INDEX
85
86
87
88
89
90
91
92
93
94
95
96
97
98
99
100
101
102
103
104
105
106
107
108
109
110
111
112
113
114
115
116
117
118
119
120
121
122
123
124
125
126
127
128
129
130
131
132
133
134
135
136
137
138
139
140
141
142
143
144
145
146
147
148

H. Opinions of Counsel

EXHIBIT 6-A

COMMUNICATIONS SATELLITE CORPORATION

3029 KLINGLE ROAD, N.W.

WASHINGTON 8, D. C.

ALLEN E. THROOP
VICE PRESIDENT
AND
GENERAL COUNSEL

June 1, 1964

COMMUNICATIONS SATELLITE CORPORATION
3029 Klingle Road, N.W.
Washington 8, D. C.

Re: Registration Statement filed with Securities and Exchange Commission (File No. 2-22400)

Dear Sirs:

I am furnishing this opinion in connection with the registration under the Securities Act of 1933 of 10,000,000 shares of Common Stock of Communications Satellite Corporation (the "Corporation"), covered by the abovementioned Registration Statement (the "Registration Statement"). Five million of such shares are to be sold to communications common carriers authorized by the Federal Communications Commission to own stock of the Corporation (the "Authorized Carriers"), and at the same time the remaining five million of such shares are to be sold to the Underwriters (the "Underwriters") listed in Schedule A to the Purchase Contract (the "Purchase Contract"), a copy of the form of which is filed as Exhibit 1-B to the Registration Statement. I have examined relevant legal and factual materials, and originals, or copies certified to my satisfaction, of all such records of the Corporation, such instruments and certificates of public officials, officers and representatives of the Corporation, and such materials furnished by other persons, as I have deemed appropriate as a basis for the opinions stated below.

Based upon the foregoing, it is my opinion that:

1. The Corporation has been duly created, organized and established in accordance with the provisions of the Communications Satellite Act of 1962, and has been duly incorporated and is validly existing as a corporation in good standing under the laws of the District of Columbia.

2. The authorized capital stock of the Corporation consists of 10,000,100 shares of Common Stock, without par value (the "Common Stock"), of which 14 shares have been validly issued and are fully paid and non-assessable.

3. The 5,000,000 shares of Common Stock to be sold by the Corporation to certain Authorized Carriers have been duly authorized for issuance and sale to such Authorized Carriers, and such shares, when issued and delivered to such Authorized Carriers, against payment therefor of the purchase price of $20 per share, at the same time as the issuance and delivery, against payment therefor, as stated below in Paragraph 4, of the 5,000,000 shares to be sold to the Underwriters, will be validly issued, fully paid and non-assessable.

4. The 5,000,000 shares of Common Stock to be sold by the Corporation to the Underwriters have been duly authorized for issuance and sale to the Underwriters, and such shares, when issued and delivered to the Underwriters pursuant to the Purchase Contract, against payment of the consideration therefor specified in the Purchase Contract, will be validly issued, fully paid and non-assessable; and

when such shares are sold by the Underwriters and Selected Dealers in the manner described in the Purchase Contract and the Prospectus constituting Part I of the Registration Statement, the sale of such shares will have been made "in a manner to encourage the widest distribution to the American public", as required by Section 304(a) of the Communications Satellite Act of 1962.

In giving this opinion I am, with respect to matters of law of the District of Columbia, relying upon the opinion of Messrs. Wilmer, Cutler & Pickering, dated June 1, 1964, which is being furnished to you today in connection with the proposed sale of the shares covered by the Registration Statement.

I hereby consent that this opinion be filed as an exhibit to the Registration Statement, and I further consent to the use of my name in the Prospectus under the captions "Underwriting" and "Legal Opinions".

Very truly yours,

ALLEN E. THROOP

EXHIBIT 6-B

WILMER, CUTLER & PICKERING
FARRAGUT BUILDING
900 - 17TH STREET, N. W.
WASHINGTON, D. C. 20006

EZEKIEL G. STODDARD
COUNSEL

CABLE ADDRESS: WICRING

TELEPHONE 296-8800

RICHARD H. WILMER
LLOYD N. CUTLER
JOHN H. PICKERING
HUGH R. H. SMITH
J. ROGER WOLLENBERG
CHARLES C. GLOVER, III
MARSHALL HORNBLOWER
HENRY T. RATHBUN
REUBEN CLARK
SAMUEL J. LANAHAN
WILLIAM R. PERLIK
SAMUEL A. STERN
ARNOLD M. LERMAN
ROBERT P. STRANAHAN, JR.

MAX O. TRUITT, JR.
THOMAS G. WATKINSON
ARTHUR Z. GARDINER, JR.
DANIEL K. MAYERS
DAVID R. ANDERSON
JOHN R. HELLER, III
ALLEN H. HARRISON, JR.

June 1, 1964

COMMUNICATIONS SATELLITE CORPORATION
3029 Klingle Road, N.W.
Washington, D. C.

Dear Sirs:

You have requested our opinion in connection with the Registration Statement No. 2-22400 (Form S-1) filed by Communications Satellite Corporation (the "Corporation") with the Securities and Exchange Commission under the Securities Act of 1933 on May 6, 1964 (the "Registration Statement") and the Prospectus which constitutes Part I of the Registration Statement (the "Prospectus"). Our opinion is sought with respect to the proposed sale by the Corporation of 10,000,000 shares of its common stock without par value (the "common stock"). Five million shares are to be sold to communications common carriers authorized by the Federal Communications Commission to own stock of the Corporation (the "Authorized Carriers"), and simultaneously the remaining 5,000,000 shares are to be sold, for resale to the public, to underwriters (the "Underwriters") listed in Schedule A to the form of Purchase Contract filed as Exhibit 1-B to the Registration Statement.

We have examined originals, or copies certified to our satisfaction, of all such records of the Corporation and such other instruments and certificates of public officials, officers and representatives of the Corporation, and other persons, and have made such examination of law, as we have deemed appropriate as a basis for the opinions stated below.

Based upon the foregoing, it is our opinion that:

(1) The Corporation has been duly created, organized and established in accordance with the provisions of the Communications Satellite Act of 1962 and has been duly incorporated and is validly existing as a corporation in good standing under the laws of the District of Columbia.

(2) The authorized capital stock of the Corporation consists of 10,000,100 shares of common stock, without par value, of which 14 shares have been validly issued and are fully paid and non-assessable.

(3) The 5,000,000 shares of common stock to be sold by the Corporation to Authorized Carriers have been duly authorized for issuance and sale to such Authorized Carriers and when issued and delivered to such Authorized Carriers against the payment of the purchase price of $20 per share, at the same time as the issuance and delivery, against payment therefor as provided in Paragraph (4), of the remaining 5,000,000 shares to the Underwriters, will be validly issued, fully paid and non-assessable.

(4) The 5,000,000 shares to be sold by the Corporation to the Underwriters have been duly authorized for issuance and sale to the Underwriters. When issued and delivered to the Underwriters pursuant to the Purchase Contract against payment of the consideration therefor specified therein, such shares will be validly issued, fully paid and non-assessable. When such shares are sold by the Underwriters in the manner described in the Purchase Contract and the Prospectus, such shares will have been sold "in a manner to encourage the widest distribution to the American public" as required by Section 304(a) of the Communications Satellite Act of 1962.

We hereby consent that this opinion be filed as an exhibit to the Registration Statement. We also consent to the filing as Exhibit 15 to the Registration Statement of our opinion dated March 24, 1964, and we further consent to the use of our name in the Prospectus under the captions "Underwriting," "Legal Opinions" and "Description of Common Stock."

Very truly yours,

WILMER, CUTLER & PICKERING

INDEX
85
86
87
88
89
90
91
92
93
94
95
96
97
98
99
100
101
102
103
104
105
106
107
108
109
110
111
112
113
114
115
116
117
118
119
120
121
122
123
124
125
126
127
128
129
130
131
132
133
134
135
136
137
138
139
140
141
142
143
144
145
146
147
148

COMMUNICATIONS SATELLITE CORPORATION
3029 KLINGLE ROAD, N.W.
WASHINGTON 8, D. C.

ALLEN E. THROOP
VICE PRESIDENT
AND
GENERAL COUNSEL

June 11, 1964

MERRILL LYNCH, PIERCE, FENNER & SMITH
Incorporated
BLYTH & CO., INC.
THE FIRST BOSTON CORPORATION
KIDDER, PEABODY & CO. INCORPORATED
KUHN, LOEB & CO. INCORPORATED
LAZARD FRÈRES & CO.
LEHMAN BROTHERS
CARL M. LOEB, RHOADES & CO.
PAINE, WEBBER, JACKSON & CURTIS
WHITE, WELD & CO. INCORPORATED
DEAN WITTER & CO.
As Representatives of the Several Underwriters
c/o MERRILL LYNCH, PIERCE, FENNER & SMITH
Incorporated
70 Pine Street
New York 5, New York

Dear Sirs:

I am furnishing this Opinion in connection with the issuance and sale by Communications Satellite Corporation (the "Corporation") of 5,000,000 shares of its Common Stock, without par value (the "Common Stock"), to the several Underwriters (the "Underwriters") listed in Schedule A to the Purchase Contract between the Corporation and you as Representatives of the Underwriters, dated June 2, 1964 (the "Contract"), and pursuant to Section 7(b) (2) of the Contract. I have examined relevant legal and factual materials, and originals, or copies certified to my satisfaction, of all such records of the Corporation, such instruments and certificates of public officials, officers and representatives of the Corporation, and such materials furnished by other persons, as I have deemed appropriate as a basis for the opinions stated below.

Based upon the foregoing, it is my opinion that:

(i) the Corporation has been duly created, organized and established in accordance with the provisions of the Communications Satellite Act of 1962 (the "Satellite Act"), and has been duly incorporated and is validly existing as a corporation in good standing under the laws of the District of Columbia;

(ii) the Corporation has the corporate power to carry on the business which it proposes to carry on and to own the property which it proposes to own, as described in the Registration Statement of the Corporation, as amended, on Form S-1 (the "Registration Statement"), filed with the Securities and Exchange Commission under File No. 2-22400 pursuant to the Securities Act of 1933, as amended (the "Securities Act"), which became effective on June 2, 1964, and in the Prospectus constituting Part I of the Registration Statement (the "Prospectus");

(iii) the authorized capital stock of the Corporation consists of 10,000,100 shares of Common Stock, without par value, and is in accordance with the provisions of the Satellite Act;

(iv) the offering of shares of Common Stock to communications common carriers authorized by the Federal Communications Commission to own stock of the Corporation ("Authorized Carriers"), as set forth in Section 1 of the Contract, the issuance and sale of shares of Common Stock to Authorized Carriers that have subscribed therefor, and the issuance and sale of shares of Common Stock to the Underwriters pursuant to the Contract, are in accordance with the Satellite Act and the Articles of Incorporation of the Corporation;

(v) the shares of Common Stock to be sold by the Corporation to subscribing Authorized Carriers, as described in Section 1 of the Contract, have been duly authorized for issuance and sale to such Authorized Carriers and, when issued and delivered to such Authorized Carriers against payment of the sum of $20 per share at the same time as the issuance and delivery of the shares of Common Stock to be sold by the Corporation to the Underwriters pursuant to the provisions of the Contract against payment of the consideration specified therein, will be validly issued, fully paid and nonassessable; and the shares of Common Stock to be sold by the Corporation to the Underwriters pursuant to the provisions of the Contract have been duly authorized for issuance and sale to the Underwriters and, when issued and delivered to the Underwriters pursuant to the provisions of the Contract against payment of the consideration specified therein, will be validly issued, fully paid and nonassessable;

(vi) the execution and delivery of the Contract have been duly authorized by all necessary action on the part of the Corporation, and the Contract constitutes the valid and binding agreement of the Corporation;

(vii) the Registration Statement is effective under the Securities Act, and to the best of my knowledge no proceedings for a stop order have been instituted or are pending or threatened under Section 8(d) of the Securities Act;

(viii) at the time the Registration Statement became effective, the Registration Statement and the Prospectus (other than the financial statements contained therein, as to which I express no opinion) complied as to form in all material respects with the requirements of the Securities Act and the applicable Regulations thereunder, and nothing has come to my attention that would lead me to believe that the Registration Statement at the time it became effective contained an untrue statement of a material fact or omitted to state a material fact required to be stated therein or necessary to make the statements therein not misleading, or that the Prospectus at the time the Registration Statement became effective or at the date hereof contained an untrue statement of a material fact or omitted to state a material fact necessary in order to make the statements therein, in the light of the circumstances under which they were made, not misleading;

(ix) the terms and provisions of the Common Stock conform to the description thereof contained in the Registration Statement and Prospectus, and the forms of certificates used to evidence the Common Stock are in due and proper form;

(x) to the best of my knowledge and information, there are no contracts or documents of a character required to be described in the Registration Statement or Prospectus or to be filed as exhibits to the Registration Statement other than those described therein or filed as exhibits thereto, and the description of those described therein is correct;

(xi) to the best of my knowledge and information, there are no legal proceedings, pending or threatened, of a character required to be disclosed in the Registration Statement and Prospectus;

(xii) the information in the Prospectus under the captions "Regulation" and "Description of Common Stock", to the extent that it constitutes matters of law or legal conclusions, has been reviewed by me and is correct; and

(xiii) no further consent, approval, authorization or order of any regulatory authority is legally required for the issuance and sale of shares of Common Stock to the Authorized Carriers as set forth in Section 1 of the Contract or for the issuance and sale of shares of Common Stock to the Underwriters as contemplated in the Contract, except that no opinion is expressed with respect to such consents, approvals, authorizations or orders, if any, as may be required from regulatory authorities administering State securities laws, since the qualification of the Common Stock under State securities laws has been under the supervision of Messrs. Brown, Wood, Fuller, Caldwell & Ivey, counsel for the Underwriters.

In giving this opinion, I am, with respect to matters of law of the District of Columbia, relying upon the opinion of Messrs. Wilmer, Cutler & Pickering, dated June 11, 1964, which is being furnished to you today in connection with the issuance and sale of shares of Common Stock, as described above.

Very truly yours,

ALLEN E. THROOP

INDEX
85
86
87
88
89
90
91
92
93
94
95
96
97
98
99
100
101
102
103
104
105
106
107
108
109
110
111
112
113
114
115
116
117
118
119
120
121
122
123
124
125
126
127
128
129
130
131
132
133
134
135
136
137
138
139
140
141
142
143
144
145
146
147
148

WILMER, CUTLER & PICKERING

FARRAGUT BUILDING
900 - 17TH STREET, N. W.
WASHINGTON, D. C. 20006

RICHARD H. WILMER
LLOYD N. CUTLER
JOHN H. PICKERING
HUGH R. H. SMITH
J. ROGER WOLLENBERG
CHARLES C. GLOVER, III
MARSHALL HORNBLOWER
HENRY T. RATHBUN
REUBEN CLARK
SAMUEL J. LANAHAN
WILLIAM R. PERLIK
SAMUEL A. STERN
ARNOLD M. LERMAN
ROBERT P. STRANAHAN, JR.

MAX O. TRUITT, JR.
THOMAS G. WATKINSON
ARTHUR Z. GARDINER, JR.
DANIEL K. MAYERS
DAVID R. ANDERSON
JOHN R. HELLER, III
ALLEN H. HARRISON, JR.

EZEKIEL G. STODDARD
COUNSEL

CABLE ADDRESS: WICRING

TELEPHONE 296-8800

June 11, 1964

MERRILL LYNCH, PIERCE, FENNER & SMITH
Incorporated
BLYTH & CO., INC.
THE FIRST BOSTON CORPORATION
KIDDER, PEABODY & CO. INCORPORATED
KUHN, LOEB & CO. INCORPORATED
LAZARD FRÈRES & CO.
LEHMAN BROTHERS
CARL M. LOEB, RHOADES & CO.
PAINE, WEBBER, JACKSON & CURTIS
WHITE, WELD & CO. INCORPORATED
DEAN WITTER & CO.
As Representatives of the Several Underwriters
c/o MERRILL LYNCH, PIERCE, FENNER & SMITH
Incorporated
70 Pine Street
New York 5, New York

Dear Sirs:

In accordance with the Purchase Contract dated June 2, 1964 (the "Purchase Contract") entered into with you as Representatives of the several Underwriters listed in Schedule A to the Purchase Contract (the "Underwriters"), Communications Satellite Corporation (the "Corporation") is causing to be issued, sold and delivered this day 5,000,000 shares of its Common Stock, without par value (the "Common Stock") to the Underwriters. At the same time, the Corporation is causing 5,000,000 of such shares to be issued, sold and delivered to communications common carriers authorized by the Federal Communications Commission to own stock of the Corporation (the "Authorized Carriers") as set forth on page 7 of the Prospectus hereinafter mentioned.

The securities thus to be issued, sold and delivered have been registered by the Corporation with the Securities and Exchange Commission by means of a Registration Statement on Form S-1 under the Securities Act of 1933, as amended (the "Securities Act") under SEC file No. 2-22400. The Registration Statement, as amended (the "Registration Statement"), became effective on June 2, 1964.

We have acted as special counsel for the Corporation since its incorporation and are generally familiar with its legal affairs, including the organization of and other proceedings relating to the Corpora-

tion, the preparation of the Purchase Contract, the preparation of the Registration Statement, of which the Prospectus (the "Prospectus") is Part I, and the conduct of the corporate proceedings relating thereto.

We have examined originals, or copies certified to our satisfaction, of all such records of the Corporation and such other instruments and certificates of public officials, officers and representatives of the Corporation, and other persons, and have made such examination of law, as we have deemed appropriate as a basis for the opinions stated below.

Based upon the foregoing, it is our opinion that:

(1) The Corporation has been duly created, organized and established in accordance with the provisions of the Communications Satellite Act of 1962 (the "Satellite Act") and has been duly incorporated and is validly existing as a corporation in good standing under the laws of the District of Columbia.

(2) The Corporation has the corporate power to carry on the business which it proposes to carry on and to own the property which it proposes to own, as described in the Registration Statement and Prospectus.

(3) The authorized capital stock of the Corporation consists of 10,000,100 shares of Common Stock, without par value, and is in accordance with the provisions of the Satellite Act.

(4) The offering of shares of Common Stock to Authorized Carriers as set forth in Section 1 of the Purchase Contract, the issuance and sale of shares of Common Stock to Authorized Carriers that have subscribed therefor, and the issuance and sale of shares of Common Stock to the Underwriters pursuant to the Purchase Contract are in accordance with the Satellite Act and the Articles of Incorporation of the Corporation.

(5) The shares of Common Stock to be sold by the Corporation to the subscribing Authorized Carriers have been duly authorized for issuance and sale to such Authorized Carriers, and when issued and delivered to such Authorized Carriers against payment of the consideration referred to in Section 1 of the Purchase Contract, at the same time as the issuance and delivery of the shares to be sold by the Corporation to the Underwriters against payment of the consideration therefor as specified in the Purchase Contract, will be validly issued, fully paid and nonassessable. The shares to be sold by the Corporation to the Underwriters pursuant to the provisions of the Purchase Contract have been duly authorized for issuance and sale to the Underwriters and, when issued and delivered to the Underwriters against payment of the consideration therefor as specified in the Purchase Contract, will be validly issued, fully paid and nonassessable.

(6) The execution and delivery of the Purchase Contract have been duly authorized by all necessary action on the part of the Corporation, and the Purchase Contract constitutes the valid and binding agreement of the Corporation.

(7) The Registration Statement is effective under the Securities Act, and to the best of our knowledge no proceedings for a stop order have been instituted or are pending or threatened under Section 8(d) of the Securities Act.

(8) At the time the Registration Statement became effective, the Registration Statement and the Prospectus (other than the financial statements contained therein, as to which we express no opinion) complied as to form in all material respects with the requirements of the Securities Act and the Regulations thereunder, and nothing has come to our attention that would lead us to believe that the Registration Statement at the time it became effective contained an untrue statement of a material fact or omitted to state a material fact required to be stated therein or necessary to make the statements therein not misleading, or that the Prospectus at the time the Registration Statement became effective or at the date hereof contained an untrue statement of a material fact

or omitted to state a material fact necessary in order to make the statements therein, in the light of the circumstances under which they were made, not misleading. Since we have acted only as special counsel for the Corporation on assigned matters and are not familiar with all factual aspects of its business, we have not passed upon and do not assume any responsibilty for the accuracy, completeness or fairness of all factual statements contained in the Registration Statement and Prospectus except as to matters referred to herein or specifically noted in the Registration Statement or Prospectus, and we make no representations that we have independently verified the accuracy, completeness or fairness of all such statements.

(9) The terms and provisions of the Common Stock conform to the description thereof contained in the Registration Statement and Prospectus, and the forms of certificates used to evidence the Common Stock are in due and proper form.

(10) To the best of our knowledge and information, there are no contracts or documents of a character required to be described in the Registration Statement or Prospectus or to be filed as exhibits to the Registration Statement other than those described therein or filed as exhibits thereto, and the description of those described therein is correct.

(11) To the best of our knowledge and information, there are no legal proceedings, pending or threatened, of a character required to be disclosed in the Registration Statement and Prospectus.

(12) The information in the Prospectus under the captions "Regulation" and "Description of Common Stock," to the extent that it constitutes matters of law or legal conclusions, has been reviewed by us and is correct.

(13) No further consent, approval, authorization or order of any regulatory authority is legally required for the issuance and sale of shares of Common Stock to the Authorized Carriers as set forth in Section 1 of the Purchase Contract or for the issuance and sale of shares of Common Stock to the Underwriters as contemplated in the Purchase Contract, except that no opinion is expressed with respect to such consents, approvals, authorizations or orders, if any, as may be required from regulatory authorities administering State securities laws, since the qualification of the Common Stock under State securities laws has been under the supervision of Messrs. Brown, Wood, Fuller, Caldwell & Ivey, counsel for the Underwriters.

Very truly yours,

WILMER, CUTLER & PICKERING

INDEX
85
86
87
88
89
90
91
92
93
94
95
96
97
98
99
100
101
102
103
104
105
106
107
108
109
110
111
112
113
114
115
116
117
118
119
120
121
122
123
124
125
126
127
128
129
130
131
132
133
134
135
136
137
138
139
140
141
142
143
144
145
146
147
148

BROWN, WOOD, FULLER, CALDWELL & IVEY
70 PINE STREET
NEW YORK 5

RICHARD C. HUNT
1886-1954
ALBERT F. JAECKEL
1884-1949

WILLIAM T. CALDWELL
WILLIAM R. CARTER
LAURENCE F. CASEY
NEWTON D. CRANE
LOUIS B. ETEN
HENRY W. HAPPEL
RICHARD B. HUNT
J. COURTNEY IVEY
A. ROSS JONES
RALPH L. JONES
GEORGE R. LASHNITS
CHARLES D. PRUTZMAN, JR.
HOWARD T. SPROW

HOWARD H. BROWN
STANHOPE FOSTER
OF COUNSEL

TELEPHONE
WHITEHALL 4-2200

CABLE ADDRESS
"BROWOODFUL"

June 11, 1964

MERRILL LYNCH, PIERCE, FENNER & SMITH
Incorporated
BLYTH & CO., INC.
THE FIRST BOSTON CORPORATION
KIDDER, PEABODY & CO. INCORPORATED
KUHN, LOEB & CO. INCORPORATED
LAZARD FRÈRES & CO.
LEHMAN BROTHERS
CARL M. LOEB, RHOADES & CO.
PAINE, WEBBER, JACKSON & CURTIS
WHITE, WELD & CO. INCORPORATED
DEAN WITTER & CO.
and the other Underwriters named in the within-
mentioned Purchase Contract
c/o MERRILL LYNCH, PIERCE, FENNER & SMITH
Incorporated
70 Pine Street
New York 5, New York

Re: Common Stock of Communications Satellite Corporation

Dear Sirs:

We have acted as counsel for the Underwriters referred to in the Purchase Contract dated June 2, 1964 (the "Purchase Contract") between Communications Satellite Corporation, a District of Columbia corporation (the "Corporation"), and said Underwriters, relating to the sale by the Corporation and the purchase by Underwriters, severally, of a total of 5,000,000 shares of Common Stock, without par value ("Common Stock"), of the Corporation. We understand that simultaneously with the issuance and sale of said 5,000,000 shares of Common Stock to the several Underwriters, the Corporation will issue and sell an additional 5,000,000 shares of Common Stock to communications common carriers authorized by the Federal Communications Commission to own stock of the Corporation ("Authorized Carriers"). As counsel for said Underwriters we have examined such documents and records as we deemed appropriate, including the following:

(a) Certificate of Incorporation of the Corporation, with the Articles of Incorporation attached thereto, and Certificate of Amendment, with Articles of Amendment to the Articles of Incorporation attached thereto, all certified by the Superintendent of Corporations of the District of Columbia.

(b) Certificate of recent date of the Superintendent of Corporations of the District of Columbia listing all documents or instruments of the Corporation recorded in the office of the Superintendent of Corporations and certifying that the Corporation has been duly incorporated and is in good standing according to the records of the office of the Superintendent of Corporations.

(c) Letter of recent date from the Finance Office (Revenue Division) of the District of Columbia to the effect that the Corporation has obtained its license to carry on business in the District of Columbia for the year 1964, that it has not been delinquent in the filing of franchise tax returns, and that it has complied with all provisions of the District of Columbia Income and Franchise Tax Act of 1947, as amended.

(d) Certificate of the Secretary of the Corporation, dated as of the date hereof, to the effect that no amendment to the Articles of Incorporation has been filed in the office of the Superintendent of Corporations of the District of Columbia since May 6, 1964.

(e) By-Laws of the Corporation, as amended through May 18, 1964, certified by the Secretary of the Corporation.

(f) Form of Appointment by the President of the United States of the Incorporators of the Corporation pursuant to the Communications Satellite Act of 1962 (the "Satellite Act"), certified by the Secretary of the Corporation to be in the form received by each Incorporator of the Corporation.

(g) Copies of certain resolutions, certified by the Secretary of the Corporation to be true copies of resolutions adopted by the stockholders of the Corporation on April 10, 1964 and by the Board of Directors of the Corporation on April 10, 1964, April 29, 1964, May 18, 1964, and May 28, 1964.

(h) Minute books of the Corporation as furnished to us by the Corporation.

(i) Signed original of the Registration Statement on Form S-1 (No. 2-22400) filed by the Corporation with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the "Securities Act"), and signed originals of Amendment No. 1 and Amendment No. 2 thereto (the Registration Statement in form in which it became effective being hereinafter called the "Registration Statement"), and the related Prospectus dated June 2, 1964 (the "Prospectus").

(j) Signed copy of the Order dated June 2, 1964 of the Securities and Exchange Commission declaring the Registration Statement effective under the Securities Act.

(k) Signed counterpart of the Purchase Contract.

(l) Specimens, certified by the Secretary of the Corporation, of the certificates representing the Common Stock.

(m) List of Authorized Carriers certified by the Federal Communications Commission under date of April 30, 1964, and supplemental list of Authorized Carriers certified by the Federal Communications Commission under date of May 14, 1964.

(n) Copy of subscription form used by Authorized Carriers in subscribing for Common Stock and copy of letter used to accept subscriptions of Authorized Carriers, each certified by the Secretary of the Corporation.

(o) Affidavits of officers of Manufacturers Hanover Trust Company as to mailing of subscription forms and other documents to Authorized Carriers, as to receipt of subscriptions from Authorized Carriers, and as to mailing of acceptances of subscriptions of Authorized Carriers.

Based upon the foregoing, it is our opinion that:

(1) The Corporation has been duly created, organized and established in accordance with the provisions of the Satellite Act and has been duly incorporated and is validly existing as a corporation in good standing under the laws of the District of Columbia.

(2) The authorized capital stock of the Corporation consists of 10,000,100 shares of Common Stock, without par value, and is in accordance with the provisions of the Satellite Act.

(3) The offering of 5,000,000 shares of Common Stock to Authorized Carriers as described in the Prospectus and in Section 1 of the Purchase Contract, the issuance and sale of 5,000,000 shares of Common Stock to the Authorized Carriers that have subscribed therefor, and the issuance and sale of 5,000,000 shares of Common Stock to the Underwriters pursuant to the Purchase Contract are in accordance with the Satellite Act and the Articles of Incorporation of the Corporation.

(4) The 5,000,000 shares of Common Stock to be issued and sold by the Corporation to Authorized Carriers that have subscribed therefor have been duly authorized for issuance and sale to such Authorized Carriers, and when issued and delivered to such Authorized Carriers against payment of a consideration of $20 per share, at the same time as the issuance and sale of 5,000,000 shares of Common Stock to the Underwriters pursuant to the Purchase Contract, such shares will be validly issued, fully paid and nonassessable; and the 5,000,000 shares of Common Stock to be issued and sold by the Corporation to the Underwriters pursuant to the provisions of the Purchase Contract have been duly authorized for issuance and sale to the Underwriters and, when issued and delivered to the Underwriters pursuant to the provisions of the Purchase Contract against payment of the consideration therefor specified therein, such shares will be validly issued, fully paid and nonassessable.

(5) The execution and delivery of the Purchase Contract have been duly authorized by all necessary action on the part of the Corporation, and the Purchase Contract constitutes the valid and binding agreement of the Corporation.

(6) The Registration Statement is effective under the Securities Act, and to the best of our knowledge no proceedings for a stop order have been instituted or are pending or threatened under Section 8(d) of the Securities Act.

(7) At the time the Registration Statement became effective, the Registration Statement and the Prospectus (other than the financial statements contained therein, as to which we express no opinion) complied as to form in all material respects with the requirements of the Securities Act and the applicable rules and regulations promulgated by the Securities and Exchange Commission thereunder.

(8) The terms and provisions of the Common Stock conform to the description thereof contained in the Registration Statement and Prospectus, and the forms of certificates used to evidence the Common Stock are in due and proper form.

We have endeavored to see that the Registration Statement and the Prospectus comply with the Securities Act and the rules and regulations thereunder relating to registration statements on Form S-1 and related prospectuses, but we cannot, of course, make any representation to you as to the accuracy or completeness of statements of fact contained therein. Nothing, however, has come to our attention that would lead us to believe that the Registration Statement at the time it became effective contained an untrue statement of a material fact or omitted to state a material fact required to be stated therein or necessary to make the statements therein not misleading or that the Prospectus at the time the Registration Statement became effective or at the date hereof contained an untrue statement of a material fact or omitted to state a material fact necessary in order to make the statements therein, in the light of the circumstances under which they were made, not misleading.

The opinions of even date of Allen E. Throop, Esq., General Counsel of the Corporation, and Messrs. Wilmer, Cutler & Pickering, counsel for the Corporation, delivered to you today pursuant to the Purchase Contract, are in form and substance satisfactory to us.

In giving this opinion, we have relied as to matters of law of the District of Columbia upon the opinion of Messrs. Wilmer, Cutler & Pickering.

Very truly yours,

BROWN, WOOD, FULLER, CALDWELL & IVEY

INDEX
85
86
87
88
89
90
91
92
93
94
95
96
97
98
99
100
101
102
103
104
105
106
107
108
109
110
111
112
113
114
115
116
117
118
119
120
121
122
123
124
125
126
127
128
129
130
131
132
133
134
135
136
137
138
139
140
141
142
143
144
145
146
147
148

WILMER, CUTLER & PICKERING
FARRAGUT BUILDING
900-17TH STREET, N. W.
WASHINGTON, D. C. 20006

EZEKIEL G. STODDARD
COUNSEL

CABLE ADDRESS: WICRING

TELEPHONE 296-9800

RICHARD H. WILMER
LLOYD N. CUTLER
JOHN H. PICKERING
HUGH R. H. SMITH
J. ROGER WOLLENBERG
CHARLES C. GLOVER, III
MARSHALL HORNBLOWER
HENRY T. RATHBUN
REUBEN CLARK
SAMUEL J. LANAHAN
WILLIAM R. PERLIK
SAMUEL A. STERN
ARNOLD M. LERMAN
ROBERT P. STRANAHAN, JR.
MAX O. TRUITT, JR.
THOMAS G. WATKIN, ON
ARTHUR Z. GARDINER, JR.
DANIEL K. MAYERS
DAVID R. ANDERSON
JOHN R. HELLER, III
ALLEN H. HARRISON, JR.

June 11, 1964

Continental Illinois National Bank
and Trust Company of Chicago
231 South La Salle Street
Chicago, Illinois 60690

Manufacturers Hanover Trust Company
40 Wall Street
New York, N. Y. 10015

Wells Fargo Bank
464 California Street
San Francisco 20, California

Transfer Agents for shares
of Common Stock

The First National Bank of
Chicago
38 So. Dearborn Street
Chicago, Illinois 60690

The Chase Manhattan Bank
1 Chase Manhattan Plaza
New York 15, N. Y.

Bank of America National Trust
and Savings Association
300 Montgomery Street
San Francisco 20, California

Registrars for shares
of Common Stock

Communications Satellite Corporation
Common Stock, Without Par Value

Dear Sirs:

We have acted as special counsel for Communications Satellite Corporation, a District of Columbia corporation (hereinafter called the Corporation), in connection with (i) the issuance and sale by the Corporation on the date hereof to certain communications common carriers authorized by the Federal Communications Commission to own shares of stock of the Corporation (hereinafter called Authorized Carriers), of an aggregate of five million (5,000,000) shares of Common Stock, without par value, of the Corporation (hereinafter

called Common Stock), and (ii) the issuance and sale by the Corporation on the date hereof to the Underwriters named in Schedule A annexed to the Purchase Contract dated June 2, 1964, between the Corporation and said Underwriters (hereinafter called the Purchase Contract), of an aggregate of five million (5,000,000) shares of Common Stock. In this connection, we have examined the following:

(a) the Certificate of Incorporation of the Corporation, issued by the Superintendent of Corporations of the District of Columbia (hereinafter called the Superintendent of Corporations) on February 1, 1963, and the Certificate of Amendment of said Certificate of Incorporation, issued by the Superintendent of Corporations on May 6, 1964;

(b) copies, certified by the Secretary of the Corporation, of resolutions adopted by the Board of Directors of the Corporation on April 29, 1964, May 18, 1964 and May 28, 1964, authorizing, among other things, (i) the execution on behalf of the Corporation of the Purchase Contract, (ii) the issuance and sale by the Corporation to said Underwriters pursuant to the Purchase Contract of five million (5,000,000) shares of Common Stock, and (iii) the issuance and sale by the Corporation to Authorized Carriers of an aggregate of five million (5,000,000) shares of Common Stock;

(c) copies, furnished to us by the Corporation, of (i) the Registration Statement on Form S-1, including Exhibits and form of Preliminary Prospectus (Registration No. 2-22400), filed by the Corporation with the Securities and Exchange Commission (hereinafter called the Commission) on May 6, 1964, for the registration under the Securities Act of 1933, as amended (hereinafter called the Securities Act) of ten million (10,000,000) shares of Common Stock; (ii) Amendment No. 1 to said Registration Statement, including Exhibits and amended form of Preliminary Prospectus, filed by the Corporation with the Commission on May 27, 1964; (iii) Amendment No. 2 to said Registration Statement, including Exhibits and final form of Prospectus, filed by the Corporation with the Commission on June 2, 1964; and (iv) the Order of the Commission dated June 2, 1964, stating that said Registration Statement shall become effective under the Securities Act at 10:00 o'clock A.M., Eastern Daylight Saving Time, on June 2, 1964;

(d) a copy, executed on behalf of the Corporation and on behalf of said Underwriters, of the Purchase Contract; and

(e) such other documents relating to the Corporation as we consider necessary for our opinion hereinafter set forth.

We are also familiar with the corporate proceedings taken by the Corporation to authorize the issuance and sale by the Corporation to each of the fourteen (14) persons appointed by the President of the United States, with the advice and consent of the Senate, as incorporators of the Corporation, of one (1) share of Common Stock.

Based upon the foregoing, we are of opinion that:

(1) the Corporation has been duly incorporated and is validly existing as a corporation in good standing under the laws of the District of Columbia;

(2) the authorized capital of the Corporation consists of ten million one hundred (10,000,100) shares of Common Stock;

(3) the above-numbered Registration Statement has become effective under the Securities Act and, to the best of our knowledge, no stop order suspending the effectiveness of such Registration Statement has been issued and no proceedings for that purpose have been instituted or are pending or are contemplated under the Securities Act;

(4) the issuance to the incorporators of the Corporation of the aforesaid fourteen (14) shares of Common Stock was an exempt transaction under Section 4(1) of the Securities Act, being a transaction by an issuer not involving a public offering; and

(5) the fourteen (14) shares of Common Stock heretofore issued and sold to the incorporators of the Corporation, the five million (5,000,000) shares of Common Stock issued and sold by the Corporation on the date hereof to Authorized Carriers and the five million (5,000,000) shares of Common Stock issued and sold on the date hereof by the Corporation to the several Underwriters pursuant to the Purchase Contract have been validly issued and are fully paid and non-assessable.

Very truly yours,

WILMER, CUTLER & PICKERING

INDEX
85
86
87
88
89
90
91
92
93
94
95
96
97
98
99
100
101
102
103
104
105
106
107
108
109
110
111
112
113
114
115
116
117
118
119
120
121
122
123
124
125
126
127
128
129
130
131
132
133
134
135
136
137
138
139
140
141
142
143
144
145
146
147
148

BROWN, WOOD, FULLER, CALDWELL & IVEY
70 PINE STREET
NEW YORK 5, N. Y.

PRELIMINARY BLUE SKY SURVEY

Proposed Sale to Certain Communications Common Carriers of a Maximum of 5,000,000 Shares of Common Stock of Communications Satellite Corporation

---

May 26, 1964

COMMUNICATIONS SATELLITE CORPORATION
3029 Klingle Road, N.W.
Washington 8, D. C.

Dear Sirs:

We have been advised that Communications Satellite Corporation (the "Corporation") is making the initial offering of its Common Stock, without par value, in accordance with the provisions of the Communications Satellite Act of 1962, and that of the 10,000,000 shares so offered, 50% or a total of 5,000,000 shares (the "Shares") have been reserved until the close of business on May 26, 1964 for subscription by communications common carriers authorized by the Federal Communications Commission to own stock of the Corporation ("Authorized Carriers"). In connection with the proposed sale of Shares to Authorized Carriers, we submit herewith our survey which indicates the jurisdictions in which the Corporation may sell Shares to the Authorized Carriers located therein in compliance with the Blue Sky or securities laws of such jurisdictions.

We are not admitted to practice law in any jurisdiction except New York and have not obtained opinions of local counsel in other jurisdictions. Our survey is based upon an examination of the statutes and regulations, if any, of the various jurisdictions as reported in standard compilations and on interpretative advice obtained from representatives of certain securities commissions. Our survey also is based upon information contained in the Registration Statement relating to the Shares filed by the Corporation with the Securities and Exchange Commission and upon information furnished to us by the Corporation as to the identities of the Authorized Carriers and the jurisdictions in which they are located.

Our survey is subject to the broad discretionary powers of securities commissions or authorized officials to require additional information and to issue stop orders or to revoke or to suspend permits where such have been granted. Our survey does not purport to cover the requirements or restrictions, if any, with respect to publication of advertising matter published in any jurisdiction.

Very truly yours,

Brown, Wood, Fuller, Caldwell & Ivey.

BROWN, WOOD, FULLER, CALDWELL & IVEY

PRELIMINARY BLUE SKY SURVEY

Proposed Sale to Certain Communications Common Carriers of a Maximum of 5,000,000 Shares of Common Stock of Communications Satellite Corporation

A.

Our survey indicates that no action need be taken to permit the Corporation to sell Shares to the Authorized Carriers located in the following jurisdictions:

Alabama
Alaska
Arkansas
Colorado
Connecticut
District of Columbia
Georgia
Hawaii
Illinois
Iowa
Kentucky
Louisiana
Maryland
Massachusetts
Missouri
Montana
New Hampshire
New Jersey
New Mexico
North Carolina
North Dakota*
Ohio
Oklahoma
Puerto Rico
South Carolina
Utah
Vermont
Virginia
Washington
West Virginia

* A copy of the Registration Statement has been filed with the Commissioner of Securities of North Dakota, the required filing fee has been paid, and all amendments to the Registration Statement will be filed.

B.

In the following jurisdictions, we have made certain filings and taken such other action as we deem necessary to permit the Corporation to sell Shares to the Authorized Carriers located in such jurisdictions. Subscriptions of Authorized Carriers located in these jurisdictions should not be accepted until we have advised the Corporation that the necessary qualifications and registrations have been effected.

Arizona
California*
Florida
Indiana
Kansas
Maine
Michigan
Minnesota
Mississippi
Nebraska†
New York
Oregon
Pennsylvania
Tennessee†
Texas†
Wisconsin

* The permit dated May 22, 1964 issued by the Commissioner of Corporations of California authorizes the issuance and sale of not in excess of 100,000 Shares to Authorized Carriers located in that jurisdiction. If subscriptions of California Authorized Carriers exceed this amount, an amendment to the permit will be required.

† In these jurisdictions the number of Shares to be qualified to permit sales to Authorized Carriers will not be determined until subscriptions of Authorized Carriers have been received by the Corporation.

C.

We understand that there are no Authorized Carriers in the following jurisdictions, and accordingly our survey does not cover the requirements of the Blue Sky or securities laws thereof:

Delaware
Idaho
Nevada
Rhode Island
South Dakota
Wyoming

INDEX
85
86
87
88
89
90
91
92
93
94
95
96
97
98
99
100
101
102
103
104
105
106
107
108
109
110
111
112
113
114
115
116
117
118
119
120
121
122
123
124
125
126
127
128
129
130
131
132
133
134
135
136
137
138
139
140
141
142
143
144
145
146
147
148

BROWN, WOOD, FULLER, CALDWELL & IVEY
70 PINE STREET
NEW YORK 5, N. Y.

SUPPLEMENTAL BLUE SKY SURVEY

Proposed Sale to Certain Communications Common Carriers of a Maximum of 5,000,000 Shares of Common Stock of Communications Satellite Corporation

---

June 2, 1964

Communications Satellite Corporation
3029 Klingle Road, N.W.
Washington 8, D. C.

Dear Sirs:

We wish to supplement our Preliminary Blue Sky Survey dated May 26, 1964 (the "Preliminary Survey") relating to the sale by Communications Satellite Corporation (the "Corporation") of 5,000,000 Shares of its Common Stock, without par value (the "Shares"), to communications common carriers authorized by the Federal Communications Commission to own stock of the Corporation ("Authorized Carriers"), to indicate to you the results of the action taken in the states listed in B of the Preliminary Survey.

On the basis of information furnished to us by the Corporation as to the subscriptions received from Authorized Carriers and on the basis of authorizations or communications received from the respective securities officials of the states listed in B of the Preliminary Survey, we advise you that necessary qualifications and registrations have been effected so as to permit the Corporation to accept the subscriptions of and to sell Shares to Authorized Carriers located in the states listed in B of the Preliminary Survey.

Very truly yours,

Brown, Wood, Fuller, Caldwell & Ivey

INDEX
85
86
87
88
89
90
91
92
93
94
95
96
97
98
99
100
101
102
103
104
105
106
107
108
109
110
111
112
113
114
115
116
117
118
119
120
121
122
123
124
125
126
127
128
129
130
131
132
133
134
135
136
137
138
139
140
141
142
143
144
145
146
147
148

BROWN, WOOD, FULLER, CALDWELL & IVEY
70 PINE STREET
NEW YORK 5, N. Y.

PRELIMINARY BLUE SKY SURVEY

COMMUNICATIONS SATELLITE CORPORATION
(A District of Columbia Corporation)
Common Stock
(Without Par Value)

May 18, 1964

MERRILL LYNCH, PIERCE, FENNER & SMITH
Incorporated
BLYTH & Co., INC.
THE FIRST BOSTON CORPORATION
KIDDER, PEABODY & Co. INCORPORATED
KUHN, LOEB & Co. INCORPORATED
LAZARD FRÈRES & Co.
LEHMAN BROTHERS
CARL M. LOEB, RHOADES & Co.
PAINE, WEBBER, JACKSON & CURTIS
WHITE, WELD & Co. INCORPORATED
DEAN WITTER & Co.
As Representatives of the several Underwriters
c/o MERRILL LYNCH, PIERCE, FENNER & SMITH
Incorporated
70 Pine Street
New York 5, N. Y.

Dear Sirs:

In connection with the proposed sale by the Underwriters of the shares of Common Stock, without par value (the "Stock"), of Communications Satellite Corporation (the "Corporation") to be purchased by the Underwriters pursuant to the proposed Purchase Contract with the Corporation, we submit herewith our survey which indicates the jurisdictions in which the Stock may be sold by the Underwriters and other dealers or brokers in compliance with the Blue Sky or securities laws of such jurisdictions.

We are not admitted to practice law in any jurisdiction except New York and have not obtained opinions of local counsel in other jurisdictions. Our survey is based upon an examination of the statutes and regulations, if any, of the various jurisdictions as reported in standard compilations and on interpretative advice obtained from representatives of certain securities commissions. Our survey is based further on information contained in the Registration Statement relating to the Stock filed by the Corporation with the Securities and Exchange Commission.

Our survey is subject to the broad discretionary powers of securities commissions or authorized officials to require additional information and to issue stop orders or to revoke or to suspend permits where such have been granted. Our survey does not purport to cover the requirements or restrictions, if any, with respect to publication of advertising matter published in any state. In those jurisdictions in which persons registered or licensed as dealers or brokers may sell the Stock, it is assumed that such persons have complied with applicable statutes, rules and regulations concerning dealers or brokers and with respect to the registration or licensing of salesmen.

Any statement in our survey with respect to sales to banks, savings institutions, trust companies, insurance companies or the like, refers only to requirements of the securities laws relating to such sales and does not purport to cover the question whether the Stock will be legal for investment by such institutions.

Very truly yours,

BROWN, WOOD, FULLER, CALDWELL & IVEY

PRELIMINARY BLUE SKY SURVEY

COMMUNICATIONS SATELLITE CORPORATION
(A District of Columbia Corporation)

Common Stock
(Without Par Value)

PART I
SALES TO THE PUBLIC

A.

Our survey indicates that the Stock may be sold to the public in the following jurisdictions without registration or other filings relating thereto by reason of available exemptions or otherwise, subject to the specific requirement that the sellers, unless otherwise noted below, must be registered or licensed as dealers or brokers therein.

Alabama
Alaska
Arkansas
Colorado
Connecticut
*Delaware
*District of Columbia
Georgia
Hawaii
*Idaho
Indiana
Kentucky
Louisiana
Maryland
Mississippi(1)
Montana
†Nevada
New Jersey
New Mexico
North Carolina
North Dakota(2)
Ohio
Oklahoma
Puerto Rico
South Dakota
Utah
Vermont
Washington

* Sellers need not be registered or licensed as dealers or brokers.
† Dealer registration is not required if the seller is either (a) registered pursuant to the provisions of the Securities Exchange Act of 1934 or (b) a member of the National Association of Securities Dealers, Inc.
(1) Certificate of Exemption covering the Stock was issued by the Secretary of State of Mississippi on April 30, 1964 and payment has been made of the required registration fee of $1.00 so as to permit the sale of the Stock by licensed Mississippi dealers.
(2) A copy of the Registration Statement has been filed with the Commissioner of Securities of North Dakota, the required filing fee has been paid and all amendments to the Registration Statement will be filed.

B.

Action is being taken to permit the sale to the public in the following states by registered or licensed dealers or brokers of all of the Stock or the lesser number of shares indicated. Before any shares of Stock are sold in these states, inquiry should be made of Merrill Lynch, Pierce, Fenner & Smith Incorporated as to whether qualification has been effected.

Arizona .....All	Michigan .....All	Rhode Island .....All
California .....All	Minnesota .....All	South Carolina .....All
Florida .....All	Missouri .....All	Tennessee 30,000*
Illinois .....All	Nebraska 25,000*	Texas 100,000*
Iowa .....All	New Hampshire ...All	Virginia .....All
Kansas 30,000	New York (a) ....All	West Virginia 30,000
Maine .....All	Oregon .....All	Wisconsin .....All
Massachusetts .....All	Pennsylvania (b) ..All	Wyoming .....All

* Includes shares which may be sold by the Corporation to certain communications common carriers. The number of shares to be qualified may be increased by amendment if it appears to Merrill Lynch, Pierce, Fenner & Smith Incorporated that it is advisable to do so in light of the number of shares subscribed for by such carriers.
(a) A Further State Notice has been filed with the Department of State of New York by Merrill Lynch, Pierce, Fenner & Smith Incorporated.
(b) A copy of the Preliminary Prospectus has been forwarded to the Pennsylvania Securities Commission, and two copies of the Final Prospectus containing the names of the Underwriters will be sent to said Commission by prepaid registered mail. A list of the Pennsylvania dealers to be offered participation in the selling group will be filed with said Commission by Merrill Lynch, Pierce, Fenner & Smith Incorporated.

PART II

EXEMPT TRANSACTIONS

Sales by Persons Not Registered or Licensed as Dealers or Brokers in the State

Our survey indicates that the Stock may be sold in the following states, to the institutions or persons noted below, without registration or other filings relating thereto, and without the sellers thereof being required to be registered or licensed as dealers or brokers therein:

Alabama..... To any bank, savings institution, trust company, insurance company, investment company as defined in the Investment Company Act of 1940, pension or profit-sharing trust, or other financial institution or institutional buyer, or to any dealer whether the purchaser is acting for itself or in some fiduciary capacity.

Alaska..... To any bank, savings institution, trust company, insurance company, investment company as defined in the Investment Company Act of 1940, pension or profit-sharing trust, or other financial institution or institutional buyer, or to any broker or dealer whether the purchaser is acting for itself or as a trustee, provided the person making the sale has no place of business in Alaska and effects transactions in Alaska exclusively with or through such persons or institutions.

Arizona..... To any bank, savings institution, trust company, insurance company, dealer, any agency or instrumentality of the United States or of a state, or to any person a principal part of whose business consists of buying securities.

Arkansas..... To any bank, savings institution, trust company, insurance company, investment company as defined in the Investment Company Act of 1940, pension or profit-sharing trust, or other financial institution or institutional buyer, or to any broker or dealer whether the purchaser is acting for itself or as a trustee, provided the person making the sale has no place of business in Arkansas and effects transactions in Arkansas exclusively with or through such persons or institutions.

Colorado..... To any bank, savings institution, trust company, insurance company, investment company as defined in the Investment Company Act of 1940, pension or profit-sharing trust, or other financial institution or institutional buyer, or to any broker-dealer, whether the purchaser is acting for itself or as a trustee, provided the person making the sale has no place of business in Colorado and effects transactions in Colorado exclusively with or through such persons or institutions.

Connecticut..... To any registered broker or dealer provided the person selling has no place of business in Connecticut and is selling exclusively to registered brokers or dealers actually engaged in buying and selling securities as a business.

Florida..... To any bank, savings institution, trust company, or other trust, insurance company, corporation, pension plan, or to any broker or dealer.

Georgia..... To any bank, savings institution, trust company, insurance company, corporation or dealer, or to any organization or association a principal part of whose business consists of the buying of securities.

Hawaii..... To any bank, savings institution, trust company, insurance company, investment company as defined in the Investment Company Act of 1940, pension or profit-sharing trust, or other financial institution or institutional buyer, or to any broker or dealer whether the purchaser is acting for itself or as a trustee, provided the person making the sale has no place of business in Hawaii and effects transactions in Hawaii exclusively with or through such persons or institutions.

Illinois..... To any corporation, bank, savings institution, trust company, insurance company, building and loan association, dealer, pension fund or pension trust, employees' profit-sharing trust or to any association engaged as a substantial part of its business or operations in purchasing or holding securities, or to any trust in respect of which a bank or trust company is trustee or co-trustee.

Indiana..... To any bank, savings institution, trust company, insurance company, investment company as defined in the Investment Company Act of 1940, pension or profit-sharing trust, or other financial institution or institutional buyer, or to any broker or dealer, whether the purchaser is acting for itself or as a trustee, provided the person making the sale has no place of business in Indiana and effects transactions in Indiana exclusively with or through such persons or institutions.

Iowa..... To any bank, savings institution, trust company, insurance company, or to any corporation or to any broker or dealer; provided that such broker or dealer is actually engaged in buying and selling securities as a business.

Kansas..... To any bank, savings institution, trust company, insurance company, investment company as defined in the Investment Company Act of 1940, pension or profit-sharing trust, or other financial institution or institutional buyer, or to any broker-dealer or underwriter.

Kentucky..... To any bank, savings institution, trust company, insurance company, investment company as defined in the Investment Company Act of 1940, pension or profit-sharing trust, or other financial institution or institutional buyer, or to any broker-dealer, whether the purchaser is acting for itself or in some fiduciary capacity.

Louisiana..... To any bank, savings institution, trust company, insurance company, or to any corporation or to any broker or dealer; provided that such broker or dealer is actually engaged in buying and selling securities as a business.

Maine..... To any registered dealer.

Maryland..... To any bank, savings institution, trust company, insurance company, investment company as defined in the Investment Company Act of 1940, pension or profit-sharing trust, or other financial institution or institutional buyer, or to any broker-dealer, whether the purchaser is acting for itself or as a trustee, provided the person making the sale has no place of business in Maryland and effects transactions in Maryland exclusively with or through such persons or institutions.

Massachusetts..... To any registered broker, national bank, trust company, savings bank, insurance company or any corporation.

Minnesota..... To any licensed broker or licensed dealer or to any bank or financial institution under the supervision of an instrumentality or officer of the United States or of the Commissioner of Banks or of the Commissioner of Insurance of Minnesota.

Mississippi..... To any bank, savings institution, trust company, insurance company, dealer, any agency or instrumentality of the United States or of a state, or to any person a principal part of whose business consists of buying securities.

Missouri..... To any bank, savings institution, trust company, investment trust, insurance company, or any corporation, or to any broker or dealer if the broker or dealer is actually engaged in buying and selling securities as a business.

Montana..... To any bank, savings institution, trust company, insurance company, investment company as defined in the Investment Company Act of 1940, pension or profit-sharing trust, or other financial institution or institutional buyer, or to any broker-dealer, whether the purchaser is acting for itself or in some fiduciary capacity.

Nebraska..... To any bank, insurance company, or registered broker.

Nevada..... To anyone, provided the seller is either (a) registered as a broker-dealer pursuant to the provisions of the Securities Exchange Act of 1934 or (b) a member of the National Association of Securities Dealers, Inc.

New Jersey..... To any bank, savings institution, trust company, insurance company, investment company as defined in the Investment Company Act of 1940, pension or profit-sharing trust, or other financial institution or institutional buyer, or to any broker-dealer, whether the purchaser is acting for itself or as a trustee, provided the person making the sale effects transactions in New Jersey exclusively with or through such persons or institutions.

New Mexico..... To any bank, savings institution, trust company, insurance company, corporation or dealer, or to any organization or association a principal part of whose business consists of the buying of securities.

New York..... To any registered dealer, or to any bank, or to any syndicate, corporation or group formed for the specific purpose of acquiring such securities for resale to the public directly or through other syndicates or groups.

North Carolina..... To any bank, savings institution, trust company, insurance company, or to any corporation; or to any registered dealer.

North Dakota..... To any bank, savings bank, savings institution, trust company, insurance company, registered dealer, or to any corporation, organization or association, a principal part of whose business consists of the buying of securities.

Ohio..... To any licensed dealer, pension fund or pension trust, employees' profit-sharing trust, or any association (other than a bank, corporation or insurance company) engaged, as a substantial part of its business or operations, in purchasing or holding securities, or any trust in respect of which a bank is trustee or co-trustee.

Oklahoma..... To any bank, savings institution, trust company, insurance company, investment company as defined in the Investment Company Act of 1940, pension or profit-sharing trust, or other financial institution or institutional buyer, or to any broker-dealer, whether the purchaser is acting for itself or as a trustee, provided the person making the sale has no place of business in Oklahoma and effects transactions in Oklahoma exclusively with or through such persons or institutions.

Oregon..... To any bank, savings institution, trust company, insurance company, investment company, pension or profit-sharing trust, or other financial institution or institutional buyer, or to any registered broker or dealer.

Pennsylvania..... To any insurance company authorized by the Insurance Commissioner to carry on an insurance business within Pennsylvania, to any bank or to any registered dealer.

Puerto Rico..... To any bank, savings institution, trust company, insurance company, investment company as defined in the Investment Companies Act of Puerto Rico, pension or profit-sharing trust, or other financial institution or institutional buyer, or to any broker or dealer whether the purchaser is acting for itself or as a trustee, provided the person making the sale has no place of business in Puerto Rico and effects transactions in Puerto Rico exclusively with or through such persons or institutions.

South Carolina..... To any bank, savings institution, trust company, insurance company, investment company as defined in the Investment Company Act of 1940, pension or profit-sharing trust, or other financial institution or institutional buyer, or to any broker-dealer, whether the purchaser is acting for itself or as a trustee, provided the person making the sale has no place of business in South Carolina and effects transactions in South Carolina exclusively with or through such persons or institutions.

South Dakota..... To any bank, savings institution, trust company, insurance company, or licensed broker.

Tennessee..... To any bank, savings institution, trust company, insurance company, building and loan association, dealer, pension fund or pension trust, employees' profit-sharing trust, or to any association engaged as a substantial part of its business or operations in purchasing or holding securities, or to any trust in respect of which a bank or trust company is trustee or co-trustee.

Texas..... To any bank, trust company, building and loan association, insurance company, surety or guaranty company, savings institution, investment company as defined in the Investment Company Act of 1940, small business investment company as defined in the Small Business Investment Act of 1958, as amended, or to any registered dealer actually engaged in buying and selling securities.

Utah..... To any bank, savings institution, trust company, insurance company, investment company as defined in the Investment Company Act of 1940, pension or profit-sharing trust, or other financial institution or institutional buyer, or to any broker-dealer, whether the purchaser is acting for itself or as a trustee, provided the person making the sale has no place of business in Utah and effects transactions in Utah exclusively with or through such persons or institutions.

Vermont..... To any registered dealer.

Virginia..... To any corporation, investment company or pension or profit-sharing trust or to any broker-dealer.

Washington..... To any bank, savings institution, trust company, insurance company, investment company as defined in the Investment Company Act of 1940, pension or profit-sharing trust, or other financial institution or institutional buyer, or to any broker-dealer, whether the purchaser is acting for itself or in some fiduciary capacity.

West Virginia..... To any bank, savings institution, trust company, insurance company, or to any broker or dealer; provided that such broker or dealer is actually engaged in buying and selling securities as a business.

Wisconsin..... To any licensed dealer, provided the person making the sale has no place of business in Wisconsin and the dealings in securities of such person in Wisconsin are limited to sales to, or purchases from, licensed dealers.

BROWN, WOOD, FULLER, CALDWELL & IVEY
70 PINE STREET
NEW YORK 5, N. Y.

SUPPLEMENTAL BLUE SKY SURVEY

COMMUNICATIONS SATELLITE CORPORATION
(A District of Columbia Corporation)

Common Stock
(Without Par Value)

June 2, 1964

Merrill Lynch, Pierce, Fenner & Smith
Incorporated
Blyth & Co., Inc.
The First Boston Corporation
Kidder, Peabody & Co. Incorporated
Kuhn, Loeb & Co. Incorporated
Lazard Frères & Co.
Lehman Brothers
Carl M. Loeb, Rhoades & Co.
Paine, Webber, Jackson & Curtis
White, Weld & Co. Incorporated
Dean Witter & Co.
As Representatives of the several Underwriters
c/o Merrill Lynch, Pierce, Fenner & Smith
Incorporated
70 Pine Street
New York 5, N. Y.

Dear Sirs:

We wish to supplement our Preliminary Blue Sky Survey dated May 18, 1964 (the "Preliminary Survey") relating to the sale of shares of Common Stock (the "Stock") of Communications Satellite Corporation, to indicate to you the results of the action taken in the states listed in Part I B of the Preliminary Survey.

On the basis of authorizations or communications received from the respective securities officials of the states listed in Part I B of the Preliminary Survey, the Stock has been qualified for sale by registered or licensed dealers or brokers in such states in the amounts set forth in Part I B of the Preliminary Survey except that in the States of Nebraska, Tennessee and Texas the number of shares registered in these states has been raised to 35,000, 50,000 and 125,000 shares respectively. The registrations in these states include shares sold by Communications Satellite Corporation to certain communications common carriers in these states.

Very truly yours,

Brown, Wood, Fuller, Caldwell & Ivey

INDEX
85
86
87
88
89
90
91
92
93
94
95
96
97
98
99
100
101
102
103
104
105
106
107
108
109
110
111
112
113
114
115
116
117
118
119
120
121
122
123
124
125
126
127
128
129
130
131
132
133
134
135
136
137
138
139
140
141
142
143
144
145
146
147
148

COMMUNICATIONS SATELLITE CORPORATION
3029 KLINGLE ROAD, N.W.
WASHINGTON 8, D. C.
TEL. 244-6000

June 18, 1964

Communications Satellite Corporation
Common Stock, Without Par Value

Dear Sirs:

As Vice President and General Counsel of Communications Satellite Corporation, a District of Columbia corporation (hereinafter called the Corporation), I am familiar with all proceedings relating to (i) the issuance and sale by the Corporation on June 11, 1964 to certain communications common carriers authorized by the Federal Communications Commission to own shares of stock of the Corporation (hereinafter called Authorized Carriers), of an aggregate of five million (5,000,000) shares of Common Stock, without par value, of the Corporation (hereinafter called Common Stock), and (ii) the issuance and sale by the Corporation on June 11, 1964 to the Underwriters named in Schedule A annexed to the Purchase Contract dated June 2, 1964, between the Corporation and said Underwriters (a copy of which has been furnished to you and which is hereinafter called the Purchase Contract), of an aggregate of five million (5,000,000) shares of Common Stock. In this connection, I have examined, among other things, the following:

(a) (i) the Certificate of Incorporation of the Corporation, including the Articles of Incorporation of the Corporation approved by the President of the United States, issued by the Superintendent of Corporations of the District of Columbia (hereinafter

called the Superintendent of Corporations) on February 1, 1963, (ii) the Certificate of Amendment of said Certificate of Incorporation, including Articles of Amendment to said Articles of Incorporation, setting forth amendments thereto approved by the President of the United States, issued by the Superintendent of Corporations on May 6, 1964, and (iii) action taken by the shareholders and the Board of Directors of the Corporation with respect to the amendment of said Articles of Incorporation effected by said Articles of Amendment;

(b) the action taken by the Board of Directors of the Corporation on April 29, 1964, May 18, 1964 and May 28, 1964, authorizing, among other things, (i) the execution on behalf of the Corporation of the Purchase Contract, (ii) the issuance and sale by the Corporation to said Underwriters pursuant to the Purchase Contract of five million (5,000,000) shares of Common Stock, and (iii) the issuance and sale by the Corporation to Authorized Carriers of an aggregate of five million (5,000,000) shares of Common Stock;

(c) (i) the Registration Statement on Form S-1, including Exhibits and form of Preliminary Prospectus (Registration No. 2-22400), filed by the Corporation with the Securities and Exchange Commission (hereinafter called the Commission) on May 6, 1964, for the registration under the Securities Act of 1933, as amended (hereinafter called the Securities Act) of ten million (10,000,000) shares of Common Stock, (ii) Amendment No. 1 to said Registration Statement, including Exhibits and amended form of Preliminary Prospectus, filed by the Corporation with the Commission on May 27, 1964, (iii) Amendment No. 2 to said Registration Statement, including

Exhibits and final form of Prospectus, filed by the Corporation with the Commission on June 2, 1964, and (iv) the Order of the Commission dated June 2, 1964, stating that said Registration Statement shall become effective under the Securities Act at 10:00 o'clock A.M., Eastern Daylight Saving Time, on June 2, 1964;

(d) a copy, executed on behalf of the Corporation and on behalf of said Underwriters, of the Purchase Contract; and

(e) such other documents as I have deemed appropriate as a basis for the opinion stated below.

I am also familiar with the corporate proceedings taken by the Corporation to authorize the issuance and sale by the Corporation of one (1) share of Common Stock to each of the fourteen (14) persons appointed by the President of the United States, with the advice and consent of the Senate, as incorporators of the Corporation, pursuant to Section 302 of the Communications Satellite Act of 1962 (hereinafter called the Act).

Based upon the foregoing, I am of opinion that:

(1) the Corporation has been duly incorporated and is validly existing as a corporation in good standing under the laws of the District of Columbia, as the communications satellite corporation the creation of which was authorized by the Act;

(2) the above-numbered Registration Statement has become effective under the Securities Act and, to the best of my knowledge, no stop order suspending the effectiveness of such Registration Statement has been issued and no proceedings for that purpose have been instituted or are pending or are contemplated under the Securities Act;

(3) the issuance to the incorporators of the Corporation of the aforesaid fourteen (14) shares of Common Stock was an exempt transaction under Section 4(1) of the Securities Act, being a transaction by an issuer not involving a public offering;

(4) the fourteen (14) shares of Common Stock issued and sold to the incorporators of the Corporation, the five million (5,000,000) shares of Common Stock issued and sold by the Corporation on June 11, 1964 to Authorized Carriers and the five million (5,000,000) shares of Common Stock issued and sold by the Corporation on June 11, 1964 to the several Underwriters pursuant to the Purchase Contract have been duly authorized and validly issued and are fully paid and non-assessable, and no personal liability attaches to the holders of said shares, as such, under the Act or under the laws of the District of Columbia, wherein the Corporation has been incorporated and wherein its principal place of business is located.

In giving the foregoing opinion, I have relied, as to matters of District of Columbia law, upon the opinion dated the date hereof and addressed to you of Messrs. Wilmer, Cutler & Pickering, Washington, D. C.

Very truly yours,

Allen E. Throop

Department of Stock List
New York Stock Exchange
11 Wall Street
New York 5, N. Y.

INDEX
85
86
87
88
89
90
91
92
93
94
95
96
97
98
99
100
101
102
103
104
105
106
107
108
109
110
111
112
113
114
115
116
117
118
119
120
121
122
123
124
125
126
127
128
129
130
131
132
133
134
135
136
137
138
139
140
141
142
143
144
145
146
147
148

WILMER, CUTLER & PICKERING

RICHARD H. WILMER
LLOYD N. CUTLER
JOHN H. PICKERING
HUGH R. H. SMITH
J. ROGER WOLLENBERG
CHARLES C. GLOVER, III
MARSHALL HORNBLOWER
HENRY T. RATHBUN
REUBEN CLARK
SAMUEL J. LANAHAN
WILLIAM R. PERLIK
SAMUEL A. STERN
ARNOLD M. LERMAN
ROBERT P. STRANAHAN, JR.

MAX O. TRUITT, JR.
THOMAS G. WATKINSON
ARTHUR Z. GARDINER, JR.
DANIEL K. MAYERS
DAVID R. ANDERSON
JOHN R. HELLER, III
ALLEN H. HARRISON, JR.

FARRAGUT BUILDING
900-17TH STREET, N. W.
WASHINGTON, D. C. 20006

EZEKIEL G. STODDARD
COUNSEL

CABLE ADDRESS: WICRING

TELEPHONE 296-8800

June 18, 1964

Department of Stock List
New York Stock Exchange
11 Wall Street
New York, New York

Communications Satellite Corporation
Common Stock, Without Par Value

Dear Sirs:

We have acted as special counsel for Communications Satellite Corporation, a District of Columbia corporation (hereinafter called the Corporation), in connection with (i) the issuance and sale by the Corporation on June 11, 1964, to certain communications common carriers authorized by the Federal Communications Commission to own shares of stock of the Corporation (hereinafter called Authorized Carriers), of an aggregate of five million (5,000,000) shares of Common Stock, without par value, of the Corporation (hereinafter called Common Stock), and (ii) the issuance and sale by the Corporation on June 11, 1964, to the Underwriters named in Schedule A annexed to the Purchase Contract dated June 2, 1964, between the Corporation and said Underwriters (hereinafter called the Purchase Contract), of an aggregate of five

million (5,000,000) shares of Common Stock. In this connection, we have examined the following:

(a) the Certificate of Incorporation of the Corporation, issued by the Superintendent of Corporations of the District of Columbia (hereinafter called the Superintendent of Corporations) on February 1, 1963, and the Certificate of Amendment of said Certificate of Incorporation, issued by the Superintendent of Corporations on May 6, 1964;

(b) copies, certified by the Secretary of the Corporation, of resolutions adopted by the Board of Directors of the Corporation on April 29, 1964, May 18, 1964 and May 28, 1964, authorizing, among other things, (i) the execution on behalf of the Corporation of the Purchase Contract, (ii) the issuance and sale by the Corporation to said Underwriters pursuant to the Purchase Contract of five million (5,000,000) shares of Common Stock, and (iii) the issuance and sale by the Corporation to Authorized Carriers of an aggregate of five million (5,000,000) shares of Common Stock;

(c) copies, furnished to us by the Corporation, of (i) the Registration Statement on Form S-1, including Exhibits and form of Preliminary Prospectus (Registration No. 2-22400), filed by the Corporation

with the Securities and Exchange Commission (hereinafter called the Commission) on May 6, 1964, for the registration under the Securities Act of 1933, as amended (hereinafter called the Securities Act) of ten million (10,000,000) shares of Common Stock; (ii) Amendment No. 1 to said Registration Statement, including Exhibits and amended form of Preliminary Prospectus, filed by the Corporation with the Commission on May 27, 1964; (iii) Amendment No. 2 to said Registration Statement, including Exhibits and final form of Prospectus, filed by the Corporation with the Commission on June 2, 1964, and (iv) the Order of the Commission dated June 2, 1964, stating that said Registration Statement shall become effective under the Securities Act at 10:00 o'clock A.M., Eastern Daylight Saving Time, on June 2, 1964;

(d) a copy, executed on behalf of the Corporation and on behalf of said Underwriters, of the Purchase Contract; and

(e) such other documents relating to the Corporation as we consider necessary for our opinion hereinafter set forth.

We are also familiar with the corporate proceedings taken by the Corporation to authorize the issuance and sale by the Corporation of one (1) share of Common Stock to each of the fourteen (14) persons appointed by the President of

the United States, with the advice and consent of the Senate, as incorporators of the Corporation, pursuant to Section 302 of the Communications Satellite Act of 1962 (hereinafter called the Act).

Based upon the foregoing, we are of opinion that:

(1) the Corporation has been duly incorporated and is validly existing as a corporation in good standing under the laws of the District of Columbia, and as the communications satellite corporation the creation of which is authorized by the Act;

(2) the above-numbered Registration Statement has become effective under the Securities Act and, to the best of our knowledge, no stop order suspending the effectiveness of such Registration Statement has been issued and no proceedings for that purpose have been instituted or are pending or are contemplated under the Securities Act;

(3) the issuance to the incorporators of the Corporation of the aforesaid fourteen (14) shares of Common Stock was an exempt transaction under Section 4(1) of the Securities Act, being a transaction by an issuer not involving a public offering;

(4) the fourteen (14) shares of Common Stock issued and sold to the incorporators of the Corporation, the five million (5,000,000) shares of Common

Stock issued and sold by the Corporation on June 11, 1964 to Authorized Carriers and the five million (5,000,000) shares of Common Stock issued and sold by the Corporation on June 11, 1964 to the several Underwriters pursuant to the Purchase Contract have been duly authorized and validly issued and are fully paid and non-assessable, and no personal liability attaches to the holders of said shares, as such, under the Act or under the laws of the District of Columbia, wherein the Corporation has been incorporated and wherein its principal place of business is located.

Very truly yours,

/s/ Wilmer, Cutler & Pickering

WILMER, CUTLER & PICKERING

INDEX
85
86
87
88
89
90
91
92
93
94
95
96
97
98
99
100
101
102
103
104
105
106
107
108
109
110
111
112
113
114
115
116
117
118
119
120
121
122
123
124
125
126
127
128
129
130
131
132
133
134
135
136
137
138
139
140
141
142
143
144
145
146
147
148

INDEX
85
86
87
88
89
90
91
92
93
94
95
96
97
98
99
100
101
102
103
104
105
106
107
108
109
110
111
112
113
114
115
116
117
118
119
120
121
122
123
124
125
126
127
128
129
130
131
132
133
134
135
136
137
138
139
140
141
142
143
144
145
146
147
148

I. Common Stock Transfer Regulations and Procedures

No transfer of shares of Common Stock of the Corporation will be registered on the books of the Corporation unless an Application for Transfer, executed by the person in whose name the shares are proposed to be registered, has been furnished to a Transfer Agent for Common Stock.

The Application for Transfer set forth below may be executed by any proposed registered owner of shares except (i) a person who will hold the shares as nominee or subject to the

126

COMMUNICATIONS SATELLITE CORPORATION

Regulations in Respect of the
Issuance and Transfer of
Shares of Common Stock

As Adopted May 28, 1964

No transfer of shares of Common Stock of the Corporation will be registered on the books of the Corporation unless an Application for Transfer, executed by the person in whose name the shares are proposed to be registered, has been furnished to a Transfer Agent for Common Stock.

The Application for Transfer set forth below may be executed by any proposed registered owner of shares except (i) a person who will hold the shares as nominee or subject to the

126

COMMUNICATIONS SATELLITE CORPORATION

Regulations in Respect of the
Issuance and Transfer of
Shares of Common Stock

1. Definitions.

As used in these Regulations, the terms set forth below shall have the respective meanings herein defined:

"Alien Person" means (1) any alien or the representative of any alien; (2) any foreign government or the representative thereof; (3) any corporation organized under the laws of any foreign government; (4) any 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; or (5) any corporation directly or indirectly controlled by any other corporation of which any officer or more than one-fourth of the directors are aliens, or 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 other corporation organized under the laws of a foreign country.

No transfer of shares of Common Stock of the Corporation will be registered on the books of the Corporation unless an Application for Transfer, executed by the person in whose name the shares are proposed to be registered, has been furnished to a Transfer Agent for Common Stock.

The Application for Transfer set forth below may be executed by any proposed registered owner of shares except (i) a person who will hold the shares as nominee or subject to the

126

"Applicant" means a person who executes, as the proposed registered owner of shares of Common Stock, an Application for the Issuance or Transfer of Shares prescribed by these Regulations.

"Authorized Carrier" means a communications common carrier which is specifically authorized or which is a member of a class of carriers authorized by the Federal Communications Commission to own shares of stock of the Corporation and of whose status as such the Corporation shall have advised the Transfer Agent in writing.

"Authorized Holder" means (i) a commercial bank or trust company subject to regulation or examination under the laws of the United States or a State thereof, (ii) a securities broker or dealer having its principal place of business in the United States and registered in accordance with Section 15 of the Securities Exchange Act of 1934, or (iii) the nominee of one of the foregoing.

"Common Stock" means shares of Common Stock, without par value, of the Corporation.

"Communications Common Carrier" means (1) any person (other than the Corporation) engaged as a common carrier for hire, in interstate or foreign communication by wire or radio or in interstate or foreign radio transmission of

No transfer of shares of Common Stock of the Corporation will be registered on the books of the Corporation unless an Application for Transfer, executed by the person in whose name the shares are proposed to be registered, has been furnished to a Transfer Agent for Common Stock.

The Application for Transfer set forth below may be executed by any proposed registered owner of shares except (i) a person who will hold the shares as nominee or subject to the

126

energy, including a person so engaged through physical connection, or connection by radio, or by wire and radio, with the facilities of another carrier, or (2) any person which owns or controls, directly or indirectly, or is under direct or indirect common control with, any such person, but a person engaged in radio broadcasting is not, insofar as so engaged, deemed to be a "communications common carrier".

"Initial Stock Offering" means the offering, issuance and sale of shares of Common Stock provided for by Section 302 and Section 304(a) of the Communications Satellite Act and effected in pursuance of resolutions adopted by the Board of Directors of the Corporation on April 29, 1964.

"Person" means an individual, partnership, association, joint-stock company, trust, corporation or other entity.

"Transfer Agent" means Continental Illinois National Bank and Trust Company of Chicago, Chicago, Illinois, Manufacturers Hanover Trust Company, New York, New York, Wells Fargo Bank, San Francisco, California, and any successor or additional agent for the transfer of shares of Common Stock which shall be appointed by the Corporation.

No transfer of shares of Common Stock of the Corporation will be registered on the books of the Corporation unless an Application for Transfer, executed by the person in whose name the shares are proposed to be registered, has been furnished to a Transfer Agent for Common Stock.

The Application for Transfer set forth below may be executed by any proposed registered owner of shares except (i) a person who will hold the shares as nominee or subject to the

126

2. Registration of Transfers Subject to Regulations. A Transfer Agent shall not register any transfer of shares except in accordance with the provisions of paragraph 3 of these Regulations.

3. Conditions to Registration of Transfers. A Transfer Agent may register a transfer of shares of Common Stock if (a) there shall have been furnished to such Transfer Agent an Application therefor in a form prescribed by these Regulations, completed in all respects and without alteration or enlargement, and executed by the person in whose name such shares are proposed to be registered, and (b) the registration of the transfer of such shares in accordance with such Application is not prohibited by paragraph 7 or paragraph 8 of these Regulations.

4. Forms of Application for Transfer of Shares. Subject to the provisions of paragraph 5 of these Regulations, the form of Application for Transfer of Shares appearing on the reverse of certificates for shares of Common Stock, and the forms of Application for Transfer of Shares annexed to these Regulations and designated Form A, Form B and Form C, respectively, are prescribed as alternative forms of application for transfer of shares to be executed by the person in whose name shares of Common Stock are proposed to be registered on the books of the Corporation upon any transfer of shares.

5. Amendment of Prescribed Application Forms. The forms of Application for the transfer of shares of Common Stock prescribed by these Regulations may be amended from time to time by direction

No transfer of shares of Common Stock of the Corporation will be registered on the books of the Corporation unless an Application for Transfer, executed by the person in whose name the shares are proposed to be registered, has been furnished to a Transfer Agent for Common Stock.

The Application for Transfer set forth below may be executed by any proposed registered owner of shares except (i) a person who will hold the shares as nominee or subject to the

126

of the Chairman and Chief Executive Officer or the President or the Vice President and General Counsel or the Secretary of the Corporation; and, upon any such amendment, each provision of paragraph 6 or 7 of these Regulations which refers to a certification in particular form contained in an Application for Transfer shall be deemed amended to refer to a certification with respect to the same matter as contained in the form of Application for Transfer, as so amended.

6. Type of Certificate Issuable.

(A) Except as otherwise provided in subparagraph (B) of this paragraph, the certificate or certificates issued by a Transfer Agent upon a transfer of shares the registration of which is permitted by these Regulations shall be:

(1) a certificate or certificates for shares of Series II Common Stock, if the person in whose name such shares are to be registered is an Authorized Carrier;

(2) a Foreign Share Certificate (or Foreign Share Certificates) for shares of Series I Common Stock if:

(a) the Application for Transfer in respect of such shares certifies that the Applicant is an Alien Person; or

No transfer of shares of Common Stock of the Corporation will be registered on the books of the Corporation unless an Application for Transfer, executed by the person in whose name the shares are proposed to be registered, has been furnished to a Transfer Agent for Common Stock.

The Application for Transfer set forth below may be executed by any proposed registered owner of shares except (i) a person who will hold the shares as nominee or subject to the

126

(b) the Application for Transfer in respect of such shares certifies that the Applicant will hold the shares as nominee of, or subject to the direction or control of, another person, and the Application requests the issuance of Foreign Share Certificates;

(3) a Domestic Share Certificate (or Domestic Share Certificates) for shares of Series I Common Stock, in every other case.

(B) If an Application for Transfer certifies that the Applicant is an Authorized Holder and that the Applicant will hold the shares to which such Application relates as the nominee of, or subject to the direction or control of, another person, the certificate or certificates issued by a Transfer Agent upon a transfer of shares permitted by these Regulations shall be (i) a Foreign Share Certificate (or Foreign Share Certificates), in respect of the number of shares (if any) for which Foreign Share Certificates are requested by such Application, and (ii) a Domestic Share Certificate (or Domestic Share Certificates), in respect of all other of the shares to which such Application relates.

7. Restrictions on Registration of Transfers to Persons Other than Authorized Carriers.

A transfer of shares of Common Stock to a person other than an Authorized Carrier shall not be registered unless:

No transfer of shares of Common Stock of the Corporation will be registered on the books of the Corporation unless an Application for Transfer, executed by the person in whose name the shares are proposed to be registered, has been furnished to a Transfer Agent for Common Stock.

The Application for Transfer set forth below may be executed by any proposed registered owner of shares except (i) a person who will hold the shares as nominee or subject to the

126

7

(A) The Application for Transfer in respect of such shares shall certify that:

(1) the Applicant is not a Communications Common Carrier, or a subsidiary or affiliated company of a Communications Common Carrier, or an officer, director or trustee of any of the foregoing, and that the Applicant will not hold such shares as nominee of, or subject to the direction or control of any other person; or

(2) the Applicant is not a Communications Common Carrier or a subsidiary or affiliated company of a Communications Common Carrier, or a trustee, director or officer of any of the foregoing, and that, to the best of the knowledge of the Applicant, based on information furnished to the Applicant by the persons for whom the Applicant holds shares of Common Stock as nominee or subject to whose direction or control the Applicant holds shares of Common Stock, none of such persons is a Communications Common Carrier or a subsidiary or affiliated company of a Communications Common Carrier or a trustee, director or officer of any of the foregoing; or

(3) the Applicant is an Authorized Holder, and that, to the best of the knowledge of the Applicant, based on information furnished to the Applicant by the persons for whom the Applicant holds shares of Common Stock as nominee or subject to whose direction or control the Applicant holds shares of Common Stock, none of such persons is a Communications Common Carrier or a subsidiary or affiliated company of a Communications Common Carrier or a trustee, director or officer of any of the foregoing;

and

(B) The Application for Transfer in respect of such shares shall certify (or it shall appear from the books of the Corporation) that, upon the transfer to the Applicant of such shares:

(1) the Applicant will not hold such shares as nominee of or subject to the direction or control of any other person, and that, the Applicant, or any

No transfer of shares of Common Stock of the Corporation will be registered on the books of the Corporation unless an Application for Transfer, executed by the person in whose name the shares are proposed to be registered, has been furnished to a Transfer Agent for Common Stock.

The Application for Transfer set forth below may be executed by any proposed registered owner of shares except (i) a person who will hold the shares as nominee or subject to the

126

syndicate or affiliated group of shareholders of the Corporation of which the Applicant is a member, will not own or hold more than 100,000 shares of Common Stock; or

(2) the Applicant is an Authorized Holder and that, to the best of the knowledge of the Applicant, based on information furnished to the Applicant by the persons for whom the Applicant holds shares of Common Stock as nominee or subject to whose direction or control the Applicant holds shares of Common Stock, none of such persons, and no syndicate or affiliated group of shareholders of the Corporation of which any of such persons is a member, will own or hold more than 100,000 shares of Common Stock; or

(3) the Applicant, or any syndicate or affiliated group of shareholders of the Corporation of which the Applicant is a member, will not own or hold more than 100,000 shares of Common Stock, and that, to the best of the knowledge of the Applicant, based on information furnished to the Applicant by the persons for whom the Applicant holds shares of Common Stock as nominee or subject to whose direction or control the Applicant holds shares of Common Stock, none of such persons, and no syndicate or affiliated group of shareholders of the Corporation of which any of such persons is a member, will own or hold more than 100,000 shares of Common Stock;

and

(C) If the certificate issuable to the Applicant in respect of such shares is a Foreign Share Certificate for Series I shares of Common Stock, it shall appear from the books of the Corporation that, upon the issuance to the Applicant of such a Certificate in respect of such shares, the aggregate number of shares of Common Stock then outstanding and represented by Foreign Share Certificates for Series I shares of Common Stock would not exceed twenty per centum (20%) of the aggregate number of shares of Series I Common Stock then outstanding;

and

No transfer of shares of Common Stock of the Corporation will be registered on the books of the Corporation unless an Application for Transfer, executed by the person in whose name the shares are proposed to be registered, has been furnished to a Transfer Agent for Common Stock.

The Application for Transfer set forth below may be executed by any proposed registered owner of shares except (i) a person who will hold the shares as nominee or subject to the

126

(D) In the case of a proposed transfer of shares represented by a certificate for shares of Series II Common Stock:

(1) it shall appear from the books of the Corporation that the sum of (A) the number of shares proposed to be transferred, and (B) the total number of shares of Common Stock (i) registered in the name of the Authorized Carrier which is the registered holder of such shares (or in the name of any other Authorized Carrier which the Corporation has advised the Transfer Agent is an Authorized Carrier affiliated with such registered holder), and (ii) transferred on the books of the Corporation by any of such Authorized Carriers to persons other than Authorized Carriers during the 12-month period immediately preceding the date of the proposed transfer of such shares, would not exceed the number equal to two per centum (2%) of the greatest number of shares represented by certificates for shares of Series II Common Stock outstanding during such period; or

(2) the Corporation shall have advised the Transfer Agent that the proposed transfer is a transfer incident to a general public offering of shares of Common Stock by the Authorized Carrier which is the registered holder of such shares, or that the provisions of the foregoing paragraph (1) shall not apply to the registration of such proposed transfer;

and

(3) such transfer is proposed to be effected not earlier than the 61st day after the day on which shares of Common Stock shall have been issued in connection with the Initial Stock Offering.

8. Restrictions on Registration of Transfers to Authorized Carriers.

(A) A transfer of shares to an Authorized Carrier shall not be registered unless, upon the issuance to the Applicant in respect of such shares of a certificate for shares of Series II Common Stock, the aggregate number of shares of Common Stock then outstanding and represented by certificates for Series II shares of Common Stock would not exceed the aggregate number of shares of

No transfer of shares of Common Stock of the Corporation will be registered on the books of the Corporation unless an Application for Transfer, executed by the person in whose name the shares are proposed to be registered, has been furnished to a Transfer Agent for Common Stock.

The Application for Transfer set forth below may be executed by any proposed registered owner of shares except (i) a person who will hold the shares as nominee or subject to the

126

Common Stock then outstanding and represented by certificates for Series I shares of Common Stock.

(B) A transfer to an Authorized Carrier of shares represented by a Domestic Share Certificate for Series I shares of Common Stock shall not be registered if, upon the cancellation of the Domestic Share Certificate in respect of such shares and the issuance to such Authorized Carrier of a certificate for Series II shares of Common Stock in respect of such shares, the aggregate number of shares of Common Stock then outstanding and represented by Foreign Share Certificates for Series I shares of Common Stock would exceed twenty per centum (20%) of the total number of Series I shares of Common Stock then outstanding.

9. Forms of Application for Issuance of Shares.

(A) The form of "Underwriter's Application for Issuance of Shares of Common Stock in Connection with Initial Offering" (Schedule B of Exhibit 1-B to the Registration Statement of the Corporation (File No. 2-22400)) is prescribed as the form of application for issuance of shares to be executed on behalf of each Underwriter named in Schedule A to the Purchase Contract referred to in such form of Underwriter's Application, in respect of the issuance to such Underwriter of shares of Common Stock purchased by it pursuant to said Purchase Contract.

No transfer of shares of Common Stock of the Corporation will be registered on the books of the Corporation unless an Application for Transfer, executed by the person in whose name the shares are proposed to be registered, has been furnished to a Transfer Agent for Common Stock.

The Application for Transfer set forth below may be executed by any proposed registered owner of shares except (i) a person who will hold the shares as nominee or subject to the

126

(B) The subscription of any Authorized Carrier for shares of Common Stock in the Initial Stock Offering shall constitute the application of such Authorized Carrier for the issuance of all shares of Common Stock subscribed for thereby.

10. Instructions to Transfer Agents. The Chairman and Chief Executive Officer or the President or the Vice President and General Counsel or the Secretary of the Corporation may give such instructions to any Transfer Agent in respect of the interpretation and application of these Regulations as such officer shall deem advisable and as shall be not inconsistent with the provisions of the Communications Satellite Act of 1962 or the Articles of Incorporation or the By-laws of the Corporation in respect of the issuance, ownership and transfer of shares of Common Stock.

No transfer of shares of Common Stock of the Corporation will be registered on the books of the Corporation unless an Application for Transfer, executed by the person in whose name the shares are proposed to be registered, has been furnished to a Transfer Agent for Common Stock.

The Application for Transfer set forth below may be executed by any proposed registered owner of shares except (i) a person who will hold the shares as nominee or subject to the

126

[Reverse of Share Certificate]

Application for Transfer of
Shares of Common Stock

The undersigned hereby makes application for the transfer to the name of the undersigned of the shares of Common Stock represented by the within certificate ("the Shares") and hereby certifies to the Corporation that:

(1) I am a United States citizen and am not the representative of an alien or of a foreign government.

(2) I am not a "communications common carrier" or a subsidiary or affiliated company of a "communications common carrier", or a trustee, officer or director of any of the foregoing.*

(3) I am not a member of a syndicate or affiliated group which will own or hold more than 1000,000 Shares of Common Stock of the Corporation, and no other person holds Shares of such stock as my nominee subject to my direction or control.

(4) I will not hold the Shares as the nominee of, or subject to the direction or control of, any other person.

*As used in the foregoing application, the term "communications common carrier" means:

(1) any person (other than the Corporation) engaged as a common carrier for hire, in interstate or foreign communication by wire or radio or in interstate or foreign radio transmission of energy, including a person so engaged through physical connection, or connection by radio, or by wire and radio, with the facilities of another carrier; or

(2) any person which owns or controls, directly or indirectly, or is under direct or indirect common control with, any such person.

Dated_____ _____
Signature of Assignee

No transfer of shares of Common Stock of the Corporation will be registered on the books of the Corporation unless an Application for Transfer, executed by the person in whose name the shares are proposed to be registered, has been furnished to a Transfer Agent for Common Stock.

The Application for Transfer set forth below may be executed by any proposed registered owner of shares except (i) a person who will hold the shares as nominee or subject to the direction or control of another person, or (ii) a communications common carrier authorized by the Federal Communications Commission to own stock of the Corporation. Any such nominee or authorized carrier should execute an Application for Transfer in another form, which may be obtained without charge from any of the Transfer Agents.

COMMUNICATIONS SATELLITE CORPORATION

APPLICATION FOR TRANSFER OF SHARES OF COMMON STOCK

Number of Shares to Which This Application Relates

The undersigned (the "Applicant") hereby makes application for the transfer to the name of the Applicant of the number of shares of Common Stock of Communications Satellite Corporation stated above ("the Shares") and hereby certifies to the Corporation that:

(1) The Applicant will not hold the Shares as a nominee or subject to the direction or control of any other person.

(2) The Applicant **IS** ☐ **IS NOT** ☐ an "Alien Person"*.

(3) The Applicant is not a "Communications Common Carrier"* or a subsidiary or affiliated company of a "Communications Common Carrier" or a trustee, officer or director of any of the foregoing.

(4) After transfer to the Applicant of the Shares, the Applicant, or any syndicate or affiliated group of shareholders of the Corporation of which the Applicant is a member, will not own or hold more than 100,000 shares of Common Stock of the Corporation.

Dated.....

Please Insert Social Security or Other Taxpayer Identifying Number of Applicant

.....
Signature

(If the Applicant is a corporation or a fiduciary, the title of the signer must be indicated.)

*DEFINITION OF CERTAIN TERMS USED IN APPLICATION FOR TRANSFER

"ALIEN PERSON" means

(1) any alien or the representative of any alien;

(2) any foreign government or the representative thereof;

(3) any corporation organized under the laws of any foreign government;

(4) any 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; or

(5) any corporation directly or indirectly controlled by any other corporation of which any officer or more than one-fourth of the directors are aliens, or 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 other corporation organized under the laws of a foreign country.

"COMMUNICATIONS COMMON CARRIER" means

(1) any person (other than the Corporation) engaged as a common carrier for hire, in interstate or foreign communication by wire or radio or in interstate or foreign radio transmission of energy, including a person so engaged through physical connection, or connection by radio, or by wire and radio, with the facilities of another carrier; or

(2) any person which owns or controls, directly or indirectly, or is under direct or indirect common control with, any such person.

A person engaged in radio broadcasting is not, insofar as so engaged, deemed to be a "communications common carrier".

"PERSON" means an individual, partnership, association, joint-stock company, trust, corporation or other entity.

The issuance and transfer of shares of Common Stock of the Corporation are subject to the provisions of the Communications Satellite Act of 1962 and the Articles of Incorporation of the Corporation. A summary of such provisions of the Act and the Articles is set forth on the reverse side hereof.

FORM A

COMMUNICATIONS SATELLITE CORPORATION

RESTRICTIONS ON ISSUANCE AND TRANSFER OF SHARES OF COMMON STOCK

The issuance and transfer of shares of Common Stock of the Corporation are restricted by, and are subject to restrictions imposed or which may be imposed under the authority of, provisions of the Communications Satellite Act of 1962 (the Act) and the Articles of Incorporation of the Corporation (the Articles). The following statements summarize such provisions of the Act and the Articles and are qualified by reference thereto.

Persons Ineligible to Own Shares at Any Time. Under the provisions of the Act and/or the Articles, shares of Common Stock may not at any time be owned, directly or indirectly, by any of the following persons (unless such person is a communications common carrier authorized by the Federal Communications Commission to own shares of stock of the Corporation (hereinafter called an "authorized carrier")): (i) a communications common carrier, (ii) a subsidiary or affiliated company of a communications common carrier, or (iii) an officer, director or trustee of a communications common carrier or of a subsidiary or affiliated company thereof. (In general, the term "communications common carrier" includes (a) any person (other than the Corporation) engaged as a common carrier for hire, in interstate or foreign communication by wire or radio or in interstate or foreign radio transmission of energy, including a person so engaged through physical connection, or connection by radio, or by wire and radio, with the facilities of another carrier, and (b) any person which owns or controls, or is under common control with, any such person. Persons engaged in radio broadcasting are not, insofar as so engaged, deemed to be communications common carriers.)

Limitation on Ownership of Shares by Aliens and Certain Other Alien Interests. Under the provisions of the Act and the Articles, not more than an aggregate of 20% of the total number of shares of Common Stock owned or held by persons other than authorized carriers may be owned or held by (i) aliens, foreign governments, representatives of aliens or foreign governments and corporations organized under the laws of foreign governments (hereinafter collectively called Alien Interests), (ii) corporations of which any officer or director is an alien or of which more than 20% of the capital stock is owned of record or voted by Alien Interests, or (iii) corporations directly or indirectly controlled by any other corporation of which any officer or more than 25% of the directors are aliens, or of which more than 25% of the capital stock is owned of record or voted by Alien Interests.

Limitation on Ownership of Shares by Persons Other Than Authorized Carriers. Under the provisions of the Act, no shareholder (other than an authorized carrier) or syndicate or affiliated group of such shareholders may own more than 10% of the total number of shares of Common Stock issued and outstanding. The Articles authorize the Board of Directors of the Corporation, upon compliance with the procedures (including the giving of notice to shareholders of record) and with the effect therein specified, to fix a percentage less than 10% as such maximum percentage. Pursuant to said provision of the Articles, the Board of Directors has fixed 1% as the maximum percentage of shares of Common Stock issued and outstanding which may be owned by any shareholder (other than an authorized carrier) or syndicate or affiliated group of such shareholders.

Limitations on Ownership and Disposition of Shares by Authorized Carriers. Under the provisions of the Act and the Articles, the number of shares of Common Stock owned by authorized carriers may not at any time exceed 50% of the total number of shares of Common Stock issued and outstanding. Under the provisions of the Articles, no authorized carrier (or affiliated group of such carriers) may effect sales or other dispositions of shares of Common Stock owned by them (except dispositions to authorized carriers) totalling, in any consecutive 12-month period, more than 2% of the greatest number of shares of Common Stock held by all authorized carriers at any time during such period, except pursuant to a general public offering or another method approved by the Board of Directors.

Procedures Relating to Transfer of Shares. Under the Articles, the Board of Directors is authorized to establish procedures, consistent with applicable law and the Articles, relating to, among other matters, the transfer of shares of Common Stock.

No transfer of shares of Common Stock of the Corporation will be registered on the books of the Corporation unless an Application for Transfer, executed by the person in whose name the shares are proposed to be registered, has been furnished to a Transfer Agent for Common Stock.

The Application for Transfer set forth below may be executed by a proposed registered owner of shares of Common Stock who will hold such shares as nominee or subject to the direction or control of another person. Any other proposed registered owner of shares should execute an Application for Transfer in another form, which may be obtained without charge from any of the Transfer Agents.

COMMUNICATIONS SATELLITE CORPORATION

APPLICATION FOR TRANSFER OF SHARES OF COMMON STOCK

Number of Shares to Which This Application Relates

The undersigned (the "Applicant") hereby makes application for the transfer to the name of the Applicant of the number of shares of Common Stock of Communications Satellite Corporation stated above ("the Shares") and hereby certifies to the Corporation that:

(1) The Applicant will hold the Shares as nominee or subject to the direction or control of another person.

(2) The Applicant **IS** ☐ **IS NOT** ☐ one of the following: (i) a commercial bank or trust company subject to regulation or examination under the laws of the United States or a State thereof, (ii) a securities broker or dealer having its principal place of business in the United States and registered in accordance with Section 15 of the Securities Exchange Act of 1934, or (iii) the nominee of one of the foregoing.

(3) The Applicant **IS** ☐ **IS NOT** ☐ an "Alien Person"*.

(4) The Applicant **IS** ☐ **IS NOT** ☐ a "Communications Common Carrier"* or a subsidiary or affiliated company of a "Communications Common Carrier" or a trustee, director or officer of any of the foregoing.

(5) After transfer to the Applicant of the Shares, the Applicant, or any syndicate or affiliated group of shareholders of the Corporation of which the Applicant is a member, **WILL** ☐ **WILL NOT** ☐ own or hold more than 100,000 shares of Common Stock of the Corporation.

(6) To the best of the knowledge of the Applicant, based on information furnished to the Applicant by persons for whom the Applicant holds (or upon transfer to the Applicant of the Shares, will hold) shares of Common Stock of the Corporation as nominee or subject to whose direction or control the Applicant holds such shares (the "Owners"):

(a) None of the Owners is a "Communications Common Carrier"* or a subsidiary or affiliated company of a "Communications Common Carrier" or a trustee, director or officer of any of the foregoing.

(b) After transfer to the Applicant of the Shares, none of the Owners, and no syndicate or affiliated group of shareholders of the Corporation of which any of the Owners is a member, will own or hold more than 100,000 shares of Common Stock of the Corporation.

(c) Upon issuance of Foreign Share Certificates for the number of shares (if any) requested below, all shares held by the Applicant for Owners who are Alien Persons* will be represented by Foreign Share Certificates.

To the Transfer Agent: Please issue Foreign Share Certificates for ☐ of the Shares.

Dated .....

Please Insert Social Security or Other Taxpayer Identifying Number of Applicant

.....
Signature

(If the Applicant is a corporation, the title of the signer must be indicated.)

*DEFINITION OF CERTAIN TERMS USED IN APPLICATION FOR TRANSFER

"ALIEN PERSON" means

(1) any alien or the representative of any alien;
(2) any foreign government or the representative thereof;
(3) any corporation organized under the laws of any foreign government;
(4) any 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; or
(5) any corporation directly or indirectly controlled by any other corporation of which any officer or more than one-fourth of the directors are aliens, or 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 other corporation organized under the laws of a foreign country.

"COMMUNICATIONS COMMON CARRIER" means

(1) any person (other than the Corporation) engaged as a common carrier for hire, in interstate or foreign communication by wire or radio or in interstate or foreign radio transmission of energy, including a person so engaged through physical connection, or connection by radio, or by wire and radio, with the facilities of another carrier; or
(2) any person which owns or controls, directly or indirectly, or is under direct or indirect common control with, any such person.

A person engaged in radio broadcasting is not, insofar as so engaged, deemed to be a "communications common carrier".

"PERSON" means an individual, partnership, association, joint-stock company, trust, corporation or other entity.

The issuance and transfer of shares of Common Stock of the Corporation are subject to the provisions of the Communications Satellite Act of 1962 and the Articles of Incorporation of the Corporation. A summary of such provisions of the Act and the Articles is set forth on the reverse side hereof.

FORM B

COMMUNICATIONS SATELLITE CORPORATION

RESTRICTIONS ON ISSUANCE AND TRANSFER OF SHARES OF COMMON STOCK

The issuance and transfer of shares of Common Stock of the Corporation are restricted by, and are subject to restrictions imposed or which may be imposed under the authority of, provisions of the Communications Satellite Act of 1962 (the Act) and the Articles of Incorporation of the Corporation (the Articles). The following statements summarize such provisions of the Act and the Articles and are qualified by reference thereto.

Persons Ineligible to Own Shares at Any Time. Under the provisions of the Act and/or the Articles, shares of Common Stock may not at any time be owned, directly or indirectly, by any of the following persons (unless such person is a communications common carrier authorized by the Federal Communications Commission to own shares of stock of the Corporation (hereinafter called an "authorized carrier")): (i) a communications common carrier, (ii) a subsidiary or affiliated company of a communications common carrier, or (iii) an officer, director or trustee of a communications common carrier or of a subsidiary or affiliated company thereof. (In general, the term "communications common carrier" includes (a) any person (other than the Corporation) engaged as a common carrier for hire, in interstate or foreign communication by wire or radio or in interstate or foreign radio transmission of energy, including a person so engaged through physical connection, or connection by radio, or by wire and radio, with the facilities of another carrier, and (b) any person which owns or controls, or is under common control with, any such person. Persons engaged in radio broadcasting are not, insofar as so engaged, deemed to be communications common carriers.)

Limitation on Ownership of Shares by Aliens and Certain Other Alien Interests. Under the provisions of the Act and the Articles, not more than an aggregate of 20% of the total number of shares of Common Stock owned or held by persons other than authorized carriers may be owned or held by (i) aliens, foreign governments, representatives of aliens or foreign governments and corporations organized under the laws of foreign governments (hereinafter collectively called Alien Interests), (ii) corporations of which any officer or director is an alien or of which more than 20% of the capital stock is owned of record or voted by Alien Interests, or (iii) corporations directly or indirectly controlled by any other corporation of which any officer or more than 25% of the directors are aliens, or of which more than 25% of the capital stock is owned of record or voted by Alien Interests.

Limitation on Ownership of Shares by Persons Other Than Authorized Carriers. Under the provisions of the Act, no shareholder (other than an authorized carrier) or syndicate or affiliated group of such shareholders may own more than 10% of the total number of shares of Common Stock issued and outstanding. The Articles authorize the Board of Directors of the Corporation, upon compliance with the procedures (including the giving of notice to shareholders of record) and with the effect therein specified, to fix a percentage less than 10% as such maximum percentage. Pursuant to said provision of the Articles, the Board of Directors has fixed 1% as the maximum percentage of shares of Common Stock issued and outstanding which may be owned by any shareholder (other than an authorized carrier) or syndicate or affiliated group of such shareholders.

Limitations on Ownership and Disposition of Shares by Authorized Carriers. Under the provisions of the Act and the Articles, the number of shares of Common Stock owned by authorized carriers may not at any time exceed 50% of the total number of shares of Common Stock issued and outstanding. Under the provisions of the Articles, no authorized carrier (or affiliated group of such carriers) may effect sales or other dispositions of shares of Common Stock owned by them (except dispositions to authorized carriers) totalling, in any consecutive 12-month period, more than 2% of the greatest number of shares of Common Stock held by all authorized carriers at any time during such period, except pursuant to a general public offering or another method approved by the Board of Directors.

Procedures Relating to Transfer of Shares. Under the Articles, the Board of Directors is authorized to establish procedures, consistent with applicable law and the Articles, relating to, among other matters, the transfer of shares of Common Stock.

No transfer of shares of Common Stock of the Corporation will be registered on the books of the Corporation unless an Application for Transfer, executed by the person in whose name the shares are proposed to be registered, has been furnished to a Transfer Agent for Common Stock.

The Application for Transfer set forth below may be executed by a proposed registered owner of shares of Common Stock who is a communications common carrier authorized by the Federal Communications Commission to own shares of stock of the Corporation. Any other proposed registered owner of shares should execute an Application for Transfer in another form, which may be obtained without charge from any of the Transfer Agents.

COMMUNICATIONS SATELLITE CORPORATION

APPLICATION FOR TRANSFER OF SHARES OF COMMON STOCK

Number of Shares to Which This Application Relates

The undersigned (the "Applicant") hereby makes application for the transfer to the name of the Applicant of the number of shares of Common Stock of Communications Satellite Corporation stated above ("the Shares"), and hereby certifies to the Corporation that the Applicant has been authorized by the Federal Communications Commission to own shares of stock of the Corporation, and that the Applicant has not received from said Commission notice that such authorization has been terminated.

Dated.....

Please Insert Social Security or Other Taxpayer Identifying Number of Applicant

.....
Signature

(If the Applicant is a corporation, the title of the signer must be indicated.)

The issuance and transfer of shares of Common Stock of the Corporation are subject to the provisions of the Communications Satellite Act of 1962 and the Articles of Incorporation of the Corporation. A summary of such provisions of the Act and the Articles is set forth on the reverse side hereof.

FORM C

COMMUNICATIONS SATELLITE CORPORATION

RESTRICTIONS ON ISSUANCE AND TRANSFER OF SHARES OF COMMON STOCK

The issuance and transfer of shares of Common Stock of the Corporation are restricted by, and are subject to restrictions imposed or which may be imposed under the authority of, provisions of the Communications Satellite Act of 1962 (the Act) and the Articles of Incorporation of the Corporation (the Articles). The following statements summarize such provisions of the Act and the Articles and are qualified by reference thereto.

Persons Ineligible to Own Shares at Any Time. Under the provisions of the Act and/or the Articles, shares of Common Stock may not at any time be owned, directly or indirectly, by any of the following persons (unless such person is a communications common carrier authorized by the Federal Communications Commission to own shares of stock of the Corporation (hereinafter called an "authorized carrier")): (i) a communications common carrier, (ii) a subsidiary or affiliated company of a communications common carrier, or (iii) an officer, director or trustee of a communications common carrier or of a subsidiary or affiliated company thereof. (In general, the term "communications common carrier" includes (a) any person (other than the Corporation) engaged as a common carrier for hire, in interstate or foreign communication by wire or radio or in interstate or foreign radio transmission of energy, including a person so engaged through physical connection, or connection by radio, or by wire and radio, with the facilities of another carrier, and (b) any person which owns or controls, or is under common control with, any such person. Persons engaged in radio broadcasting are not, insofar as so engaged, deemed to be communications common carriers.)

Limitation on Ownership of Shares by Aliens and Certain Other Alien Interests. Under the provisions of the Act and the Articles, not more than an aggregate of 20% of the total number of shares of Common Stock owned or held by persons other than authorized carriers may be owned or held by (i) aliens, foreign governments, representatives of aliens or foreign governments and corporations organized under the laws of foreign governments (hereinafter collectively called Alien Interests), (ii) corporations of which any officer or director is an alien or of which more than 20% of the capital stock is owned of record or voted by Alien Interests, or (iii) corporations directly or indirectly controlled by any other corporation of which any officer or more than 25% of the directors are aliens, or of which more than 25% of the capital stock is owned of record or voted by Alien Interests.

Limitation on Ownership of Shares by Persons Other Than Authorized Carriers. Under the provisions of the Act, no shareholder (other than an authorized carrier) or syndicate or affiliated group of such shareholders may own more than 10% of the total number of shares of Common Stock issued and outstanding. The Articles authorize the Board of Directors of the Corporation, upon compliance with the procedures (including the giving of notice to shareholders of record) and with the effect therein specified, to fix a percentage less than 10% as such maximum percentage. Pursuant to said provision of the Articles, the Board of Directors has fixed 1% as the maximum percentage of shares of Common Stock issued and outstanding which may be owned by any shareholder (other than an authorized carrier) or syndicate or affiliated group of such shareholders.

Limitations on Ownership and Disposition of Shares by Authorized Carriers. Under the provisions of the Act and the Articles, the number of shares of Common Stock owned by authorized carriers may not at any time exceed 50% of the total number of shares of Common Stock issued and outstanding. Under the provisions of the Articles, no authorized carrier (or affiliated group of such carriers) may effect sales or other dispositions of shares of Common Stock owned by them (except dispositions to authorized carriers) totalling, in any consecutive 12-month period, more than 2% of the greatest number of shares of Common Stock held by all authorized carriers at any time during such period, except pursuant to a general public offering or another method approved by the Board of Directors.

Procedures Relating to Transfer of Shares. Under the Articles, the Board of Directors is authorized to establish procedures, consistent with applicable law and the Articles, relating to, among other matters, the transfer of shares of Common Stock.

COMMUNICATIONS SATELLITE CORPORATION

Rules for Determining:

Registrability of Proposed Transfers of Shares

Type of Certificate Issuable Upon Transfers

May 21, 1964

CASE 1

SURRENDERED CERTIFICATE: SERIES I DOMESTIC

APPLICATION FOR TRANSFER: REVERSE OF CERTIFICATE

The transfer may be registered upon release by the Principal Transfer Agent if:

(a) the Applicant is an individual;*

AND

(b) the form of registration proposed is registration in the name of the Applicant, or in the name of the Applicant as custodian for a minor;*

AND

(c) upon registration of the transfer, the total number of shares registered in the name of the Applicant would not exceed 100,000;**

OR

(d) the Applicant is an Authorized Holder and, upon registration of the transfer, the total number of shares registered in the name of the Applicant (exclusive of shares previously certified to be shares held as nominee) would not exceed 100,000.**

If the transfer is registrable, Series I DOMESTIC SHARE CERTIFICATES should be issued.

*Enforcement responsibility of Transfer Agent registering transfer.

**Enforcement responsibility of Principal Transfer Agent.

CASE 2

SURRENDERED CERTIFICATE: SERIES I DOMESTIC

APPLICATION FOR TRANSFER: FORM A (WHITE)

The transfer may be registered upon release by the Principal Transfer Agent if:

(a) the form of registration proposed is not a nominee form of registration;*

AND

(b) upon registration of the transfer, the total number of shares registered in the name of the Applicant would not exceed 100,000;**

OR

(bb) the Applicant is an Authorized Holder and, upon registration of the transfer, the total number of shares registered in the name of the Applicant (exclusive of shares previously certified to be shares held as nominee) would not exceed 100,000;**

AND

(c) Question (2) in the Form is answered to the effect that the Applicant IS NOT an Alien Person;*

OR

(cc) Question (2) in the Form is answered to the effect that the Applicant IS an Alien Person, and the sum of (i) the number of shares to which the Application relates, and (ii) the total number of shares then outstanding and represented by Foreign Share Certificates would not exceed 20% of the total number of Series I shares then outstanding.**

*Enforcement responsibility of Transfer Agent registering transfer.

**Enforcement responsibility of Principal Transfer Agent.

CASE 3

SURRENDERED CERTIFICATE: SERIES I DOMESTIC

APPLICATION FOR TRANSFER: FORM B (BLUE)

If Question (2) in the Form is answered "IS", the transfer may be registered upon clearance by the Principal Transfer Agent if:

(a) the Application does not request (in the box following Question 6(c)) the issuance of Foreign Share Certificates for any shares;*

OR

(b) the sum of (i) the number of shares for which Foreign Share Certificates are requested in the box following Question 6(c), and (ii) the total number of outstanding shares represented by Foreign Share Certificates, would not exceed 20% of the total number of outstanding Series I shares.**

If the transfer is registrable, (i) FOREIGN SHARE CERTIFICATE(S) should be issued for the number of shares for which Foreign Share Certificates are requested in the box following Question 6(c), and (ii) SERIES I DOMESTIC CERTIFICATES should be issued for the balance of the shares covered by the Application.

If Question (2) in the Form is answered "IS NOT", the transfer may be registered upon clearance by the Principal Transfer Agent if:

(a) Question (4) has been answered to the effect that the Applicant IS NOT a Communications Common Carrier, etc.;*

AND

(b) Question (5) has been answered to the effect that the Applicant, etc. WILL NOT own or hold more than 100,000 shares of Common Stock;*

*Enforcement responsibility of Transfer Agent registering transfer.

**Enforcement responsibility of Principal Transfer Agent.

If the transfer is registrable:

(i) Series I DOMESTIC SHARE CERTIFICATES should be issued if Question (2) is answered to the effect that the Applicant IS NOT an Alien Person;

(ii) Series I FOREIGN SHARE CERTIFICATES should be issued if Question (2) is answered to the effect that the Applicant IS an Alien Person.

CASE 4

SURRENDERED CERTIFICATE: SERIES I DOMESTIC

APPLICATION FOR TRANSFER: FORM C (YELLOW)

The transfer may be registered upon release by the Principal Transfer Agent if:

(a) the Applicant is an Authorized Carrier;*

AND

(b) the form of registration proposed is registration in the name of the Applicant (any other form of registration, including a form which indicates nominee or fiduciary status, is NOT permitted);*

AND

(c) upon issuance of a Series II certificate for the shares covered by the Application, the total number of shares outstanding and represented by Series II share certificates would not exceed the total number of shares outstanding and represented by Series I share certificates;**

AND

(d) upon cancellation of the surrendered certificate and upon the issuance of a Series II certificate for such shares, the total number of outstanding shares represented by Series I Foreign Share Certificates would not exceed 20% of the total number of outstanding Series I shares.**

If the transfer is registrable, SERIES II CERTIFICATES should be issued.

---

*Enforcement responsibility of Transfer Agent registering transfer.

**Enforcement responsibility of Principal Transfer Agent.

AND

(c) Question (3) has been answered to the effect that the Applicant IS NOT an Alien Person, and the Application does not request the issuance of Foreign Share Certificates for any shares;*

OR

(cc) Question (3) has been answered to the effect that the Applicant IS NOT an Alien Person, and the sum of (A) the number of shares for which Foreign Share Certificates are requested in the box following Question 6(c) and (B) the total number of outstanding shares represented by Foreign Share Certificates, would not exceed 20% of the total number of outstanding Series I shares;**

OR

(ccc) Question (3) has been answered to the effect that the Applicant IS an Alien Person and the sum of (A) the number of shares to which the Application relates, and (B) the total number of outstanding shares represented by Foreign Share Certificates, would not exceed 20% of the total number of outstanding Series I shares.**

If the transfer is registrable and Question (3) in the Form has been answered to the effect that the Applicant IS an Alien Person, Series I FOREIGN SHARE CERTIFICATES should be issued for all shares covered by the Application.

If the transfer is registrable and Question (3) in the Form has been answered to the effect that the Applicant IS NOT an Alien Person, Series I FOREIGN SHARE CERTIFICATES should be issued for the number of shares (if any) for which Foreign Share Certificates are requested, and Series I DOMESTIC SHARE CERTIFICATES should be issued for the balance of the shares covered by the Application.

*Enforcement responsibility of Transfer Agent registering transfer.

**Enforcement responsibility of Principal Transfer Agent.

CASE 5

SURRENDERED CERTIFICATE: SERIES I FOREIGN

APPLICATION FOR TRANSFER: REVERSE OF SHARE CERTIFICATE

REGISTRABILITY OF TRANSFER: SAME AS CASE 1

ENFORCEMENT RESPONSIBILITIES: SAME AS CASE 1

TYPE OF CERTIFICATE ISSUABLE: SAME AS CASE 1

CASE 6

SURRENDERED CERTIFICATE: SERIES I FOREIGN

APPLICATION FOR TRANSFER: FORM A (WHITE)

REGISTRABILITY OF TRANSFER: SAME AS CASE 2

ENFORCEMENT RESPONSIBILITIES: SAME AS CASE 2

TYPE OF CERTIFICATE ISSUABLE: SAME AS CASE 2

CASE 7

SURRENDERED CERTIFICATE: SERIES I FOREIGN

APPLICATION FOR TRANSFER: FORM B (BLUE)

REGISTRABILITY OF TRANSFER: SAME AS CASE 3

ENFORCEMENT RESPONSIBILITIES: SAME AS CASE 3

TYPE OF CERTIFICATE ISSUABLE: SAME AS CASE 3

CASE 8

SURRENDERED CERTIFICATE: SERIES I FOREIGN

APPLICATION FOR TRANSFER: FORM C (YELLOW)

The transfer may be registered by the Principal Transfer Agent if:

(a) the Applicant is an Authorized Carrier;*

AND

(b) the form of registration proposed is registration in the name of the Applicant (any other form of registration, including a form which indicates nominee or fiduciary status, is NOT permitted);*

AND

(c) upon issuance of a Series II certificate for the shares covered by the Application, the total number of shares outstanding and represented by Series II share certificates would not exceed the total number of shares outstanding and represented by Series I share certificates.**

If the transfer is registrable, SERIES II SHARE CERTIFICATES should be issued for all shares covered by the Application.

*Enforcement responsibility of Transfer Agent registering transfer.

**Enforcement responsibility of Principal Transfer Agent.

CASE 9

SURRENDERED CERTIFICATE: SERIES II

APPLICATION FOR TRANSFER: REVERSE OF CERTIFICATE

The transfer may be registered upon release by the Principal Transfer Agent if:

(a) the Applicant is an individual;*

AND

(b) the form of registration proposed is registration in the name of the Applicant, or in the name of the Applicant as custodian for a minor;*

AND

(c) upon registration of the transfer, the total number of shares registered in the name of the Applicant would not exceed 100,000;**

OR

(cc) the Applicant is an Authorized Holder and, upon registration of the transfer, the total number of shares registered in the name of the Applicant (exclusive of shares previously certified to be shares held as nominee) would not exceed 100,000;**

AND

(d) the Application for Transfer is dated not earlier than 60 days after the date advised by the Corporation as the date of issuance of shares in connection with the Initial Stock Offering;*

AND

*Enforcement responsibility of Transfer Agent registering transfer.

**Enforcement responsibility of Principal Transfer Agent.

CASE 10

SURRENDERED CERTIFICATE: SERIES II

APPLICATION FOR TRANSFER: FORM A (WHITE)

The transfer may be registered upon release by the Principal Transfer Agent if:

(a) the form of registration proposed is not a nominee form of registration;*

AND

(b) upon registration of the transfer, the total number of shares registered in the name of the Applicant would not exceed 100,000;**

OR

(bb) the Applicant is an Authorized Holder and, upon registration of the transfer, the total number of shares registered in the name of the Applicant (exclusive of shares previously certified to be shares held as nominee) would not exceed 100,000;**

AND

(c) Question (2) in the Form is answered to the effect that the Applicant IS NOT an Alien Person;*

OR

(cc) Question (2) in the Form is answered to the effect that the Applicant IS an Alien Person, and the sum of (i) the number of shares to which the Application relates, and (ii) the total number of shares then outstanding and represented by Foreign Share Certificates would not exceed 20% of the total number of Series I shares then outstanding;**

AND

---

*Enforcement responsibility of Transfer Agent registering transfer.

**Enforcement responsibility of Principal Transfer Agent.

(e) the sum of (1) the number of shares covered by the Application, and (2) the total number of shares (A) registered in the name of the Authorized Carrier which is the registered holder of the surrendered certificate (or in the name of any other Authorized Carrier which the Corporation has advised to be affiliated with such registered holder), and (B) transferred on the books of the Corporation by any of such Authorized Carriers to persons other than Authorized Carriers during the 12-month period immediately preceding the date of the Application for Transfer, would exceed 2% of the greatest number of Series II shares outstanding during such period;**

OR

(ee) the Corporation shall have advised the Transfer Agent that the provisions of the foregoing paragraph (e) do not apply to such transfer.*

If the transfer is registrable, Series I DOMESTIC SHARE CERTIFICATES should be issued.

---

*Enforcement responsibility of Transfer Agent registering transfer.

**Enforcement responsibility of Principal Transfer Agent.

CASE 11

SURRENDERED CERTIFICATE: SERIES II

APPLICATION FOR TRANSFER: FORM B (BLUE)

If Question (2) in the Form is answered "IS", the transfer may be registered upon clearance by the Principal Transfer Agent if:

(a) the Application does not request the issuance of Foreign Share Certificates for any shares;*

OR

(aa) the sum of (i) the number of shares for which Foreign Share Certificates are requested, and (ii) the total number of outstanding shares represented by Foreign Share Certificates, would not exceed 20% of the total number of outstanding Series I shares;**

AND

(b) the Application for Transfer is dated not earlier than 60 days after the date advised by the Corporation as the date of issuance of shares in connection with the Initial Stock Offering;*

AND

(c) the sum of (1) the number of shares covered by the Application, and (2) the total number of shares (A) registered in the name of the Authorized Carrier which is the registered holder of the surrendered certificate (or in the name of any other Authorized Carrier which the Corporation has advised to be affiliated with such registered holder), and (B) transferred on the books of the Corporation by any of such Authorized Carriers to persons other than Authorized Carriers during the 12-month period immediately preceding the date of the Application for Transfer, would exceed 2% of the greatest number of Series II shares outstanding during such period;**

*Enforcement responsibility of Transfer Agent registering transfer.
**Enforcement responsibility of Principal TransferAgent.

(d) the Application for Transfer is dated not earlier than 60 days after the date advised by the Corporation as the date of issuance of shares in connection with the Initial Stock Offering;*

AND

(e) the sum of (1) the number of shares covered by the Application, and (2) the total number of shares (A) registered in the name of the Authorized Carrier which is the registered holder of the surrendered certificate (or in the name of any other Authorized Carrier which the Corporation has advised to be affiliated with such registered holder), and (B) transferred on the books of the Corporation by any of such Authorized Carriers to persons other than Authorized Carriers during the 12-month period immediately preceding the date of the Application for Transfer, would exceed 2% of the greatest number of Series II shares outstanding during such period;**

OR

(ee) the Corporation shall have advised the Transfer Agent that the provisions of the foregoing paragraph (e) do not apply to such transfer.

If the transfer is registrable:

(i) Series I DOMESTIC SHARE CERTIFICATES should be issued if Question (2) is answered to the effect that the Applicant IS NOT an Alien Person;

(ii) Series I FOREIGN SHARE CERTIFICATES should be issued if Question (2) is answered to the effect that the Applicant IS an Alien Person.

---

*Enforcement responsibility of Transfer Agent registering transfer.

**Enforcement responsibility of Principal Transfer Agent.

CASE 12

SURRENDERED CERTIFICATE: SERIES II

APPLICATION FOR TRANSFER: FORM C (YELLOW)

The transfer may be registered upon release by the Principal Transfer Agent if:

(a) the Applicant is an Authorized Carrier;*

AND

(b) the form of registration proposed is registration in the name of the Applicant (any other form of registration, including a form which indicates nominee or fiduciary status, is NOT permitted).*

*Enforcement responsibility of Transfer Agent registering transfer.

OR

(cc) the Corporation shall have advised the Transfer Agent that the provisions of the foregoing paragraph (c) do not apply to such transfer.*

If the transfer is registrable, (i) SERIES I FOREIGN SHARE CERTIFICATES should be issued for the number of shares for which Foreign Share Certificates are requested, and (ii) SERIES I DOMESTIC CERTIFICATES should be issued for the balance of the shares covered by the Application.

If Question (2) in the Form is answered "IS NOT", the transfer may be registered upon clearance by the Principal Transfer Agent if:

(a) Question (4) has been answered to the effect that the Applicant IS NOT a Communications Common Carrier, etc.;*

AND

(b) Question (5) has been answered to the effect that the Applicant, etc. WILL NOT own or hold more than 100,000 shares of Common Stock;*

AND

(c) Question (3) has been answered to the effect that the Applicant IS NOT an Alien Person, and the Application does not request the issuance of Foreign Share Certificates for any shares;*

OR

(cc) Question (3) has been answered to the effect that the Applicant IS NOT an Alien Person, and the sum of (A) the number of shares for which Foreign Share Certificates are requested, and (B) the total number of outstanding shares represented by Foreign Share Certificates, would not exceed 20% of the total number of outstanding Series I shares;**

OR

*Enforcement responsibility of Transfer Agent registering transfer.

**Enforcement responsibility of Principal Transfer Agent.

(ccc) Question (3) has been answered to the effect that the Applicant IS an Alien Person and the sum of (A) the number of shares to which the Application relates, and (B) the total number of outstanding shares represented by Foreign Share Certificates, would not exceed 20% of the total number of outstanding Series I shares;**

AND

(d) the Application for Transfer is dated not earlier than 60 days after the date advised by the Corporation as the date of issuance of shares in connection with the Initial Stock Offering;*

AND

(e) the sum of (1) the number of shares covered by the Application, and (2) the total number of shares (A) registered in the name of the Authorized Carrier which is the registered holder of the surrendered certificate (or in the name of any other Authorized Carrier which the Corporation has advised to be affiliated with such registered holder), and (B) transferred on the books of the Corporation by any of such Authorized Carriers to persons other than Authorized Carriers during the 12-month period immediately preceding the date of the Application for Transfer, would exceed 2% of the greatest number of Series II shares outstanding during such period;**

OR

(ee) the Corporation shall have advised the Transfer Agent that the provisions of the foregoing paragraph (e) do not apply to such transfer.*

If the transfer is registrable and Question (3) in the Form has been answered to the effect that the Applicant IS an Alien Person, Series I FOREIGN SHARE CERTIFICATES should be issued for all shares covered by the Application.

If the transfer is registrable and Question (3) in the Form has been answered to the effect that the Applicant IS NOT an Alien Person, Series I FOREIGN SHARE CERTIFICATES should be issued for the number of shares (if any) for which Foreign Share Certificates are requested, and Series I DOMESTIC SHARE CERTIFICATES should be issued for the balance of the shares covered by the Application.

---

*Enforcement responsibility of Transfer Agent registering transfer.

**Enforcement responsibility of Principal Transfer Agent.

INDEX
85
86
87
88
89
90
91
92
93
94
95
96
97
98
99
100
101
102
103
104
105
106
107
108
109
110
111
112
113
114
115
116
117
118
119
120
121
122
123
124
125
126
127
128
129
130
131
132
133
134
135
136
137
138
139
140
141
142
143
144
145
146
147
148

EXHIBIT 14-C (Amended)

No transfer of shares of Common Stock of the Corporation will be registered on the books of the Corporation unless an Application for Transfer, executed by the person in whose name the shares are proposed to be registered, has been furnished to a Transfer Agent for Common Stock.

The Application for Transfer set forth below may be executed by any proposed registered owner of shares except (i) a person who will hold the shares as nominee or subject to the direction or control of another person, or (ii) a communications common carrier authorized by the Federal Communications Commission to own stock of the Corporation. Any such nominee or authorized carrier should execute an Application for Transfer in another form, which may be obtained without charge from any of the Transfer Agents.

COMMUNICATIONS SATELLITE CORPORATION

APPLICATION FOR TRANSFER OF SHARES OF COMMON STOCK

Number of Shares to Which This Application Relates

The undersigned (the "Applicant") hereby makes application for the transfer to the name of the Applicant of the number of shares of Common Stock of Communications Satellite Corporation stated above ("the Shares") and hereby certifies to the Corporation that:

(1) The Applicant will not hold the Shares as a nominee or subject to the direction or control of any other person.

(2) The Applicant **IS** ☐ **IS NOT** ☐ an "Alien Person"*.

(3) The Applicant is not a "Communications Common Carrier"* or a subsidiary or affiliated company of a "Communications Common Carrier" or a trustee, officer or director of any of the foregoing.

(4) After transfer to the Applicant of the Shares, the Applicant, or any syndicate or affiliated group of shareholders of the Corporation of which the Applicant is a member, will not own or hold more than 100,000 shares of Common Stock of the Corporation.

Dated.....

Please Insert Social Security or Other Taxpayer Identifying Number of Applicant

.....
Signature

(If the Applicant is a corporation or a fiduciary, the title of the signer must be indicated.)

*DEFINITION OF CERTAIN TERMS USED IN APPLICATION FOR TRANSFER

"ALIEN PERSON" means

(1) any alien or the representative of any alien;

(2) any foreign government or the representative thereof;

(3) any corporation organized under the laws of any foreign government;

(4) any 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; or

(5) any corporation directly or indirectly controlled by any other corporation of which any officer or more than one-fourth of the directors are aliens, or 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 other corporation organized under the laws of a foreign country.

"COMMUNICATIONS COMMON CARRIER" means

(1) any person (other than the Corporation) engaged as a common carrier for hire, in interstate or foreign communication by wire or radio or in interstate or foreign radio transmission of energy, including a person so engaged through physical connection, or connection by radio, or by wire and radio, with the facilities of another carrier; or

(2) any person which owns or controls, directly or indirectly, or is under direct or indirect common control with, any such person.

A person engaged in radio broadcasting is not, insofar as so engaged, deemed to be a "communications common carrier".

"PERSON" means an individual, partnership, association, joint-stock company, trust, corporation or other entity.

The issuance and transfer of shares of Common Stock of the Corporation are subject to the provisions of the Communications Satellite Act of 1962 and the Articles of Incorporation of the Corporation. A summary of such provisions of the Act and the Articles is set forth on the reverse side hereof.

FORM A

COMMUNICATIONS SATELLITE CORPORATION

RESTRICTIONS ON ISSUANCE AND TRANSFER OF SHARES OF COMMON STOCK

The issuance and transfer of shares of Common Stock of the Corporation are restricted by, and are subject to restrictions imposed or which may be imposed under the authority of, provisions of the Communications Satellite Act of 1962 (the Act) and the Articles of Incorporation of the Corporation (the Articles). The following statements summarize such provisions of the Act and the Articles and are qualified by reference thereto.

Persons Ineligible to Own Shares at Any Time. Under the provisions of the Act and/or the Articles, shares of Common Stock may not at any time be owned, directly or indirectly, by any of the following persons (unless such person is a communications common carrier authorized by the Federal Communications Commission to own shares of stock of the Corporation (hereinafter called an "authorized carrier")): (i) a communications common carrier, (ii) a subsidiary or affiliated company of a communications common carrier, or (iii) an officer, director or trustee of a communications common carrier or of a subsidiary or affiliated company thereof. (In general, the term "communications common carrier" includes (a) any person (other than the Corporation) engaged as a common carrier for hire, in interstate or foreign communication by wire or radio or in interstate or foreign radio transmission of energy, including a person so engaged through physical connection, or connection by radio, or by wire and radio, with the facilities of another carrier, and (b) any person which owns or controls, or is under common control with, any such person. Persons engaged in radio broadcasting are not, insofar as so engaged, deemed to be communications common carriers.)

Limitation on Ownership of Shares by Aliens and Certain Other Alien Interests. Under the provisions of the Act and the Articles, not more than an aggregate of 20% of the total number of shares of Common Stock owned or held by persons other than authorized carriers may be owned or held by (i) aliens, foreign governments, representatives of aliens or foreign governments and corporations organized under the laws of foreign governments (hereinafter collectively called Alien Interests), (ii) corporations of which any officer or director is an alien or of which more than 20% of the capital stock is owned of record or voted by Alien Interests, or (iii) corporations directly or indirectly controlled by any other corporation of which any officer or more than 25% of the directors are aliens, or of which more than 25% of the capital stock is owned of record or voted by Alien Interests.

Limitation on Ownership of Shares by Persons Other Than Authorized Carriers. Under the provisions of the Act, no shareholder (other than an authorized carrier) or syndicate or affiliated group of such shareholders may own more than 10% of the total number of shares of Common Stock issued and outstanding. The Articles authorize the Board of Directors of the Corporation, upon compliance with the procedures (including the giving of notice to shareholders of record) and with the effect therein specified, to fix a percentage less than 10% as such maximum percentage. Pursuant to said provision of the Articles, the Board of Directors has fixed 1% as the maximum percentage of shares of Common Stock issued and outstanding which may be owned by any shareholder (other than an authorized carrier) or syndicate or affiliated group of such shareholders.

Limitations on Ownership and Disposition of Shares by Authorized Carriers. Under the provisions of the Act and the Articles, the number of shares of Common Stock owned by authorized carriers may not at any time exceed 50% of the total number of shares of Common Stock issued and outstanding. Under the provisions of the Articles, no authorized carrier (or affiliated group of such carriers) may effect sales or other dispositions of shares of Common Stock owned by them (except dispositions to authorized carriers) totalling, in any consecutive 12-month period, more than 2% of the greatest number of shares of Common Stock held by all authorized carriers at any time during such period, except pursuant to a general public offering or another method approved by the Board of Directors.

Procedures Relating to Transfer of Shares. Under the Articles, the Board of Directors is authorized to establish procedures, consistent with applicable law and the Articles, relating to, among other matters, the transfer of shares of Common Stock.

EXHIBIT 14-C-1 (Amended)

No transfer of shares of Common Stock of the Corporation will be registered on the books of the Corporation unless an Application for Transfer, executed by the person in whose name the shares are proposed to be registered, has been furnished to a Transfer Agent for Common Stock.

The Application for Transfer set forth below may be executed by a proposed registered owner of shares of Common Stock who will hold such shares as nominee or subject to the direction or control of another person. Any other proposed registered owner of shares should execute an Application for Transfer in another form, which may be obtained without charge from any of the Transfer Agents.

COMMUNICATIONS SATELLITE CORPORATION

APPLICATION FOR TRANSFER OF SHARES OF COMMON STOCK

Number of Shares to Which This Application Relates

The undersigned (the "Applicant") hereby makes application for the transfer to the name of the Applicant of the number of shares of Common Stock of Communications Satellite Corporation stated above ("the Shares") and hereby certifies to the Corporation that:

(1) The Applicant will hold the Shares as nominee or subject to the direction or control of another person.

(2) The Applicant **IS** ☐ **IS NOT** ☐ one of the following: (i) a commercial bank or trust company subject to regulation or examination under the laws of the United States or a State thereof, (ii) a securities broker or dealer having its principal place of business in the United States and registered in accordance with Section 15 of the Securities Exchange Act of 1934, or (iii) the nominee of one of the foregoing.

(3) The Applicant **IS** ☐ **IS NOT** ☐ an "Alien Person"*.

(4) The Applicant **IS** ☐ **IS NOT** ☐ a "Communications Common Carrier"* or a subsidiary or affiliated company of a "Communications Common Carrier" or a trustee, director or officer of any of the foregoing.

(5) After transfer to the Applicant of the Shares, the Applicant, or any syndicate or affiliated group of shareholders of the Corporation of which the Applicant is a member, **WILL** ☐ **WILL NOT** ☐ own or hold more than 100,000 shares of Common Stock of the Corporation.

(6) To the best of the knowledge of the Applicant, based on information furnished to the Applicant by persons for whom the Applicant holds (or upon transfer to the Applicant of the Shares, will hold) shares of Common Stock of the Corporation as nominee or subject to whose direction or control the Applicant holds such shares (the "Owners"):

(a) None of the Owners is a "Communications Common Carrier"* or a subsidiary or affiliated company of a "Communications Common Carrier" or a trustee, director or officer of any of the foregoing.

(b) After transfer to the Applicant of the Shares, none of the Owners, and no syndicate or affiliated group of shareholders of the Corporation of which any of the Owners is a member, will own or hold more than 100,000 shares of Common Stock of the Corporation.

(c) Upon issuance of Foreign Share Certificates for the number of shares (if any) requested below, all shares held by the Applicant for Owners who are Alien Persons* will be represented by Foreign Share Certificates.

To the Transfer Agent: Please issue Foreign Share Certificates for [ ] of the Shares.

Dated .....

Please Insert Social Security or Other Taxpayer Identifying Number of Applicant

.....
Signature

(If the Applicant is a corporation, the title of the signer must be indicated.)

*DEFINITION OF CERTAIN TERMS USED IN APPLICATION FOR TRANSFER

"ALIEN PERSON" means

(1) any alien or the representative of any alien;
(2) any foreign government or the representative thereof;
(3) any corporation organized under the laws of any foreign government;
(4) any 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; or
(5) any corporation directly or indirectly controlled by any other corporation of which any officer or more than one-fourth of the directors are aliens, or 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 other corporation organized under the laws of a foreign country.

"COMMUNICATIONS COMMON CARRIER" means

(1) any person (other than the Corporation) engaged as a common carrier for hire, in interstate or foreign communication by wire or radio or in interstate or foreign radio transmission of energy, including a person so engaged through physical connection, or connection by radio, or by wire and radio, with the facilities of another carrier; or
(2) any person which owns or controls, directly or indirectly, or is under direct or indirect common control with, any such person.

A person engaged in radio broadcasting is not, insofar as so engaged, deemed to be a "communications common carrier".

"PERSON" means an individual, partnership, association, joint-stock company, trust, corporation or other entity.

The issuance and transfer of shares of Common Stock of the Corporation are subject to the provisions of the Communications Satellite Act of 1962 and the Articles of Incorporation of the Corporation. A summary of such provisions of the Act and the Articles is set forth on the reverse side hereof.

FORM B

COMMUNICATIONS SATELLITE CORPORATION

RESTRICTIONS ON ISSUANCE AND TRANSFER OF SHARES OF COMMON STOCK

The issuance and transfer of shares of Common Stock of the Corporation are restricted by, and are subject to restrictions imposed or which may be imposed under the authority of, provisions of the Communications Satellite Act of 1962 (the Act) and the Articles of Incorporation of the Corporation (the Articles). The following statements summarize such provisions of the Act and the Articles and are qualified by reference thereto.

Persons Ineligible to Own Shares at Any Time. Under the provisions of the Act and/or the Articles, shares of Common Stock may not at any time be owned, directly or indirectly, by any of the following persons (unless such person is a communications common carrier authorized by the Federal Communications Commission to own shares of stock of the Corporation (hereinafter called an "authorized carrier")): (i) a communications common carrier, (ii) a subsidiary or affiliated company of a communications common carrier, or (iii) an officer, director or trustee of a communications common carrier or of a subsidiary or affiliated company thereof. (In general, the term "communications common carrier" includes (a) any person (other than the Corporation) engaged as a common carrier for hire, in interstate or foreign communication by wire or radio or in interstate or foreign radio transmission of energy, including a person so engaged through physical connection, or connection by radio, or by wire and radio, with the facilities of another carrier, and (b) any person which owns or controls, or is under common control with, any such person. Persons engaged in radio broadcasting are not, insofar as so engaged, deemed to be communications common carriers.)

Limitation on Ownership of Shares by Aliens and Certain Other Alien Interests. Under the provisions of the Act and the Articles, not more than an aggregate of 20% of the total number of shares of Common Stock owned or held by persons other than authorized carriers may be owned or held by (i) aliens, foreign governments, representatives of aliens or foreign governments and corporations organized under the laws of foreign governments (hereinafter collectively called Alien Interests), (ii) corporations of which any officer or director is an alien or of which more than 20% of the capital stock is owned of record or voted by Alien Interests, or (iii) corporations directly or indirectly controlled by any other corporation of which any officer or more than 25% of the directors are aliens, or of which more than 25% of the capital stock is owned of record or voted by Alien Interests.

Limitation on Ownership of Shares by Persons Other Than Authorized Carriers. Under the provisions of the Act, no shareholder (other than an authorized carrier) or syndicate or affiliated group of such shareholders may own more than 10% of the total number of shares of Common Stock issued and outstanding. The Articles authorize the Board of Directors of the Corporation, upon compliance with the procedures (including the giving of notice to shareholders of record) and with the effect therein specified, to fix a percentage less than 10% as such maximum percentage. Pursuant to said provision of the Articles, the Board of Directors has fixed 1% as the maximum percentage of shares of Common Stock issued and outstanding which may be owned by any shareholder (other than an authorized carrier) or syndicate or affiliated group of such shareholders.

Limitations on Ownership and Disposition of Shares by Authorized Carriers. Under the provisions of the Act and the Articles, the number of shares of Common Stock owned by authorized carriers may not at any time exceed 50% of the total number of shares of Common Stock issued and outstanding. Under the provisions of the Articles, no authorized carrier (or affiliated group of such carriers) may effect sales or other dispositions of shares of Common Stock owned by them (except dispositions to authorized carriers) totalling, in any consecutive 12-month period, more than 2% of the greatest number of shares of Common Stock held by all authorized carriers at any time during such period, except pursuant to a general public offering or another method approved by the Board of Directors.

Procedures Relating to Transfer of Shares. Under the Articles, the Board of Directors is authorized to establish procedures, consistent with applicable law and the Articles, relating to, among other matters, the transfer of shares of Common Stock.

EXHIBIT 14-C-2

No transfer of shares of Common Stock of the Corporation will be registered on the books of the Corporation unless an Application for Transfer, executed by the person in whose name the shares are proposed to be registered, has been furnished to a Transfer Agent for Common Stock.

The Application for Transfer set forth below may be executed by a proposed registered owner of shares of Common Stock who is a communications common carrier authorized by the Federal Communications Commission to own shares of stock of the Corporation. Any other proposed registered owner of shares should execute an Application for Transfer in another form, which may be obtained without charge from any of the Transfer Agents.

COMMUNICATIONS SATELLITE CORPORATION

APPLICATION FOR TRANSFER OF SHARES OF COMMON STOCK

Number of Shares to Which This Application Relates

The undersigned (the "Applicant") hereby makes application for the transfer to the name of the Applicant of the number of shares of Common Stock of Communications Satellite Corporation stated above ("the Shares"), and hereby certifies to the Corporation that the Applicant has been authorized by the Federal Communications Commission to own shares of stock of the Corporation, and that the Applicant has not received from said Commission notice that such authorization has been terminated.

Dated.....

Please Insert Social Security or Other Taxpayer Identifying Number of Applicant

.....
Signature

(If the Applicant is a corporation, the title of the signer must be indicated.)

The issuance and transfer of shares of Common Stock of the Corporation are subject to the provisions of the Communications Satellite Act of 1962 and the Articles of Incorporation of the Corporation. A summary of such provisions of the Act and the Articles is set forth on the reverse side hereof.

FORM C

COMMUNICATIONS SATELLITE CORPORATION

RESTRICTIONS ON ISSUANCE AND TRANSFER OF SHARES OF COMMON STOCK

The issuance and transfer of shares of Common Stock of the Corporation are restricted by, and are subject to restrictions imposed or which may be imposed under the authority of, provisions of the Communications Satellite Act of 1962 (the Act) and the Articles of Incorporation of the Corporation (the Articles). The following statements summarize such provisions of the Act and the Articles and are qualified by reference thereto.

Persons Ineligible to Own Shares at Any Time. Under the provisions of the Act and/or the Articles, shares of Common Stock may not at any time be owned, directly or indirectly, by any of the following persons (unless such person is a communications common carrier authorized by the Federal Communications Commission to own shares of stock of the Corporation (hereinafter called an "authorized carrier")): (i) a communications common carrier, (ii) a subsidiary or affiliated company of a communications common carrier, or (iii) an officer, director or trustee of a communications common carrier or of a subsidiary or affiliated company thereof. (In general, the term "communications common carrier" includes (a) any person (other than the Corporation) engaged as a common carrier for hire, in interstate or foreign communication by wire or radio or in interstate or foreign radio transmission of energy, including a person so engaged through physical connection, or connection by radio, or by wire and radio, with the facilities of another carrier, and (b) any person which owns or controls, or is under common control with, any such person. Persons engaged in radio broadcasting are not, insofar as so engaged, deemed to be communications common carriers.)

Limitation on Ownership of Shares by Aliens and Certain Other Alien Interests. Under the provisions of the Act and the Articles, not more than an aggregate of 20% of the total number of shares of Common Stock owned or held by persons other than authorized carriers may be owned or held by (i) aliens, foreign governments, representatives of aliens or foreign governments and corporations organized under the laws of foreign governments (hereinafter collectively called Alien Interests), (ii) corporations of which any officer or director is an alien or of which more than 20% of the capital stock is owned of record or voted by Alien Interests, or (iii) corporations directly or indirectly controlled by any other corporation of which any officer or more than 25% of the directors are aliens, or of which more than 25% of the capital stock is owned of record or voted by Alien Interests.

Limitation on Ownership of Shares by Persons Other Than Authorized Carriers. Under the provisions of the Act, no shareholder (other than an authorized carrier) or syndicate or affiliated group of such shareholders may own more than 10% of the total number of shares of Common Stock issued and outstanding. The Articles authorize the Board of Directors of the Corporation, upon compliance with the procedures (including the giving of notice to shareholders of record) and with the effect therein specified, to fix a percentage less than 10% as such maximum percentage. Pursuant to said provision of the Articles, the Board of Directors has fixed 1% as the maximum percentage of shares of Common Stock issued and outstanding which may be owned by any shareholder (other than an authorized carrier) or syndicate or affiliated group of such shareholders.

Limitations on Ownership and Disposition of Shares by Authorized Carriers. Under the provisions of the Act and the Articles, the number of shares of Common Stock owned by authorized carriers may not at any time exceed 50% of the total number of shares of Common Stock issued and outstanding. Under the provisions of the Articles, no authorized carrier (or affiliated group of such carriers) may effect sales or other dispositions of shares of Common Stock owned by them (except dispositions to authorized carriers) totalling, in any consecutive 12-month period, more than 2% of the greatest number of shares of Common Stock held by all authorized carriers at any time during such period, except pursuant to a general public offering or another method approved by the Board of Directors.

Procedures Relating to Transfer of Shares. Under the Articles, the Board of Directors is authorized to establish procedures, consistent with applicable law and the Articles, relating to, among other matters, the transfer of shares of Common Stock.

COMMUNICATIONS SATELLITE CORPORATION

Report in Compliance with Underwriters' Application for Issuance of Shares of Common Stock in Connection with Initial Offering

TO:

Continental Illinois National Bank and
Trust Company of Chicago
as Transfer Agent for Common Stock of
Communications Satellite Corporation
231 South LaSalle Street
Chicago, Illinois

The undersigned, as one of the Underwriters named in Schedule A to the Purchase Contract dated June 2, 1964, relating to the purchase by Underwriters of shares of Common Stock, without par value, of Communications Satellite Corporation, a District of Columbia Corporation (the "Corporation"), hereby furnishes this report in compliance with the requirements of the "Underwriters' Application for Issuance of Shares of Common Stock in Connection with Initial Offering", which has been submitted to the Corporation on behalf of the undersigned and the other Underwriters.

A. The undersigned DOES ☐ DOES NOT ☐ hold any of the shares of Common Stock purchased by it pursuant to the Purchase Contract (the "Shares") as nominee of, or subject to the direction or control of, another person.

(Instruction: If you have indicated that you do not hold any of the Shares as nominee of, or subject to the direction or control of, another person, you need not furnish the information in paragraph B which follows.)

B. The following information is furnished only if the undersigned holds any of the Shares as nominee of, or subject to the direction or control of, another person (the "Owner"):

(i) The undersigned IS ☐ IS NOT ☐ a securities broker or dealer having its principal place of business in the United States and registered in accordance with Section 15 of the Securities Exchange Act of 1934.

(ii) The undersigned IS ☐ IS NOT ☐ an "Alien Person"*.

(iii) The undersigned IS ☐ IS NOT ☐ a "Communications Common Carrier"* or a subsidiary or affiliated company of a "Communications Common Carrier" or a trustee, director or officer of any of the foregoing.

(iv) The undersigned, or any syndicate or affiliated group of shareholders of the Corporation of which the undersigned is a member, DOES ☐ DOES NOT ☐ own or hold more than 100,000 shares of Common Stock of the Corporation.

(v) On the basis of information furnished to the undersigned by the Owners, none of the Owners is a "Communications Common Carrier" or a subsidiary or affiliated company of a "Communications Common Carrier" or a trustee, director or officer of any of the foregoing.

(vi) On the basis of information furnished to the undersigned by the Owners, none of the Owners, and no syndicate or affiliated group of shareholders of the Corporation of which any of the Owners is a member, owns or holds more than 100,000 shares of Common Stock of the Corporation.

Dated as of July 21, 1964.

.....

By.....
(Authorized Representative)

* See reverse side for definitions.

*DEFINITION OF CERTAIN TERMS USED IN REPORT

"ALIEN PERSON" means

(1) any alien or the representative of any alien;

(2) any foreign government or the representative thereof;

(3) any corporation organized under the laws of any foreign government;

(4) any 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; or

(5) any corporation directly or indirectly controlled by any other corporation of which any officer or more than one-fourth of the directors are aliens, or 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 other corporation organized under the laws of a foreign country.

"COMMUNICATIONS COMMON CARRIER" means

(1) any person (other than the Corporation) engaged as a common carrier for hire, in interstate or foreign communications by wire or radio or in interstate or foreign radio transmission of energy, including a person so engaged through physical connection, or connection by radio, or by wire and radio, with the facilities of another carrier; or

(2) any person which owns or controls, directly or indirectly, or is under direct or indirect common control with, any such person.

A person engaged in radio broadcasting is not, insofar as so engaged, deemed to be a "communications common carrier".

"PERSON" means an individual, partnership, association, joint-stock company, trust, corporation or other entity.

MERRILL LYNCH, PIERCE, FENNER & SMITH
Incorporated
BLYTH & CO., INC.
THE FIRST BOSTON CORPORATION
KIDDER, PEABODY & CO. INCORPORATED
KUHN, LOEB & CO. INCORPORATED
LAZARD FRÈRES & CO.
LEHMAN BROTHERS
CARL M. LOEB, RHOADES & CO.
PAINE, WEBBER, JACKSON & CURTIS
WHITE, WELD & CO. INCORPORATED
DEAN WITTER & CO.
Representatives of Underwriters

70 Pine Street
New York 5, N. Y.

June 2, 1964

COMMUNICATIONS SATELLITE CORPORATION

Common Stock
(Without Par Value)

To SECURITIES DEALERS:

As described in the Prospectus of Communications Satellite Corporation (the "Corporation") under the heading "Description of Common Stock—Restrictions on Ownership and Transfer of Shares", the issuance and transfer of Common Stock of the Corporation are subject to restrictions imposed by, or under the authority of, the Communications Satellite Act of 1962 and the Articles of Incorporation of the Corporation. To assure compliance with these restrictions, no transfer of shares of Common Stock will be registered on the books of the Corporation unless an Application for Transfer, executed by the person in whose name the shares are proposed to be registered, has been furnished to the Transfer Agent.

To enable you to effect transfers of shares of Common Stock to your customers or to your own name for the account of customers, we have arranged to have delivered to your principal office only a supply of Applications for Transfer in the forms prescribed by the Corporation. There are two different forms of Application for Transfer—Form A (the white form), which is designed for persons who will not hold the shares as nominee or subject to the direction and control of another person, and Form B (the blue form), which is designed for nominees.

An Application for Transfer on Form B must be signed by you and presented to the Transfer Agent whenever certificates representing shares beneficially owned by your customers are to be registered in your name as nominee.

When a customer purchases Common Stock, he should complete and sign an Application for Transfer on Form A. (If the customer himself will hold the shares as nominee, he should sign an Application for Transfer on Form B rather than Form A.) Each customer who will take delivery of certificates registered in his own name must have an Application for Transfer presented to the Transfer Agent at the time the certificates are presented for registration. Each customer who will keep shares in your

name should furnish you with an Application for Transfer for your files so that you will have a basis for making the declarations in the Application for Transfer on Form B which will be required of you as nominee.

Additional copies of the Application for Transfer on Form A and the Application for Transfer on Form B may be obtained from Continental Illinois National Bank and Trust Company of Chicago, Chicago, Illinois; Manufacturers Hanover Trust Company, New York, New York; or Wells Fargo Bank, San Francisco, California, Transfer Agents for the Common Stock.

Yours very truly,

MERRILL LYNCH, PIERCE, FENNER & SMITH
Incorporated

BLYTH & CO., INC.

THE FIRST BOSTON CORPORATION

KIDDER, PEABODY & CO. INCORPORATED

KUHN, LOEB & CO. INCORPORATED

LAZARD FRÈRES & CO.

LEHMAN BROTHERS

CARL M. LOEB, RHOADES & CO.

PAINE, WEBBER, JACKSON & CURTIS

WHITE, WELD & CO. INCORPORATED

DEAN WITTER & CO.
As Representatives

By: MERRILL LYNCH, PIERCE, FENNER & SMITH
Incorporated

FEDERAL COMMUNICATIONS COMMISSION
WASHINGTON, D. C.
20554

MAR 18 1964 D

IN REPLY REFER TO:
9120

Mr. Leo D. Welch
Chairman
Communications Satellite Corporation
3029 Klingle Road, N.W.
Washington, D. C. 20008

MAR 19 1964
L. D. WELCH

Dear Mr. Welch:

There have been informal discussions and communications between officials of the Corporation and the Commission's staff on matters relating to the initial issue, in which a question was raised as to whether the Corporation intended to impose any limitation restricting the right of any public stockholder to own or hold less than the permissible maximum of 10% authorized by the Communications Satellite Act of 1962.

On March 2, 1964, Mr. Throop, Vice President and General Counsel, informally advised the Commission's staff that the Corporation was seriously considering imposing a limitation restricting the number of shares that may be owned or held by any stockholder who is not an authorized carrier, or any syndicate or affiliated group of such shareholders, to 1% of the outstanding shares of voting stock of the Corporation.

You are advised that the Commission has determined that any action by the Corporation purporting to reduce the amount of stock allowed to be owned by any stockholder not an authorized carrier, or any syndicate, or affiliated group of such stockholders, below the maximum limitation of 10% authorized by Section 304(b)(3) of the Communications Satellite Act of 1962, is subject to review by the Commission to ascertain its reasonableness in light of the purposes and objectives of the Act. The Commission would appreciate the Corporation advising the Commission of any formal action it may take in this matter.

This letter was adopted by the Commission on March 18, 1964.

BY DIRECTION OF THE COMMISSION

E. William Henry
Chairman

INDEX
85
86
87
88
89
90
91
92
93
94
95
96
97
98
99
100
101
102
103
104
105
106
107
108
109
110
111
112
113
114
115
116
117
118
119
120
121
122
123
124
125
126
127
128
129
130
131
132
133
134
135
136
137
138
139
140
141
142
143
144
145
146
147
148

COMMUNICATIONS SATELLITE CORPORATION
3029 KLINGLE ROAD, N.W.
WASHINGTON 8, D. C.

LEO D. WELCH
CHAIRMAN OF THE BOARD

March 26, 1964

Dear Chairman Henry:

I have received your letter dated March 18, 1964, advising that "the Commission has determined that any action by the Corporation purporting to reduce the amount of stock allowed to be owned by any stockholder not an authorized carrier, or any syndicate, or affiliated group of such stockholders, below the maximum limitation of 10% authorized by Section 304(b)(3) of the Communications Satellite Act of 1962, is subject to review by the Commission to ascertain its reasonableness in light of the purposes and objectives of the Act."

As you know, Section 5.02(c) of the Articles of Incorporation of the Corporation, as approved by the President of the United States, provides that, for the purpose of encouraging the widest distribution of shares of common stock to the American public, the Board of Directors may from time to time determine a maximum percentage, not exceeding 10% of the shares of common stock outstanding at any time, which may be owned or held by any shareholder who is not an authorized carrier or by any syndicate or affiliate group of such shareholders. Under this provision of the Articles, the ownership of shares acquired before the effective date of such a determination is not affected thereby, and, accordingly, until such a determination by the Board has become effective, upon the giving of required notice to shareholders, shares in number constituting up to 10% of the total number of outstanding shares could be acquired and, notwithstanding Board action thereafter, could continue to be held by an individual non-carrier shareholder or a syndicate or group of such shareholders.

The Board of Directors of the Corporation has decided that, at an appropriate time before the initial stock offering, it should take formal action to fix 1% as the maximum percentage, pursuant to such provision of the Articles of Incorporation. In making such decision, the Board of Directors considered the statutory directive

Honorable E. William Henry - 2 - March 26, 1964

of Section 304(a) of the Communications Satellite Act that the initial stock offering be conducted in such a manner as to encourage the widest distribution of shares to the American public; the fact that the statutory objective of widest distribution might be impeded in the absence of such a limitation; and the fact that, by fixing such a limitation, the Board of Directors would be preserving for its successors the opportunity to make decisions which would be appropriate in light of future experience, with respect to the maximum percentage of shares which may be owned or held by any non-carrier shareholder.

The Corporation has been advised by its special counsel, Messrs. Wilmer, Cutler & Pickering, Farragut Building, Washington, D.C., that it is the opinion of that firm that the authority of the Commission under the Communications Satellite Act of 1962 does not comprehend authority to review determinations made by the Board of Directors of the Corporation pursuant to Section 5.02(c) of the Articles. I am enclosing for your information a copy of the opinion of such counsel.

In accordance with the request made in your letter, we will advise the Commission of the taking by the Board of formal action in the matter.

Cordially,

/s/ Leo D. Welch

Leo D. Welch

Enclosure

Honorable E. William Henry
Chairman
Federal Communications Commission
Washington, D.C. 20554

INDEX
85
86
87
88
89
90
91
92
93
94
95
96
97
98
99
100
101
102
103
104
105
106
107
108
109
110
111
112
113
114
115
116
117
118
119
120
121
122
123
124
125
126
127
128
129
130
131
132
133
134
135
136
137
138
139
140
141
142
143
144
145
146
147
148

COMMUNICATIONS SATELLITE CORPORATION

Notice of Determination
Pursuant to Section 5.02(c)
of the Articles of Incorporation

NOTICE IS HEREBY GIVEN that, pursuant to Section 5.02(c) of the Articles of Incorporation of Communications Satellite Corporation, a District of Columbia corporation (hereinafter called the Corporation), for the purpose of encouraging the widest distribution to the American public of shares of Common Stock, without par value, of the Corporation, the Board of Directors of the Corporation has determined one per centum (1%) of the shares of such Stock at any time issued and outstanding to be the maximum percentage of the shares of such Stock which may be owned or held by any person (other than a communications common carrier authorized by the Federal Communications Commission to own shares of stock of the Corporation) or by any syndicate or affiliated group of such persons. The Board of Directors of the Corporation has fixed May 15, 1964, as the effective date of such determination.

BY ORDER OF THE BOARD OF DIRECTORS:

Dated: April 30, 1964

David J. Melamed
Secretary

INDEX
85
86
87
88
89
90
91
92
93
94
95
96
97
98
99
100
101
102
103
104
105
106
107
108
109
110
111
112
113
114
115
116
117
118
119
120
121
122
123
124
125
126
127
128
129
130
131
132
133
134
135
136
137
138
139
140
141
142
143
144
145
146
147
148

COMMUNICATIONS SATELLITE CORPORATION
3029 KLINGLE ROAD, N.W.
WASHINGTON 8, D. C.

LEO D. WELCH
CHAIRMAN OF THE BOARD

April 30, 1964

Dear Chairman Henry:

In accordance with the request made in your letter to me of March 19, 1964 (Reference Number 9120), I am writing to advise the Commission that, at the Special Meeting of the Board of Directors held on April 29, 1964, the Board, pursuant to Section 5.02(c) of the Articles of Incorporation of the Corporation, for the purpose of encouraging the widest distribution to the American public of shares of Common Stock of the Corporation, has determined one per centum (1%) of the shares of such Stock at any time issued and outstanding to be the maximum percentage of the shares of such Stock which may be owned or held by any person (other than a communications common carrier authorized by the Commission to own stock of the Corporation) or by any syndicate or affiliated group of such persons.

Cordially,

/s/ Leo D. Welch

Leo D. Welch

The Honorable E. William Henry
Chairman
Federal Communications Commission
Washington, D. C. 20554

INDEX
85
86
87
88
89
90
91
92
93
94
95
96
97
98
99
100
101
102
103
104
105
106
107
108
109
110
111
112
113
114
115
116
117
118
119
120
121
122
123
124
125
126
127
128
129
130
131
132
133
134
135
136
137
138
139
140
141
142
143
144
145
146
147
148

INDEX

85 86 87 88 89 90 91 92 93 94 95 96 97 98 99 100 101 102 103 104 105 106 107 108 109 110 111 112 113 114 115 116 117 118 119 120 121 122 123 124 125 126 127 128 129 130 131 132 133 134 135 136 137

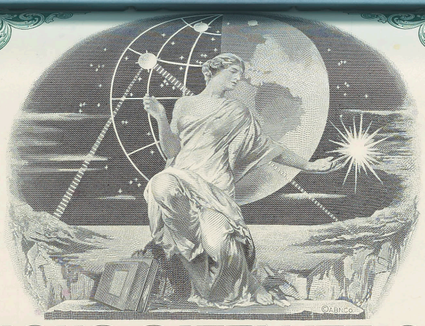
J. Specimen Certificates for Shares of Common Stock

138 139 140 141 142 143 144 145 146 147 148

CERTIFICATE FOR LESS THAN 100 SHARES

THE TRANSFERABILITY OF THE SHARES REPRESENTED BY THIS CERTIFICATE IS RESTRICTED. SEE REVERSE SIDE.

NUMBER 00000



THE TRANSFERABILITY OF THE SHARES REPRESENTED BY THIS CERTIFICATE IS RESTRICTED. SEE REVERSE SIDE.

SHARES

INCORPORATED UNDER THE DISTRICT OF COLUMBIA BUSINESS CORPORATION ACT

THIS CERTIFICATE IS TRANSFERABLE IN CHICAGO, THE CITY OF NEW YORK OR SAN FRANCISCO

COMMUNICATIONS SATELLITE CORPORATION

SERIES I

DOMESTIC SHARE CERTIFICATE

SERIES I

This is to Certify that

is the owner of

SEE REVERSE FOR CERTAIN DEFINITIONS

FULLY PAID AND NON-ASSESSABLE SHARES, WITHOUT PAR VALUE, OF SERIES I COMMON STOCK

of Communications Satellite Corporation, transferable on the books of the Corporation by the holder hereof in person or by duly authorized attorney on surrender of this Certificate properly endorsed. This Certificate and the shares represented hereby are issued and shall be subject to the provisions of the Communications Satellite Act of 1962, the Articles of Incorporation and By-laws of the Corporation, and all amendments thereto (copies of which are on file with the Transfer Agent), to all of which the holder hereof by acceptance of this Certificate assents. This Certificate is not valid until countersigned by the Transfer Agent and registered by the Registrar.

In Witness Whereof, the Corporation has caused this Certificate to be signed by its duly authorized officers and its corporate seal to be hereunto affixed.

Dated:

SPECIMEN
SECRETARY

SPECIMEN
PRESIDENT

AUTHORIZED SIGNATURE

REGISTERED: The First National Bank of Chicago, REGISTRAR

AUTHORIZED SIGNATURE

COUNTERSIGNED: CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO, TRANSFER AGENT

TENS UNITS

AMERICAN BANK NOTE COMPANY.

137

COMMUNICATIONS SATELLITE CORPORATION

THE CORPORATION WILL FURNISH WITHOUT CHARGE TO EACH SHAREHOLDER WHO SO REQUESTS A STATEMENT OF THE DESIGNATIONS, PREFERENCES, RESTRICTIONS, LIMITATIONS, VOTING POWERS, AND RELATIVE RIGHTS OF THE SHARES OF EACH CLASS OF STOCK OR SERIES THEREOF WHICH THE CORPORATION IS AUTHORIZED TO ISSUE.

RESTRICTIONS UPON TRANSFER OF SHARES OF COMMON STOCK

THE TRANSFER OF SHARES OF COMMON STOCK OF THE CORPORATION IS RESTRICTED BY, AND SUBJECT TO, RESTRICTIONS IMPOSED OR WHICH MAY BE IMPOSED UNDER THE AUTHORIZATIONS OF THE COMMUNICATIONS SATELLITE ACT OF 1962 (THE "ACT") AND THE ARTICLES OF INCORPORATION OF THE CORPORATION (THE "ARTICLES"). THE FOLLOWING SUMMARIZE SUCH PROVISIONS OF THE ACT AND THE ARTICLES AND ARE QUALIFIED BY REFERENCE THERETO.

PERSONS INELIGIBLE TO OWN SHARES AT ANY TIME. UNDER THE PROVISIONS OF THE ACT AND THE ARTICLES, SHARES OF COMMON STOCK MAY NOT AT ANY TIME BE OWNED OF RECORD OR VOTED BY ANY COMMUNICATIONS COMMON CARRIER, THOSE FOREIGN GOVERNMENTS AND CORPORATIONS COMMUNICATIONS COMMON CARRIERS, SHARES OF CAPITAL STOCK OF THE CORPORATION (A "COMMUNICATIONS COMMON CARRIER") WHICH IS (I) AN AUTHORIZED CARRIER, (II) A SUBSIDIARY OR AFFILIATED COMPANY OF A COMMUNICATIONS COMMON CARRIER, (III) AN OFFICER, DIRECTOR OR TRUSTEE OF A COMMUNICATIONS COMMON CARRIER OR OF A SUBSIDIARY OR AFFILIATED COMPANY OF A COMMUNICATIONS COMMON CARRIER, OR (IV) A PERSON WHO WILL HOLD SUCH SHARES AS NOMINEE OF, OR SUBJECT TO THE DIRECTION AND CONTROL OF, ANY OF THE FOREGOING. (IN GENERAL, THE TERM "COMMUNICATIONS COMMON CARRIER" INCLUDES (A) ANY PERSON (OTHER THAN THE CORPORATION) ENGAGED AS A COMMON CARRIER FOR HIRE, IN INTERSTATE OR FOREIGN COMMUNICATION BY WIRE OR RADIO OR IN INTERSTATE OR FOREIGN RADIO TRANSMISSION OF ENERGY, OR (B) ANY PERSON WHICH OWNS OR CONTROLS, OR IS UNDER COMMON CONTROL WITH, ANY SUCH PERSON. PERSONS ENGAGED IN RADIO BROADCASTING ARE NOT, INSOFAR AS SUCH PERSONS ARE SO ENGAGED, DEEMED TO BE "COMMUNICATIONS COMMON CARRIERS.")

LIMITATION ON OWNERSHIP OF SHARES BY ALIENS AND CERTAIN OTHER ALIEN INTERESTS. UNDER THE PROVISIONS OF THE ACT AND/OR THE ARTICLES, NOT MORE THAN AN AGGREGATE 20% OF THE TOTAL NUMBER OF SHARES OF COMMON STOCK OWNED OR HELD BY PERSONS OTHER THAN AUTHORIZED CARRIERS MAY BE OWNED OR HELD BY (1) ALIENS, FOREIGN GOVERNMENTS, REPRESENTATIVES OF ALIENS OR FOREIGN GOVERNMENTS AND CORPORATIONS ORGANIZED UNDER THE LAWS OF FOREIGN GOVERNMENTS (HEREINAFTER COLLECTIVELY CALLED "ALIEN INTERESTS"), (II) CORPORATIONS OF WHICH ANY OFFICER OR DIRECTOR IS AN ALIEN OR OF WHICH MORE THAN 20% OF THE CAPITAL STOCK IS OWNED OF RECORD OR VOTED BY ALIEN INTERESTS, OR (III) CORPORATIONS DIRECTLY OR INDIRECTLY CONTROLLED BY ANY OTHER CORPORATION OF WHICH ANY OFFICER OR MORE THAN 25% OF THE DIRECTORS ARE ALIENS, OR OF WHICH MORE THAN 25% OF THE CAPITAL STOCK IS OWNED OF RECORD OR VOTED BY ALIEN INTERESTS.

LIMITATION ON OWNERSHIP OF SHARES BY PERSONS OTHER THAN AUTHORIZED CARRIERS. UNDER THE PROVISIONS OF THE ACT, NO SHAREHOLDER (OTHER THAN AN AUTHORIZED CARRIER), OR SYNDICATE OR AFFILIATED GROUP OF SUCH SHAREHOLDERS, MAY OWN MORE THAN 10% OF THE TOTAL NUMBER OF SHARES OF COMMON STOCK ISSUED AND OUTSTANDING. THE ARTICLES AUTHORIZE THE BOARD OF DIRECTORS, IN ITS DISCRETION, TO MAKE EXCEPTIONS TO SUCH LIMITATION, INCLUDING THE GIVING OF CONSENT TO SHAREHOLDERS OF RECORD AND WITH THE EFFECT THEREIN SPECIFIED, TO FIX A PERCENTAGE LESS THAN 10% AS SUCH MAXIMUM PERCENTAGE.

LIMITATIONS ON OWNERSHIP AND DISPOSITION OF SHARES BY AUTHORIZED CARRIERS. UNDER THE PROVISIONS OF THE ACT AND THE ARTICLES, THE NUMBER OF SHARES OF COMMON STOCK OWNED BY AUTHORIZED CARRIERS MAY NOT AT ANY TIME EXCEED 50% OF THE TOTAL NUMBER OF SHARES OF COMMON STOCK ISSUED AND OUTSTANDING. UNDER THE PROVISIONS OF THE ARTICLES, NO AUTHORIZED CARRIER (OR AFFILIATED GROUP OF SUCH CARRIERS) MAY EFFECT SALES OR OTHER DISPOSITIONS OF SHARES OF COMMON STOCK OWNED BY THEM (EXCEPT DISPOSITIONS TO AUTHORIZED CARRIERS) TOTALLING, IN ANY CONSECUTIVE 12-MONTH PERIOD, MORE THAN 5% OF THE GREATEST NUMBER OF SHARES OF COMMON STOCK HELD BY ALL AUTHORIZED CARRIERS AT ANY TIME DURING SUCH PERIOD, UNLESS SUCH DISPOSITION IS MADE BY AN AUTHORIZED CARRIER IN A GENERAL PUBLIC OFFERING, OR ANOTHER METHOD APPROVED BY THE BOARD OF DIRECTORS.

PROCEDURES RELATING TO TRANSFER OF SHARES. UNDER THE ARTICLES, THE BOARD OF DIRECTORS IS AUTHORIZED TO ESTABLISH PROCEDURES, CONSISTENT WITH APPLICABLE LAW AND THE ARTICLES, RELATING TO, AMONG OTHER MATTERS, THE TRANSFER OF SHARES OF COMMON STOCK.

The following abbreviations, when used in the inscription on the face of this certificate, shall be construed as though they were written out in full according to applicable laws or regulations:

TEN COM — as tenants in common
TEN ENT — as tenants by the entireties
JT TEN — as joint tenants with right of survivorship and not as tenants in common

UNIF GIFT MIN ACT — ..... Custodian ..... (Cust) ..... (Minor) under Uniform Gifts to Minors Act ..... (State)

Additional abbreviations may also be used though not in the above list.

For value received, _____ hereby sell, assign and transfer unto

PLEASE INSERT SOCIAL SECURITY OR OTHER TAXPAYER IDENTIFYING NUMBER OF ASSIGNEE

_____

_____

PLEASE PRINT OR TYPEWRITE NAME AND ADDRESS OF ASSIGNEE

_____

_____ Shares of the capital stock represented by the within Certificate, and do hereby irrevocably constitute and appoint _____ Attorney to transfer the said stock on the books of the within-named Corporation with full power of substitution in the premises.

Dated, _____

_____

NOTICE: THE SIGNATURE TO THIS ASSIGNMENT MUST CORRESPOND WITH THE NAME AS WRITTEN UPON THE FACE OF THE CERTIFICATE IN EVERY PARTICULAR WITHOUT ALTERATION OR ENLARGEMENT OR ANY CHANGE WHATEVER.

NO TRANSFER OF THE SHARES REPRESENTED BY THIS CERTIFICATE WILL BE REGISTERED ON THE BOOKS OF THE CORPORATION UNLESS AN APPLICATION FOR TRANSFER OF SHARES HAS BEEN EXECUTED BY THE ASSIGNEE. THE APPLICATION FOR TRANSFER OF SHARES SET FORTH BELOW MAY BE EXECUTED BY THE ASSIGNEE IF HE (OR SHE) IS A UNITED STATES CITIZEN AND THE STATEMENTS IN THE APPLICATION ARE CORRECT AS TO SUCH ASSIGNEE. ANY OTHER ASSIGNEE MUST EXECUTE AN APPLICATION IN ANOTHER APPROVED FORM, WHICH THE TRANSFER AGENT WILL FURNISH ON REQUEST AND WITHOUT CHARGE.

APPLICATION FOR TRANSFER OF SHARES OF COMMON STOCK

THE UNDERSIGNED HEREBY MAKES APPLICATION FOR THE TRANSFER TO THE NAME OF THE UNDERSIGNED OF THE SHARES OF COMMON STOCK REPRESENTED BY THE WITHIN CERTIFICATE ("THE SHARES") AND HEREBY CERTIFIES TO THE CORPORATION THAT:

(1) I AM A UNITED STATES CITIZEN AND AM NOT THE REPRESENTATIVE OF AN ALIEN OR OF A FOREIGN GOVERNMENT.

(2) I AM NOT A "COMMUNICATIONS COMMON CARRIER" OR A SUBSIDIARY OR AFFILIATED COMPANY OF A "COMMUNICATIONS COMMON CARRIER", OR A TRUSTEE, OFFICER OR DIRECTOR OF ANY OF THE FOREGOING.*

(3) I AM NOT A MEMBER OF A SYNDICATE OR AFFILIATED GROUP WHICH WILL OWN OR HOLD MORE THAN 100,000 SHARES OF COMMON STOCK OF THE CORPORATION, AND NO OTHER PERSON HOLDS SHARES OF SUCH STOCK AS MY NOMINEE OR SUBJECT TO MY DIRECTION OR CONTROL.

(4) I WILL NOT HOLD THE SHARES AS THE NOMINEE OF, OR SUBJECT TO THE DIRECTION OR CONTROL OF, ANY OTHER PERSON.

*AS USED IN THE FOREGOING APPLICATION, THE TERM "COMMUNICATIONS COMMON CARRIER" MEANS:

(1) ANY PERSON (OTHER THAN THE CORPORATION) ENGAGED AS A COMMON CARRIER FOR HIRE, IN INTERSTATE OR FOREIGN COMMUNICATION BY WIRE OR RADIO OR IN INTERSTATE OR FOREIGN RADIO TRANSMISSION OF ENERGY, INCLUDING A PERSON SO ENGAGED THROUGH PHYSICAL CONNECTION, OR CONNECTION BY RADIO, OR BY WIRE AND RADIO, WITH THE FACILITIES OF ANOTHER CARRIER; OR

(2) ANY PERSON WHICH OWNS OR CONTROLS, DIRECTLY OR INDIRECTLY, OR IS UNDER DIRECT OR INDIRECT COMMON CONTROL WITH, ANY SUCH PERSON.

DATED _____

_____
SIGNATURE OF ASSIGNEE

THIS SPACE MUST NOT BE COVERED IN ANY WAY

100 SHARES

THE TRANSFERABILITY OF THE SHARES REPRESENTED BY THIS CERTIFICATE IS RESTRICTED. SEE REVERSE SIDE.

NUMBER 00000

INCORPORATED UNDER THE DISTRICT OF COLUMBIA BUSINESS CORPORATION ACT

THE TRANSFERABILITY OF THE SHARES REPRESENTED BY THIS CERTIFICATE IS RESTRICTED. SEE REVERSE SIDE.

SHARES 100

THIS CERTIFICATE IS TRANSFERABLE IN CHICAGO, THE CITY OF NEW YORK OR SAN FRANCISCO

100 SHARES

COMMUNICATIONS SATELLITE CORPORATION

SERIES I — DOMESTIC SHARE CERTIFICATE — SERIES I

This is to Certify that

is the owner of

SEE REVERSE FOR CERTAIN DEFINITIONS

ONE HUNDRED

FULLY PAID AND NON-ASSESSABLE SHARES, WITHOUT PAR VALUE, OF SERIES I COMMON STOCK

of Communications Satellite Corporation, transferable on the books of the Corporation by the holder hereof in person or by duly authorized attorney on surrender of this Certificate properly endorsed. This Certificate and the shares represented hereby are issued and shall be subject to the provisions of the Communications Satellite Act of 1962, the Articles of Incorporation and By-laws of the Corporation, and all amendments thereto (copies of which are on file with the Transfer Agent), to all of which the holder hereof by acceptance of this Certificate assents. This Certificate is not valid until countersigned by the Transfer Agent and registered by the Registrar.

In Witness Whereof, the Corporation has caused this Certificate to be signed by its duly authorized officers and its corporate seal to be hereunto affixed.

Dated:

SPECIMEN
SECRETARY

SPECIMEN
PRESIDENT

COMMUNICATIONS SATELLITE CORPORATION — INCORPORATED — 1963 — DISTRICT OF COLUMBIA

AUTHORIZED SIGNATURE
The First National Bank of Chicago
REGISTRAR

AUTHORIZED SIGNATURE
COUNTERSIGNED:
CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO,
TRANSFER AGENT

AMERICAN BANK NOTE COMPANY.

138

COMMUNICATIONS SATELLITE CORPORATION

THE CORPORATION WILL FURNISH WITHOUT CHARGE TO EACH SHAREHOLDER WHO SO REQUESTS A STATEMENT OF THE DESIGNATIONS, PREFERENCES, RESTRICTIONS, LIMITATIONS, AND RELATIVE RIGHTS OF THE SHARES OF EACH CLASS OF STOCK OR SERIES THEREOF WHICH THE CORPORATION IS AUTHORIZED TO ISSUE.

RESTRICTIONS UPON TRANSFER OF SHARES OF COMMON STOCK

THE TRANSFER OF SHARES OF COMMON STOCK OF THE CORPORATION IS RESTRICTED BY, AND SUBJECT TO, RESTRICTIONS IMPOSED OR WHICH MAY BE IMPOSED UNDER THE AUTHORIZING PROVISIONS OF THE COMMUNICATIONS SATELLITE ACT OF 1962 (THE ACT) AND THE CERTIFICATE OF INCORPORATION OF THE CORPORATION (THE ARTICLES). THE FOLLOWING PARAGRAPHS SUMMARIZE SUCH PROVISIONS OF THE ACT AND THE ARTICLES AND ARE QUALIFIED BY REFERENCE THERETO.

PERSONS INELIGIBLE TO OWN SHARES AT ANY TIME. UNDER THE PROVISIONS OF THE ACT, NO SHARES OF COMMON STOCK MAY BE ISSUED TO, OR OWNED BY, THE UNITED STATES, A FOREIGN GOVERNMENT OR AN AGENCY THEREOF, OR THE COMMUNICATIONS SATELLITE COMMISSION TO OWN SHARES OF STOCK OF THE CORPORATION.

PERSONS INELIGIBLE AT ANY TIME TO OWN SHARES OF COMMON STOCK OF THE CORPORATION. UNDER THE PROVISIONS OF THE ACT, NO SHARES OF COMMON STOCK MAY BE OWNED BY A COMMUNICATIONS COMMON CARRIER, OTHER THAN A CARRIER AUTHORIZED BY THE COMMUNICATIONS COMMISSION TO OWN SHARES OF STOCK OF THE CORPORATION, OR BY A PERSON CONTROLLED BY AN AUTHORIZED CARRIER. (1) (I) A SUBSIDIARY OR AFFILIATED COMPANY OF A COMMUNICATIONS COMMON CARRIER, (II) AN OFFICER, DIRECTOR OR TRUSTEE OF A COMMUNICATIONS COMMON CARRIER OR OF A SUBSIDIARY OR AFFILIATED COMPANY OF A COMMUNICATIONS COMMON CARRIER, OR (III) A PERSON WHO WILL HOLD SUCH SHARES AS NOMINEE OF, OR SUBJECT TO THE DIRECTION AND CONTROL OF, ANY OF THE FOREGOING. (2) IN GENERAL THE TERM "COMMUNICATIONS COMMON CARRIER" INCLUDES (A) ANY PERSON (OTHER THAN THE CORPORATION) ENGAGED AS A COMMON CARRIER FOR HIRE, IN INTERSTATE OR FOREIGN COMMUNICATION BY WIRE OR RADIO OR IN INTERSTATE OR FOREIGN RADIO TRANSMISSION OF ENERGY, (B) ANY PERSON WHICH OWNS OR CONTROLS, OR IS UNDER COMMON CONTROL WITH, ANY SUCH PERSON. PERSONS ENGAGED IN RADIO BROADCASTING ARE NOT, INSOFAR AS SUCH PERSONS ARE SO ENGAGED, DEEMED TO BE "COMMUNICATIONS COMMON CARRIERS".

LIMITATION ON OWNERSHIP OF SHARES BY ALIENS AND CERTAIN OTHER ALIEN INTERESTS. UNDER THE PROVISIONS OF THE ACT AND/OR THE ARTICLES, NOT MORE THAN AN AGGREGATE OF 20% OF THE TOTAL NUMBER OF SHARES OF COMMON STOCK OWNED OR HELD OF RECORD OR VOTING OTHER THAN AUTHORIZED CARRIERS MAY BE OWNED OR HELD BY (I) ALIENS, FOREIGN GOVERNMENTS, REPRESENTATIVES OF ALIENS OR FOREIGN GOVERNMENTS AND CORPORATIONS ORGANIZED UNDER THE LAWS OF A FOREIGN GOVERNMENTS (HEREINAFTER COLLECTIVELY REFERRED TO AS "ALIENS"), (II) ANY CORPORATION OF WHICH ANY OFFICER OR DIRECTOR IS AN ALIEN OR OF WHICH MORE THAN 25% OF THE CAPITAL STOCK IS OWNED OF RECORD OR VOTED BY ALIEN INTERESTS, OR (III) CORPORATIONS DIRECTLY OR INDIRECTLY CONTROLLED BY ANY OTHER CORPORATION OF WHICH ANY OFFICER OR MORE THAN 25% OF THE DIRECTORS ARE ALIENS, OR OF WHICH MORE THAN 25% OF THE CAPITAL STOCK IS OWNED OF RECORD OR VOTED BY ALIEN INTERESTS.

LIMITATION ON OWNERSHIP OF SHARES BY PERSONS OTHER THAN AUTHORIZED CARRIERS. UNDER THE PROVISIONS OF THE ACT, NO SHAREHOLDER (OTHER THAN AN AUTHORIZED CARRIER) OR SYNDICATE OR AFFILIATED GROUP OF SUCH SHAREHOLDERS, MAY OWN MORE THAN 10% OF THE TOTAL NUMBER OF SHARES OF COMMON STOCK ISSUED AND OUTSTANDING. THE ARTICLES AUTHORIZE THE BOARD OF DIRECTORS OF THE CORPORATION, UPON COMPLIANCE WITH PROCEDURES (INCLUDING THE GIVING OF NOTICE TO SHAREHOLDERS OF RECORD) AND WITHIN TIME LIMITS THEREIN SPECIFIED, TO FIX A PERCENTAGE, LESS THAN 10%, AS SUCH MAXIMUM PERCENTAGE.

LIMITATIONS ON OWNERSHIP AND DISPOSITION OF SHARES BY AUTHORIZED CARRIERS. UNDER THE PROVISIONS OF THE ACT AND THE ARTICLES, THE NUMBER OF SHARES OF COMMON STOCK WHICH AUTHORIZED CARRIERS MAY OWN IS LIMITED AS PROVIDED IN THE ACT. OF THE TOTAL NUMBER OF SHARES OF COMMON STOCK ISSUED AND OUTSTANDING, UNDER THE PROVISIONS OF THE ARTICLES, NO AUTHORIZED CARRIER (OR AFFILIATED GROUP OF SUCH CARRIERS) MAY EFFECT SALES OR OTHER DISPOSITIONS OF SHARES OF COMMON STOCK OWNED BY THEM (EXCEPT DISPOSITIONS TO AUTHORIZED CARRIERS) TOTALLING, IN ANY CONSECUTIVE 12 MONTH PERIOD, MORE THAN 2% OF THE GREATEST NUMBER OF SHARES OF COMMON STOCK HELD BY ALL AUTHORIZED CARRIERS AT ANY TIME DURING SUCH PERIOD, EXCEPT PURSUANT TO A GENERAL PUBLIC OFFERING, OR ANOTHER METHOD APPROVED BY THE BOARD OF DIRECTORS.

PROCEDURES RELATING TO TRANSFER OF SHARES. UNDER THE ARTICLES, THE BOARD OF DIRECTORS IS AUTHORIZED TO ESTABLISH PROCEDURES, CONSISTENT WITH APPLICABLE LAW AND THE ARTICLES, RELATING TO, AMONG OTHER MATTERS, THE TRANSFER OF SHARES OF COMMON STOCK.

The following abbreviations, when used in the inscription on the face of this certificate, shall be construed as though they were written out in full according to applicable laws or regulations:

TEN COM	— as tenants in common	UNIF GIFT MIN ACT —	..... Custodian .....
TEN ENT	— as tenants by the entireties		(Cust) (Minor)
JT TEN	— as joint tenants with right of survivorship and not as tenants in common		under Uniform Gifts to Minors Act ..... (State)

Additional abbreviations may also be used though not in the above list.

For value received, _____ hereby sell, assign and transfer unto

PLEASE INSERT SOCIAL SECURITY OR OTHER TAXPAYER IDENTIFYING NUMBER OF ASSIGNEE

_____

_____

PLEASE PRINT OR TYPEWRITE NAME AND ADDRESS OF ASSIGNEE

_____

_____ Shares of the capital stock represented by the within Certificate, and do hereby irrevocably constitute and appoint

_____ Attorney to transfer the said stock on the books of the within named Corporation with full power of substitution in the premises.

Dated, _____

_____

NOTICE: THE SIGNATURE TO THIS ASSIGNMENT MUST CORRESPOND WITH THE NAME AS WRITTEN UPON THE FACE OF THE CERTIFICATE IN EVERY PARTICULAR, WITHOUT ALTERATION OR ENLARGEMENT OR ANY CHANGE WHATEVER.

NO TRANSFER OF THE SHARES REPRESENTED BY THIS CERTIFICATE WILL BE REGISTERED ON THE BOOKS OF THE CORPORATION UNLESS AN APPLICATION FOR TRANSFER OF SHARES HAS BEEN EXECUTED BY THE ASSIGNEE. THE APPLICATION FOR TRANSFER OF SHARES SET FORTH BELOW MAY BE EXECUTED BY THE ASSIGNEE IF HE (OR SHE) IS A UNITED STATES CITIZEN AND THE STATEMENTS IN THE APPLICATION ARE CORRECT AS TO SUCH ASSIGNEE. ANY OTHER ASSIGNEE MUST EXECUTE AN APPLICATION IN ANOTHER APPROVED FORM, WHICH THE TRANSFER AGENT WILL FURNISH ON REQUEST AND WITHOUT CHARGE.

APPLICATION FOR TRANSFER OF SHARES OF COMMON STOCK

THE UNDERSIGNED HEREBY MAKES APPLICATION FOR THE TRANSFER TO THE NAME OF THE UNDERSIGNED OF THE SHARES OF COMMON STOCK REPRESENTED BY THE WITHIN CERTIFICATE ("THE SHARES") AND HEREBY CERTIFIES TO THE CORPORATION THAT:

(1) I AM A UNITED STATES CITIZEN AND AM NOT THE REPRESENTATIVE OF AN ALIEN OR OF A FOREIGN GOVERNMENT.

(2) I AM NOT A "COMMUNICATIONS COMMON CARRIER" OR A SUBSIDIARY OR AFFILIATED COMPANY OF A "COMMUNICATIONS COMMON CARRIER", OR A TRUSTEE, OFFICER OR DIRECTOR OF ANY OF THE FOREGOING.*

(3) I AM NOT A MEMBER OF A SYNDICATE OR AFFILIATED GROUP WHICH WILL OWN OR HOLD MORE THAN 100,000 SHARES OF COMMON STOCK OF THE CORPORATION, AND NO OTHER PERSON HOLDS SHARES OF SUCH STOCK AS MY NOMINEE OR SUBJECT TO MY DIRECTION OR CONTROL.

(4) I WILL NOT HOLD THE SHARES AS THE NOMINEE OF, OR SUBJECT TO THE DIRECTION OR CONTROL OF, ANY OTHER PERSON.

*AS USED IN THE FOREGOING APPLICATION, THE TERM "COMMUNICATIONS COMMON CARRIER" MEANS:

(1) ANY PERSON (OTHER THAN THE CORPORATION) ENGAGED AS A COMMON CARRIER FOR HIRE, IN INTERSTATE OR FOREIGN COMMUNICATION BY WIRE OR RADIO OR IN INTERSTATE OR FOREIGN RADIO TRANSMISSION OF ENERGY, INCLUDING A PERSON SO ENGAGED THROUGH PHYSICAL CONNECTION, OR CONNECTION BY RADIO, OR BY WIRE AND RADIO, WITH THE FACILITIES OF ANOTHER CARRIER; OR

(2) ANY PERSON WHICH OWNS OR CONTROLS, DIRECTLY OR INDIRECTLY, OR IS UNDER DIRECT OR INDIRECT COMMON CONTROL WITH, ANY SUCH PERSON.

DATED _____

_____
SIGNATURE OF ASSIGNEE

THIS SPACE MUST NOT BE COVERED IN ANY WAY

INDEX
85 86 87 88 89 90 91 92 93 94 95 96 97 98 99 100 101 102 103 104 105 106 107 108 109 110 111
112 113 114 115 116 117 118 119 120 121 122 123 124 125 126
127 128 129 130 131 132 133 134 135 136 137 138 139

THE TRANSFERABILITY OF THE SHARES REPRESENTED BY THIS CERTIFICATE IS RESTRICTED. SEE REVERSE SIDE.

NUMBER 00000

THE TRANSFERABILITY OF THE SHARES REPRESENTED BY THIS CERTIFICATE IS RESTRICTED. SEE REVERSE SIDE.

SHARES

INCORPORATED UNDER THE DISTRICT OF COLUMBIA BUSINESS CORPORATION ACT

THIS CERTIFICATE IS TRANSFERABLE IN CHICAGO, THE CITY OF NEW YORK OR SAN FRANCISCO

COMMUNICATIONS SATELLITE CORPORATION

SERIES I

DOMESTIC SHARE CERTIFICATE

SERIES I

This is to Certify that

is the owner of

SEE REVERSE FOR CERTAIN DEFINITIONS

FULLY PAID AND NON-ASSESSABLE SHARES, WITHOUT PAR VALUE, OF SERIES I COMMON STOCK

of Communications Satellite Corporation, transferable on the books of the Corporation by the holder hereof in person or by duly authorized attorney on surrender of this Certificate properly endorsed. This Certificate and the shares represented hereby are issued and shall be subject to the provisions of the Communications Satellite Act of 1962, the Articles of Incorporation and By-Laws of the Corporation, and all amendments thereto (copies of which are on file with the Transfer Agent), to all of which the holder hereof by acceptance of this Certificate assents. This Certificate is not valid until countersigned by the Transfer Agent and registered by the Registrar.

In Witness Whereof, the Corporation has caused this Certificate to be signed by its duly authorized officers and its corporate seal to be hereunto affixed.

Dated:

SPECIMEN
SECRETARY

SPECIMEN
PRESIDENT

COUNTERSIGNED: CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO, TRANSFER AGENT

AUTHORIZED SIGNATURE

REGISTERED: The First National Bank of Chicago, REGISTRAR

AUTHORIZED SIGNATURE

AMERICAN BANK NOTE COMPANY.

139

140 141 142
143 144 145 146 147 148

COMMUNICATIONS SATELLITE CORPORATION

THE CORPORATION WILL FURNISH WITHOUT CHARGE TO EACH SHAREHOLDER WHO SO REQUESTS A STATEMENT OF THE DESIGNATIONS, PREFERENCES, RESTRICTIONS, LIMITATIONS, VOTING RIGHTS OF THE SHARES OF EACH CLASS OF STOCK OR SERIES THEREOF WHICH THE CORPORATION IS AUTHORIZED TO ISSUE.

RESTRICTIONS UPON TRANSFER OF SHARES OF COMMON STOCK

THE TRANSFER OF SHARES OF COMMON STOCK OF THE CORPORATION IS RESTRICTED BY, AND SUBJECT TO RESTRICTIONS IMPOSED OR WHICH MAY BE IMPOSED UNDER THE AUTHORITY OF, PROVISIONS OF THE COMMUNICATIONS SATELLITE ACT OF 1962 (THE "ACT") AND THE ARTICLES OF INCORPORATION OF THE CORPORATION (THE "ARTICLES"). REFERENCE IS HEREBY MADE TO SUCH PROVISIONS OF THE ACT AND THE ARTICLES AND ARE QUALIFIED IN THEIR ENTIRETY BY REFERENCE THERETO.

PERSONS INELIGIBLE TO OWN SHARES AT ANY TIME. UNDER THE PROVISIONS OF THE ACT AND THE ARTICLES, SHARES OF COMMON STOCK MAY NOT AT ANY TIME BE OWNED OR HELD BY (I) A COMMUNICATIONS COMMON CARRIER, OTHER THAN A CARRIER AUTHORIZED BY THE FEDERAL COMMUNICATIONS COMMISSION TO OWN SHARES OF STOCK OF THE CORPORATION (SUCH CARRIER BEING CALLED AN "AUTHORIZED CARRIER"), (II) A SUBSIDIARY OR AFFILIATED COMPANY OF A COMMUNICATIONS COMMON CARRIER, (III) AN OFFICER, DIRECTOR OR TRUSTEE OF A COMMUNICATIONS COMMON CARRIER OR OF A SUBSIDIARY OR AFFILIATED COMPANY OF A COMMUNICATIONS COMMON CARRIER OR (IV) A PERSON WHO WILL HOLD SUCH SHARES AS NOMINEE OR SUBJECT TO THE DIRECTION OR CONTROL OF ANY SUCH PERSON AND (V) A PERSON WHO OWNS OR CONTROLS, OR IS UNDER COMMON CONTROL WITH, A COMMUNICATIONS COMMON CARRIER. (THE TERM "COMMUNICATIONS COMMON CARRIER" INCLUDES (A) ANY PERSON (OTHER THAN THE CORPORATION) ENGAGED AS A COMMON CARRIER FOR HIRE, IN INTERSTATE OR FOREIGN COMMUNICATION BY WIRE OR RADIO OR IN INTERSTATE OR FOREIGN RADIO TRANSMISSION OF ENERGY, (B) ANY PERSON WHICH OWNS OR CONTROLS, OR IS UNDER COMMON CONTROL WITH, SUCH A PERSON. PERSONS ENGAGED IN RADIO BROADCASTING ARE NOT, INSOFAR AS SUCH ACTIVITIES ARE CONCERNED, DEEMED TO BE "COMMUNICATIONS COMMON CARRIERS.")

LIMITATION ON OWNERSHIP OF SHARES BY ALIENS AND CERTAIN OTHER ALIEN INTERESTS. UNDER THE PROVISIONS OF THE ACT AND/OR THE ARTICLES, NOT MORE THAN 20% OF THE TOTAL NUMBER OF SHARES OF COMMON STOCK OWNED OR HELD BY PERSONS OTHER THAN AUTHORIZED CARRIERS MAY BE OWNED OR HELD BY (I) ALIENS, FOREIGN GOVERNMENTS, REPRESENTATIVES OF ALIENS OR FOREIGN GOVERNMENTS AND CORPORATIONS ORGANIZED UNDER THE LAWS OF FOREIGN GOVERNMENTS (HEREINAFTER COLLECTIVELY CALLED "ALIEN INTERESTS"), (II) CORPORATIONS OF WHICH ANY OFFICER OR DIRECTOR IS AN ALIEN OR OF WHICH MORE THAN 25% OF THE CAPITAL STOCK IS WITH RESPECT OF RECORD OR VOTED BY ALIEN INTERESTS, OR (III) CORPORATIONS DIRECTLY OR INDIRECTLY CONTROLLED BY ANOTHER CORPORATION OF WHICH ANY OFFICER OR MORE THAN 25% OF THE DIRECTORS ARE ALIENS, OR OF WHICH MORE THAN 25% OF THE CAPITAL STOCK IS OWNED OF RECORD OR VOTED BY ALIEN INTERESTS.

LIMITATION ON OWNERSHIP OF SHARES BY PERSONS OTHER THAN AUTHORIZED CARRIERS. UNDER THE PROVISIONS OF THE ACT AND THE ARTICLES, NO PURCHASER (OTHER THAN AN AUTHORIZED CARRIER) OR SYNDICATE OR AFFILIATED GROUP OF SUCH SHAREHOLDERS, MAY OWN MORE THAN 10% OF THE TOTAL NUMBER OF SHARES OF COMMON STOCK ISSUED AND OUTSTANDING. THE ARTICLES AUTHORIZE THE BOARD OF DIRECTORS OF THE CORPORATION, UPON COMPLIANCE WITH PROCEDURES (INCLUDING THE GIVING OF NOTICE TO SHAREHOLDERS OF RECORD) AND WITH THE EFFECT THEREIN SPECIFIED, TO FIX A PERCENTAGE LESS THAN 10% AS SUCH MAXIMUM PERCENTAGE.

LIMITATIONS ON OWNERSHIP AND DISPOSITION OF SHARES BY AUTHORIZED CARRIERS. UNDER THE PROVISIONS OF THE ACT AND THE ARTICLES, THE NUMBER OF SHARES OF COMMON STOCK OWNED BY AUTHORIZED CARRIERS MAY NOT AT ANY TIME EXCEED 50% OF THE TOTAL NUMBER OF SHARES OF COMMON STOCK ISSUED AND OUTSTANDING. UNDER THE PROVISIONS OF THE ARTICLES, NO AUTHORIZED CARRIER (OR GROUP OF AFFILIATED CARRIERS) MAY, EXCEPT DISPOSITIONS TO AUTHORIZED CARRIERS) TOTALLING, IN ANY CONSECUTIVE 12 MONTH PERIOD, MORE THAN 2% OF THE GREATEST NUMBER OF SHARES OF COMMON STOCK HELD BY ALL AUTHORIZED CARRIERS AT ANY TIME DURING SUCH PERIOD, EXCEPT PURSUANT TO A GENERAL PUBLIC OFFERING, OR ANOTHER METHOD APPROVED BY THE BOARD OF DIRECTORS.

PROCEDURES RELATING TO TRANSFER OF SHARES. UNDER THE ARTICLES, THE BOARD OF DIRECTORS IS AUTHORIZED TO ESTABLISH PROCEDURES, CONSISTENT WITH APPLICABLE LAW AND THE ARTICLES, RELATING TO, AMONG OTHER MATTERS, THE TRANSFER OF SHARES OF COMMON STOCK.

For value received, _____ hereby sell, assign and transfer unto

PLEASE INSERT SOCIAL SECURITY OR OTHER TAXPAYER IDENTIFYING NUMBER OF ASSIGNEE

_____

_____

PLEASE PRINT OR TYPEWRITE NAME AND ADDRESS OF ASSIGNEE

_____ Shares of the capital stock represented by the within Certificate, and do hereby irrevocably constitute and appoint _____ Attorney to transfer the said stock on the books of the within named Corporation with full power of substitution in the premises.

Dated, _____

_____

IMPORTANT: THE SIGNATURE(S) TO THIS ASSIGNMENT MUST CORRESPOND WITH THE NAME AS WRITTEN UPON THE FACE OF THE CERTIFICATE IN EVERY PARTICULAR WITHOUT ALTERATION OR ENLARGEMENT OR ANY CHANGE WHATEVER.

NO TRANSFER OF THE SHARES REPRESENTED BY THIS CERTIFICATE WILL BE REGISTERED ON THE BOOKS OF THE CORPORATION UNLESS AN APPLICATION FOR TRANSFER OF SHARES HAS BEEN EXECUTED BY THE ASSIGNEE. THE APPLICATION FOR TRANSFER OF SHARES SET FORTH BELOW MAY BE EXECUTED BY THE ASSIGNEE IF HE (OR SHE) IS A UNITED STATES CITIZEN AND THE STATEMENTS IN THE APPLICATION ARE CORRECT AS TO SUCH ASSIGNEE. ANY OTHER ASSIGNEE MUST EXECUTE AN APPLICATION IN ANOTHER APPROVED FORM, WHICH THE TRANSFER AGENT WILL FURNISH ON REQUEST AND WITHOUT CHARGE.

APPLICATION FOR TRANSFER OF SHARES OF COMMON STOCK

THE UNDERSIGNED HEREBY MAKES APPLICATION FOR THE TRANSFER TO THE NAME OF THE UNDERSIGNED OF THE SHARES OF COMMON STOCK REPRESENTED BY THE WITHIN CERTIFICATE ("THE SHARES") AND HEREBY CERTIFIES TO THE CORPORATION THAT:

(1) I AM A UNITED STATES CITIZEN AND AM NOT THE REPRESENTATIVE OF AN ALIEN OR OF A FOREIGN GOVERNMENT.

(2) I AM NOT A "COMMUNICATIONS COMMON CARRIER" OR A SUBSIDIARY OR AFFILIATED COMPANY OF A "COMMUNICATIONS COMMON CARRIER", OR A TRUSTEE, OFFICER OR DIRECTOR OF ANY OF THE FOREGOING.*

(3) I AM NOT A MEMBER OF A SYNDICATE OR AFFILIATED GROUP WHICH WILL OWN OR HOLD MORE THAN 100,000 SHARES OF COMMON STOCK OF THE CORPORATION, AND NO OTHER PERSON HOLDS SHARES OF SUCH STOCK AS MY NOMINEE OR SUBJECT TO MY DIRECTION OR CONTROL.

(4) I WILL NOT HOLD THE SHARES AS THE NOMINEE OF, OR SUBJECT TO THE DIRECTION OR CONTROL OF, ANY OTHER PERSON.

*AS USED IN THE FOREGOING APPLICATION, THE TERM "COMMUNICATIONS COMMON CARRIER" MEANS:

(1) ANY PERSON (OTHER THAN THE CORPORATION) ENGAGED AS A COMMON CARRIER FOR HIRE, IN INTERSTATE OR FOREIGN COMMUNICATION BY WIRE OR RADIO OR IN INTERSTATE OR FOREIGN RADIO TRANSMISSION OF ENERGY, INCLUDING A PERSON SO ENGAGED THROUGH PHYSICAL CONNECTION, OR CONNECTION BY RADIO, OR BY WIRE AND RADIO, WITH THE FACILITIES OF ANOTHER CARRIER; OR

(2) ANY PERSON WHICH OWNS OR CONTROLS, DIRECTLY OR INDIRECTLY, OR IS UNDER DIRECT OR INDIRECT COMMON CONTROL WITH, ANY SUCH PERSON.

DATED _____

_____
SIGNATURE OF ASSIGNEE

THIS SPACE MUST NOT BE COVERED IN ANY WAY

...The following abbreviations, when used in the inscription on the face of this certificate, shall be construed as though they were written out in full according to applicable laws or regulations:

TEN COM — as tenants in common
TEN ENT — as tenants by the entireties
JT TEN — as joint tenants with right of survivorship and not as tenants in common

UNIF GIFT MIN ACT — ..... Custodian ..... (Cust) (Minor) under Uniform Gifts to Minors Act ..... (State)

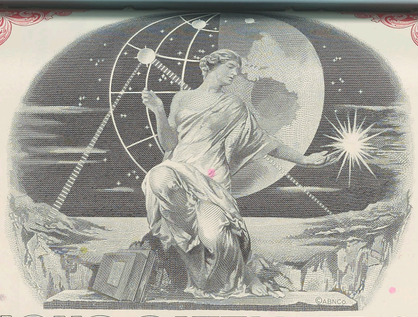
Additional abbreviations may also be used though not in the above list.

CERTIFICATE FOR LESS THAN 100 SHARES

THE TRANSFERABILITY OF THE SHARES REPRESENTED BY THIS CERTIFICATE IS RESTRICTED. SEE REVERSE SIDE.

NUMBER 00000

INCORPORATED UNDER THE DISTRICT OF COLUMBIA BUSINESS CORPORATION ACT



THE TRANSFERABILITY OF THE SHARES REPRESENTED BY THIS CERTIFICATE IS RESTRICTED. SEE REVERSE SIDE.

SHARES

THIS CERTIFICATE IS TRANSFERABLE IN CHICAGO, THE CITY OF NEW YORK OR SAN FRANCISCO

COMMUNICATIONS SATELLITE CORPORATION

SERIES I — FOREIGN SHARE CERTIFICATE — SERIES I

This is to Certify that

is the owner of

SEE REVERSE FOR CERTAIN DEFINITIONS

FULLY PAID AND NON-ASSESSABLE SHARES, WITHOUT PAR VALUE, OF SERIES I COMMON STOCK

of Communications Satellite Corporation, transferable on the books of the Corporation by the holder hereof in person or by duly authorized attorney on surrender of this Certificate properly endorsed. This Certificate and the shares represented hereby are issued and shall be subject to the provisions of the Communications Satellite Act of 1962, the Articles of Incorporation and By-Laws of the Corporation, and all amendments thereto (copies of which are on file with the Transfer Agent), to all of which the holder hereof by acceptance of this Certificate assents. This Certificate is not valid until countersigned by the Transfer Agent and registered by the Registrar.

In Witness Whereof, the Corporation has caused this Certificate to be signed by its duly authorized officers and its corporate seal to be hereunto affixed.

Dated:

SPECIMEN
SECRETARY

SPECIMEN
PRESIDENT

REGISTERED: The First National Bank of Chicago, REGISTRAR
BY
AUTHORIZED SIGNATURE

COUNTERSIGNED: CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO, TRANSFER AGENT
BY
AUTHORIZED SIGNATURE

TENS UNITS

AMERICAN BANK NOTE COMPANY.

140

COMMUNICATIONS SATELLITE CORPORATION

THE CORPORATION WILL FURNISH WITHOUT CHARGE TO EACH SHAREHOLDER WHO SO REQUESTS A STATEMENT OF THE DESIGNATIONS, PREFERENCES, RESTRICTIONS, LIMITATIONS, VOTING RIGHTS OF THE SHARES OF EACH CLASS OF STOCK OR SERIES THEREOF WHICH THE CORPORATION IS AUTHORIZED TO ISSUE.

RESTRICTIONS UPON TRANSFER OF SHARES OF COMMON STOCK

THE TRANSFER OF SHARES OF COMMON STOCK OF THE CORPORATION IS RESTRICTED BY, AND SUBJECT TO, RESTRICTIONS IMPOSED OR WHICH MAY BE IMPOSED UNDER THE AUTHORIZATIONS OF THE COMMUNICATIONS SATELLITE ACT OF 1962 (THE ACT) AND THE ARTICLES OF INCORPORATION OF THE CORPORATION (THE ARTICLES). THE FOLLOWING PARAGRAPHS SUMMARIZE SUCH PROVISIONS OF THE ACT AND THE ARTICLES AND ARE QUALIFIED BY REFERENCE THERETO:

PERSONS INELIGIBLE TO OWN SHARES AT ANY TIME. UNDER THE PROVISIONS OF THE ACT AND THE ARTICLES, SHARES OF COMMON STOCK MAY NOT AT ANY TIME BE OWNED BY (I) A COMMUNICATIONS COMMON CARRIER, OTHER THAN A CARRIER AUTHORIZED BY THE COMMUNICATIONS SATELLITE CORPORATION ACT TO OWN SHARES OF THE CORPORATION (AN "AUTHORIZED CARRIER"), OR SHARES A SUBSIDIARY OF SUCH A CORPORATION SUBMITTED FOR REGISTRATION AS A COMMUNICATIONS COMMON CARRIER, (II) AN OFFICER, DIRECTOR OR TRUSTEE OF A COMMUNICATIONS COMMON CARRIER OR OF A SUBSIDIARY OR AFFILIATED COMPANY OF SUCH A CARRIER, OR (III) A PERSON WHO WILL HOLD SUCH SHARES AS NOMINEE OF, OR SUBJECT TO THE DIRECTION AND CONTROL OF, ANY OF THE FOREGOING. IN GENERAL, THE TERM "COMMUNICATIONS COMMON CARRIER" INCLUDES (A) ANY PERSON (OTHER THAN THE CORPORATION) ENGAGED AS A COMMON CARRIER FOR HIRE, IN INTERSTATE OR FOREIGN COMMUNICATION BY WIRE OR RADIO OR IN INTERSTATE OR FOREIGN RADIO TRANSMISSION OF ENERGY, INCLUDING A PERSON SO ENGAGED THROUGH PHYSICAL CONNECTION, OR CONNECTION BY RADIO, OR BY WIRE AND RADIO, WITH THE FACILITIES OF ANOTHER CARRIER; OR (B) ANY PERSON WHICH OWNS OR CONTROLS, DIRECTLY OR INDIRECTLY, OR IS UNDER DIRECT OR INDIRECT COMMON CONTROL WITH, ANY SUCH PERSON. PERSONS ENGAGED IN RADIO BROADCASTING ARE NOT INCLUDED AS ANY SUCH PERSON SO ENGAGED, DEEMED TO BE "COMMUNICATIONS COMMON CARRIERS."

LIMITATION ON OWNERSHIP OF SHARES BY ALIENS AND CERTAIN OTHER ALIEN INTERESTS. THE PROVISIONS OF THE ACT AND/OR THE ARTICLES, NOT MORE THAN AN AGGREGATE OF 20% OF THE TOTAL NUMBER OF SHARES OF COMMON STOCK OWNED OR HELD BENEFICIALLY OF RECORD OR VOTED BY, AND NOT MORE THAN 20% OF THE TOTAL NUMBER OF SHARES OF COMMON STOCK OWNED OR HELD BY PERSONS OTHER THAN AUTHORIZED CARRIERS MAY BE OWNED OR HELD BY (1) ALIENS, FOREIGN GOVERNMENTS, REPRESENTATIVES OF ALIENS OR FOREIGN GOVERNMENTS AND CORPORATIONS ORGANIZED UNDER THE LAWS OF FOREIGN GOVERNMENTS (HEREINAFTER COLLECTIVELY CALLED "ALIEN INTERESTS"), (II) CORPORATIONS OF WHICH ANY OFFICER OR DIRECTOR IS AN ALIEN OR OF WHICH MORE THAN 20% OF THE CAPITAL STOCK IS OWNED OF RECORD OR VOTED BY ALIEN INTERESTS, OR (III) CORPORATIONS DIRECTLY OR INDIRECTLY CONTROLLED BY ANY OTHER CORPORATION OF WHICH ANY OFFICER OR MORE THAN 25% OF THE DIRECTORS ARE ALIENS, OR OF WHICH MORE THAN 25% OF THE CAPITAL STOCK IS OWNED OF RECORD OR VOTED BY ALIEN INTERESTS.

LIMITATION ON OWNERSHIP OF SHARES BY PERSONS OTHER THAN AUTHORIZED CARRIERS. UNDER THE PROVISIONS OF THE ACT, NO SHAREHOLDER (OTHER THAN AN AUTHORIZED CARRIER), OR SYNDICATE OR AFFILIATED GROUP OF SUCH SHAREHOLDERS, MAY OWN MORE THAN 10% OF THE TOTAL NUMBER OF SHARES OF COMMON STOCK ISSUED AND OUTSTANDING. THE ARTICLES AUTHORIZE THE BOARD OF DIRECTORS OF THE CORPORATION, UPON COMPLIANCE WITH PROCEDURES (INCLUDING THE GIVING OF NOTICE TO SHAREHOLDERS OF RECORD) AND WITH THE EFFECT THEREIN SPECIFIED, TO FIX A PERCENTAGE LESS THAN 10% AS SUCH MAXIMUM PERCENTAGE.

LIMITATIONS ON OWNERSHIP AND DISPOSITION OF SHARES BY AUTHORIZED CARRIERS. UNDER THE PROVISIONS OF THE ACT AND THE ARTICLES, THE NUMBER OF SHARES OF COMMON STOCK OWNED BY AUTHORIZED CARRIERS MAY NOT AT ANY TIME EXCEED 30% OF THE TOTAL NUMBER OF SHARES OF COMMON STOCK ISSUED AND OUTSTANDING. UNDER THE PROVISIONS OF THE ACT, AUTHORIZED CARRIERS, OR SYNDICATE OR AFFILIATED GROUP OF SUCH CARRIERS, MAY EFFECT SALES OR OTHER DISPOSITIONS OF SHARES OF COMMON STOCK OF THE CORPORATION EXCEPT DISPOSITIONS TO AUTHORIZED CARRIERS TOTALLING, IN ANY CONSECUTIVE 12-MONTH PERIOD, MORE THAN 2% OF THE GREATEST NUMBER OF SHARES OF COMMON STOCK HELD BY ALL AUTHORIZED CARRIERS AT ANY TIME DURING SUCH PERIOD, EXCEPT PURSUANT TO A GENERAL PUBLIC OFFERING, OR ANOTHER METHOD APPROVED BY THE BOARD OF DIRECTORS.

PROCEDURES RELATING TO TRANSFER OF SHARES. UNDER THE ARTICLES, THE BOARD OF DIRECTORS IS AUTHORIZED TO ESTABLISH PROCEDURES, CONSISTENT WITH APPLICABLE LAW AND THE ARTICLES, RELATING TO, AMONG OTHER MATTERS, THE TRANSFER OF SHARES OF COMMON STOCK.

The following abbreviations, when used in the inscription on the face of this certificate, shall be construed as though they were written out in full according to applicable laws or regulations:

TEN COM	— as tenants in common	UNIF GIFT MIN ACT —	..... Custodian .....
TEN ENT	— as tenants by the entireties		(Cust) (Minor)
JT TEN	— as joint tenants with right of survivorship and not as tenants in common		under Uniform Gifts to Minors Act ..... (State)

Additional abbreviations may also be used though not in the above list.

For value received, _____ hereby sell, assign and transfer unto

PLEASE INSERT SOCIAL SECURITY OR OTHER TAXPAYER IDENTIFYING NUMBER OF ASSIGNEE

_____

_____

PLEASE PRINT OR TYPEWRITE NAME AND ADDRESS OF ASSIGNEE

_____

_____ Shares of the capital stock represented by the within Certificate, and do hereby irrevocably constitute and appoint _____ Attorney to transfer the said stock on the books of the within named Corporation with full power of substitution in the premises.

Dated, _____

_____

NOTICE: THE SIGNATURE TO THIS ASSIGNMENT MUST CORRESPOND WITH THE NAME AS WRITTEN UPON THE FACE OF THE CERTIFICATE IN EVERY PARTICULAR, WITHOUT ALTERATION OR ENLARGEMENT OR ANY CHANGE WHATEVER.

NO TRANSFER OF THE SHARES REPRESENTED BY THIS CERTIFICATE WILL BE REGISTERED ON THE BOOKS OF THE CORPORATION UNLESS AN APPLICATION FOR TRANSFER OF SHARES HAS BEEN EXECUTED BY THE ASSIGNEE. THE APPLICATION FOR TRANSFER OF SHARES SET FORTH BELOW MAY BE EXECUTED BY THE ASSIGNEE IF HE (OR SHE) IS A UNITED STATES CITIZEN AND THE STATEMENTS IN THE APPLICATION ARE CORRECT AS TO SUCH ASSIGNEE. ANY OTHER ASSIGNEE MUST EXECUTE AN APPLICATION IN ANOTHER APPROVED FORM, WHICH THE TRANSFER AGENT WILL FURNISH ON REQUEST AND WITHOUT CHARGE.

APPLICATION FOR TRANSFER OF SHARES OF COMMON STOCK

THE UNDERSIGNED HEREBY MAKES APPLICATION FOR THE TRANSFER TO THE NAME OF THE UNDERSIGNED OF THE SHARES OF COMMON STOCK REPRESENTED BY THE WITHIN CERTIFICATE ("THE SHARES") AND HEREBY CERTIFIES TO THE CORPORATION THAT:

(1) I AM A UNITED STATES CITIZEN AND AM NOT THE REPRESENTATIVE OF AN ALIEN OR OF A FOREIGN GOVERNMENT.

(2) I AM NOT A "COMMUNICATIONS COMMON CARRIER" OR A SUBSIDIARY OR AFFILIATED COMPANY OF A "COMMUNICATIONS COMMON CARRIER", OR A TRUSTEE, OFFICER OR DIRECTOR OF ANY OF THE FOREGOING.*

(3) I AM NOT A MEMBER OF A SYNDICATE OR AFFILIATED GROUP WHICH WILL OWN OR HOLD MORE THAN 100,000 SHARES OF COMMON STOCK OF THE CORPORATION, AND NO OTHER PERSON HOLDS SHARES OF SUCH STOCK AS MY NOMINEE OR SUBJECT TO MY DIRECTION OR CONTROL.

(4) I WILL NOT HOLD THE SHARES AS THE NOMINEE OF, OR SUBJECT TO THE DIRECTION OR CONTROL OF, ANY OTHER PERSON.

*AS USED IN THE FOREGOING APPLICATION, THE TERM "COMMUNICATIONS COMMON CARRIER" MEANS:

(1) ANY PERSON (OTHER THAN THE CORPORATION) ENGAGED AS A COMMON CARRIER FOR HIRE, IN INTERSTATE OR FOREIGN COMMUNICATION BY WIRE OR RADIO OR IN INTERSTATE OR FOREIGN RADIO TRANSMISSION OF ENERGY, INCLUDING A PERSON SO ENGAGED THROUGH PHYSICAL CONNECTION, OR CONNECTION BY RADIO, OR BY WIRE AND RADIO, WITH THE FACILITIES OF ANOTHER CARRIER; OR

(2) ANY PERSON WHICH OWNS OR CONTROLS, DIRECTLY OR INDIRECTLY, OR IS UNDER DIRECT OR INDIRECT COMMON CONTROL WITH, ANY SUCH PERSON.

DATED _____

_____
SIGNATURE OF ASSIGNEE

THIS SPACE MUST NOT BE COVERED IN ANY WAY

Communications Satellite Corporation

142 141 148 147 146 145 144 143
111 110 109 108 107 106 105 104 103 102 101 100 99 98 97 96 95 94 93 92 91 90 89 88 87 86 85 INDEX 112 113 114 115 116 117 118 119 120 121 122 123 124 125 126 127 128 129 130 131 132 133 134 135 136 137 138 139 140

INDEX
112 113 114 115 116 117 118 119 120 121 122 123 124 125 126 127 128 129 130 131 132 133 134 135 136 137 138 139 140 141

100 SHARES

THE TRANSFERABILITY OF THE SHARES REPRESENTED BY THIS CERTIFICATE IS RESTRICTED. SEE REVERSE SIDE.

NUMBER

00000

THE TRANSFERABILITY OF THE SHARES REPRESENTED BY THIS CERTIFICATE IS RESTRICTED. SEE REVERSE SIDE.

SHARES

100

100 SHARES

INCORPORATED UNDER THE DISTRICT OF COLUMBIA BUSINESS CORPORATION ACT

THIS CERTIFICATE IS TRANSFERABLE IN CHICAGO, THE CITY OF NEW YORK OR SAN FRANCISCO

COMMUNICATIONS SATELLITE CORPORATION

SERIES I

FOREIGN SHARE CERTIFICATE

SERIES I

This is to Certify that

is the owner of

SEE REVERSE FOR CERTAIN DEFINITIONS

ONE HUNDRED

FULLY PAID AND NON-ASSESSABLE SHARES, WITHOUT PAR VALUE, OF SERIES I COMMON STOCK

of Communications Satellite Corporation, transferable on the books of the Corporation by the holder hereof in person or by duly authorized attorney on surrender of this Certificate properly endorsed. This Certificate and the shares represented hereby are issued and shall be subject to the provisions of the Communications Satellite Act of 1962, the Articles of Incorporation and the By-laws of the Corporation, and all amendments thereto, copies of which are on file with the Transfer Agent, to all of which the holder hereof by acceptance of this Certificate assents. This Certificate is not valid until countersigned by the Transfer Agent and registered by the Registrar.

In Witness Whereof, the Corporation has caused this Certificate to be signed by its duly authorized officers and its corporate seal to be hereunto affixed.

Dated:

REGISTERED: The First National Bank of Chicago, REGISTRAR

BY

AUTHORIZED SIGNATURE

SPECIMEN

SECRETARY

SPECIMEN

PRESIDENT

COUNTERSIGNED: CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO, TRANSFER AGENT

BY

AUTHORIZED SIGNATURE

AMERICAN BANK NOTE COMPANY.

141

142

143 144 145 146 147 148

COMMUNICATIONS SATELLITE CORPORATION

THE CORPORATION WILL FURNISH WITHOUT CHARGE TO EACH SHAREHOLDER WHO SO REQUESTS A STATEMENT OF THE DESIGNATIONS, PREFERENCES, RESTRICTIONS, LIMITATIONS AND RELATIVE RIGHTS OF THE SHARES OF EACH CLASS OF STOCK OR SERIES THEREOF WHICH THE CORPORATION IS AUTHORIZED TO ISSUE.

RESTRICTIONS UPON TRANSFER OF SHARES OF COMMON STOCK

THE TRANSFER OF SHARES OF COMMON STOCK OF THE CORPORATION IS RESTRICTED BY, AND IS SUBJECT TO RESTRICTIONS IMPOSED OR WHICH MAY BE IMPOSED UNDER THE AUTHORITY OF, PROVISIONS OF THE COMMUNICATIONS SATELLITE ACT OF 1962 (THE ACT), AND THE ARTICLES OF INCORPORATION OF THE CORPORATION (THE ARTICLES). THE FOLLOWING PARAGRAPHS SUMMARIZE SUCH PROVISIONS OF THE ACT AND THE ARTICLES AND ARE QUALIFIED IN THEIR ENTIRETY BY REFERENCE THERETO.

PERSONS INELIGIBLE TO OWN SHARES AT ANY TIME. UNDER THE PROVISIONS OF THE ACT AND/OR THE ARTICLES, COMMON STOCK MAY NOT AT ANY TIME BE OWNED OF RECORD OR VOTED BY (I) A COMMUNICATIONS COMMON CARRIER OTHER THAN A CARRIER AUTHORIZED UNDER THE ACT BY A COMMUNICATIONS COMMISSION TO OWN SHARES OF STOCK OF THE CORPORATION (HEREINAFTER CALLED AN "AUTHORIZED CARRIER"), (II) A SUBSIDIARY OR AFFILIATED COMPANY OF A COMMUNICATIONS COMMON CARRIER, (III) AN OFFICER, DIRECTOR OR TRUSTEE OF ANY COMMUNICATIONS COMMON CARRIER OR OF A SUBSIDIARY OR AFFILIATED COMPANY OF A COMMUNICATIONS COMMON CARRIER, OR (IV) A PERSON WHO WILL HOLD SUCH SHARES AS NOMINEE OF, OR SUBJECT TO THE DIRECTION AND CONTROL OF, ANY OF THE FOREGOING. IN GENERAL, THE TERM "COMMUNICATIONS COMMON CARRIER" INCLUDES (A) ANY PERSON (OTHER THAN THE CORPORATION) ENGAGED AS A COMMON CARRIER FOR HIRE, IN INTERSTATE OR FOREIGN COMMUNICATION BY WIRE OR RADIO OR IN INTERSTATE OR FOREIGN RADIO TRANSMISSION OF ENERGY, OR (B) ANY PERSON WHICH OWNS OR CONTROLS OR IS UNDER COMMON CONTROL WITH, ANY SUCH PERSON. PERSONS ENGAGED IN RADIO BROADCASTING ARE NOT, INSOFAR AS THEY ARE SO ENGAGED, DEEMED TO BE COMMUNICATIONS COMMON CARRIERS.

LIMITATION ON OWNERSHIP OF SHARES BY ALIENS AND CERTAIN OTHER ALIEN INTERESTS. UNDER THE PROVISIONS OF THE ACT AND/OR THE ARTICLES, NOT MORE THAN AN AGGREGATE OF 20% OF THE TOTAL NUMBER OF SHARES OF COMMON STOCK OWNED OR HELD OF RECORD OR VOTED BY PERSONS OTHER THAN AUTHORIZED CARRIERS MAY BE OWNED OR HELD BY (I) ALIENS, FOREIGN GOVERNMENTS, REPRESENTATIVES OF ALIENS OR FOREIGN GOVERNMENTS AND CORPORATIONS ORGANIZED UNDER THE LAWS OF FOREIGN GOVERNMENTS (HEREINAFTER COLLECTIVELY CALLED "ALIEN INTERESTS"), (II) CORPORATIONS OF WHICH ANY OFFICER OR DIRECTOR IS AN ALIEN OR OF WHICH MORE THAN 20% OF THE CAPITAL STOCK IS OWNED OF RECORD OR VOTED BY ALIEN INTERESTS, OR (III) CORPORATIONS DIRECTLY OR INDIRECTLY CONTROLLED BY ANY OTHER CORPORATION OF WHICH ANY OFFICER OR MORE THAN 25% OF THE DIRECTORS ARE ALIENS, OR OF WHICH MORE THAN 25% OF THE CAPITAL STOCK IS OWNED OF RECORD OR VOTED BY ALIEN INTERESTS.

LIMITATION ON OWNERSHIP OF SHARES BY PERSONS OTHER THAN AUTHORIZED CARRIERS. UNDER THE PROVISIONS OF THE ACT, NO SHAREHOLDER (OTHER THAN AN AUTHORIZED CARRIER) OR SYNDICATE OR AFFILIATED GROUP OF SUCH SHAREHOLDERS, MAY OWN MORE THAN 10% OF THE TOTAL NUMBER OF SHARES OF COMMON STOCK ISSUED AND OUTSTANDING. THE ARTICLES AUTHORIZE THE BOARD OF DIRECTORS OF THE CORPORATION, UPON COMPLIANCE WITH PROCEDURES (INCLUDING THE GIVING OF NOTICE TO SHAREHOLDERS OF RECORD) AND WITHIN TIME LIMITS THEREIN SPECIFIED, TO FIX A PERCENTAGE LESS THAN 10% AS SUCH MAXIMUM PERCENTAGE.

LIMITATIONS ON OWNERSHIP AND DISPOSITION OF SHARES BY AUTHORIZED CARRIERS. UNDER THE PROVISIONS OF THE ACT AND THE ARTICLES, THE NUMBER OF SHARES OF COMMON STOCK OWNED BY AUTHORIZED CARRIERS AND AFFILIATED GROUPS OF SUCH CARRIERS, AND THE EFFECT OF SALES OF SUCH SHARES TO COMMON STOCKHOLDERS, ARE LIMITED. UNDER THE PROVISIONS OF THE ARTICLES, NO AUTHORIZED CARRIER (OR AFFILIATED GROUP OF SUCH CARRIERS) MAY EFFECT SALES OR OTHER DISPOSITIONS OF SHARES OF COMMON STOCK OWNED BY THEM (EXCEPT DISPOSITIONS TO AUTHORIZED CARRIERS) TOTALLING, IN ANY CONSECUTIVE 12 MONTH PERIOD, MORE THAN 2% OF THE GREATEST NUMBER OF SHARES OF COMMON STOCK HELD BY ALL AUTHORIZED CARRIERS AT ANY TIME DURING SUCH PERIOD, EXCEPT PURSUANT TO A GENERAL PUBLIC OFFERING, OR ANOTHER METHOD APPROVED BY THE BOARD OF DIRECTORS.

PROCEDURES RELATING TO TRANSFER OF SHARES. UNDER THE ARTICLES, THE BOARD OF DIRECTORS IS AUTHORIZED TO ESTABLISH PROCEDURES, CONSISTENT WITH APPLICABLE LAW AND THE ARTICLES, RELATING TO, AMONG OTHER MATTERS, THE TRANSFER OF SHARES OF COMMON STOCK.

The following abbreviations, when used in the inscription on the face of this certificate, shall be construed as though they were written out in full according to applicable laws or regulations:

TEN COM — as tenants in common
TEN ENT — as tenants by the entireties
JT TEN — as joint tenants with right of survivorship and not as tenants in common
UNIF GIFT MIN ACT — ..... Custodian ..... under Uniform Gifts to Minors Act .....
..... (State)

Additional abbreviations may also be used though not in the above list.

For value received, _____ hereby sell, assign and transfer unto

PLEASE INSERT SOCIAL SECURITY OR OTHER TAXPAYER IDENTIFYING NUMBER OF ASSIGNEE

PLEASE PRINT OR TYPEWRITE NAME AND ADDRESS OF ASSIGNEE

_____ Shares of the capital stock represented by the within Certificate, and do hereby irrevocably constitute and appoint _____ Attorney to transfer the said stock on the books of the within-named Corporation with full power of substitution in the premises.

Dated, _____

_____

NOTICE: THE SIGNATURE TO THIS ASSIGNMENT MUST CORRESPOND WITH THE NAME AS WRITTEN UPON THE FACE OF THE CERTIFICATE IN EVERY PARTICULAR WITHOUT ALTERATION OR ENLARGEMENT OR ANY CHANGE WHATEVER.

NO TRANSFER OF THE SHARES REPRESENTED BY THIS CERTIFICATE WILL BE REGISTERED ON THE BOOKS OF THE CORPORATION UNLESS AN APPLICATION FOR TRANSFER OF SHARES HAS BEEN EXECUTED BY THE ASSIGNEE. THE APPLICATION FOR TRANSFER OF SHARES SET FORTH BELOW MAY BE EXECUTED BY THE ASSIGNEE IF HE (OR SHE) IS A UNITED STATES CITIZEN AND THE STATEMENTS IN THE APPLICATION ARE CORRECT AS TO SUCH ASSIGNEE. ANY OTHER ASSIGNEE MUST EXECUTE AN APPLICATION IN ANOTHER APPROVED FORM, WHICH THE TRANSFER AGENT WILL FURNISH ON REQUEST AND WITHOUT CHARGE.

APPLICATION FOR TRANSFER OF SHARES OF COMMON STOCK

THE UNDERSIGNED HEREBY MAKES APPLICATION FOR THE TRANSFER TO THE NAME OF THE UNDERSIGNED OF THE SHARES OF COMMON STOCK REPRESENTED BY THE WITHIN CERTIFICATE ("THE SHARES") AND HEREBY CERTIFIES TO THE CORPORATION THAT:

(1) I AM A UNITED STATES CITIZEN AND AM NOT THE REPRESENTATIVE OF AN ALIEN OR OF A FOREIGN GOVERNMENT.

(2) I AM NOT A "COMMUNICATIONS COMMON CARRIER" OR A SUBSIDIARY OR AFFILIATED COMPANY OF A "COMMUNICATIONS COMMON CARRIER", OR A TRUSTEE, OFFICER OR DIRECTOR OF ANY OF THE FOREGOING.*

(3) I AM NOT A MEMBER OF A SYNDICATE OR AFFILIATED GROUP WHICH WILL OWN OR HOLD MORE THAN 100,000 SHARES OF COMMON STOCK OF THE CORPORATION, AND NO OTHER PERSON HOLDS SHARES OF SUCH STOCK AS MY NOMINEE OR SUBJECT TO MY DIRECTION OR CONTROL.

(4) I WILL NOT HOLD THE SHARES AS THE NOMINEE OF, OR SUBJECT TO THE DIRECTION OR CONTROL OF, ANY OTHER PERSON.

*AS USED IN THE FOREGOING APPLICATION, THE TERM "COMMUNICATIONS COMMON CARRIER" MEANS:

(1) ANY PERSON (OTHER THAN THE CORPORATION) ENGAGED AS A COMMON CARRIER FOR HIRE, IN INTERSTATE OR FOREIGN COMMUNICATION BY WIRE OR RADIO OR IN INTERSTATE OR FOREIGN RADIO TRANSMISSION OF ENERGY, INCLUDING A PERSON SO ENGAGED THROUGH PHYSICAL CONNECTION, OR CONNECTION BY RADIO, OR BY WIRE AND RADIO, WITH THE FACILITIES OF ANOTHER CARRIER; OR

(2) ANY PERSON WHICH OWNS OR CONTROLS, DIRECTLY OR INDIRECTLY, OR IS UNDER DIRECT OR INDIRECT COMMON CONTROL WITH, ANY SUCH PERSON.

DATED _____

_____
SIGNATURE OF ASSIGNEE

THIS SPACE MUST NOT BE COVERED IN ANY WAY

SPECIMEN

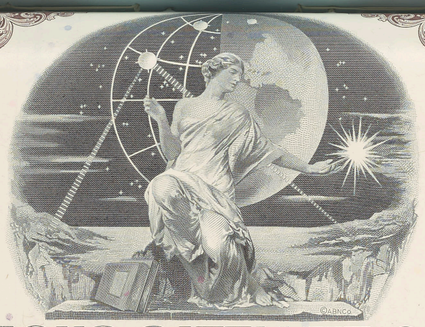
INDEX
85 86 87 88 89 90 91 92 93 94 95 96 97 98 99 100 101 102 103 104 105 106 107 108 109 110 111 112 113 114 115 116 117 118 119 120 121 122 123 124 125 126 127 128 129 130 131 132 133 134 135 136 137 138 139 140 141 142

THE TRANSFERABILITY OF THE SHARES REPRESENTED BY THIS CERTIFICATE IS RESTRICTED. SEE REVERSE SIDE.

NUMBER 00000

THE TRANSFERABILITY OF THE SHARES REPRESENTED BY THIS CERTIFICATE IS RESTRICTED. SEE REVERSE SIDE.

SHARES



INCORPORATED UNDER THE DISTRICT OF COLUMBIA BUSINESS CORPORATION ACT

THIS CERTIFICATE IS TRANSFERABLE IN CHICAGO, THE CITY OF NEW YORK OR SAN FRANCISCO

COMMUNICATIONS SATELLITE CORPORATION

SERIES I — FOREIGN SHARE CERTIFICATE — SERIES I

This is to Certify that

is the owner of

SEE REVERSE FOR CERTAIN DEFINITIONS

FULLY PAID AND NON-ASSESSABLE SHARES, WITHOUT PAR VALUE, OF SERIES I COMMON STOCK

of Communications Satellite Corporation, transferable on the books of the Corporation by the holder hereof in person or by duly authorized attorney on surrender of this Certificate properly endorsed. This Certificate and the shares represented hereby are issued and shall be subject to the provisions of the Communications Satellite Act of 1962, the Articles of Incorporation and By-laws of the Corporation, and all amendments thereto (copies of which are on file with the Transfer Agent), to all of which the holder hereof by acceptance of this Certificate assents. This Certificate is not valid until countersigned by the Transfer Agent and registered by the Registrar.

In Witness Whereof, the Corporation has caused this Certificate to be signed by its duly authorized officers and its corporate seal to be hereunto affixed.

Dated:

REGISTERED: The First National Bank of Chicago, REGISTRAR
BY AUTHORIZED SIGNATURE

SPECIMEN
SECRETARY

COMMUNICATIONS SATELLITE CORPORATION — INCORPORATED — 1963 — DISTRICT OF COLUMBIA

SPECIMEN
PRESIDENT

COUNTERSIGNED: CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO, TRANSFER AGENT
BY AUTHORIZED SIGNATURE

AMERICAN BANK NOTE COMPANY.

142

143 144 145 146 147 148

COMMUNICATIONS SATELLITE CORPORATION

THE CORPORATION WILL FURNISH WITHOUT CHARGE TO EACH SHAREHOLDER WHO SO REQUESTS A STATEMENT OF THE DESIGNATIONS, PREFERENCES, RESTRICTIONS, LIMITATIONS, RELATIVE RIGHTS OF THE SHARES OF EACH CLASS OF STOCK OR SERIES THEREOF WHICH THE CORPORATION IS AUTHORIZED TO ISSUE.

RESTRICTIONS UPON TRANSFER OF SHARES OF COMMON STOCK

THE TRANSFER OF SHARES OF COMMON STOCK OF THE CORPORATION IS RESTRICTED BY, AND SUBJECT TO RESTRICTIONS IMPOSED OR WHICH MAY BE IMPOSED UNDER THE AUTHORITY OF, PROVISIONS OF THE COMMUNICATIONS SATELLITE ACT OF 1962 (THE ACT) AND THE ARTICLES OF INCORPORATION OF THE CORPORATION (THE ARTICLES). THE FOLLOWING PARAGRAPHS SUMMARIZE SUCH PROVISIONS OF THE ACT AND THE ARTICLES AND ARE QUALIFIED BY REFERENCE THERETO.

PERSONS INELIGIBLE TO OWN SHARES AT ANY TIME. UNDER THE PROVISIONS OF THE ACT AND THE ARTICLES, SHARES OF COMMON STOCK MAY NOT AT ANY TIME BE OWNED BY ANY COMMUNICATIONS COMMON CARRIER OR BY ANY PERSON WHOM THE FEDERAL COMMUNICATIONS COMMISSION HAS GIVEN SHARES OF STOCK OF THE CORPORATION (HEREINAFTER CALLED AN "AUTHORIZED CARRIER"). (I) A SUBSIDIARY OR AFFILIATED COMPANY OF A COMMUNICATIONS COMMON CARRIER, (II) AN OFFICER, DIRECTOR OR TRUSTEE OF A COMMUNICATIONS COMMON CARRIER OR OF A SUBSIDIARY OR AFFILIATED COMPANY OF A COMMUNICATIONS COMMON CARRIER, OR (III) A PERSON WHO WILL HOLD SUCH SHARES AS NOMINEE OF, OR SUBJECT TO THE DIRECTION AND CONTROL OF, ANY OF THE FOREGOING. IN GENERAL, THE TERM "COMMUNICATIONS COMMON CARRIER" INCLUDES (A) ANY PERSON (OTHER THAN THE CORPORATION) ENGAGED AS A COMMON CARRIER FOR HIRE, IN INTERSTATE OR FOREIGN COMMUNICATION BY WIRE OR RADIO OR IN INTERSTATE OR FOREIGN RADIO TRANSMISSION OF ENERGY, OR IN INTERSTATE OR FOREIGN COMMUNICATION BY WIRE OR RADIO, WITH THE FACILITIES OF ANOTHER CARRIER, AND (B) ANY PERSON WHICH OWNS OR CONTROLS, OR IS UNDER COMMON CONTROL WITH, ANY SUCH PERSON. PERSONS ENGAGED IN RADIO BROADCASTING ARE NOT INSOFAR AS SO ENGAGED, DEEMED TO BE "COMMUNICATIONS COMMON CARRIERS".

LIMITATION ON OWNERSHIP OF SHARES BY ALIENS AND CERTAIN OTHER ALIEN INTERESTS. IN LIMITATION OF THE PROVISIONS OF THE ACT AND/OR THE ARTICLES, NOT MORE THAN AN AGGREGATE OF 20% OF THE TOTAL NUMBER OF SHARES OF COMMON STOCK OWNED OR HELD OF RECORD BY PERSONS OTHER THAN AUTHORIZED CARRIERS MAY BE OWNED OR HELD BY (I) ALIENS, FOREIGN GOVERNMENTS, REPRESENTATIVES OF ALIENS OR FOREIGN GOVERNMENTS AND CORPORATIONS ORGANIZED UNDER THE LAWS OF FOREIGN GOVERNMENTS, HEREINAFTER COLLECTIVELY CALLED "ALIEN INTERESTS", (II) CORPORATIONS OF WHICH ANY OFFICER OR DIRECTOR IS AN ALIEN OR OF WHICH MORE THAN 25% OF THE CAPITAL STOCK IS OWNED OF RECORD OR VOTED BY ALIEN INTERESTS, OR (III) CORPORATIONS DIRECTLY OR INDIRECTLY CONTROLLED BY ANY OTHER CORPORATION OF WHICH ANY OFFICER OR MORE THAN 25% OF THE DIRECTORS ARE ALIENS, OR OF WHICH MORE THAN 25% OF THE CAPITAL STOCK IS OWNED OF RECORD OR VOTED BY ALIEN INTERESTS.

LIMITATION ON OWNERSHIP OF SHARES BY PERSONS OTHER THAN AUTHORIZED CARRIERS. UNDER THE PROVISIONS OF THE ACT, NO SHAREHOLDER (OTHER THAN AN AUTHORIZED CARRIER), OR SYNDICATE OR AFFILIATED GROUP OF SUCH SHAREHOLDERS, MAY OWN MORE THAN 10% OF THE TOTAL NUMBER OF SHARES OF COMMON STOCK ISSUED AND OUTSTANDING, UNLESS AUTHORIZED BY THE BOARD OF DIRECTORS OF THE CORPORATION, AND THE ARTICLES AUTHORIZE THE BOARD TO GIVE SUCH CONSENT TO SHAREHOLDERS OF RECORD (AND WITH THE EFFECT) HEREINAFTER SPECIFIED, TO FIX A PERCENTAGE LESS THAN 10% AS SUCH MAXIMUM PERCENTAGE.

LIMITATIONS ON OWNERSHIP AND DISPOSITION OF SHARES BY AUTHORIZED CARRIERS. UNDER THE PROVISIONS OF THE ACT AND THE ARTICLES, THE NUMBER OF SHARES OF COMMON STOCK OWNED BY AUTHORIZED CARRIERS MAY NOT AT ANY TIME EXCEED 50% OF THE TOTAL NUMBER OF SHARES OF COMMON STOCK ISSUED AND OUTSTANDING. UNDER THE PROVISIONS OF THE ARTICLES, NO AUTHORIZED CARRIER, OR AFFILIATED GROUP OF SUCH CARRIERS, MAY EFFECT SALES OR OTHER DISPOSITIONS OF SHARES OF COMMON STOCK OWNED BY THEM (EXCEPT DISPOSITIONS TO AUTHORIZED CARRIERS) TOTALLING, IN ANY CONSECUTIVE 12-MONTH PERIOD, MORE THAN 2% OF THE GREATEST NUMBER OF SHARES OF COMMON STOCK HELD BY ALL AUTHORIZED CARRIERS AT THE BEGINNING OF SUCH 12-MONTH PERIOD, TO A GENERAL PUBLIC OFFERING, OR ANOTHER METHOD APPROVED BY THE BOARD OF DIRECTORS.

PROCEDURES RELATING TO TRANSFER OF SHARES. UNDER THE ARTICLES, THE BOARD OF DIRECTORS IS AUTHORIZED TO ESTABLISH PROCEDURES, CONSISTENT WITH APPLICABLE LAW AND THE ARTICLES, RELATING TO, AMONG OTHER MATTERS, THE TRANSFER OF SHARES OF COMMON STOCK.

The following abbreviations, when used in the inscription on the face of this certificate, shall be construed as though they were written out in full according to applicable laws or regulations:

TEN COM	— as tenants in common	UNIF GIFT MIN ACT —	..... Custodian ..... (Minor) under Uniform Gifts to Minors Act ..... (State)
TEN ENT	— as tenants by the entireties		
JT TEN	— as joint tenants with right of survivorship and not as tenants in common		

Additional abbreviations may also be used though not in the above list.

For value received, _____ hereby sell, assign and transfer unto

PLEASE INSERT SOCIAL SECURITY OR OTHER TAXPAYER IDENTIFYING NUMBER OF ASSIGNEE

_____

_____

PLEASE PRINT OR TYPEWRITE NAME AND ADDRESS OF ASSIGNEE

_____

_____ Shares of the capital stock represented by the within Certificate, and do hereby irrevocably constitute and appoint _____ Attorney to transfer the said stock on the books of the within-named Corporation with full power of substitution in the premises.

Dated, _____

_____

NOTICE: THE SIGNATURE TO THIS ASSIGNMENT MUST CORRESPOND WITH THE NAME AS WRITTEN UPON THE FACE OF THE CERTIFICATE IN EVERY PARTICULAR, WITHOUT ALTERATION OR ENLARGEMENT OR ANY CHANGE WHATEVER.

NO TRANSFER OF THE SHARES REPRESENTED BY THIS CERTIFICATE WILL BE REGISTERED ON THE BOOKS OF THE CORPORATION UNLESS AN APPLICATION FOR TRANSFER OF SHARES HAS BEEN EXECUTED BY THE ASSIGNEE. THE APPLICATION FOR TRANSFER OF SHARES SET FORTH BELOW MAY BE EXECUTED BY THE ASSIGNEE IF HE (OR SHE) IS A UNITED STATES CITIZEN AND THE STATEMENTS IN THE APPLICATION ARE CORRECT AS TO SUCH ASSIGNEE. ANY OTHER ASSIGNEE MUST EXECUTE AN APPLICATION IN ANOTHER APPROVED FORM, WHICH THE TRANSFER AGENT WILL FURNISH ON REQUEST AND WITHOUT CHARGE.

APPLICATION FOR TRANSFER OF SHARES OF COMMON STOCK

THE UNDERSIGNED HEREBY MAKES APPLICATION FOR THE TRANSFER TO THE NAME OF THE UNDERSIGNED OF THE SHARES OF COMMON STOCK REPRESENTED BY THE WITHIN CERTIFICATE ("THE SHARES") AND HEREBY CERTIFIES TO THE CORPORATION THAT:

(1) I AM A UNITED STATES CITIZEN AND AM NOT THE REPRESENTATIVE OF AN ALIEN OR OF A FOREIGN GOVERNMENT.

(2) I AM NOT A "COMMUNICATIONS COMMON CARRIER" OR A SUBSIDIARY OR AFFILIATED COMPANY OF A "COMMUNICATIONS COMMON CARRIER", OR A TRUSTEE, OFFICER OR DIRECTOR OF ANY OF THE FOREGOING.*

(3) I AM NOT A MEMBER OF A SYNDICATE OR AFFILIATED GROUP WHICH WILL OWN OR HOLD MORE THAN 100,000 SHARES OF COMMON STOCK OF THE CORPORATION, AND NO OTHER PERSON HOLDS SHARES OF SUCH STOCK AS MY NOMINEE OR SUBJECT TO MY DIRECTION OR CONTROL.

(4) I WILL NOT HOLD THE SHARES AS THE NOMINEE OF, OR SUBJECT TO THE DIRECTION OR CONTROL OF, ANY OTHER PERSON.

*AS USED IN THE FOREGOING APPLICATION, THE TERM "COMMUNICATIONS COMMON CARRIER" MEANS:

(1) ANY PERSON (OTHER THAN THE CORPORATION) ENGAGED AS A COMMON CARRIER FOR HIRE, IN INTERSTATE OR FOREIGN COMMUNICATION BY WIRE OR RADIO OR IN INTERSTATE OR FOREIGN RADIO TRANSMISSION OF ENERGY, INCLUDING A PERSON SO ENGAGED THROUGH PHYSICAL CONNECTION, OR CONNECTION BY RADIO, OR BY WIRE AND RADIO, WITH THE FACILITIES OF ANOTHER CARRIER; OR

(2) ANY PERSON WHICH OWNS OR CONTROLS, DIRECTLY OR INDIRECTLY, OR IS UNDER DIRECT OR INDIRECT COMMON CONTROL WITH, ANY SUCH PERSON.

DATED _____

_____
SIGNATURE OF ASSIGNEE

THIS SPACE MUST NOT BE COVERED IN ANY WAY

SPECIMEN

CERTIFICATE FOR LESS THAN 100 SHARES

THE TRANSFERABILITY OF THE SHARES REPRESENTED BY THIS CERTIFICATE IS RESTRICTED. SEE REVERSE SIDE.

NUMBER 00000

INCORPORATED UNDER THE DISTRICT OF COLUMBIA BUSINESS CORPORATION ACT

THE TRANSFERABILITY OF THE SHARES REPRESENTED BY THIS CERTIFICATE IS RESTRICTED. SEE REVERSE SIDE.

SHARES

THIS CERTIFICATE IS TRANSFERABLE IN CHICAGO, THE CITY OF NEW YORK OR SAN FRANCISCO

COMMUNICATIONS SATELLITE CORPORATION

SERIES II

SERIES II

This is to Certify that

is the owner of

SEE REVERSE FOR CERTAIN DEFINITIONS

FULLY PAID AND NON-ASSESSABLE SHARES, WITHOUT PAR VALUE, OF SERIES II COMMON STOCK

of Communications Satellite Corporation, transferable on the books of the Corporation by the holder hereof in person or by duly authorized attorney on surrender of this Certificate properly endorsed. This Certificate and the shares represented hereby are issued and shall be subject to the provisions of the Communications Satellite Act of 1962, the Articles of Incorporation and By-Laws of the Corporation, and all amendments thereto, copies of which are on file with the Transfer Agent, to all of which the holder hereof by acceptance of this Certificate assents. This Certificate is not valid until countersigned by the Transfer Agent and registered by the Registrar.

In Witness Whereof, the Corporation has caused this Certificate to be signed by its duly authorized officers and its corporate seal to be hereunto affixed.

Dated:

SPECIMEN
SECRETARY

SPECIMEN
PRESIDENT

REGISTERED: The First National Bank of Chicago, REGISTRAR
BY
AUTHORIZED SIGNATURE

COUNTERSIGNED: CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO, TRANSFER AGENT
BY
AUTHORIZED SIGNATURE

ITEMS 1 2 3 4 5 6 7 8 9 0
UNITS 1 2 3 4 5 6 7 8 9 0

AMERICAN BANK NOTE COMPANY.

COMMUNICATIONS SATELLITE CORPORATION

THE CORPORATION WILL FURNISH WITHOUT CHARGE TO EACH SHAREHOLDER WHO SO REQUESTS A STATEMENT OF THE DESIGNATIONS, PREFERENCES, RESTRICTIONS, LIMITATIONS, AND RELATIVE RIGHTS OF THE SHARES OF EACH CLASS OF STOCK OR SERIES THEREOF WHICH THE CORPORATION IS AUTHORIZED TO ISSUE.

RESTRICTIONS UPON TRANSFER OF SHARES OF COMMON STOCK

THE TRANSFER OF SHARES OF COMMON STOCK OF THE CORPORATION IS RESTRICTED BY, AND SUBJECT TO RESTRICTIONS IMPOSED OR WHICH MAY BE IMPOSED UNDER THE AUTHORITY OF, PROVISIONS OF THE COMMUNICATIONS SATELLITE ACT OF 1962 (THE "ACT") AND THE ARTICLES OF INCORPORATION OF THE CORPORATION (THE "ARTICLES"). THE FOLLOWING PARAGRAPHS SUMMARIZE SUCH PROVISIONS OF THE ACT AND THE ARTICLES AND ARE QUALIFIED BY REFERENCE THERETO.

PERSONS INELIGIBLE TO OWN SHARES AT ANY TIME. UNDER THE PROVISIONS OF THE ACT AND/OR THE ARTICLES, SHARES OF COMMON STOCK MAY NOT AT ANY TIME BE OWNED BY A COMMUNICATIONS COMMON CARRIER, OTHER THAN A CARRIER AUTHORIZED BY THE COMMUNICATIONS SATELLITE CORPORATION TO BE AN "AUTHORIZED CARRIER" (SUCH A CARRIER BEING HEREINAFTER CALLED AN "AUTHORIZED CARRIER"), OR (II) A SUBSIDIARY OR AFFILIATED COMPANY OF A COMMUNICATIONS COMMON CARRIER, (III) AN OFFICER, DIRECTOR OR TRUSTEE OF A COMMUNICATIONS COMMON CARRIER OR OF A SUBSIDIARY OR AFFILIATED COMPANY OF A COMMUNICATIONS COMMON CARRIER, OR (IV) A PERSON WHO WILL HOLD SUCH SHARES AS NOMINEE OF, OR SUBJECT TO DIRECTION AND CONTROL OF, ANY OF THE FOREGOING. (IN GENERAL, THE TERM "COMMUNICATIONS COMMON CARRIER" INCLUDES (A) ANY PERSON (OTHER THAN THE CORPORATION) ENGAGED AS A COMMON CARRIER FOR HIRE, IN INTERSTATE OR FOREIGN COMMUNICATION BY WIRE OR RADIO OR IN INTERSTATE OR FOREIGN RADIO TRANSMISSION OF ENERGY, BY WIRE OR RADIO OR THROUGH PHYSICAL CONNECTION, OR CONNECTION BY RADIO, OR BY WIRE AND RADIO, WITH THE FACILITIES OF ANOTHER CARRIER, AND (B) ANY PERSON WHICH OWNS OR CONTROLS, OR IS UNDER COMMON CONTROL WITH, ANY SUCH PERSON. PERSONS ENGAGED IN RADIO BROADCASTING ARE NOT, INSOFAR AS SUCH PERSONS ARE SO ENGAGED, DEEMED TO BE "COMMUNICATIONS COMMON CARRIERS".)

LIMITATION ON OWNERSHIP OF SHARES BY ALIENS AND CERTAIN OTHER ALIEN INTERESTS. UNDER THE PROVISIONS OF THE ACT AND/OR THE ARTICLES, NOT MORE THAN AN AGGREGATE 20% OF THE TOTAL NUMBER OF SHARES OF COMMON STOCK OWNED OR HELD OF RECORD BY PERSONS OTHER THAN AUTHORIZED CARRIERS MAY BE OWNED OR HELD BY (I) ALIENS, FOREIGN GOVERNMENTS, REPRESENTATIVES OF ALIENS OR FOREIGN GOVERNMENTS AND CORPORATIONS ORGANIZED UNDER THE LAWS OF FOREIGN GOVERNMENTS (HEREINAFTER COLLECTIVELY CALLED "ALIEN INTERESTS"), (II) CORPORATIONS OF WHICH ANY OFFICER OR DIRECTOR IS AN ALIEN OR OF WHICH MORE THAN 25% OF THE CAPITAL STOCK IS OWNED OF RECORD OR VOTED BY ALIEN INTERESTS, OR (III) CORPORATIONS DIRECTLY OR INDIRECTLY CONTROLLED BY ANY OTHER CORPORATION OF WHICH ANY OFFICER OR MORE THAN 25% OF THE DIRECTORS ARE ALIENS, OR OF WHICH MORE THAN 25% OF THE CAPITAL STOCK IS OWNED OF RECORD OR VOTED BY ALIEN INTERESTS.

LIMITATION ON OWNERSHIP OF SHARES BY PERSONS OTHER THAN AUTHORIZED CARRIERS. UNDER THE PROVISIONS OF THE ACT, NO SHAREHOLDER (OTHER THAN AN AUTHORIZED CARRIER) OR SYNDICATE OR AFFILIATED GROUP OF SUCH SHAREHOLDERS MAY OWN MORE THAN 100,000 OF THE TOTAL NUMBER OF SHARES OF COMMON STOCK OUTSTANDING. THE BOARD OF DIRECTORS OF THE CORPORATION HAS THE POWER AND DUTY, UPON COMPLIANCE WITH PROCEDURES (INCLUDING THE GIVING OF NOTICE TO SHAREHOLDERS OF RECORD) AND WITH THE EFFECT THEREIN SPECIFIED, TO FIX A PERCENTAGE LESS THAN 10% AS SUCH MAXIMUM PERCENTAGE.

LIMITATIONS ON OWNERSHIP AND DISPOSITION OF SHARES BY AUTHORIZED CARRIERS. UNDER THE PROVISIONS OF THE ACT AND THE ARTICLES, THE NUMBER OF SHARES OF COMMON STOCK OWNED BY AUTHORIZED CARRIERS MAY NOT AT ANY TIME EXCEED 50% OF THE TOTAL NUMBER OF SHARES OF COMMON STOCK ISSUED AND OUTSTANDING. UNDER THE PROVISIONS OF THE ARTICLES, NO AUTHORIZED CARRIER (OR AFFILIATED GROUP OF SUCH CARRIERS) MAY EFFECT SALES OR OTHER DISPOSITIONS OF SHARES OF COMMON STOCK OWNED BY THEM (EXCEPT DISPOSITIONS TO AUTHORIZED CARRIERS) WHICH WOULD REDUCE THEIR OWNERSHIP, DURING ANY 12 MONTH PERIOD, MORE THAN 10% OF THE NUMBER OF SHARES OF COMMON STOCK HELD BY ALL AUTHORIZED CARRIERS AT ANY TIME DURING SUCH PERIOD, EXCEPT PURSUANT TO A GENERAL PUBLIC OFFERING, OR ANOTHER METHOD APPROVED BY THE BOARD OF DIRECTORS.

PROCEDURES RELATING TO TRANSFER OF SHARES. UNDER THE ARTICLES, THE BOARD OF DIRECTORS IS AUTHORIZED TO ESTABLISH PROCEDURES, CONSISTENT WITH APPLICABLE LAW AND THE ARTICLES, RELATING TO, AMONG OTHER MATTERS, THE TRANSFER OF SHARES OF COMMON STOCK.

The following abbreviations, when used in the inscription on the face of this certificate, shall be construed as though they were written out in full according to applicable laws or regulations:

TEN COM	— as tenants in common
TEN ENT	— as tenants by the entireties
JT TEN	— as joint tenants with right of survivorship and not as tenants in common
UNIF GIFT MIN ACT —	..... Custodian ..... (Cust) (Minor) under Uniform Gifts to Minors Act ..... (State)

Additional abbreviations may also be used though not in the above list.

For value received, _____ *hereby sell, assign and transfer unto*

PLEASE INSERT SOCIAL SECURITY OR OTHER TAXPAYER IDENTIFYING NUMBER OF ASSIGNEE

PLEASE PRINT OR TYPEWRITE NAME AND ADDRESS OF ASSIGNEE

_____ *Shares of the*

capital stock represented by the within Certificate, and do hereby irrevocably constitute and appoint

_____ *Attorney to transfer*

the said stock on the books of the within-named Corporation with full power of substitution in the premises.

Dated, _____

_____

NOTICE: THE SIGNATURE TO THIS ASSIGNMENT MUST CORRESPOND WITH THE NAME AS WRITTEN UPON THE FACE OF THE CERTIFICATE IN EVERY PARTICULAR, WITHOUT ALTERATION OR ENLARGEMENT OR ANY CHANGE WHATEVER.

NO TRANSFER OF THE SHARES REPRESENTED BY THIS CERTIFICATE WILL BE REGISTERED ON THE BOOKS OF THE CORPORATION UNLESS AN APPLICATION FOR TRANSFER OF SHARES HAS BEEN EXECUTED BY THE ASSIGNEE. THE APPLICATION FOR TRANSFER OF SHARES SET FORTH BELOW MAY BE EXECUTED BY THE ASSIGNEE IF HE (OR SHE) IS A UNITED STATES CITIZEN AND THE STATEMENTS IN THE APPLICATION ARE CORRECT AS TO SUCH ASSIGNEE. ANY OTHER ASSIGNEE MUST EXECUTE AN APPLICATION IN ANOTHER APPROVED FORM, WHICH THE TRANSFER AGENT WILL FURNISH ON REQUEST AND WITHOUT CHARGE.

APPLICATION FOR TRANSFER OF SHARES OF COMMON STOCK

THE UNDERSIGNED HEREBY MAKES APPLICATION FOR THE TRANSFER TO THE NAME OF THE UNDERSIGNED OF THE SHARES OF COMMON STOCK REPRESENTED BY THE WITHIN CERTIFICATE ("THE SHARES") AND HEREBY CERTIFIES TO THE CORPORATION THAT:

(1) I AM A UNITED STATES CITIZEN AND AM NOT THE REPRESENTATIVE OF AN ALIEN OR OF A FOREIGN GOVERNMENT.

(2) I AM NOT A "COMMUNICATIONS COMMON CARRIER" OR A SUBSIDIARY OR AFFILIATED COMPANY OF A "COMMUNICATIONS COMMON CARRIER", OR A TRUSTEE, OFFICER OR DIRECTOR OF ANY OF THE FOREGOING.*

(3) I AM NOT A MEMBER OF A SYNDICATE OR AFFILIATED GROUP WHICH WILL OWN OR HOLD MORE THAN 100,000 SHARES OF COMMON STOCK OF THE CORPORATION, AND NO OTHER PERSON HOLDS SHARES OF SUCH STOCK AS MY NOMINEE OR SUBJECT TO MY DIRECTION OR CONTROL.

(4) I WILL NOT HOLD THE SHARES AS THE NOMINEE OF, OR SUBJECT TO THE DIRECTION OR CONTROL OF, ANY OTHER PERSON.

*AS USED IN THE FOREGOING APPLICATION, THE TERM "COMMUNICATIONS COMMON CARRIER" MEANS:

(1) ANY PERSON (OTHER THAN THE CORPORATION) ENGAGED AS A COMMON CARRIER FOR HIRE, IN INTERSTATE OR FOREIGN COMMUNICATION BY WIRE OR RADIO OR IN INTERSTATE OR FOREIGN RADIO TRANSMISSION OF ENERGY, INCLUDING A PERSON SO ENGAGED THROUGH PHYSICAL CONNECTION, OR CONNECTION BY RADIO, OR BY WIRE AND RADIO, WITH THE FACILITIES OF ANOTHER CARRIER; OR

(2) ANY PERSON WHICH OWNS OR CONTROLS, DIRECTLY OR INDIRECTLY, OR IS UNDER DIRECT OR INDIRECT COMMON CONTROL WITH, ANY SUCH PERSON.

DATED _____

_____
SIGNATURE OF ASSIGNEE

THIS SPACE MUST NOT BE COVERED IN ANY WAY

COMMUNICATIONS SATELLITE CORPORATION

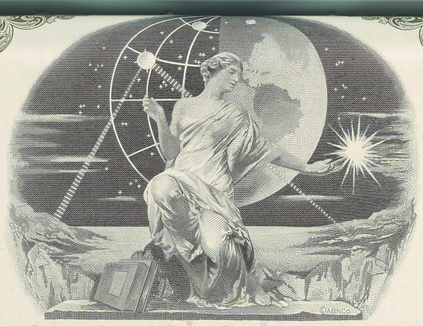
INDEX
85 86 87 88 89 90 91 92 93 94 95 96 97 98 99 100 101 102 103 104 105 106 107 108 109 110 111 112 113 114 115 116 117 118 119 120 121 122 123 124 125 126 127 128 129 130 131 132 133 134 135 136 137 138 139 140 141 142 143 144

100 SHARES

THE TRANSFERABILITY OF THE SHARES REPRESENTED BY THIS CERTIFICATE IS RESTRICTED. SEE REVERSE SIDE.

NUMBER 00000

INCORPORATED UNDER THE DISTRICT OF COLUMBIA BUSINESS CORPORATION ACT



100 SHARES

THE TRANSFERABILITY OF THE SHARES REPRESENTED BY THIS CERTIFICATE IS RESTRICTED. SEE REVERSE SIDE.

SHARES 100

THIS CERTIFICATE IS TRANSFERABLE IN CHICAGO, THE CITY OF NEW YORK OR SAN FRANCISCO

COMMUNICATIONS SATELLITE CORPORATION

SERIES II

SERIES II

This is to Certify that

is the owner of

SEE REVERSE FOR CERTAIN DEFINITIONS

ONE HUNDRED

FULLY PAID AND NON-ASSESSABLE SHARES, WITHOUT PAR VALUE, OF SERIES II COMMON STOCK

of Communications Satellite Corporation, transferable on the books of the Corporation by the holder hereof in person or by duly authorized attorney on surrender of this certificate properly endorsed. This certificate and the shares represented hereby are issued and shall be subject to the provisions of the Communications Satellite Act of 1962, the Articles of Incorporation and By-Laws of the Corporation, and all amendments thereto (copies of which are on file with the Transfer Agent), to all of which the holder hereof by acceptance of this certificate assents. This certificate is not valid until countersigned by the Transfer Agent and registered by the Registrar.

In Witness Whereof, the Corporation has caused this certificate to be signed by its duly authorized officers and its corporate seal to be hereunto affixed.

Dated:

REGISTERED: The First National Bank of Chicago, REGISTRAR

BY AUTHORIZED SIGNATURE

SPECIMEN SECRETARY

SPECIMEN PRESIDENT

AUTHORIZED SIGNATURE

COUNTERSIGNED: CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO, TRANSFER AGENT

BY

AMERICAN BANK NOTE COMPANY.

144

145 146 147 148

COMMUNICATIONS SATELLITE CORPORATION

THE CORPORATION WILL FURNISH WITHOUT CHARGE TO EACH SHAREHOLDER WHO SO REQUESTS A STATEMENT OF THE DESIGNATIONS, PREFERENCES, RESTRICTIONS, LIMITATIONS, AND RELATIVE RIGHTS OF THE SHARES OF EACH CLASS OF STOCK OR SERIES THEREOF WHICH THE CORPORATION IS AUTHORIZED TO ISSUE.

RESTRICTIONS UPON TRANSFER OF SHARES OF COMMON STOCK

THE TRANSFER OF SHARES OF COMMON STOCK OF THE CORPORATION IS RESTRICTED BY, AND SUBJECT TO, RESTRICTIONS IMPOSED OR WHICH MAY BE IMPOSED UNDER THE AUTHORIZATIONS OF SECTION 303(a)(3) OF THE COMMUNICATIONS SATELLITE ACT OF 1962 (THE "ACT") AND THE CERTIFICATE OF INCORPORATION OF THE CORPORATION (THE "ARTICLES"). THE FOLLOWING PARAGRAPHS SUMMARIZE SUCH PROVISIONS OF THE ACT AND THE ARTICLES AND ARE QUALIFIED BY REFERENCE THERETO.

PERSONS INELIGIBLE TO OWN SHARES AT ANY TIME. UNDER THE PROVISIONS OF THE ACT AND THE ARTICLES, SHARES OF COMMON STOCK MAY NOT AT ANY TIME BE OWNED BY ANY COMMUNICATIONS COMMON CARRIER, OTHER THAN A CARRIER AUTHORIZED BY THE FINAL COMMUNICATIONS COMMISSION TO OWN SHARES OF STOCK OF THE CORPORATION (HEREINAFTER CALLED AN "AUTHORIZED CARRIER"), WITH A SUBSIDIARY OR AFFILIATED COMPANY OF A COMMUNICATIONS COMMON CARRIER, (1) AN OFFICER, DIRECTOR OR TRUSTEE OF A COMMUNICATIONS COMMON CARRIER OR OF A SUBSIDIARY OR AFFILIATED COMPANY OF A COMMUNICATIONS COMMON CARRIER, OR (2) A PERSON WHO OWNS AS NOMINEE OR SUBJECT TO THE DIRECTION OR CONTROL OF ANY OF THE FOREGOING. AS IN GENERAL THE TERM "COMMUNICATIONS COMMON CARRIER" INCLUDES (a) ANY PERSON (OTHER THAN THE CORPORATION) ENGAGED AS A COMMON CARRIER FOR HIRE, IN INTERSTATE OR FOREIGN COMMUNICATION BY WIRE OR RADIO OR IN INTERSTATE OR FOREIGN RADIO TRANSMISSION OF ENERGY, AND (b) ANY PERSON WHICH OWNS OR CONTROLS, OR IS UNDER COMMON CONTROL WITH, SUCH PERSON. PERSONS ENGAGED IN RADIO BROADCASTING ARE NOT INSOFAR AS THEY ARE SO ENGAGED, DEEMED TO BE "COMMUNICATIONS COMMON CARRIERS".

LIMITATION ON OWNERSHIP OF SHARES BY ALIENS AND CERTAIN OTHER ALIEN INTERESTS. UNDER THE PROVISIONS OF THE ACT AND/OR THE ARTICLES, NOT MORE THAN AN AGGREGATE OF 20% OF THE TOTAL NUMBER OF SHARES OF COMMON STOCK OWNED OR HELD BY PERSONS OTHER THAN AUTHORIZED CARRIERS MAY BE OWNED OR HELD BY (1) ALIENS, FOREIGN GOVERNMENTS, REPRESENTATIVES OF ALIENS OR FOREIGN GOVERNMENTS AND CORPORATIONS ORGANIZED UNDER THE LAWS OF FOREIGN GOVERNMENTS (HEREINAFTER COLLECTIVELY CALLED "ALIEN INTERESTS") OR (2) CORPORATIONS OF WHICH ANY OFFICER OR DIRECTOR IS AN ALIEN INTEREST OR OF WHICH MORE THAN 25% OF THE VOTING SHARES ARE OF RECORD OWNED OR VOTED BY ALIEN INTERESTS, OR WHICH ARE DIRECTLY OR INDIRECTLY CONTROLLED BY ANY OTHER CORPORATION OF WHICH ANY OFFICER OR MORE THAN 25% OF THE DIRECTORS ARE ALIENS, OR OF WHICH MORE THAN 25% OF THE CAPITAL STOCK IS OWNED OF RECORD OR VOTED BY ALIEN INTERESTS.

LIMITATION ON OWNERSHIP OF SHARES BY PERSONS OTHER THAN AUTHORIZED CARRIERS. UNDER THE PROVISIONS OF THE ACT, NO SHAREHOLDER (OTHER THAN AN AUTHORIZED CARRIER) OR SYNDICATE OR AFFILIATED GROUP OF SUCH SHAREHOLDERS, MAY OWN MORE THAN 10% OF THE TOTAL NUMBER OF SHARES OF COMMON STOCK ISSUED AND OUTSTANDING. THE ARTICLES AUTHORIZE THE BOARD OF DIRECTORS OF THE CORPORATION, UPON COMPLIANCE WITH PROCEDURES (INCLUDING THE GIVING OF NOTICE TO SHAREHOLDERS OF RECORD) AND WITH THE EFFECT THEREIN SPECIFIED, TO FIX A PERCENTAGE LESS THAN 10% AS SUCH MAXIMUM PERCENTAGE.

LIMITATIONS ON OWNERSHIP AND DISPOSITION OF SHARES BY AUTHORIZED CARRIERS. UNDER THE PROVISIONS OF THE ACT AND THE ARTICLES, THE NUMBER OF SHARES OF COMMON STOCK OWNED BY AUTHORIZED CARRIERS MAY NOT AT ANY TIME EXCEED 50% OF THE TOTAL NUMBER OF SHARES OF COMMON STOCK ISSUED AND OUTSTANDING. UNDER THE PROVISIONS OF THE ARTICLES, NO AUTHORIZED CARRIER OR AFFILIATED GROUP OF SUCH CARRIERS MAY, EXCEPT PURSUANT TO OTHER AUTHORIZATIONS OF THE BOARD OF DIRECTORS, OFFER FOR SALE OR SELL AUTHORIZED CARRIERS TOTALLING, IN ANY CONSECUTIVE 12-MONTH PERIOD, MORE THAN 2% OF THE GREATEST NUMBER OF SHARES OF COMMON STOCK HELD BY ALL AUTHORIZED CARRIERS AT ANY TIME DURING SUCH PERIOD EXCEPT PURSUANT TO A GENERAL PUBLIC OFFERING, OR ANOTHER METHOD APPROVED BY THE BOARD OF DIRECTORS.

PROCEDURES RELATING TO TRANSFER OF SHARES. UNDER THE ARTICLES, THE BOARD OF DIRECTORS IS AUTHORIZED TO ESTABLISH PROCEDURES, CONSISTENT WITH APPLICABLE LAW AND THE ARTICLES, RELATING TO, AMONG OTHER MATTERS, THE TRANSFER OF SHARES OF COMMON STOCK.

The following abbreviations, when used in the inscription on the face of this certificate, shall be construed as though they were written out in full according to applicable laws or regulations:

TEN COM	— as tenants in common	UNIF GIFT MIN ACT —	..... Custodian ..... (Minor) ..... (Cust) under Uniform Gifts to Minors Act ..... (State)
TEN ENT	— as tenants by the entireties		
JT TEN	— as joint tenants with right of survivorship and not as tenants in common		

Additional abbreviations may also be used though not in the above list.

For value received, _____ *hereby sell, assign and transfer unto*

PLEASE INSERT SOCIAL SECURITY OR OTHER TAXPAYER IDENTIFYING NUMBER OF ASSIGNEE

/

_____

_____

PLEASE PRINT OR TYPEWRITE NAME AND ADDRESS OF ASSIGNEE

_____

_____ *Shares of the capital stock represented by the within Certificate, and do hereby irrevocably constitute and appoint*

_____ *Attorney to transfer the said stock on the books of the within-named Corporation with full power of substitution in the premises.*

Dated, _____

_____

NOTICE: THE SIGNATURE TO THIS ASSIGNMENT MUST CORRESPOND WITH THE NAME AS WRITTEN UPON THE FACE OF THE CERTIFICATE IN EVERY PARTICULAR, WITHOUT ALTERATION OR ENLARGEMENT OR ANY CHANGE WHATEVER.

NO TRANSFER OF THE SHARES REPRESENTED BY THIS CERTIFICATE WILL BE REGISTERED ON THE BOOKS OF THE CORPORATION UNLESS AN APPLICATION FOR TRANSFER OF SHARES HAS BEEN EXECUTED BY THE ASSIGNEE. THE APPLICATION FOR TRANSFER OF SHARES SET FORTH BELOW MAY BE EXECUTED BY THE ASSIGNEE IF HE (OR SHE) IS A UNITED STATES CITIZEN AND THE STATEMENTS IN THE APPLICATION ARE CORRECT AS TO SUCH ASSIGNEE. ANY OTHER ASSIGNEE MUST EXECUTE AN APPLICATION IN ANOTHER APPROVED FORM, WHICH THE TRANSFER AGENT WILL FURNISH ON REQUEST AND WITHOUT CHARGE.

APPLICATION FOR TRANSFER OF SHARES OF COMMON STOCK

THE UNDERSIGNED HEREBY MAKES APPLICATION FOR THE TRANSFER TO THE NAME OF THE UNDERSIGNED OF THE SHARES OF COMMON STOCK REPRESENTED BY THE WITHIN CERTIFICATE ("THE SHARES") AND HEREBY CERTIFIES TO THE CORPORATION THAT:

(1) I AM A UNITED STATES CITIZEN AND AM NOT THE REPRESENTATIVE OF AN ALIEN OR OF A FOREIGN GOVERNMENT.

(2) I AM NOT A "COMMUNICATIONS COMMON CARRIER" OR A SUBSIDIARY OR AFFILIATED COMPANY OF A "COMMUNICATIONS COMMON CARRIER", OR A TRUSTEE, OFFICER OR DIRECTOR OF ANY OF THE FOREGOING.*

(3) I AM NOT A MEMBER OF A SYNDICATE OR AFFILIATED GROUP WHICH WILL OWN OR HOLD MORE THAN 100,000 SHARES OF COMMON STOCK OF THE CORPORATION, AND NO OTHER PERSON HOLDS SHARES OF SUCH STOCK AS MY NOMINEE OR SUBJECT TO MY DIRECTION OR CONTROL.

(4) I WILL NOT HOLD THE SHARES AS THE NOMINEE OF, OR SUBJECT TO THE DIRECTION OR CONTROL OF, ANY OTHER PERSON.

*AS USED IN THE FOREGOING APPLICATION, THE TERM "COMMUNICATIONS COMMON CARRIER" MEANS:

(1) ANY PERSON (OTHER THAN THE CORPORATION) ENGAGED AS A COMMON CARRIER FOR HIRE, IN INTERSTATE OR FOREIGN COMMUNICATION BY WIRE OR RADIO OR IN INTERSTATE OR FOREIGN RADIO TRANSMISSION OF ENERGY, INCLUDING A PERSON SO ENGAGED THROUGH PHYSICAL CONNECTION, OR CONNECTION BY RADIO, OR BY WIRE AND RADIO, WITH THE FACILITIES OF ANOTHER CARRIER; OR

(2) ANY PERSON WHICH OWNS OR CONTROLS, DIRECTLY OR INDIRECTLY, OR IS UNDER DIRECT OR INDIRECT COMMON CONTROL WITH, ANY SUCH PERSON.

DATED _____ _____

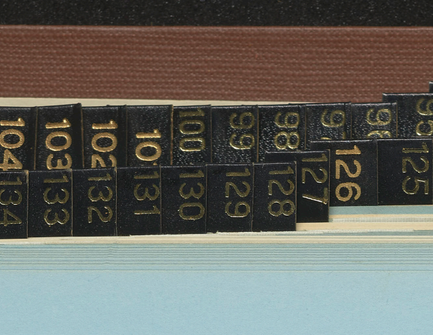
SIGNATURE OF ASSIGNEE

THIS SPACE MUST NOT BE COVERED IN ANY WAY

SPECIMEN COMMUNICATIONS SATELLITE CORPORATION

THE TRANSFERABILITY OF THE SHARES REPRESENTED BY THIS CERTIFICATE IS RESTRICTED. SEE REVERSE SIDE.

NUMBER 00000



THE TRANSFERABILITY OF THE SHARES REPRESENTED BY THIS CERTIFICATE IS RESTRICTED. SEE REVERSE SIDE.

SHARES

INCORPORATED UNDER THE DISTRICT OF COLUMBIA BUSINESS CORPORATION ACT

THIS CERTIFICATE IS TRANSFERABLE IN CHICAGO, THE CITY OF NEW YORK OR SAN FRANCISCO

COMMUNICATIONS SATELLITE CORPORATION

SERIES **II**

SERIES **II**

This is to Certify that

is the owner of

SEE REVERSE FOR CERTAIN DEFINITIONS

FULLY PAID AND NON-ASSESSABLE SHARES, WITHOUT PAR VALUE, OF SERIES II COMMON STOCK

of Communications Satellite Corporation, transferable on the books of the Corporation by the holder hereof in person or by duly authorized attorney on surrender of this Certificate properly endorsed. This Certificate and the shares represented hereby are issued and shall be subject to the provisions of the Communications Satellite Act of 1962, the Articles of Incorporation and By-Laws of the Corporation, and all amendments thereto (copies of which are on file with the Transfer Agent), to all of which the holder hereof by acceptance of this Certificate assents. This Certificate is not valid until countersigned by the Transfer Agent and registered by the Registrar.

In Witness Whereof, the Corporation has caused this Certificate to be signed by its duly authorized officers and its corporate seal to be hereunto affixed.

Dated:

REGISTERED: The First National Bank of Chicago, REGISTRAR

BY

AUTHORIZED SIGNATURE

SPECIMEN

SECRETARY

COMMUNICATIONS SATELLITE CORPORATION INCORPORATED 1963 WASHINGTON, D.C.

SPECIMEN

PRESIDENT

AUTHORIZED SIGNATURE

COUNTERSIGNED: CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO, TRANSFER AGENT

BY

AMERICAN BANK NOTE COMPANY.

COMMUNICATIONS SATELLITE CORPORATION

THE CORPORATION WILL FURNISH WITHOUT CHARGE TO EACH SHAREHOLDER WHO SO REQUESTS A STATEMENT OF THE DESIGNATIONS, PREFERENCES, RESTRICTIONS, LIMITATIONS, AND RELATIVE RIGHTS OF THE SHARES OF EACH CLASS OF STOCK OR SERIES THEREOF WHICH THE CORPORATION IS AUTHORIZED TO ISSUE.

RESTRICTIONS UPON TRANSFER OF SHARES OF COMMON STOCK

THE TRANSFER OF SHARES OF COMMON STOCK OF THE CORPORATION IS RESTRICTED BY, AND IS SUBJECT TO RESTRICTIONS IMPOSED OR WHICH MAY BE IMPOSED UNDER THE AUTHORITY OF, THE PROVISIONS OF THE COMMUNICATIONS SATELLITE ACT OF 1962 (THE ACT) AND THE ARTICLES OF INCORPORATION OF THE CORPORATION (THE ARTICLES). THE FOLLOWING PROVISIONS SUMMARIZE SUCH PROVISIONS OF THE ACT AND THE ARTICLES AND ARE QUALIFIED BY REFERENCE THERETO:

PERSONS INELIGIBLE TO OWN SHARES AT ANY TIME. UNDER THE PROVISIONS OF THE ACT AND THE ARTICLES, SHARES OF COMMON STOCK MAY NOT AT ANY TIME BE OWNED BY (I) A COMMUNICATIONS COMMON CARRIER, OTHER THAN A CARRIER AUTHORIZED BY THE FEDERAL COMMUNICATIONS COMMISSION TO OWN SHARES OF STOCK OF THE CORPORATION (HEREINAFTER CALLED AN "AUTHORIZED CARRIER"), (II) A SUBSIDIARY OR AFFILIATED COMPANY OF A COMMUNICATIONS COMMON CARRIER, (III) AN OFFICER, DIRECTOR OR TRUSTEE OF A COMMUNICATIONS COMMON CARRIER OR OF A SUBSIDIARY OR AFFILIATED COMPANY OF A GROUP, OR (IV) A PERSON WHO WILL HOLD SUCH SHARES AS NOMINEE OF, OR SUBJECT TO THE DIRECTION AND CONTROL OF, ANY OF THE FOREGOING. IN GENERAL, THE TERM "COMMUNICATIONS COMMON CARRIER" MEANS ANY PERSON ENGAGED AS A COMMON CARRIER FOR HIRE, IN INTERSTATE OR FOREIGN COMMUNICATION BY WIRE OR RADIO OR IN INTERSTATE OR FOREIGN RADIO TRANSMISSION OF ENERGY, OR BY ANY PERSON WHICH OWNS OR CONTROLS, OR IS UNDER COMMON CONTROL WITH, ANY SUCH PERSON. PERSONS ENGAGED IN RADIO BROADCASTING ARE NOT, INSOFAR AS THEY ARE SO ENGAGED, DEEMED TO BE "COMMUNICATIONS COMMON CARRIERS."

LIMITATION ON OWNERSHIP OF SHARES BY ALIENS AND CERTAIN OTHER ALIEN INTERESTS. UNDER THE PROVISIONS OF THE ACT AND/OR THE ARTICLES, NOT MORE THAN AN AGGREGATE OF 20% OF THE TOTAL NUMBER OF SHARES OF COMMON STOCK OWNED OR HELD BY PERSONS OTHER THAN AUTHORIZED CARRIERS MAY BE OWNED OR HELD BY (I) ALIENS, FOREIGN GOVERNMENTS, REPRESENTATIVES OF ALIENS OR FOREIGN GOVERNMENTS AND CORPORATIONS ORGANIZED UNDER THE LAWS OF FOREIGN GOVERNMENTS (HEREINAFTER COLLECTIVELY CALLED "ALIEN INTERESTS"), (II) CORPORATIONS OF WHICH ANY OFFICER OR DIRECTOR IS AN ALIEN OR OF WHICH MORE THAN 20% OF THE CAPITAL STOCK IS OWNED OF RECORD OR VOTED BY ALIEN INTERESTS, OR (III) CORPORATIONS DIRECTLY OR INDIRECTLY CONTROLLED BY ANY OTHER CORPORATION OF WHICH ANY OFFICER OR MORE THAN 25% OF THE DIRECTORS ARE ALIENS, OR OF WHICH MORE THAN 25% OF THE CAPITAL STOCK IS OWNED OF RECORD OR VOTED BY ALIEN INTERESTS.

LIMITATION ON OWNERSHIP OF SHARES BY PERSONS OTHER THAN AUTHORIZED CARRIERS. UNDER THE PROVISIONS OF THE ACT, NO SHAREHOLDER (OTHER THAN AN AUTHORIZED CARRIER) OR SYNDICATE OR AFFILIATED GROUP OF SUCH SHAREHOLDERS MAY OWN MORE THAN A SPECIFIED TOTAL NUMBER OF SHARES (100,000 SHARES AS OF THE DATE HEREOF) OF COMMON STOCK, OR SUCH LESSER NUMBER OF SHARES AS THE BOARD OF DIRECTORS OF THE CORPORATION, IN COMPLIANCE WITH PROCEDURES (INCLUDING THE GIVING OF NOTICE TO SHAREHOLDERS OF RECORD) AND WITH THE EFFECT THEREIN SPECIFIED, TO FIX A PERCENTAGE LESS THAN 10% AS SUCH MAXIMUM PERCENTAGE.

LIMITATIONS ON OWNERSHIP AND DISPOSITION OF SHARES BY AUTHORIZED CARRIERS. UNDER THE PROVISIONS OF THE ACT AND THE ARTICLES, THE NUMBER OF SHARES OF COMMON STOCK OWNED BY AUTHORIZED CARRIERS MAY NOT AT ANY TIME EXCEED 50% OF THE TOTAL NUMBER OF SHARES OF COMMON STOCK ISSUED AND OUTSTANDING. UNDER THE PROVISIONS OF THE ARTICLES, NO AUTHORIZED CARRIER (OR AFFILIATED GROUP OF SUCH CARRIERS) MAY EFFECT SALES OR OTHER DISPOSITIONS OF SHARES OF COMMON STOCK OWNED BY THEM (EXCEPT DISPOSITIONS TO AUTHORIZED CARRIERS) TOTALLING, IN ANY CONSECUTIVE 12-MONTH PERIOD, MORE THAN 2% OF THE GREATEST NUMBER OF SHARES OF COMMON STOCK HELD BY ALL AUTHORIZED CARRIERS AT ANY TIME DURING SUCH PERIOD, EXCEPT PURSUANT TO A GENERAL PUBLIC OFFERING, OR ANOTHER METHOD APPROVED BY THE BOARD OF DIRECTORS.

PROCEDURES RELATING TO TRANSFER OF SHARES. UNDER THE ARTICLES, THE BOARD OF DIRECTORS IS AUTHORIZED TO ESTABLISH PROCEDURES, CONSISTENT WITH APPLICABLE LAW AND THE ARTICLES, RELATING TO, AMONG OTHER MATTERS, THE TRANSFER OF SHARES OF COMMON STOCK.

The following abbreviations, when used in the inscription on the face of this certificate, shall be construed as though they were written out in full according to applicable laws or regulations:

TEN COM — as tenants in common
TEN ENT — as tenants by the entireties
JT TEN — as joint tenants with right of survivorship and not as tenants in common
UNIF GIFT MIN ACT — ..... Custodian ..... (Minor) under Uniform Gifts to Minors Act ..... (State)

Additional abbreviations may also be used though not in the above list.

For value received, _____ hereby sell, assign and transfer unto

PLEASE INSERT SOCIAL SECURITY OR OTHER TAXPAYER IDENTIFYING NUMBER OF ASSIGNEE

_____

_____

PLEASE PRINT OR TYPEWRITE NAME AND ADDRESS OF ASSIGNEE

_____

_____ Shares of the capital stock represented by the within Certificate, and do hereby irrevocably constitute and appoint _____ Attorney to transfer the said stock on the books of the within named Corporation with full power of substitution in the premises.

Dated, _____

_____

NOTICE: THE SIGNATURE TO THIS ASSIGNMENT MUST CORRESPOND WITH THE NAME AS WRITTEN UPON THE FACE OF THE CERTIFICATE IN EVERY PARTICULAR, WITHOUT ALTERATION OR ENLARGEMENT OR ANY CHANGE WHATEVER.

NO TRANSFER OF THE SHARES REPRESENTED BY THIS CERTIFICATE WILL BE REGISTERED ON THE BOOKS OF THE CORPORATION UNLESS AN APPLICATION FOR TRANSFER OF SHARES HAS BEEN EXECUTED BY THE ASSIGNEE. THE APPLICATION FOR TRANSFER OF SHARES SET FORTH BELOW MAY BE EXECUTED BY THE ASSIGNEE IF HE (OR SHE) IS A UNITED STATES CITIZEN AND THE STATEMENTS IN THE APPLICATION ARE CORRECT AS TO SUCH ASSIGNEE. ANY OTHER ASSIGNEE MUST EXECUTE AN APPLICATION IN ANOTHER APPROVED FORM, WHICH THE TRANSFER AGENT WILL FURNISH ON REQUEST AND WITHOUT CHARGE.

APPLICATION FOR TRANSFER OF SHARES OF COMMON STOCK

THE UNDERSIGNED HEREBY MAKES APPLICATION FOR THE TRANSFER TO THE NAME OF THE UNDERSIGNED OF THE SHARES OF COMMON STOCK REPRESENTED BY THE WITHIN CERTIFICATE ("THE SHARES") AND HEREBY CERTIFIES TO THE CORPORATION THAT:

(1) I AM A UNITED STATES CITIZEN AND AM NOT THE REPRESENTATIVE OF AN ALIEN OR OF A FOREIGN GOVERNMENT.

(2) I AM NOT A "COMMUNICATIONS COMMON CARRIER" OR A SUBSIDIARY OR AFFILIATED COMPANY OF A "COMMUNICATIONS COMMON CARRIER", OR A TRUSTEE, OFFICER OR DIRECTOR OF ANY OF THE FOREGOING.*

(3) I AM NOT A MEMBER OF A SYNDICATE OR AFFILIATED GROUP WHICH WILL OWN OR HOLD MORE THAN 100,000 SHARES OF COMMON STOCK OF THE CORPORATION, AND NO OTHER PERSON HOLDS SHARES OF SUCH STOCK AS MY NOMINEE OR SUBJECT TO MY DIRECTION OR CONTROL.

(4) I WILL NOT HOLD THE SHARES AS THE NOMINEE OF, OR SUBJECT TO THE DIRECTION OR CONTROL OF, ANY OTHER PERSON.

*AS USED IN THE FOREGOING APPLICATION, THE TERM "COMMUNICATIONS COMMON CARRIER" MEANS:

(1) ANY PERSON (OTHER THAN THE CORPORATION) ENGAGED AS A COMMON CARRIER FOR HIRE, IN INTERSTATE OR FOREIGN COMMUNICATION BY WIRE OR RADIO OR IN INTERSTATE OR FOREIGN RADIO TRANSMISSION OF ENERGY, INCLUDING A PERSON SO ENGAGED THROUGH PHYSICAL CONNECTION, OR CONNECTION BY RADIO, OR BY WIRE AND RADIO, WITH THE FACILITIES OF ANOTHER CARRIER; OR

(2) ANY PERSON WHICH OWNS OR CONTROLS, DIRECTLY OR INDIRECTLY, OR IS UNDER DIRECT OR INDIRECT COMMON CONTROL WITH, ANY SUCH PERSON.

DATED _____

_____
SIGNATURE OF ASSIGNEE

THIS SPACE MUST NOT BE COVERED IN ANY WAY

COMMUNICATIONS SATELLITE CORPORATION

INDEX

85
86
87
88
89
90
91
92
93
94
95
96
97
98
99
100
101
102
103
104
105
106
107
108
109
110
111
112
113
114
115
116
117
118
119
120
121
122
123
124
125
126
127
128
129
130
131
132
133
134
135
136
137
138
139
140
141
142
143
144
145
146
147
148

K. Miscellaneous

COMMUNICATIONS SATELLITE CORPORATION
3029 KLINGLE ROAD, N.W.
WASHINGTON 8, D. C.
TEL. 244-6000

December 2, 1963

Invitation for Proposals to Act as
Transfer Agent and Registrar

Dear Sirs:

The Board of Directors of the Corporation in the near future will consider the matter of the appointment of a transfer agent or agents and registrar or registrars for shares of Common Stock of the Corporation. It is presently expected that the initial public offering of shares of such stock will be made in the early part of 1964. The number of shares to be offered, and the procedures for the distribution of shares in connection with the initial offering, have not yet been determined.

The Communications Satellite Act of 1962, which authorized the creation of the Corporation, and the Articles of Incorporation of the Corporation, include provisions which impose a number of limitations on the ownership and transfer of shares of Common Stock. Primarily for this reason, it is expected that the procedures for the original issue and for the transfer of shares of Common Stock will be different in a number of respects from the procedures followed in the case of most business corporations. I am enclosing herewith two copies of a memorandum giving information about the Corporation and the various limitations on the ownership and transfer of shares of its Common Stock, together with copies of the Act, the Articles of Incorporation and By-laws of the Corporation. This memorandum also includes a general statement of the requirements of the Corporation for stock transfer services. Copies of the memorandum are also being sent to each of the other institutions which is named as a lender in the Corporation's Credit Agreement dated as of February 19, 1963.

We are inviting each of such institutions which is located in New York, N.Y. or Chicago, Illinois, and which wishes to be considered for appointment as sole or principal transfer agent or as co-transfer agent, or as sole or principal registrar or as co-registrar, to furnish us with a proposal containing information (i) as to the basis upon which there would be calculated the charges of that institution for acting in each of such capacities, and (ii) with respect

to the procedures which would be followed by such institution as sole or principal transfer agent in order to enable the Corporation to comply with the provisions of the Act and its Articles of Incorporation which limit the ownership, transfer and voting of shares of Common Stock of the Corporation. A similar invitation as to estimated charges for acting as co-transfer agent or as co-registrar is being sent to the two such institutions which are located in San Francisco, California. Although the estimate of charges submitted by each institution will be significant in the selection of the institutions to act in this matter, such selection will not necessarily be based solely on such estimates.

There are set forth below descriptions of the information which should be included in (I) a proposal to act as sole or principal transfer agent for shares of Common Stock, (II) a proposal to act as co-transfer agent for shares of Common Stock, (III) a proposal to act as sole or principal registrar for shares of Common Stock, and (IV) a proposal to act as co-registrar for shares of Common Stock. Such other information as you may deem relevant may also be included in your proposal. It is requested that proposals be based upon consideration of the information given in the enclosed memorandum, to the extent that such information is pertinent to the furnishing of the services to which the proposal relates.

I

A proposal to act as <u>sole or principal transfer agent</u> for shares of Common Stock should include the following information:

(A) <u>Initial Issuance of Shares</u>

(1) A statement of the estimated charges, or of the basis for determining charges, for the preparation and issuance of the numbers of certificates for shares of Common Stock set forth below, including delivery of the certificates at a closing in your city, at which your representative would be present:

Series I Common Stock -- 30,000 certificates

Series I Common Stock -- 50,000 certificates

Series I Common Stock -- 100,000 certificates

Series I Common Stock -- 500,000 certificates

Series II Common Stock -- 200 certificates

Series II Common Stock -- 500 certificates

(2) A statement with respect to the following matters, on the assumption that the closing will take place in a city in the United States other than your city:

(a) The procedure which you would use in the registration of certificates in accordance with instructions of the managing underwriter or dealer-manager located in another city or the Corporation.

(b) The time which would be required between the receipt by you of such instructions and the delivery of the certificates to the place of closing.

(c) The method which you would propose to use in transporting the certificates to the place of closing.

(d) Whether your estimates of charges would be identical, regardless of whether the closing takes place in your city or another city.

(e) Whether the costs of transportation and of communication to another city would be borne by you. If not an estimate as to such costs.

(f) Advice as to recent prior instances in which you have acted as sole or principal transfer agent in connection with a major initial issue of stock in a public offering in which the closing occurred in another city.

(B) Maintaining Shareholder Records

(1) A statement of the estimated annual charges, or of the basis for determining such charges, for maintaining shareholder records

(a) for 20,000 holders of Series I shares

(b) for 40,000 holders of Series I shares

(c) for 75,000 holders of Series I shares

(d) for 150,000 holders of Series I shares

(e) for 200 holders of Series II shares

(f) for 500 holders of Series II shares.

(2) A statement of the extent to which charges for maintaining shareholder records would be affected by the appointment, either at the time of the initial offering, or thereafter, of one or more co-transfer agents in another city or cities.

(C) Issuance of Certificates Upon Transfer of Shares

(1) A statement of the estimated charges, or of the basis for determining charges, for the issuance of certificates for shares of Common Stock upon transfers of shares effected by you as sole or principal transfer agent, in respect of each of the numbers of certificate-issuance transactions referred to below, it being assumed that (i) each such transaction involves the issuance, upon a transfer of shares represented by a single certificate, of a single certificate for shares of Common Stock of the same Series registered in the name of the transferee, and (ii) such transactions do not involve the examination of wills or legal documents (other than transferee declaration forms referred to in paragraph (b) under the heading "Contemplated Transfer Procedures" in the enclosed Memorandum).

(a) 10,000 Series I certificate issuance transactions annually;

(b) 20,000 Series I certificate issuance transactions annually;

(c) 50,000 Series I certificate issuance transactions annually;

(d) 100,000 Series I certificate issuance transactions annually;

(e) 100 Series II certificate issuance transactions annually; and

(f) 200 Series II certificate issuance transactions annually.

(2) A statement of the estimated additional charge for the examination of wills or legal documents (in addition to the transferee's declaration form) in connection with the issuance, upon a transfer of shares, of a certificate for shares of Common Stock.

(3) A statement of the estimated charge or fee for

(a) each mailing by you of a new certificate;

(b) receiving and maintaining reports of certificates issued by co-transfer agent or co-transfer agents (annual fee); and

(c) sending to the Corporation reports of certificates issued and cancelled (annual fee).

Information furnished in response to sub-paragraph (a), above, should include a description of the proposed mailing method and proposed insurance coverage on mailings, and an estimate of the charges for such insurance.

(D) Procedures and Forms for Enforcement of Limitations on Ownership Transfer, and Voting of Shares of Common Stock

A statement describing the forms and procedures which you would contemplate using, in connection with the original issue and transfer of shares of Common Stock, and in connection with the meetings of shareholders, in order to insure compliance by the Corporation with the provisions of the Communications Satellite Act and the Articles of Incorporation limiting the ownership, transfer and voting of shares of Common Stock. Such statement should include a description of the procedures which you would contemplate using in order to insure that a transfer of shares of Common Stock effected by a co-transfer agent would not be made under circumstances in which the effecting of such transfer would result in a violation of such provisions of the Act and the Articles of Incorporation.

(E) Preparation of Shareholder Lists and Mailing Services

(1) A statement of the estimated charges for preparing a list of the names and addresses of, and numbers of shares held by, (i) 20,000 holders of Series I shares, (ii) 40,000 holders of Series I shares, (iii) 75,000 holders of Series I shares, (iv) 150,000 holders of Series I shares, (v) 200 holders of Series II shares, and (vi) 500 holders of Series II shares.

(2) A statement of estimated charges for addressing proxies and mailing proxies, notices of meeting, proxy statements and return envelopes to shareholders in the numbers referred to in the preceding paragraph.

(3) A statement of the estimated charges for processing proxies returned to the Secretary of the Corporation, c/o your institution, by 16,000, 32,000, 60,000 and 120,000 holders of Series I shares and by 160 and 400 holders of Series II shares (including daily reporting to the Corporation and correspondence with shareholders where required).

(F) Meeting Services

A statement of estimated charges for services of persons to act as Inspectors of Votes at a meeting of shareholders for the election of directors, including estimated charges for the delivery to the place of the shareholders meeting (assumed to be in Washington, D.C.) of lists of shareholders and executed proxies.

II

A proposal to act as co-transfer agent for shares of Common Stock should include the following information:

(1) A statement of the estimated charges, or of the basis for determining charges, for the issuance of certificates for shares of Common Stock upon transfers of shares effected by you as co-transfer agent, in respect of each of the numbers of certificate issuance transactions referred to, it being assumed that (i) each of such transactions involves the issuance, upon a transfer of shares represented by a single certificate, of a single certificate for shares of Common Stock of the same Series registered in the name of the transferee, and (ii) such transactions do not involve the examination of wills or legal documents (other than the transferee declaration forms referred to in paragraph (b) under the heading "Contemplated Transfer Procedures" in the enclosed Memorandum).

(a) 2,500 Series I certificate issuance transactions annually;

(b) 5,000 Series I certificate issuance transactions annually;

(c) 7,500 Series I certificate issuance transactions annually; and

(d) 50 Series II certificate issuance transactions annually.

(2) A statement of the estimated additional charge for the examination of a will or legal documents (in addition to the transferee's declaration form) in connection with the issuance, upon a transfer of shares, of a certificate for shares of Common Stock.

(3) A statement of (a) the estimated charge for each mailing by you of a new certificate, and (b) the estimated annual fee for reporting to the principal transfer agent and to the Corporation. Information furnished in response to (a) should include a description of the proposed mailing method and proposed insurance coverage on mailings, and an estimate of the charges for such insurance.

III

A proposal to act as sole or principal registrar for shares of Common Stock should include the following information:

(1) A statement of the estimated charges, or of the basis for determining charges for

(a) the registration, upon initial issuance, of (i) 30,000 certificates for Series I shares, (ii) 50,000 certificates for Series I shares, (iii) 100,000 certificates for Series I shares, (iv) 500,000 certificates for Series I shares, (v) 200 certificates for Series II shares, and (vi) 500 certificates for Series II shares; and

(b) the registration, upon transfers during a one year period, of (i) 10,000 certificates for Series I shares, (ii) 20,000 certificates for Series I shares, (iii) 50,000 certificates for Series I shares, (iv) 100,000 certificates for Series I shares, (v) 100 certificates for Series II shares, and (vi) 200 certificates for Series II shares.

(2) A statement of the annual fee for receiving advices of registration from two co-registrars.

IV

A proposal to act as co-registrar for shares of Common Stock should include the following information:

(1) A statement of the estimated charges, or of the basis for determining charges, for the registration, upon transfers of shares during a one year period, of (a) 2,500 certificates for Series I shares, (b) 5,000 certificates for Series I shares, (c) 7,500 certificates for Series I shares, and (d) 50 certificates for Series II shares.

(2) A statement of the annual fee for forwarding advices of registration to the principal registrar.

If your institution is interested in submitting a proposal to act in any of the capacities referred to above, it is requested that 3 copies of such proposal be furnished so as to be received by the Corporation not later than December 16, 1963. Your proposal or proposals should be addressed to David J. Melamed, Secretary, Communications Satellite Corporation, 3029 Klingle Road, N.W., Washington, D.C., and any inquiries with respect to this matter should be addressed to Mr. Melamed.

Very truly yours,

/s/ Allen E. Throop

Allen E. Throop
Vice President and
General Counsel

Enclosures

INDEX

85
86
87
88
89
90
91
92
93
94
95
9
9
9
9
100
10
10
10
10
10
10
10
10
10
11
11

112 143
113 144
114 145
115 146
116
117
118
119
120
121
122
123
124
125
126
127
128
129
130
131
132
133
134
135
136
137
138
139
140
141
142

147
148

COMMUNICATIONS SATELLITE CORPORATION
3029 KLINGLE ROAD, N.W.
WASHINGTON 8, D. C.
TEL. 244-8000

November 22, 1963

Dear Sirs:

The Corporation is a private corporation, organized pursuant to the Communications Satellite Act of 1962 to develop, own and operate a commercial communications satellite system. At least one half of the voting stock of the Corporation will be owned by members of the public. The rest of it will be owned by communications common carriers. It is expected that a public offering of the stock of the Corporation will be made in the early part of 1964.

The Corporation is considering the selection of financial printers for work to be required in connection with this stock offering. For reference in making the selection, the Corporation is interested in obtaining from qualified firms information relevant to the charges which they would make in doing such work. There is attached a Schedule describing certain of the anticipated financial printing requirements of the Corporation, and there are enclosed copies of various documents referred to in that Schedule. I know you will appreciate that the description in the Schedule of the Corporation's anticipated printing requirements is necessarily tentative and incomplete and reflects assumptions concerning some matters (such as the length and number of proofs of particular documents) about which accurate prediction at this time is of course impossible.

We request that, if your firm is interested in doing the financial printing referred to in the attached Schedule, you furnish to the Corporation information bearing on the estimated charges which your firm would make for the jobs referred to in the Schedule, on the basis of the assumptions set forth therein. Please give separately information with respect to the estimated charge for each Job, except that Jobs Nos. 3, 4 and 5 may be combined and, if you wish to do so, you may indicate the extent to which the total of your separate estimates for the various jobs would be affected if you were to be the sole financial printer in this matter.. Furthermore,

please make alternative estimates, in the case of Job No. 3, based on a final printing of 250,000, 500,000 and 1,000,000 preliminary prospectuses, and, in the case of Job No. 4, based on a final printing of 50,000, 100,000 and 150,000 final prospectuses.

Such information may be in one or more of a number of forms, viz: (a) an estimate of the probable charge, or probable range of charges, for the job; (b) a description of the basis on which charges for the job would be determined; or (c) in any other form which would provide the Corporation with information helpful in the selection of financial printers, insofar as such selection is based on comparisons of estimated probable charges. In this connection, it would be appropriate to submit, if you so desire, copies of documents which your firm has printed in jobs which you consider comparable to any of the jobs referred to in the Schedule, together with information with respect to the charges made by your firm in doing the work.

We of course do not consider that the furnishing of information in response to this request would constitute a commitment by your firm to do the printing work to which the information relates, or to do it on the basis indicated by the information you provide, without regard to changes in circumstances (including changes in your wage scales and changes in the Corporation's requirements). We would, however, contemplate that, if your firm is selected to do financial printing work, it would be on the understanding that, if and to the extent the work actually performed conforms to the description in the attached Schedule of the Corporation's anticipated requirements, the charges therefor to be made by you would be fairly related to the estimated charges stated or indicated by the information which you provide, subject to such variations, which might be substantial, as circumstances might make appropriate.

We request that any information which you may wish to provide in response to this letter be furnished by December 6, 1963.

Very truly yours,

/s/ David J. Melamed

David J. Melamed
Secretary

COMMUNICATIONS SATELLITE CORPORATION

Schedule

Tentative Description of Anticipated
Financial Printing Requirements in
Connection with Initial Stock Offering

Job No. 1 Amended Articles of Incorporation

Composition, correction of typographical errors and printing of 500 copies of Amended Articles of Incorporation, of length and format substantially the same as those of the Articles of Incorporation of the Corporation (Attachment A).

Job No. 2 Amended By-laws

Composition, correction of typographical errors and printing of 300 copies of the Amended By-laws of the Corporation, of length and format substantially the same as those of the By-laws of the Corporation (Attachment B).

Job No. 3 Registration Statement (Form S-1) and Preliminary Prospectus

It is to be assumed that (a) six complete proofs of the Registration Statement will be printed in 75 copies each before printing of execution and conformed copies, (b) 25 execution copies and 250 conformed copies of the Registration Statement will be printed, and (c) 275,000 to 1,000,000 copies of the preliminary prospectus will be printed.

(a) Facing Sheet and Cross Reference Sheet

It is to be assumed that three proofs only will involve corrections.

(b) Preliminary Prospectus

It is to be assumed that the preliminary prospectus will comprise 50 8¼" x 11" pages, including the cover page and an appendix, and that the material will be textual, except for 2 pages of financial statements and 4 pages of tabular matter of substantially the format of the enclosed tabulation (Attachment C).

It is to be assumed that recomposition of textual matter will be required to the following extent:

Proof No.	No. of Fully Reset Pages or Equivalent
2	20
3	15
4	10
5	5
6	5

(c) Part II of the Registration Statement

It is to be assumed that Part II of the Registration Statement will consist of 10 pages of textual matter (including signature pages) and 4 pages of financial schedules. It is assumed that recomposition of financial schedules will not be required and that recomposition of textual matter will be required to the following extent:

Proof No.	No. of Fully Reset Pages or Equivalent
2	2
3	2
4	2
5	1
6	1

Job No. 4 Amendment No. 1 to Registration Statement and Final Prospectus

It is to be assumed that (a) one complete proof of Amendment No. 1 will be printed in 75 copies before printing of execution and conformed copies, (b) 25 execution copies and 250 conformed copies of Amendment No. 1 will be printed and (c) 50,000 to 150,000 copies of the final prospectus will be printed. It is to be assumed that the recomposition required in connection with the proof of Amendment No. 1 will amount to 6 fully reset prospectus pages or equivalent.

Job No. 5 Consolidation of Registration Statement and Amendment No. 1

It is to be assumed that 400 copies of a consolidation in the usual form will be printed.

Job No. 6 Underwriting or Distribution Agreements

It is to be assumed that there will be a booklet of underwriting or distribution agreements consisting of 20 8¼" x 11" pages (12 point) and that 500 copies of the booklet in final form will be printed. It is to be assumed that 4 complete proofs of the booklet will be printed in 75 copies each and that recomposition in connection with such proofs will be required as follows:

Proof No.	No. of Fully Reset Pages or Equivalent
2	6
3	3
4	1

Job No. 7 Share Transferee Declaration Forms

It is to be assumed that there will be three separate such forms, each consisting of one 8¼" x 11" page, and that 50,000 copies of each form will be printed. It is assumed that there will be three proofs of each form in 75 copies, the second and third of which will involve, in the case of each form, recomposition of the equivalent of ½ page.

Job No. 8 Board of Directors Resolutions

Composition, correction of typographical errors and printing of 300 copies of a booklet of resolutions of the Board of Directors of the Corporation, consisting of 25 8½" x 10" pages (12 point).

INDEX

11 143
11 144
11 145
85 11 146
86 11 147
87 116
88 117
89 118
90 119
91 120
92 121
93 122
94 123
95 124
9 125
9 126
9 127
9 128
9 129
10 130
10 131
10 132
10 133
10 134
10 135
10 136
10 137
10 138
10 139
10 140
11 141
11 142

COMMUNICATIONS SATELLITE CORPORATION
3029 KLINGLE ROAD, N.W.
WASHINGTON 8, D. C.
TEL. 244-6000

January 11, 1964

Dear Sirs:

The Corporation is a private corporation, organized pursuant to the Communications Satellite Act of 1962 to develop, own and operate a commercial communications satellite system. It is expected that the initial offering of shares of Common Stock of the Corporation will be made in the early part of this year. The Corporation is considering the selection of a bank-note company to prepare certificates for shares of Common Stock of various Series and denominations, and, in that connection, is interested in obtaining from qualified bank-note companies estimates of the charges they would make for the preparation of such certificates.

There is attached as Schedule 1 a list of the several Series and denominations of certificates for shares of Common Stock the preparation of which will be necessary, and a statement of the quantities of the certificates of each such Series and denomination with respect to which estimates of charges are desired by the Corporation. It is contemplated that:

(i) certificates would be in forms which fully comply with the requirements of the New York Stock Exchange for certificates for shares of such Series and denomination;

(ii) on the face of each certificate would appear, in addition to matter ordinarily included, (a) a legend of approximately 75 words, uniform for all certificates, to the effect that the transferability of the shares is limited by law, etc., (b) a designation of the Series of the shares and (c), in the case of certificates for Series I shares, a designation of the certificate as a Domestic Share Certificate or a Foreign Share Certificate;

(iii) on the reverse of each certificate would appear, in addition to an assignment form and other matter ordinarily included, textual matter of approximately 2,000 words, uniform for all certificates, summarizing certain provisions of law and the Articles of Incorporation of the Corporation, relating to the ownership and transfer of shares of Common Stock; and

(iv) the bank-note company selected to prepare the certificates would be expected to submit a design of proposed vignettes to the Corporation for its approval within 20 days after it has been selected (unless a design has already been submitted, in which event it is assumed that, if desired by the Corporation, an alternative or revised vignette could be prepared within 20 days), and the period for the preparation of the certificates (from the date of approval by the Corporation of the vignette to the date of delivery of certificates to the transfer agent for shares of Common Stock) would be approximately 50 days.

We request that, if your firm is interested in preparing certificates for shares of Common Stock of the Corporation, you furnish to the Corporation the estimates of your charges called for by Schedule 1, such estimates to be based on the information given in the Schedule and in this letter. In the case of the varying amounts of certificates shown in the Schedule under the heading "Additional Quantities", please give your estimates (a) on the assumption that each such additional quantity is delivered with the basic quantity, and (b) on the assumption that each such additional quantity is delivered at a later date. If your firm is able to provide certificates in "continuous form", please so state and, if the charges your firm would make for the preparation of certificates in "continuous form" would be different than the charges for the preparation of certificates not in such form, information about the difference in charges should also be furnished.

We also request that the information furnished by you include information with respect to (1) the location of the facilities at which work would be done in connection with the preparation and manufacture of the dyes, rolls, plates and certificates, (2) the location of the facilities at which all dyes, rolls, plates and other engravings used in connection with the preparation of the certificates will be kept when not actually being used in connection with the preparation of certificates, and (3) the location of the facilities at which all completed certificates, and all certificates in process, will be kept prior to delivery to or upon the order of the Corporation.

We of course would not consider that the furnishing of estimates in response to this request would constitute a commitment by your firm to prepare share certificates for the Corporation or to prepare the certificates for the exact amount of charges estimated by you, without regard to unforeseen changes in circumstances (including changes in the Corporation's requirements). We would, however, contemplate that, if your firm is selected to prepare the share certificates, it would be on the understanding that, if and to the extent the work actually performed conforms to the description in this letter and the Schedule of the Corporation's anticipated requirements, the charges therefor to be made by you would be fairly related to the estimates which you furnish, subject only to such variations as circumstances would justify.

We request that the estimates and other information called for by this letter be furnished to the Corporation on or before January 22, 1964.

Very truly yours,

/s/ David J. Melamed

David J. Melamed
Secretary

COMMUNICATIONS SATELLITE CORPORATION

Forms of Certificates for Common Stock to be Required by the Corporation and Statement of Quantities with Respect to Which Estimates are Requested

Series and Denomination	Color	Quantities With Respect to Which Estimates are Requested: Assumed Basic Quantity	Additional Quantities*
Series I Common Stock (Domestic Share Certificates)			
Less than 100 shares	A	90,000	Additional lots of 10,000 (to total of 130,000)
100 shares	B	30,000	Additional lots of 10,000 (to total of 70,000)
Unlimited no. of shares	C	1,000	Additional lots of 1,000 (to total of 5,000)
Series I Common Stock (Foreign Share Certificates)			
Less than 100 shares	D	5,000	Additional lots of 1,000 (to total of 10,000)
100 shares	E	2,000	Additional lots of 1,000 (to total of 6,000)
Unlimited no. of shares	F	500	Additional lots of 500 (to total of 2,000)

*Assume (a) delivery at the same time the Assumed Basic Quantity is delivered, and (b) delivery at a later time, in the various quantities indicated.

Series and Denomination	Color	Quantities With Respect to Which Estimates are Requested: Assumed Basic Quantity	Additional Quantities*
Series II Common Stock			
Less than 100 shares	G	500	Additional lots of 500 (to total of 2,000)
100 shares	H	2,000	Additional lots of 1,000 (to total of 5,000)
Unlimited no. of shares	I	500	Additional lots of 500 (to total of 2,000)

*Assume (a) delivery at the same time the Assumed Basic Quantity is delivered, and (b) delivery at a later time, in the various quantities indicated.

January 11, 1964

INDEX

85 11
86 11
87 11
88 11
89 118
90 119
91 120
92 121
93 122
94 123
9 124
9 125
9 126
9 127
9 128
9 129
10 130
1 131
10 132
10 133
10 134
10 135
10 136
10 137
10 138
10 139
10 140
11 141
1 142
11 143
11 144
11 145
11 146
147
148

INDEX

INDEX
85
86
87
88
89
90
91
92
93
94
95
96
97
98
99
100
101
102
103
104
105
106
107
108
109
110
111
112
113
114
115
116
117
118
119
120
121
122
123
124
125
126
127
128
129
130
131
132
133
134
135
136
137
138
139
140
141
142
143
144
145
146
147
148

INDEX
143
144
145
146
147
148
118
119
120
121
122
123
124
125
126
127
128
129
130
131
132
133
134
135
136
137
138
139
140
141
142