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1501 K STREET, N.W.
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TELEPHONE 202 736 8000
FACSIMILE 202 736 8711
www.sidley.com
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WRITER'S DIRECT NUMBER
(202) 736-8058

WRITER'S E-MAIL ADDRESS
schneider@sidley.com

DOCKET FILE COPY ORIGINAL

September 29, 2005

RECEIVED

SEP 29 2005

VIA ECFS

Marlene H. Dortch, Esq.
Secretary
Federal Communications Commission
445 Twelfth Street, S.W.
Washington, D.C. 20554

ORIGINAL

Federal Communications Commission
Office of Secretary

Re: SBC Communications Inc. and AT&T Corp. Applications for Approval of Transfer of Control, WC Docket No. 05-65, FCC Form 312-Alascom, Inc., Call Sign S2379

Dear Ms. Dortch:

AT&T Corp. ("AT&T") and SBC Communications Inc. ("SBC" and collectively the "Applicants") hereby submit via ECFS in the above-referenced proceeding a copy of an FCC Form 312 application filed electronically in the International Bureau Filing System ("IBFS") to add an inadvertently omitted call sign to the transfer of control of Alascom, Inc. ("Alascom").¹ Although the licensee of this satellite is reflected in the IBFS database as SES Americom, Inc. ("SES"), a third party unaffiliated with the Applicants, the satellite is actually jointly licensed to SES and Alascom.² The Applicants request that the information included in the attached application be included as a minor amendment to the pending transfer of control proceeding.

¹ See Public Interest Statement at 118 (requesting authority to transfer control of any inadvertently omitted authorizations in light of the publicly stated intent to acquire AT&T Corp., all of its subsidiaries, and all of their FCC authorizations). The Applicants previously filed applications to transfer control of Alascom and all of its other authorizations. File Nos. SES-T/C-20050224-00232; ITC-T/C-20050224-00071; 0002052535.

² See *GE Americom Communications, Inc.*, DA 00-2096, released Sept. 13, 2000 (issuing the authorization jointly to Alascom and SES's predecessor-in-interest, GE Americom Communications, Inc.).

0+4

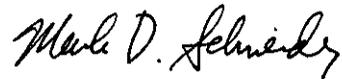
Marlene H. Dortch, Esq.

September 29, 2005

Page 2

Should you have any questions or inquires regarding this matter, please feel free to contact the undersigned.

Sincerely,



Mark D. Schneider
Counsel for AT&T Corp.

Attachment

cc: Peter J. Schildkraut
Counsel for SBC Communications Inc.

Approved by OMB
3060-0678

Date & Time Filed: Sep 29 2005 2:02:19:280PM

File Number: SAT-T/C-20050929-00187

**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

APPLICANT INFORMATION

Enter a description of this application to identify it on the main menu:

Transfer of control, Space Station Call Sign S2379

1-8. Legal Name of Applicant

Name: Alascom, Inc.

Phone Number: 908-532-1850

DBA
Name:

Fax
Number:

Street: Room 3A214
1 AT&T Way

E-Mail: llafaro@att.com

City: Bedminster

State: NJ

Country: USA

Zipcode: 07921 -

Attention: Lawrence J Lafaro

9-16. Name of Contact Representative

Name: David Lawson

Phone Number: 202-736-8088

Company: Sidley Austin Brown & Wood LLP

Fax Number: 202-736-8711

Street: 1501 K Street NW

E-Mail: dlawson@sidley.com

City: Washington

State: DC

Country: USA

Zipcode: 20005-

Attention: David Lawson

Relationship: Legal Counsel

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)

17c. Is a fee submitted with this application?

- If Yes, complete and attach FCC Form 159.

If No, indicate reason for fee exemption (see 47 C.F.R. Section 1.1114).

- Governmental Entity
- Noncommercial educational licensee
- Other (please explain):

17d.

(First Station)

(Each Additional Station)

Fee Classification A BFY - Space Station (Geostationary)

Quantity 1

Fee Classification B

Quantity 0

18. If this filing is in reference to an existing station, enter:

(a) Call sign of station:
Not Applicable

19. If this filing is an amendment to a pending application enter:

(a) Date pending application was filed:

(b) File number of pending application:

Not Applicable

Not Applicable

TYPE OF SERVICE

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:

- a. Fixed Satellite
- b. Mobile Satellite
- c. Radiodetermination Satellite

- d. Earth Exploration Satellite
 e. Direct to Home Fixed Satellite
 f. Digital Audio Radio Service
 g. Other (please specify)

21. STATUS: Choose the button next to the applicable status. Choose only one.

- Common Carrier Non-Common Carrier

22. If earth station applicant, check all that apply.

- Using U.S. licensed satellites
 Using Non-U.S. licensed satellites

23. If applicant is providing INTERNATIONAL COMMON CARRIER service, see instructions regarding Sec. 214 filings. Choose one. Are these facilities:

- Connected to a Public Switched Network Not connected to a Public Switched Network N/A

24. FREQUENCY BAND(S): Place an "X" in the box(es) next to all applicable frequency band(s).

- a. C-Band (4/6 GHz) b. Ku-Band (12/14 GHz)
 c. Other (Please specify upper and lower frequencies in MHz.)

Frequency Lower: Frequency Upper:

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.

Yes No

¹¹ 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.

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?	<input type="radio"/> Yes <input checked="" type="radio"/> No
30. Is the applicant an alien or the representative of an alien?	<input type="radio"/> Yes <input checked="" type="radio"/> No <input type="radio"/> N/A
31. Is the applicant a corporation organized under the laws of any foreign government?	<input type="radio"/> Yes <input checked="" type="radio"/> No <input type="radio"/> N/A
32. Is the applicant a corporation 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?	<input type="radio"/> Yes <input checked="" type="radio"/> No <input type="radio"/> N/A
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?	<input type="radio"/> Yes <input checked="" type="radio"/> No <input type="radio"/> N/A
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.	

BASIC QUALIFICATIONS

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.	<input type="radio"/> Yes <input checked="" type="radio"/> No
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.	<input type="radio"/> Yes <input checked="" type="radio"/> No
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.	<input type="radio"/> Yes <input checked="" type="radio"/> No
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	<input type="radio"/> Yes <input checked="" type="radio"/> No
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.	<input type="radio"/> Yes <input checked="" type="radio"/> No
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.	

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.*

Yes No

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).

See Attachment 1 Attachment 1

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
Lawrence J. Lafaro

46. Title of Person Signing
Federal Regulatory Vice President

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: SES Americom, Inc.

Phone Number: 908-532-1850

DBA Name: & Alascom, Inc.

Fax Number:

Street: Room 3A214
1 AT&T Way

E-Mail: llafaro@att.com

City: Bedminster

State: NJ

Country: USA

Zipcode: 07921 -

Attention: Lawrence J. Lafaro

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

Callsign: S2379

Callsign:

Callsign:

Callsign:

Callsign:

Callsign:

Callsign:

Callsign:

A9. No. of station(s) listed

1

A10. Name of Transferor/ Assignor

Name: AT&T Corp.

Phone Number: 908-532-1850

Company:

Fax Number:

Street: Room 3A214
1 AT&T Way

E-Mail: llafaro@att.com

City: Bedminster

State: NJ

Country: USA

Zipcode: 07921 -

Attention: Federal Regulatory Vice President

Relationship: Other

A15. Name of Transferee/ Assignee

Name: SBC Communications Inc.

Phone Number: 925-901-7578

DBA Name:

Fax Number: 925-830-9537

Street: 2600 Camino Ramon
Room 3E552

E-Mail: pv2384@camail.sbc.com

City: San Ramon

State: CA

Country: USA

Zipcode: 94583 -

Attention: Patrice L Valentin

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 statement 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)
SES Americom, Inc. & Alascom, Inc.

A24. Title (Office Held by Person Signing)
Federal Regulatory Vice President

A26. Printed Name of License Transferor / Assignor
(Must agree with A10)
AT&T Corp.

A28. Title (Office Held by Person Signing)
Federal Regulatory Vice President

A26. Printed Name of License Transferee / Assignee
(Must agree with A15)
SBC Communications Inc.

A28. Title (Office Held by Person Signing)
Senior Vice President & Assoc. General Counsel

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-PERF, 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.

AT&T Corp. – SBC Communications Inc. Satellite Space Station – Aurora III
FCC Form 312 – Attachment 1

By the filing of this additional Form 312, AT&T Corp. (“AT&T”) and SBC Communications Inc. (“SBC”; collectively the “Applicants”) are amending the pending series of applications for Commission consent to SBC’s acquisition of control of AT&T, *see* Public Notice, DA 05-656, released March 11, 2005, to include the interest of Alascom, Inc. (“Alascom”) in Aurora III, Call Sign S2379, SAT-LOA-19990601-00061. Although the licensee of this satellite is reflected in the Commission’s International Bureau Filing System (“IBFS”) database as SES Americom, Inc. (“SES”), a third party unaffiliated with the Applicants, the satellite is actually jointly licensed to SES and Alascom. *See GE American Communications, Inc.*, DA 00-2096, released Sept. 13, 2000 (the “Order”).¹ SES has launched and operates this satellite, of which approximately seventeen transponders are held and used by Alascom.

Because the IBFS database does not reflect that the authorization was also jointly issued to Alascom, the Applicants inadvertently omitted this authorization when they filed applications to transfer control of Alascom, Inc.² To guard against such a possibility, the Applicants stated in those applications, “[B]ecause SBC is acquiring AT&T and all of its FCC authorizations, SBC requests that Commission approval include any authorizations that may have been inadvertently omitted.”³ No change in the present day-to-day operation of the satellite launched and operated pursuant to the Order is anticipated as a result of the proposed transaction. SES will continue to be the co-licensee of the satellite, and its present operation and ownership are unaffected by the proposed transfer of control of AT&T to SBC. For these reasons, the Licensee identified on Schedule A is listed as “SES Americom, Inc. & Alascom, Inc.,” with contact information for the representative of AT&T and Alascom.⁴ AT&T has shared the text of the instant application with SES, which has no objection to its filing and processing by the Commission. As this amendment does not affect the engineering of this station (and therefore does not affect the interference potential, frequency, or orbital location of the station or have any environmental impact) and because the public had adequate notice of the Applicants’ intent that SBC acquire all of AT&T’s authorizations, this amendment qualifies as a minor amendment pursuant to Section 25.116(b) of the Commission’s rules.⁵

¹ The Order authorized Alascom, jointly along with GE Americom Communications, Inc. (“GE”), SES’s predecessor-in-interest, to launch and operate GE-8/Aurora III, a C-band replacement satellite for Satcom C-5/Aurora II at the 139° W.L. orbit location. Control of GE’s interest in this satellite was transferred to SES Global, S.A. pursuant to authority granted in an Order and Authorization, DA 01-2100, released October 2, 2001.

² *See* File Nos. SES-T/C-20050224-00232; ITC-T/C-20050224-00071; 0002052535.

³ Public Interest Statement at 118.

⁴ IBFS pre-fills SES Americom, Inc., as the name of the Licensee of the satellite for purposes of all applications filed with respect to this call sign. For purposes of this transfer of control application, affecting only Alascom’s interest, “& Alascom, Inc.” has been added in the space for DBA Name, and Alascom’s contact information for this application provided.

⁵ 47 C.F.R. § 25.116(b).

Lead Application Information

This application is a minor amendment to the group of applications filed in connection with the transfer of control of authorizations from AT&T Corp. to SBC Communications Inc. The Applicants have designated the transfer of control application filed for AT&T Corp., File No. SES-T/C-20050224-00230 (lead call sign E000037), as the lead Form 312 application for the transaction. Accordingly, the Applicants hereby incorporate by reference Attachment F of the lead application.

FCC IBFS - Electronic Filing

Submission_id :IB2005002225
Successfully filed on :Sep 29 2005 2:02:19:280PM

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Federal Communications Commission

The FCC Acknowledges Receipt of Comments From ...

AT&T Corp.

...and Thank You for Your Comments

Your Confirmation Number is: '2005929288204 '

Date Received: Sep 29 2005

Docket: 05-65

Number of Files Transmitted: 1

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