

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-PERM, 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.

Remember – You are not required to respond to a collection of information sponsored by the Federal government, and the government may not conduct or sponsor this collection, unless it displays a currently valid OMB control number or if we fail to provide you with this notice. This collection has been assigned an OMB control number of 3060-0678.

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

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.¹ 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 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.² For further information concerning pre- and post-merger corporate structure and ownership of Hughes Electronics Corporation and its subsidiaries, please see the narrative description in the Consolidated Application for Authority to Transfer Control.

¹ See 47 U.S.C. § 310(b)(4).

² 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).

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 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 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 603 APPLICATION

DIRECTV, Inc.
Industrial/Business Pool, Conventional

FCC 603	FCC Wireless Telecommunications Bureau Application for Assignments of Authorization and Transfers of Control	Approved by OMB 3060 - 0800 See instructions for public burden estimate Previewed 05/01/2003 at 02:29PM File Number: 0001293908
----------------	---	---

1) Application Purpose: Transfer of Control	
2a) If this request is for an Amendment or Withdrawal, enter the File Number of the pending application currently on file with the FCC.	File Number:
2b) File numbers of related pending applications currently on file with the FCC:	

Type of Transaction

3a) Is this a <i>pro forma</i> assignment of authorization or transfer of control? No
3b) If the answer to Item 3a is 'Yes', is this a notification of a <i>pro forma</i> transaction being filed under the Commission's forbearance procedures for telecommunications licenses?
4) For assignment of authorization only, is this a partition and/or disaggregation?
5a) Does this filing request a waiver of the Commission rules? If 'Yes', attach an exhibit providing the rule numbers and explaining circumstances. No
5b) If a feeable waiver request is attached, multiply the number of stations (call signs) times the number of rule sections and enter the result.
6) Are attachments being filed with this application? Yes
7a) Does the transaction that is the subject of this application also involve transfer or assignment of other wireless licenses held by the assignor/transferor or affiliates of the assignor/transferor(e.g., parents, subsidiaries, or commonly controlled entities) that are not included on this form and for which Commission approval is required? Yes
7b) Does the transaction that is the subject of this application also involve transfer or assignment of non-wireless licenses that are not included on this form and for which Commission approval is required? Yes

Transaction Information

8) How will assignment of authorization or transfer of control be accomplished? Sale or other assignment or transfer of stock If required by applicable rule, attach as an exhibit a statement on how control is to be assigned or transferred, along with copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc.
9) The assignment of authorization or transfer of control of license is: Voluntary

Licensee/Assignor Information

10) FCC Registration Number (FRN): 0006400899			
11) First Name (if individual):	Mt:	Last Name:	Suffix:
12) Entity Name (if not an individual): DIRECTV, Inc.			
13) Attention To:			
14) P.O. Box: 956	And / Or	15) Street Address: 200 North Sepulveda Blvd.	
16) City: El Segundo	17) State: CA	18) Zip Code: 90245	
19) Telephone Number: (310)364-6000		20) FAX Number: (310)456-1089	
21) E-Mail Address:			

22) Race, Ethnicity, Gender of Assignor/Licensee (Optional)

Race:	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:		Not Hispanic or Latino:		
Gender:	Female:		Male:		

Basic Qualification Questions

No	69) Is the Assignee or Transferee a foreign government or the representative of any foreign government?
No	70) Is the Assignee or Transferee an alien or the representative of an alien?
Yes	71) Is the Assignee or Transferee a corporation organized under the laws of any foreign government?
Yes	72) Is the Assignee or Transferee a corporation of which more than one-fifth of the capital stock is owned or voted by aliens for their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?
No	73) Is the Assignee or Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned 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? If 'Yes', attach exhibit explaining nature and extent of alien or foreign ownership or control.

Alien Ownership Questions

68) E-Mail Address:	
66) Telephone Number: (202)730-1300	67) FAX Number: (202)730-1301
63) City: Washington	64) State: DC
61) P.O. Box:	65) Zip Code: 20036
62) Street Address: 1200 Eighteenth Street, NW, 12th Floor	
60) Company Name: Harris, Witshire & Grannis LLP	
59) First Name: William	MI: M
Last Name: Witshire	
Suffix:	

Name of Assignee/Transferee Contact Representative (if other than Assignee/Transferee)

58) E-Mail Address:	
56) Telephone Number: (212)852-7204	57) FAX Number:
53) City: New York	54) State: NY
51) P.O. Box:	55) Zip Code: 10036-8799
52) Street Address: 1211 Avenue of the Americas	
50) Attention To:	
48) Name of Real Party in Interest:	
49) TIN:	
47) Entity Name (if other than individual): The News Corporation Limited	
46) First Name (if individual):	
MI:	
Last Name:	
Suffix:	
45) FCC Registration Number (FRN): 0007329568	
44) The Assignee is a(n): Corporation	

Assignee/Transferee Information

43) E-Mail Address:	
41) Telephone Number: (202)637-2200	42) FAX Number: (202)637-2201
38) City: Washington	39) State: DC
36) P.O. Box:	40) Zip Code: 20004-1304
37) Street Address: 555 Eleventh Street, NW, Suite 1000	
35) Company Name: Latham & Watkins LLP	
34) First Name: Gary	MI: M
Last Name: Epstein	
Suffix:	

Name of Transferor Contact Representative (if other than Transferor) (for transfers of control only)

33) E-Mail Address:	
31) Telephone Number: (310)364-6000	32) FAX Number: (310)456-1089
28) City: El Segundo	29) State: CA
26) P.O. Box: 956	30) Zip Code: 90245
27) Street Address: 200 North Sepulveda Blvd.	
25) Entity Name (if not an individual): Hughes Electronics Corporation	
24) First Name (if individual):	
MI:	
Last Name:	
Suffix:	
23) FCC Registration Number (FRN): 0002155695	

Transferor Information (for transfers of control only)

Signature: Arthur M Stakind		(84) Date: 04/30/03	
(83) Title: Sr. Exec. VP & Grp. Gen. Couns.			
First Name: Arthur	Mi: M	Last Name: Stakind	Suffix:

82) Typed or Printed Name of Party Authorized to Sign

(7) The applicant certifies that it either (1) has an updated Form 602 on file with the Commission, (2) is filing an updated Form 602 simultaneously with this application, or (3) is not required to file Form 602 under the Commission's rules.

(6) The Assignee or Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1,2002(b) of the rules, 47 CFR § 1,2002(b), for the definition of "party to the application" as used in this certification.

(5) The Assignee or Transferee certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.

(4) The Assignee or Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor or Transferrer under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right secured by, or any suit or proceeding had or commenced against the Assignor or Transferrer prior to this assignment.

(3) The Assignee or Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership, attribution, or spectrum cap rule.

(2) The Assignee or Transferee 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.

(1) The Assignee or Transferee certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for *pro forma* assignments and transfers by telecommunications carriers. See *Memorandum Opinion and Order*, 13 FCC Rcd. 6293 (1998).

Assignee/Transferee Certification Statements

Signature: Larry D Hunter		(81) Date: 04/30/03	
(80) Title: Corporate Senior Vice President			
First Name: Larry	Mi: D	Last Name: Hunter	Suffix:

79) Typed or Printed Name of Party Authorized to Sign

(2) The Assignor or Transferrer certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.

(1) The Assignor or Transferrer certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for *pro forma* assignments and transfers by telecommunications carriers. See *Memorandum Opinion and Order*, 13 FCC Rcd. 6293(1998).

Assignor/Transferrer Certification Statements

Race:	Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
	Hispanic or Latino:	Not Hispanic or Latino:			
Ethnicity:	Female:	Male:			
Gender:					

78) Race, Ethnicity, Gender of Assignee/Transferee (Optional)

NO	(74) Has the Assignee or Transferee or any party to this application had any FCC station authorization, license, construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission? If "Yes", attach exhibit explaining circumstances.
NO	(75) Has the Assignee or Transferee or any party to this application, or any party directly or indirectly controlling the Assignee or Transferee, or any party to this application ever been convicted of a felony by any state or federal court? If "Yes", attach exhibit explaining circumstances.
NO	(76) Has any court finally adjudged the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or 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 unfair methods of competition? If "Yes", attach exhibit explaining circumstances.
YES	(77) Is the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee currently a party in any pending matter referred to in the preceding two items? If "Yes", attach exhibit explaining circumstances.

WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS 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).

Authorizations To Be Assigned or Transferred

85) Call Sign	86) Radio Service	87) Location Number	88) Path Number (Microwave only)	89) Frequency Number	90) Lower or Center Frequency (MHz)	91) Upper Frequency (MHz)	92) Constructed Yes / No	93) Assignment Indicator
WPTZ691	AL						Yes	

FCC Form 603 Schedule A	Schedule for Assignments of Authorization and Transfers of Control in Auctioned Services	Approved by OMB 3060 - 0800 See instructions for public burden estimate
------------------------------------	---	---

Assignments of Authorization

1) Assignee Eligibility for Installment Payments (for assignments of authorization only)

Is the Assignee claiming the same category or a smaller category of eligibility for installment payments as the Assignor (as determined by the applicable rules governing the licenses issued to the Assignor)?

If 'Yes', is the Assignee applying for installment payments?

2) Gross Revenues and Total Assets Information (if required) (for assignments of authorization only)

Refer to applicable auction rules for method to determine required gross revenues and total assets information

Year 1 Gross Revenues (current)	Year 2 Gross Revenues	Year 3 Gross Revenues	Total Assets:
---------------------------------	-----------------------	-----------------------	---------------

3) Certification Statements

For Assignees Claiming Eligibility as an Entrepreneur Under the General Rule

Assignee certifies that they are eligible to obtain the licenses for which they apply.

For Assignees Claiming Eligibility as a Publicly Traded Corporation

Assignee certifies that they are eligible to obtain the licenses for which they apply and that they comply with the definition of a Publicly Traded Corporation, as set out in the applicable FCC rules.

For Assignees Claiming Eligibility Using a Control Group Structure

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

For Assignees Claiming Eligibility as a Very Small Business, Very Small Business Consortium, Small Business, or as a Small Business Consortium

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

For Assignees Claiming Eligibility as a Rural Telephone Company

Assignee certifies that they meet the definition of a Rural Telephone Company as set out in the applicable FCC rules, and must disclose all parties to agreement(s) to partition licenses won in this auction. See applicable FCC rules.

Transfers of Control

4) Licensee Eligibility (for transfers of control only)

As a result of transfer of control, must the licensee now claim a larger or higher category of eligibility than was originally

declared?	No
If 'Yes', the new category of eligibility of the licensee is:	

Certification Statement for Transferees

Transferee certifies that the answers provided in Item 4 are true and correct.
--

Attachment List

Attachment Type	Date	Description	Contents
Ownership	04/30/03	Exhibit A - Question 73	0178399449485356930976730.pdf
Other	05/01/03	Exhibit B - Question 77	0178400879485356930976730.pdf

EXHIBIT A

FCC Form 603: Response to Question 73

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.¹ 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 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.² For further information concerning pre- and post-merger corporate structure and ownership of Hughes Electronics Corporation and its subsidiaries, please see the narrative description in the Consolidated Application for Authority to Transfer Control.

¹ See 47 U.S.C. § 310(b)(4).

² 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).

EXHIBIT B

FCC Form 603: Response to Question 77

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.

FCC FORM 605 APPLICATION

**Hughes Electronics Corporation
Aircraft**

FCC 605 Main Form	Quick-Form Application for Authorization in the Ship, Aircraft, Amateur, Restricted and Commercial Operator, and the General Mobile Radio Services	Approved by OMB 3060-0850 See instructions for public burden estimate Previewed 05/01/2003 at 02:28PM File Number:
------------------------------	---	--

1) Radio Service Code: AC	
2) Application Purpose: New	
3) If this request is for a STA (Special Temporary Authorization) enter 'S' and attach the required exhibit as described in the instructions. Otherwise enter N (Not Applicable).	N
4) If this request is for an Amendment or Withdrawal of Application, enter the file number of the pending application currently on file with the FCC. Attach additional sheets if necessary.	File Number:
5) If this request is for a Modification, Renewal Only, Renewal/Modification, Cancellation of License, Duplicate License, or Administrative Update, enter the call sign of the existing FCC license. Attach additional sheets if necessary.	Call Sign/Serial#:
6) If this request is for a New, Amendment, Renewal Only, Renewal/Modification, enter the requested authorization expiration date (this item is optional).	MM DD
7) Does this filing request a Waiver of the Commission's Rules? If "Y", attach the required showing as described in the instructions.	No
8) Are Attachments (other than associated schedules) being filed with this application?	Yes

Applicant Information

9) FCC Registration Number (FRN): 0002155695			
10) Applicant/Licensee is a(n): Corporation			
11) First Name (if individual):	MI:	Last Name:	Suffix:
11a) Date of Birth (required for Commercial Operators (including Restricted Radiotelephone)):			
12) Entity Name (if other than individual): Hughes Electronics Corporation			
13) Attention To:			
14) P.O. Box: 956	And/Or	15) Street Address: 200 North Sepulveda Blvd.	
16) City: El Segundo	17) State: CA	18) Zip Code: 92045-	19) Country:
20) Telephone Number: (310)364-6000		21) FAX Number: (310)456-1089	
22) E-Mail Address:			

Ship Applicants Only

23) Enter new name of vessel:

Fee Status

24) Is the Applicant exempt from FCC application fees?	No
25) Is the Applicant exempt from FCC regulatory fees?	No

General Certification Statements

1) 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.
2) The applicant certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
3) Neither the Applicant nor any member thereof is a foreign government or a representative thereof.

- 4) The applicant certifies that neither the applicant nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance.
See Section 1.2002(b) of the rules, 47 CFR 1.2002(b) for the definition of "party to the application" as used in this certification.
- 5) Amateur or GMRS Applicant certifies that the construction of the station would NOT be an action which is likely to have a significant environmental effect (see the Commission's rules 47 CFR Sections 1.1301-1.1319 and Section 97.13(a) rules (available at web site <http://wireless.fcc.gov/rules.html>).
- 6) Amateur Applicant certifies that they have READ and WILL COMPLY WITH Section 97.13(c) of the Commission's Rules (available at web site <http://wireless.fcc.gov/rules.html>) regarding RADIOFREQUENCY (RF) RADIATION SAFETY and the amateur service section of OST/OET Bulletin Number 65 (available at web site <http://www.fcc.gov/oet/info/documents/bulletins/>).

Certification Statements For GMRS Applicants

- 1) Applicant certifies that he or she is claiming eligibility under Rule Section 95.5 of the Commission's Rules.
- 2) Applicant certifies that he or she is at least 18 years of age.
- 3) Applicant certifies that he or she will comply with the requirement that use of frequencies 462.650, 467.650, 462.700 and 467.700 Mhz is not permitted near the Canadian border North of Line A and West of Line C. These frequencies are used through Canada and harmful interference is anticipated.
- 4) Non-individual applicants certify that they have NOT changed frequency or channel pairs, type of emission, antenna height, location of fixed transmitters, number of mobile units, area of mobile operation, or increase in power.

Signature

26) Typed or Printed Name of Party Authorized to Sign			
First Name: Larry	MI: D	Last Name: Hunter	Suffix:
27) Title: Corporate Senior Vice President			
Signature: Larry D Hunter			28) Date: 04/18/03
Failure To Sign This Application May Result in Dismissal Of The Application And Forfeiture Of Any Fees Paid			
WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS 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, § 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, § 503).			

<p>FCC 605 Schedule C</p>	<p>Schedule for Additional Data for the Aircraft Radio Service (Part 87)</p>	<p>Approved by OMB 3060-0850 See 605 Main Form Instructions for public burden estimate</p> <p>File Number:</p>
--------------------------------------	---	--

You must obtain an FCC Aircraft Radio Station License if you make international flights or communications.

If you are not required to obtain a license – you do not need to file this form with the FCC.

1) Provide the FAA Registration Number (N-number): 21AM	
2a) Is Application for a Fleet License ? No	2b) Total Number of Aircraft in Fleet ?
3) Is application for a portable license ? No	
4) Classification Requested (Enter only one): Private Aircraft	

Attachment List

Attachment Type	Date	Description	Contents
Other	05/01/03	Exhibit A	

				0178400918778878687985914.pdf
--	--	--	--	-------------------------------

EXHIBIT A

FCC Form 605: Request for New License Station 21AM

The current licensee of station 21AM is Hughes Electronics Corporation ("Hughes"). Hughes is a wholly owned subsidiary of General Motors Corporation ("GM"). Hughes is requesting a new license for station 21AM because GM has proposed to transfer control of Hughes, and aviation licenses cannot be transferred. For further discussion of the transfer of control, please see the narrative description in the Consolidated Application for Authority to Transfer Control.

FCC FORM 603 APPLICATION

**Hughes Electronics Corporation
Microwave Industrial/Business Pool**

FCC 603	FCC Wireless Telecommunications Bureau Application for Assignments of Authorization and Transfers of Control	Approved by OMB 3060 - 0800 See instructions for public burden estimate Previewed 05/01/2003 at 02:27PM File Number: 0001293894
----------------	---	---

1) Application Purpose: Transfer of Control	
2a) If this request is for an Amendment or Withdrawal, enter the File Number of the pending application currently on file with the FCC.	File Number:
2b) File numbers of related pending applications currently on file with the FCC:	

Type of Transaction

3a) Is this a <i>pro forma</i> assignment of authorization or transfer of control? No
3b) If the answer to Item 3a is 'Yes', is this a notification of a <i>pro forma</i> transaction being filed under the Commission's forbearance procedures for telecommunications licenses?
4) For assignment of authorization only, is this a partition and/or disaggregation?
5a) Does this filing request a waiver of the Commission rules? If 'Yes', attach an exhibit providing the rule numbers and explaining circumstances. No
5b) If a feasible waiver request is attached, multiply the number of stations (call signs) times the number of rule sections and enter the result.
6) Are attachments being filed with this application? Yes
7a) Does the transaction that is the subject of this application also involve transfer or assignment of other wireless licenses held by the assignor/transferor or affiliates of the assignor/transferor (e.g., parents, subsidiaries, or commonly controlled entities) that are not included on this form and for which Commission approval is required? Yes
7b) Does the transaction that is the subject of this application also involve transfer or assignment of non-wireless licenses that are not included on this form and for which Commission approval is required? Yes

Transaction Information

8) How will assignment of authorization or transfer of control be accomplished? Sale or other assignment or transfer of stock If required by applicable rule, attach as an exhibit a statement on how control is to be assigned or transferred, along with copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc.
9) The assignment of authorization or transfer of control of license is: Voluntary

Licensee/Assignor Information

10) FCC Registration Number (FRN): 0002155695			
11) First Name (if individual):	MI:	Last Name:	Suffix:
12) Entity Name (if not an individual): Hughes Electronics Corporation			
13) Attention To:			
14) P.O. Box: 956	And / Or	15) Street Address: 200 North Sepulveda Blvd.	
16) City: El Segundo	17) State: CA	18) Zip Code: 90245	
19) Telephone Number: (310)364-6000		20) FAX Number: (310)456-1089	
21) E-Mail Address:			

22) Race, Ethnicity, Gender of Assignor/Licensee (Optional)

Race:	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:			