



International Bureau

Federal Communications Commission
Washington, DC 20554

Via Telefax

November 27, 2001

Walter H. Sonnenfeldt, Esq.
Counsel to ORBCOMM LLC and ORBCOMM License Corp.
Walter Sonnenfeldt & Associates
14732 Jaystone Drive
Silver Spring, Maryland 20905

Re: ORBCOMM LLC and ORBCOMM License Corp., Applications for
Assignment of Licenses, Lead File No. SAT-ASG-20010726-00068

Dear Mr. Sonnenfeldt:

On July 26, 2001, you filed with the Commission, as counsel to ORBCOMM LLC and ORBCOMM License Corp., applications to assign various non-common carrier licenses from Orbital Communications Corporation and ORBCOMM Global, LP to ORBCOMM License Corporation and ORBCOMM LLC, respectively (the "Applicants"). In order for the Commission to complete its analysis and make the necessary public interest findings, as required under section 310(d) of the Communications Act (the "Act"), some additional information and clarification regarding the transaction is needed. This information will assist the Commission in determining whether any public interest issues are raised by the proposed indirect foreign investment in the assignees.

Accordingly, pursuant to section 308(b) of the Act,¹ we request that you provide written responses and supporting documentation for the questions set forth below, and, where appropriate, amend the Applications to reflect such responses. Your responses should be filed with Magalie Roman Salas, Secretary, Federal Communications Commission and reference Lead File No. SAT-ASG-20010726-00068. Please also send

¹ 47 U.S.C. § 308(b); *see also* 47 C.F.R. § 1.65.

a courtesy facsimile copy to Cynthia Bryant, at (202) 418-2824. We would appreciate receiving your response to each inquiry no later than December 4, 2001.²

1. Please identify the principal place of business of ORBCOMM Asia Limited and ORBCOMM Deutschland, A.G. using the five-factor test set forth in the Commission's *Foreign Carrier Entry Order*.³ With respect to identification of the companies' principal shareholders, include any direct or indirect shareholders with a ten percent or greater, or controlling, interest.

2. Please confirm that the shareholders' information contained on pages 15-16 of the Proxy Statement, dated April 16, 2001 regarding Orbital Sciences Corporation remains accurate as of the date of this letter. With respect to shareholders holding a five percent or greater interest in Orbital Sciences Corporation, please provide the investors' nationality (in the case of individual investors), or the principal place of business (in the case of institutional investors), using the five-factor test referenced above.

3. The Applicants did not state whether voting interests parallel the stated equity interests of investors. Therefore, please provide the following information regarding the voting interests of the investors:

- (i) Do the direct and indirect voting interests held in ORBCOMM License Corp., ORBCOMM LLC and International Licensees LLC equal the stated ownership interests? If not, please explain.
- (ii) Will the individual voting rights of James C. Eagan, Jerome B. Eisenberg, Don Franco and Hyung Jin Song on the boards of ORBCOMM License Corp., ORBCOMM LLC, and International Licensees, LLC be equal? If not, please explain.
- (iii) With reference to ORBCOMM Global, L.P.'s bankruptcy agreement with ORBCOMM LLC that will allow Orbital Sciences Corporation the right, contingent upon Commission grant of the assignments, to appoint three members to the ORBCOMM LLC board; please identify those prospective board members and their nationalities, if known. In addition, will the individual voting rights of the seven ORBCOMM LLC board members be equal? If not, please explain.
- (iv) Please provide copies of all ORBCOMM LLC and International Licensee, LLC Limited Liability Company Agreements and any amendments thereto.

² See 47 U.S.C. §§ 218 and 220.

³ See *Market Entry and Regulation of Foreign Affiliated Entities*, 11 FCC Rcd 3873, 3948-52, paras. 199-208 (*Foreign Carrier Entry Order*); see also *Global Crossing Ltd. and Frontier Corporation*, 14 FCC Rcd 15911, 15918-19, paras. 15-17 (WTB, IB and CCB 1999) (applying the five-factor "principal place of business" test).

4. Please identify, to the extent reasonably feasible, the nationality and/or principal place of business of ORBCOMM Global, L.P.'s principal unsecured creditors that are non-U.S., and please identify their proposed, respective, individual voting and equity percentage interests in ORBCOMM LLC.

5. Please provide any evidence of specific language contained in either the bankruptcy agreement between ORBCOMM LLC and ORBCOMM Global, L.P., or the United States Bankruptcy Court for the District of Delaware, Case Nos. 00-3636 through 00-3643, that you believe requires expedited Commission approval of the ORBCOMM application by January 31, 2002.

6. Please certify that all the answers are true and complete, and that there are no material facts that have been omitted that would be necessary in order to make the answers not misleading.

We want to inform you that we anticipate requesting additional information regarding these applications. As a reminder, pursuant to section 1.65 of the Commission's rules, 47 C.F.R. § 1.65, applicants have the responsibility to maintain the accuracy of their applications. Please contact Cynthia Bryant, Attorney Advisor, at (202) 418-8164 with any questions regarding this information request.

Sincerely,



Jacquelynn Ruff
Acting Chief,
Telecommunications Division
International Bureau

cc: Cynthia Bryant, Attorney Advisor, Telecommunications Division
James Bird, Senior Counsel, Office of General Counsel
Cassandra Bird, Deputy Chief, Satellite and Radio Division