FIXED STATIONS. SUBSEQUENT TO THE TRANSFER OF CONTROL:

(a) Will any officer or director of such corporation be an alien? If "YES", see Instruction 4.

YES	NO
<input type="checkbox"/>	<input type="checkbox"/>

(b) Will more than 1/5 of the capital stock be either 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 country? If "YES", see Instruction 4.

YES	NO
<input type="checkbox"/>	<input type="checkbox"/>

(c) Will the licensee be directly or indirectly controlled by any other corporation? If "YES", answer Items (d) through (h) below.

YES	NO
<input type="checkbox"/>	<input type="checkbox"/>

(d) What is the name and address of the corporation in immediate control?

(e) Under the laws of what State or Country is the controlling corporation organized?

(f) Is more than 1/4 of the capital stock of controlling corporation either 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 country? If "YES", give details on Page 3.

YES	NO
<input type="checkbox"/>	<input type="checkbox"/>

(g) Is any officer or more than 1/4 of the directors of the controlling corporation an alien? If "YES", on Page 3 state name, nationality, and position of each, and state the total number of directors, and give a brief biographical statement for each alien.

YES	NO
<input type="checkbox"/>	<input type="checkbox"/>

(h) Is the controlling corporation in turn controlled by other companies? If "YES", on Page 3, or a separate sheet of paper, provide information for each of these controlling companies covering information requested in Items (d) through (h).

YES	NO
<input type="checkbox"/>	<input type="checkbox"/>

8. By checking "YES", the applicant certifies that, in the case of an individual applicant, he or she is not subject to a denial of federal benefits, that includes FCC benefits, pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 USC, Section 862, or, in the case of a non-individual applicant (e.g. corporation, partnership, or other unincorporated association), no party to the application is subject to a denial of federal benefits, that includes FCC benefits, pursuant to that section. For the definition of a "party" for these purposes, see 47 CFR Section 1.2002(b).

YES NO Failure to check "YES" may cause dismissal of your application.

CERTIFICATION: Applicant waives any claim to the use of any particular frequency regardless of prior use by license or otherwise; Applicant will have unlimited access to the radio equipment and will control access to exclude unauthorized persons. Neither applicant nor any member thereof is a foreign government or representative thereof. Applicant certifies that all statements made in this application and attachments are true, complete and made in good faith.

WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR 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).

SIGNATURE _____ Assistant Secretary DATE 4/8/97

Authorized Employee of Licensee Corporation

SIGNATURE _____ DATE 4/8/97

Transferee of Control (Check one)

Individual Partner Officer Other (Specify): See Exhibit I

INSTRUCTIONS

1. This form applies only to stations authorized under Parts 5, 80, 87, 90, 94, and 95 of FCC Rules. This application must be filed where the only change is the transfer of control of the corporate licensee. If other changes are to be made or have been made, the appropriate application for modification of license should be filed.
2. Information entered for items 1 and 2 of Part I should be that of the current corporate licensee. If your answer differs, an explanation should be provided.
3. Item 3 must be completed by all applicants EXCEPT Marine Ship and Aviation Aircraft Licensees which are exempt from Transfer of Control fee requirements. All other applicants must complete item 3 as follows:

In item 3(a) enter the three letter Fee Type Code "PAT" if the call sign(s) being transferred is authorized in the Land Mobile, Private Operational Fixed Microwave, Marine Coast, Aviation Ground, or General Mobile Radio Services. If the call sign(s) being transferred is authorized in the Experimental Radio Services (FCC Rules Part 5), enter the three letter Fee Type Code "EAE".

Complete item 3(b) with the Fee Multiple (number of call signs listed in item 2). Complete item 3(c) with the number obtained from multiplying the correct fee by the number in item 3(b). See the current Fee Filing Guide, or contact the FCC at (717) 337-1212 for the correct fee. The amount in item 3(c) is the total filing fee required for your application.
4. The information to be given in items 5, 6, and 7 should be that information which will be true after the Transfer of Control has taken place. If the answer to item 7(a) and (b) is "Yes", do not file this application, as the corporation would not be eligible for a license.
5. You must complete item 8 by checking a block.
6. The application must be signed and dated by an authorized employee of the licensee corporation and by the transferee of the control of the licensee corporation.
7. Complete items 1 and 2 of Part II. If item 1 differs from that of the current corporate licensee, an explanation should be provided.
8. PART 94 applicants must answer the following on a separate sheet of paper:
 - a. Is the transfer a pro forma transfer of control? If yes, provide an explanation.
 - b. Certify that each station involved in the transfer is constructed and operational.

WHERE TO FILE

FEE EXEMPT APPLICATIONS:

Transfer of Control for Marine Ship or
Aviation Aircraft Radio Services

Mail to: Federal Communications Commission
1270 Fairfield Road
Gettysburg, PA 17325-7245

APPLICATIONS REQUIRING A FEE:

Transfer of Control for Land Mobile,
General Mobile, Marine Coast, Aviation
Ground, or Private Operational Fixed
Microwave Radio Services

Mail to: Federal Communications Commission
Transfer of Control
P. O. Box 358310
Pittsburgh, PA 15251-5310

Transfer of Control for Experimental
Radio Service

Mail to: Federal Communications Commission
Experimental Radio Service
P. O. Box 358320
Pittsburgh, PA 15251-5320

Public burden for this collection of information is estimated to be thirty-six minutes 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 the burden to the Federal Communications Commission, Records Management Branch, AMD-IM, Washington, DC 20554, Paperwork Reduction Project (3060-0053). DO NOT SEND COMPLETED APPLICATIONS TO THIS WASHINGTON, DC ADDRESS.

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

The solicitation of personal information requested in this form is authorized by the Communications Act of 1934, as amended. The Commission will use the information provided in this form to determine whether grant of this application is in the public interest. In reaching that determination, or for law enforcement purposes, it may become necessary to refer personal information contained in this form to another government agency. In addition, all information provided in this form, as well as the form itself, will be available for public inspection. If information requested on the form is not provided, processing of the application may be delayed or the application may be returned without action pursuant to Commission Rules. The foregoing notice is required by the Privacy Act of 1974, Public Law 93-579, December 31, 1974, 5 U.S.C. Section 552a(e)(3).

DETAILS / ADDITIONAL INFORMATION:

UNITED STATES OF AMERICA
FEDERAL COMMUNICATIONS COMMISSION

PART II - AUTHORIZATION TO HOLD STATION LICENSE(S) AFTER TRANSFER OF CONTROL OF CORPORATION

1. Name and mailing address of corporate licensee

Teleconnect Company
1801 Pennsylvania Avenue, N.W.
Washington, D.C. 20006

2. Call sign and radio service of each station

DO NOT WRITE IN THIS BLOCK

CONDITIONS OF GRANT

The corporate licensee is hereby authorized to continue holding the radio station license(s) listed in item 2 on the basis of the representations made in the application for this authorization.

This authorization is granted for the term of the outstanding license(s) for the station(s) listed in item 2.

DATE AUTHORIZED:



**FEDERAL
COMMUNICATIONS
COMMISSION**

**THIS AUTHORIZATION TO BE FILED WITH
CORPORATION'S RADIO STATION RECORDS**

**EXHIBIT I
(Certification)**

Due to the absence of Applicant from the United States on the date of execution, and as permitted by Section 21.6(d) and Section 1.743(b) of the Commission's Rules, Joel S. Winnik of Hogan & Hartson L.L.P. is signing this Form 703 in his capacity as attorney for BT.



UNITED STATES OF AMERICA
FEDERAL COMMUNICATIONS COMMISSION

FOR
FCC
USE
ONLY

PART I - APPLICATION FOR CONSENT TO TRANSFER CONTROL OF CORPORATION HOLDING STATION LICENSE
(This application must be filed before Transfer of Control takes place)

1.(a) Name of corporate licensee In-Flight Phone Corporation			
(b) Number and street address 1146 19th Street, N.W., Suite 200			
(c) Number and street address continuation			
(d) City Washington	(e) State D.C.	(f) ZIP Code 20036	
2. Call sign and radio service of each station KNNP296 -- Private Business Radio Service			
3.(a) Fee Type Code PATM	(b) Fee Multiple 1	(c) Fee Due \$ 45.00	FOR FCC USE ONLY
4. Name(s) and Address(es) of transferee British Telecommunications plc BT Centre 81 Newgate Street London EC1A 7AJ England			
5. Subsequent to the Transfer of Control, will the licensee corporation be the same corporate entity? That is, will it retain its present name, corporate charter, State of incorporation, etc.? If "NO", give details on Page 3.			YES NO X
6. Subsequent to the Transfer of Control, will the licensee corporation be a representative of any foreign government? If "YES", give details on Page 3.			X
7. THIS SECTION TO BE ANSWERED ONLY BY LICENSEES OF PUBLIC COAST, AIRPORT CONTROL TOWER, AERONAUTICAL ENROUTE, AERONAUTICAL FIXED, OR COMMON CARRIER ALASKA PUBLIC FIXED STATIONS, SUBSEQUENT TO THE TRANSFER OF CONTROL:			
(a) Will any officer or director of such corporation be an alien? If "YES", see Instruction 4.			YES NO
(b) Will more than 1/5 of the capital stock be either 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 country? If "YES", see Instruction 4.			
(c) Will the licensee be directly or indirectly controlled by any other corporation? If "YES", answer items (d) through (h) below.			
(d) What is the name and address of the corporation in immediate control?			
(e) Under the laws of what State or Country is the controlling corporation organized?			
(f) Is more than 1/4 of the capital stock of controlling corporation either 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 country? If "YES", give details on Page 3.			YES NO
(g) Is any officer or more than 1/4 of the directors of the controlling corporation an alien? If "YES", on Page 3 state name, nationality, and position of each, and state the total number of directors, and give a brief biographical statement for each alien.			
(h) Is the controlling corporation in turn controlled by other companies? If "YES", on Page 3, or a separate sheet of paper, provide information for each of these controlling companies covering information requested in items (d) through (h).			
8. By checking "YES", the applicant certifies that, in the case of an individual applicant, he or she is not subject to a denial of federal benefits, that includes FCC benefits, pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 USC, Section 862, or, in the case of a non-individual applicant (e.g. corporation, partnership, or other unincorporated association), no party to the application is subject to a denial of federal benefits, that includes FCC benefits, pursuant to that section. For the definition of a "party" for these purposes, see 47 CFR Section 1.2002(b).			
<input checked="" type="checkbox"/> YES <input type="checkbox"/> NO Failure to check "YES" may cause dismissal of your application.			
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SIGNATURE <u>William J. Gordon</u> <small>Authorized Employee of Licensee Corporation</small>		DATE <u>4/8/97</u>	
SIGNATURE <u>John S. ...</u> <small>Transferee of Control (Check one)</small>		DATE <u>4/8/97</u>	
<input type="checkbox"/> Individual <input type="checkbox"/> Partner <input type="checkbox"/> Officer <input checked="" type="checkbox"/> Other (Specify):		See Exhibit I	

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General Mobile, Marine Coast, Aviation
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Transfer of Control
P. O. Box 358310
Pittsburgh, PA 15251-5310

Transfer of Control for Experimental
Radio Service

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Pittsburgh, PA 15251-5320

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1. Name and mailing address of corporate licensee

In-Flight Phone Corporation
1146 19th Street, N.W.
Suite 200
Washington, D.C. 20036

2. Call sign and radio service of each station

DO NOT WRITE IN THIS BLOCK

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THIS SECTION

NOT AMENDED



**THIS SECTION
NOT AMENDED**



AMENDMENT TO
APPLICATION FOR TRANSFER OF CONTROL OF
DIRECT BROADCAST SATELLITE LICENSEE

The Federal Communications Commission has granted the application of MCI Telecommunications Corporation to construct and launch a Direct Broadcast Satellite service. See Application of MCI Telecommunications Corporation, Order, File No. 73-SAT-P/L-96 (Int'l. Bur., released Dec. 6, 1996) (authorization ready for grant); Application of MCI Telecommunications Corporation, Order, File No. 73-SAT-P/L-96 (Int'l. Bur., released Dec. 20, 1996) (authorization granted).

**THIS SECTION
NOT AMENDED**



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NOT AMENDED**

DOCUMENT OFF-LINE

This page has been substituted for one of the following:

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