

FCC FORM 312 APPLICATION

**PanAmSat Licensee Corp.
Fixed Transmit/Receive Earth Stations (2)**

APPLICATION FOR SATELLITE SPACE AND EARTH STATION AUTHORIZATIONS FOR TRANSFER OF CONTROL OR ASSIGNMENT FCC 312 MAIN FORM FOR OFFICIAL USE ONLY	FCC Use Only
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APPLICANT INFORMATION

Enter a description of this application to identify it on the main menu:
News PAS SES PAS Lic T/R FSS Fixed CC

1-8. Legal Name of Applicant			
Name:	The News Corporation Limited	Phone Number:	212-852-7204
DBA Name:		Fax Number:	
Street:	1211 Avenue of the Americas	E-Mail:	EAgres@newscorp.com
City:	New York	State:	NY
Country:	USA	Zipcode:	10036 -8799
Attention:	Ellen S. Agress		

9-16. Name of Contact Representative (If other than applicant)

Name:	William M. Wiltshire	Phone Number:	202-730-1300
Company:	Harris, Wiltshire & Grannis LLP	Fax Number:	202-730-1301
Street:	1200 Eighteenth Street, NW 12th Floor	E-Mail:	wwiltshire@harriswiltshire.com
City:	Washington	State:	DC
Country:	USA	Zipcode:	20036-
Contact Title:	Counsel	Relationship:	Same

CLASSIFICATION OF FILING

17. Choose the button next to the classification that applies to this filing for both questions a. and b. Choose only one for 17a and only one for 17b.

- a1. Earth Station
- a2. Space Station

- (N/A) b1. Application for License of New Station
- (N/A) b2. Application for Registration of New Domestic Receive-Only Station
- (N/A) b3. Amendment to a Pending Application
- (N/A) b4. Modification of License or Registration
- b5. Assignment of License or Registration
- b6. Transfer of Control of License or Registration
- (N/A) b7. Notification of Minor Modification
- (N/A) b8. Application for License of New Receive-Only Station Using Non-U.S. Licensed Satellite
- (N/A) b9. Letter of Intent to Use Non-U.S. Licensed Satellite to Provide Service in the United States
- (N/A) b10. Other (Please specify)

<p>17c. Is a fee submitted with this application?</p> <p><input checked="" type="radio"/> If Yes, complete and attach FCC Form 159. If No, indicate reason for fee exemption (see 47 C.F.R. Section 1.1114).</p> <p><input type="radio"/> Governmental Entity <input type="radio"/> Noncommercial educational licensee</p> <p><input type="radio"/> Other (please explain):</p>	
<p>17d.</p> <p>Fee Classification A CNX – Fixed Satellite Transmit/Receive Earth Station Quantity 1 (First Station)</p> <p>Fee Classification B CFX – Fixed Satellite Transmit/Receive Earth Station Quantity 5 (Each Additional Station)</p>	
<p>18. If this filing is in reference to an existing station, enter:</p> <p>(a) Call sign of station: Not Applicable</p>	<p>19. If this filing is an amendment to a pending application enter:</p> <p>(a) Date pending application was filed: (b) File number of pending application:</p> <p>Not Applicable Not Applicable</p>

TYPE OF SERVICE

<p>20. NATURE OF SERVICE: This filing is for an authorization to provide or use the following type(s) of service(s): Select all that apply:</p> <p><input checked="" type="checkbox"/> a. Fixed Satellite <input type="checkbox"/> b. Mobile Satellite <input type="checkbox"/> c. Radiodetermination Satellite <input type="checkbox"/> d. Earth Exploration Satellite <input type="checkbox"/> e. Direct to Home Fixed Satellite <input type="checkbox"/> f. Digital Audio Radio Service <input type="checkbox"/> g. Other (please specify)</p>	
<p>21. STATUS: Choose the button next to the applicable status. Choose only one.</p> <p><input checked="" type="radio"/> Common Carrier <input type="radio"/> Non-Common Carrier</p>	<p>22. If earth station applicant, check all that apply.</p> <p><input checked="" type="checkbox"/> Using U.S. licensed satellites <input type="checkbox"/> Using Non-U.S. licensed satellites</p>
<p>23. If applicant is providing INTERNATIONAL COMMON CARRIER service, see instructions regarding Sec. 214 filings. Choose one. Are these facilities:</p> <p><input type="radio"/> Connected to a Public Switched Network <input type="radio"/> Not connected to a Public Switched Network <input checked="" type="radio"/> N/A</p>	
<p>24. FREQUENCY BAND(S): Place an "X" in the box(es) next to all applicable frequency band(s).</p> <p><input checked="" type="checkbox"/> a. C-Band (4/6 GHz) <input checked="" type="checkbox"/> b. Ku-Band (12/14 GHz) <input type="checkbox"/> c. Other (Please specify upper and lower frequencies in MHz.)</p> <p>Frequency Lower: Frequency Upper:</p>	

TYPE OF STATION

25. CLASS OF STATION: Choose the button next to the class of station that applies. Choose only one.

- a. Fixed Earth Station
- b. Temporary-Fixed Earth Station
- c. 12/14 GHz VSAT Network
- d. Mobile Earth Station
- e. Geostationary Space Station
- f. Non-Geostationary Space Station
- g. Other (please specify)

26. TYPE OF EARTH STATION FACILITY: Choose only one.

- Transmit/Receive
- Transmit-Only
- Receive-Only
- N/A

PURPOSE OF MODIFICATION

27. The purpose of this proposed modification is to: (Place an "X" in the box(es) next to all that apply.)

Not Applicable

ENVIRONMENTAL POLICY

28. Would a Commission grant of any proposal in this application or amendment have a significant environmental impact as defined by 47 CFR 1.1307? If YES, submit the statement as required by Sections 1.1308 and 1.1311 of the Commission's rules, 47 C.F.R. 1.1308 and 1.1311, as an exhibit to this application. A Radiation Hazard Study must accompany all applications for new transmitting facilities, major modifications, or major amendments. Yes No

ALIEN OWNERSHIP Earth station applicants not proposing to provide broadcast, common carrier, aeronautical en route or aeronautical fixed radio station services are not required to respond to Items 30-34.

29. Is the applicant a foreign government or the representative of any foreign government? Yes No N/A

30. Is the applicant an alien or the representative of an alien? Yes No N/A

31. Is the applicant a corporation organized under the laws of any foreign government? Yes No N/A

<p>32. Is the applicant a corporation of which any officer or director is an alien or of which more than one-fifth of the capital stock is owned of record or 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?</p>	<p><input checked="" type="radio"/> Yes <input type="radio"/> No <input type="radio"/> N/A</p>
<p>33. Is the applicant a corporation directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?</p>	<p><input type="radio"/> Yes <input checked="" type="radio"/> No <input type="radio"/> N/A</p>
<p>34. If any answer to questions 29, 30, 31, 32 and/or 33 is Yes, attach as an exhibit an identification of the aliens or foreign entities, their nationality, their relationship to the applicant, and the percentage of stock they own or vote.</p>	<p>Exhibit 1</p>

BASIC QUALIFICATIONS

<p>35. Does the Applicant request any waivers or exemptions from any of the Commission's Rules? If Yes, attach as an exhibit, copies of the requests for waivers or exceptions with supporting documents.</p>	<p><input checked="" type="radio"/> Yes <input type="radio"/> No Exhibit 2</p>
<p>36. Has the applicant or any party to this application or amendment had any FCC station authorization or license revoked or had any application for an initial, modification or renewal of FCC station authorization, license, or construction permit denied by the Commission? If Yes, attach as an exhibit, an explanation of circumstances.</p>	<p><input checked="" type="radio"/> Yes <input type="radio"/> No Exhibit 3</p>

<p>37. Has the applicant, or any party to this application or amendment, or any party directly or indirectly controlling the applicant ever been convicted of a felony by any state or federal court? If Yes, attach as an exhibit, an explanation of circumstances.</p>	<p><input type="radio"/> Yes <input checked="" type="radio"/> No</p>
<p>38. Has any court finally adjudged the applicant, or any person directly or indirectly controlling the applicant, 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 unfair methods of competition? If Yes, attach as an exhibit, an explanation of circumstances</p>	<p><input type="radio"/> Yes <input checked="" type="radio"/> No</p>
<p>39. Is the applicant, or any person directly or indirectly controlling the applicant, currently a party in any pending matter referred to in the preceding two items? If yes, attach as an exhibit, an explanation of the circumstances.</p>	<p><input checked="" type="radio"/> Yes <input type="radio"/> No</p> <p style="text-align: right;">Exhibit 4</p>
<p>40. If the applicant is a corporation and is applying for a space station license, attach as an exhibit the names, address, and citizenship of those stockholders owning a 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. Also list the names and addresses of the officers and directors of the Filer.</p>	
<p>41. By checking Yes, the undersigned certifies, that neither applicant nor any other party to the application is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance. See 47 CFR 1.2002(b) for the meaning of "party to the application" for these purposes.</p>	<p><input checked="" type="radio"/> Yes <input type="radio"/> No</p>

42a. Does the applicant intend to use a non-U.S. licensed satellite to provide service in the United States? If Yes, answer 42b and attach an exhibit providing the information specified in 47 C.F.R. 25.137, as appropriate. If No, proceed to question 43.

Yes No

42b. What administration has licensed or is in the process of licensing the space station? If no license will be issued, what administration has coordinated or is in the process of coordinating the space station?

43. Description. (Summarize the nature of the application and the services to be provided).

(If the complete description does not appear in this box, please go to the end of the form to view it in its entirety.)

See narrative description in Consolidated Application for Authority to Transfer Control.

CERTIFICATION

The Applicant waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application. The applicant certifies that grant of this application would not cause the applicant to be in violation of the spectrum aggregation limit in 47 CFR Part 20. All statements made in exhibits are a material part hereof and are incorporated herein as if set out in full in this application. The undersigned, individually and for the applicant, hereby certifies that all statements made in this application and in all attached exhibits are true, complete and correct to the best of his or her knowledge and belief, and are made in good faith.

44. Applicant is a (an): (Choose the button next to applicable response.)

- Individual
- Unincorporated Association
- Partnership
- Corporation
- Governmental Entity
- Other (please specify)

45. Name of Person Signing
Arthur M. Siskind

46. Title of Person Signing
Sr. Exec. VP & Grp. Gen. Couns.

47. Please supply any need attachments.

Attachment 1:

Attachment 2:

Attachment 3:

**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 AUTHORIZATION
(U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).**

SATELLITE EARTH STATION AUTHORIZATIONS
FCC Form 312 – Schedule A
FOR OFFICIAL USE ONLY

Select one of the following

CONSENT TO TRANSFER OF CONTROL
 CONSENT TO ASSIGNMENT OF LICENSE
 NOTIFICATION OF TRANSFER OF CONTROL OF RECEIVE ONLY REGISTRATION
 NOTIFICATION OF ASSIGNMENT OF RECEIVE ONLY REGISTRATION

A1. Name of Licensee (as shown on FCC 312 – Main Form)

Name:	PanAmSat Licensee Corp.	Phone Number:	(203) 210-8000
DBA Name:		Fax Number:	(203) 210-9163
Street:	20 Westport Road	E-Mail:	
City:	Wilton	State:	CT
Country:	USA	Zipcode:	06897 -
Attention:			

A8. List Callsign(s) of station(s) being assigned or transferred

Callsign: KL92	Callsign: E900757	Callsign: E900621	Callsign: E860175	Callsign: E3943	Callsign: E2178	Callsign:	Callsign:
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A9. No. of station(s) listed

6

A10. Name of Transferor/ Assignor

Name:	Hughes Electronics Corporation	Phone Number:	(310) 364-6000
Company:		Fax Number:	(310)456-1089
Street:	200 N. Sepulveda Blvd P.O. Box 956	E-Mail:	
City:	El Segundo	State:	CA
Country:	USA	Zipcode:	90245 -
Contact Title:	General Counsel	Relationship:	Same

A15. Name of Transferee/ Assignee

Name:	The News Corporation Limited	Phone Number:	212-852-7204
DBA Name:		Fax Number:	
Street:	1211 Avenue of the Americas	E-Mail:	EAgres@newscorp.com
City:	New York	State:	NY
Country:	USA	Zipcode:	10036 -8799
Attention:	Ellen S. Agres		

A20. If these facilities are licensed, is the transferee / assignee directly or indirectly controlled by any other entity? If yes, attach as Exhibit E, a statement (including organizational diagrams where appropriate) which fully and completely identifies the nature and extent of control including: (1) the name, address, citizenship, and primary business of the controlling entity and any intermediate subsidiaries or parties, and (2) the names, addresses, citizenship, and the percentages of voting and equity stock of those stockholders holding 10 percent or more of the controlling corporation's voting stock.

- Yes
 No
 N/A

A21. If these facilities are licensed, attach as Exhibit F, a complete statement setting forth the facts which show how the assignment or transfer will serve the public interest.

CERTIFICATION

1. The undersigned, individually and for licensee, certifies that all attached exhibits pertain to Schedule A and all statements made in Schedule A of this application are true, complete and correct to the best of his/her knowledge and belief. The undersigned also certifies that any contracts or other instruments submitted herewith are complete and constitute the full agreement.

2. 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 of control or assignment of license will be completed within 60 days of Commission consent. The undersigned also acknowledges that the Commission must be notified by letter within 30 days of consummation.

A22. Printed Name of Licensee (Must agree with A1)
PanAmSat Licensee Corp.

A24. Title (Office Held by Person Signing)
James W. Cuminale, Exec. VP and Gen. Counsel

A26. Printed Name of License Transferor / Assignor (Must agree with A10)
Hughes Electronics Corporation

A28. Title (Office Held by Person Signing)
Larry D. Hunter, Corporate Senior Vice President

A26. Printed Name of License Transferee / Assignee (Must agree with A15)
The News Corporation Limited

A28. Title (Office Held by Person Signing)
Arthur M. Siskind, Sr. Exec. VP & Grp. Gen. Couns.

FCC NOTICE REQUIRED BY THE PAPERWORK REDUCTION ACT

The public reporting 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 required data, and completing and reviewing the collection of information. If you have any comments on this burden estimate, or how we can improve the collection and reduce the burden it causes you, please write to the Federal Communications Commission, AMD-PER, Paperwork Reduction Project (3060-0678), Washington, DC 20554. We will also accept your comments regarding the Paperwork Reduction Act aspects of this collection via the Internet if you send them to jboley@fcc.gov. PLEASE DO NOT SEND COMPLETED FORMS TO THIS ADDRESS.

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THE FOREGOING NOTICE IS REQUIRED BY THE PAPERWORK REDUCTION ACT OF 1995, PUBLIC LAW 104-13, OCTOBER 1, 1995, 44 U.S.C. SECTION 3507.

EXHIBIT 1

FCC Form 312: Response to Question 34

PanAmSat Licensee Corp. ("PanAmSat LC") currently holds six common carrier earth station licenses. On April 17, 2003, PanAmSat LC filed applications for modification to convert these licenses from common carrier status to non-common carrier status,¹ and anticipates that this change will be effected prior to consummation of the proposed transaction.

Upon conversion of these six licenses to non-common carrier status, questions 30 through 34 of FCC Form 312 will no longer apply to any of the licenses associated with the proposed transaction. Section 310(b)(4) of the Communications Act of 1934, as amended, establishes certain limitations on indirect foreign ownership and voting of certain common carrier and broadcast licensees.² By definition, these limitations do not apply to non-common carrier space and earth station licenses or private wireless licenses held by Hughes Electronics Corporation ("Hughes") and its subsidiaries. The Commission has also previously established that these statutory limitations do not apply to a licensee providing a subscription DBS service, such as DIRECTV.³

In the interest of absolute candor and out of an abundance of caution, however, the parties provide the following information in response to question 34:

Through a series of related transactions that will occur essentially simultaneously, (1) General Motors will split off and divest its interest in Hughes, and (2) The News Corporation Limited ("TNCL"), a corporation formed under the laws of South Australia, will, through its Fox Entertainment Group ("FEG") subsidiary, acquire an indirect 34% voting interest in the newly-independent Hughes, as calculated for the purposes of Section 310(b).⁴ Three GM employee benefit trusts managed by an independent trustee will have a combined approximately 20% interest in Hughes, and the remaining 46% interest in Hughes will be held by the general public. Hughes will continue to own and

¹ See IB File Nos. SES-MOD-20030425-00533 through SES-MOD-20030425-00537.

² See 47 U.S.C. § 310(b)(4).

³ See Memorandum Opinion and Order, *MCI Telecommunications Corp.*, FCC 99-110, 14 FCC Rcd. 11077, 11081-82, ¶¶ 11-14 (1999). The Commission has also clarified its rules on this point by eliminating a provision that might have been interpreted to apply foreign ownership restrictions to subscription DBS operators. See Report and Order, *Policies and Rules for the Direct Broadcast Satellite Service*, FCC 02-110, 17 FCC Rcd. 11331, 11348, ¶¶ 31-32 (2002).

⁴ TNCL's attributable ownership interest in HEC would be lower because TNCL would have only an 82% equity interest in Fox Entertainment Group, which will directly hold the 34% interest in Hughes, and the actual foreign ownership of HEC through TNCL would be lower still because TNCL has a large contingent of U.S. shareholders. See, e.g., Memorandum Opinion and Order, *BBC License Subsidiary L.P.*, FCC 95-364, 10 FCC Rcd. 10968, 10973-74, ¶¶ 22-24 (1995); Memorandum Opinion, Order and Authorization, *XO Communications, Inc.*, DA 02-2512, 17 FCC Rcd. 19212, 19221-22, ¶¶ 21-26 (Int'l Bur. 2002).

vote approximately 81% of PanAmSat Corporation's capital stock. Thus, for the purposes of Section 310(b), TNCL will also have a 34% indirect voting interest in PanAmSat Corporation. For further information concerning pre- and post-merger corporate structure and ownership of Hughes and its subsidiaries, please see the narrative description in the Consolidated Application for Authority to Transfer Control.

TNCL's proposed 34% indirect voting interest in Hughes would exceed the 25% foreign voting benchmark in Section 310(b)(4). Should the Commission act on this application prior to changing the status of PanAmSat LC's six common carrier earth station authorizations, the parties request that the Commission find that the public interest would be served by allowing Hughes to exceed the presumptive benchmark levels for foreign ownership and voting of these licenses.

In its *Foreign Participation Order*, the Commission found that foreign investment can promote competition in the U.S. markets and that the public interest is served by permitting more open investment in U.S. common carrier radio licensees by entities from WTO member countries.⁵ Accordingly, in order to implement the United States' commitments under the WTO Basic Telecommunications Agreement and the General Agreement on Trade in Services, the Commission established a strong presumption in favor of allowing foreign investors from WTO member countries to hold indirect ownership and voting interests in excess of the 25% benchmark established in Section 310(b)(4).⁶

TNCL is an Australian corporation. Australia is a WTO member country. TNCL is thus entitled to a presumption that its interest in Hughes above the benchmark level will serve the public interest and is therefore not to be prohibited under Section 310(b)(4). There are no countervailing concerns related to competition, national security, law enforcement, foreign policy, or trade policy. Accordingly, if the Commission acts on this application prior to changing the status of PanAmSat LC's six common carrier earth station authorizations, the Commission should approve TNCL's indirect interest at a level above the 25% benchmark.

⁵ Report and Order and Order on Reconsideration, *Rules and Policies on Foreign Participation in the U.S. Telecommunications Market*, FCC 97-398, 12 FCC Rcd. 23891, 23940, ¶ 111 (1997).

⁶ *Id.* at 23913, ¶ 50.

EXHIBIT 2

FCC Form 312: Response to Question 35

The parties have not requested any “waivers or exemptions from any of the Commission’s Rules” in connection with the transfer of control of existing licenses. TNCL has, however, requested: (1) that the Commission waive the application of its “cut-off” rules with respect to all *pending* applications filed by Hughes Electronics Corporation (“Hughes”) or its subsidiaries (including PanAmSat Corporation and PanAmSat Licensee Corp.) for additional space station authorizations, to the extent that those applications have been the subject of an FCC cut-off notice prior to the closing date; and (2) that Commission grant of the transfer applications include authority for TNCL to acquire control over (a) all authorizations issued to Hughes or any of its subsidiaries while the transaction is pending, (b) construction permits held by such companies that mature into licenses while the transaction is pending, and (c) applications that are filed after the date of this application and are pending at the time of consummation of the proposed transfer. See narrative description in Consolidated Application for Authority to Transfer Control.

EXHIBIT 3

FCC Form 312: Response to Question 36

PanAmSat Corporation ("PanAmSat") never has had an FCC license "revoked." However, on June 26, 2000, the International Bureau "cancelled" two Ka-band satellite authorizations issued to PanAmSat's subsidiary, PanAmSat Licensee Corp. ("PanAmSat LC"), based on the Bureau's finding that PanAmSat LC had not satisfied applicable construction milestones. *See Memorandum Opinion and Order, PanAmSat Licensee Corp.*, DA 00-1266, 15 FCC Rcd. 18720 (Int'l Bur. 2000). In that same order, the Bureau denied related applications to modify the cancelled authorizations. PanAmSat LC filed an application for review of the Bureau's decision, which the Commission denied, and subsequently filed an appeal with the United States Court of Appeals for the District of Columbia Circuit, which was dismissed in January 2003 at PanAmSat's LC's request. Notwithstanding the fact that the Bureau's action does not seem to be the kind of revocation action contemplated by question 36, PanAmSat is herein making note of the decision in the interests of absolute candor and out of an abundance of caution.

In any event, the Bureau's action with respect to PanAmSat LC does not reflect on PanAmSat's basic qualifications, which are well established and a matter of public record.

EXHIBIT 4

FCC Form 312: Response to Question 39

1. State Department Review

On December 26, 2002, the U.S. Department of State issued a formal charging letter to Hughes Electronics Corporation and Boeing Satellite Services, Inc. ("BSS"). The letter alleges violations of the Arms Export Control Act and relates primarily to the involvement of Hughes Space and Communications Company ("HSC") in reviews of two failed launches of commercial communications satellites on Chinese rockets in 1995 and 1996. HSC was subsequently acquired by The Boeing Company, but Hughes retained certain obligations with respect to the resolution of these matters. Effective March 4, 2003, the State Department, Hughes and BSS entered into a Consent Agreement to settle this matter. In addition to payments by Hughes and BSS for past expenditures, future enhancements and civil penalties, the Consent Agreement requires each of Hughes and BSS to appoint a third party to serve as a Special Compliance Officer. Except for ongoing compliance with the terms of the Consent Agreement, this fully and finally resolves all issues regarding this matter.

2. Cable Connections, Inc., et al. v. DIRECTV, Inc., et al.

In May 2001, plaintiffs filed a class action complaint in Oklahoma State Court alleging claims including breach of contract and fiduciary duty, fraud, promissory estoppel, antitrust and unfair competition. The four plaintiffs are independent DIRECTV retailers who claim to be bringing the complaint on behalf of all independent retailers, including former PRIMESTAR and USSB retailers. In August 2001, the case was stayed and the court ordered the individual plaintiffs to pursue their claims in arbitration. After seven months of inactivity, plaintiffs filed a motion for class certification of their claims in arbitration. DIRECTV opposed this late request filed in contravention of the court's stay order, but the court entered an order indicating that it would retain jurisdiction in order to determine whether the prerequisites for class treatment exist. DIRECTV appealed the order, and the State Supreme Court issued an order permitting DIRECTV to proceed with its appeal. Appeal is now pending.

3. Garcia v. DIRECTV, Inc.

In April 2001, Mr. Garcia, an independent retailer of DIRECTV equipment, instituted arbitration proceedings against DIRECTV, Inc. regarding chargeback and commission disputes. While that arbitration was pending, Mr. Garcia filed a class action complaint against DIRECTV, Inc. and Hughes Electronics Corporation in Los Angeles Superior Court asserting claims relating to the same chargeback and commission disputes and a Consumer Legal Remedies Act claim. DIRECTV, Inc. and Hughes Electronics

Corporation moved to dismiss and compel arbitration, which motion was granted by Los Angeles County Superior Court. However, the court's order purported to retain jurisdiction to determine whether the prerequisites for class treatment of dealer claims within an arbitration are met. DIRECTV, Inc. and Hughes Electronics Corporation filed a notice of appeal of this order. The appellate court denied DIRECTV, Inc.'s appeal, thus permitting the trial court to set a schedule for class discovery and a class certification hearing. DIRECTV, Inc. and Hughes Electronics Corporation petitioned the California Supreme Court for review of the order, but the California Supreme Court denied DIRECTV, Inc.'s petition for review. DIRECTV, Inc. will be filing for a writ of certiorari with the United States Supreme Court to review the decision of the California courts. The Los Angeles Superior Court has stayed all proceeding in connection with the Garcia litigation pending a decision by the United States Supreme Court dealing with issues regarding the Federal Arbitration Act. This decision is expected to be issued in June 2003.

EXHIBIT A-1

FCC Form 312: Response to Question A21

For a complete description of the public interest benefits of the proposed transaction, please see the narrative description in the Consolidated Application for Authority to Transfer Control.

FCC FORM 312 APPLICATION

**PanAmSat Licensee Corp.
Temporary Transmit/Receive Earth Stations**