

**WALTER SONNENFELDT & ASSOCIATES**

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February 25, 2002

**HAND DELIVERED**

Mr. George Li, Deputy Chief  
Telecommunications Division  
International Bureau  
Federal Communications Commission  
445 12<sup>th</sup> Street, S.W.  
Washington, D.C. 20554

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

Dear Mr. Li:

Respectfully transmitted herewith, on behalf of our clients ORBCOMM License Corp. and ORBCOMM LLC (the "Assignees"), is a supplement and update to the above-referenced FCC license assignment applications (the "Assignment Applications").<sup>1</sup> The supplemental information is presented in two (2) Exhibits to this letter.

The Assignees respectfully reiterate their request for timely action by the Commission to process and grant the Assignment Applications.

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<sup>1</sup> See Application File Nos. SAT-ASG-20010726-00068, SES-ASG-20010726-01397, SES-ASG-20010726-01401, 50-EX-AL-2001 & 53 EX-AL-2001, FCC Public Notice Report No. SAT-00083 (September 10, 2001) (the "Assignment Applications"). The Assignment Applications completed the public comment cycle on November 5, 2001, and are unopposed.

Mr. George Li  
February 25, 2002  
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Kindly direct any inquiries concerning this submission to the undersigned.

Very truly yours,

/S/

Walter H. Sonnenfeldt  
Counsel to ORBCOMM LLC &  
ORBCOMM License Corp.

Enclosures (2)

cc: (via e-mail or fax)  
James Bird, FCC OGC  
Lisa Choi, FCC IB  
Anna Gomez, FCC IB

## **EXHIBIT 1 TO SUPPLEMENTAL SHOWING**

Set forth below is supplemental and updated information, respectfully submitted by Assignees ORBCOMM License Corp. and ORBCOMM LLC in connection the processing of the pending applications to assign authorizations associated with the ORBCOMM mobile satellite service system (the "Assignment Applications").<sup>2</sup> This submission documents minor changes in the direct and indirect ownership of ORBCOMM LLC that have resulted from a series of transactions undertaken since submission of the December 4, 2001 supplement to the Assignment Applications. These transactions have not resulted in any changes to the direct or indirect management or control of ORBCOMM License Corp., ORBCOMM LLC, or ORBCOMM Holdings LLC. With the exception of the information provided herein relating to ORBCOMM Holdings LLC's new member ORBCOMM Asset Holdings Limited, all disclosures provided in Assignees' December 4, 2001 Supplemental submission remain current and up to date, and are incorporated herein by reference.

### **I. Minor Change in Direct Ownership of ORBCOMM LLC**

8.16% of the ownership interest of ORBOMM LLC has been distributed to the bankruptcy estate of ORBCOMM Global, L.P. (the "Estate") in accordance with the plan of reorganization (the "Plan") approved by the United States Bankruptcy Court for the District of Delaware.<sup>3</sup> These ownership units are to be distributed by the Estate, in accordance with the Plan, to certain creditors of ORBCOMM Global, L.P. Assignees have been advised through counsel that the Estate has not yet determined which exact creditors, and in which proportions, these ownership units will be distributed. This transaction leaves ORBCOMM Holdings LLC as a 91.84% owner of ORCBOMM LLC, and does not entail any change to the Board of Directors, or the management and control of the company. Thus, this transaction constitutes no substantial change in the direct ownership or control of Assignees ORBCOMM LLC and ORBCOMM License Corp.

### **II. Minor Change in Ownership of ORBCOMM Holdings LLC**

Set forth below is updated information concerning the identity of the current ORBCOMM Holding LLC Members that: (1) own greater than 10% of the company; or (2) are *not* citizens of the United States. These showings contain all requisite accompanying data, including all requisite information necessary to confirm the

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<sup>2</sup> See Application File Nos. SAT-ASG-20010726-00068, SES-ASG-20010726-01397, SES-ASG-20010726-01401, 50-EX-AL-2001 & 53 EX-AL-2001, FCC Public Notice Report No. SAT-00083 (September 10, 2001). The Assignment Applications completed the public comment cycle on November 5, 2001, and are unopposed. Information provided herein relating to third parties is according to best knowledge and belief after due consideration by the Assignees of the corresponding information provided to them by these third parties.

<sup>3</sup> United States Bankruptcy Court for the District of Delaware, Case Nos. 00-3636 through 00-3643. The referenced 8.16% ownership interest distributed to the Estate is the current equity equivalent to the 5% fully diluted interest as of the April 23, 2001 capitalization of ORBCOMM LLC, set forth in the Plan as the designated distribution to the Estate, upon the satisfaction of certain conditions. This distribution, which has now occurred, was anticipated and previously disclosed to the Commission in the Assignment Applications, and in Assignees' December 4, 2001 Supplement, at Exhibit 1, p.5.

principal place of business of the company's foreign investor Members.<sup>4</sup> There have been no changes to the previously reported ORBCOMM Holdings LLC Board of Directors or the company's previously disclosed management and control regimen. The current ORBCOMM Holdings LLC member investors that who own a 10% or greater equity share of the company, or who are *not* citizens of the United States are:<sup>5</sup>

- A. Jerome B. Eisenberg  
21700 Atlantic Boulevard  
Dulles, Virginia 20166  
Citizenship: USA
- B. Don Franco  
21700 Atlantic Boulevard  
Dulles, Virginia 20166  
Citizenship: USA
- C. Hyung Jin ("Gene") Song  
12<sup>th</sup> Floor, 49-6 Jamwon-Dong  
Seocho-Gu, Seoul, ROK, 137-906  
Citizenship: ROK (South Korea)
- D. ORBCOMM Asia Limited<sup>6</sup>  
20<sup>th</sup> Floor, Koosan Tower  
#3250 Bangbae-Dong  
Seocho-Gu  
Seoul 137-026, ROK
- E. OHB Teledata AG<sup>7</sup>  
Universitätsallee 27 - 29  
D-28359 Bremen, GERMANY
- F. ORBCOMM Deutschland AG<sup>8</sup>  
Universitätsallee 29  
D-28359 Bremen  
GERMANY

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<sup>4</sup> See *Market Entry and Regulation of Foreign Affiliated Entities*, 11 FCC Rcd 3873, 3948-52 (1995).

<sup>5</sup> See, also, Exhibit 2.

<sup>6</sup> Assignees' December 4, 2001 Supplement contains all requisite foreign entity disclosures relating to ORBCOMM Asia Limited.

<sup>7</sup> Assignees' December 4, 2001 Supplement contains all requisite foreign entity disclosures relating to OHB Teledata AG.

<sup>8</sup> Assignees' December 4, 2001 Supplement contains all requisite foreign entity disclosures relating to ORBCOMM Deutschland AG.

G. ORBCOMM Asset Holdings Limited  
21700 Atlantic Boulevard  
Dulles, Virginia 20166

ORBCOMM Asset Holdings Limited is an exempted limited company, incorporated under the laws of the Cayman Islands. The Directors and shareholders of ORBCOMM Asset Holdings are identical to the present Directors (as disclosed in Assignees' December 4, 2001 Supplemental submission) and member-owners of ORBCOMM Holdings LLC. The ownership percentages held in ORBCOMM Asset Holdings Limited are nearly identical to the present ownership percentages held in ORBCOMM Holdings LLC.<sup>9</sup> The sole current asset of the company consists of a 49.42% ownership interest in ORBCOMM Holdings LLC, a Delaware limited liability company. The principal offices of ORBCOMM Asset Holdings are located at 21711 Atlantic Boulevard, Dulles, Virginia 20166. Thus, ORBCOMM Asset Holdings Limited is majority owned and controlled by citizens of the United States. Its principal assets are located in the United States, and the resulting anticipated revenue stream will flow therefrom.<sup>10</sup>

By the terms of the ORBCOMM Asset Holdings Limited company charter (a) management and control of all aspects of the conduct of the company's business is exclusively vested in its Board of Directors, (b) each Board member is afforded one vote, (c) the initial Board appointments are as described in the following paragraph, and (d) a Board member is not obligated to vote as directed by its appointing Member, but if so directed, is still also duty bound to vote pursuant to his or her fiduciary duty to the company. The company has no serving Officers at this time. Pursuant to the company charter and applicable law, shareholders of the company have very narrowly-defined rights under an equity-weighted voting regime, including the right to (a) remove Directors and appoint replacement Directors, (b) admit additional shareholders (c) amend the company's charter, and (d) authorize the dissolution of the company.

The identity of the ORBCOMM Asset Holdings Limited's Directors and all requisite accompanying data is provided below (See, also, Exhibit 2 for requisite ownership disclosures):

James C. Eagan (appointed by ORBCOMM Asia Ltd)  
8221 Peridot Drive, #304  
McLean, VA 22102  
Citizenship: USA

Jerome B. Eisenberg (self-appointed, see, supra, at § II(A) for personal data)

Don Franco (self-appointed, see, supra, at § II(B) for personal data)

Hyung Jin Song (appointed by ORBCOMM Asia Ltd, see, supra, at § II(C) for personal data)

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<sup>9</sup> See Exhibit 2.

<sup>10</sup> See *Market Entry and Regulation of Foreign Affiliated Entities*, 11 FCC Rcd 3873, 3948-52 (1995).

Hans E. W. Hoffmann (appointed by OHB Teledata AG)  
21057 Stanford Square, #202  
Sterling, VA 20166  
Citizenship: German

**III. Applicant Ownership in Other FCC-Regulated Businesses**

The disclosures regarding applicant ownership in other FCC-regulated businesses provided in Assignees' December 4, 2001 Supplemental Submission remain current and up to date.

**EXHIBIT 2 TO SUPPLEMENTAL SHOWING**  
**ORBCOMM LLC, ORBCOMM LICENSE CORP. & AFFILIATED COMPANIES**  
**OWNERSHIP INFORMATION**  
**As of February 25, 2002**

Owner	Address	ORBCOMM Asset Holdings Ltd Ownership %	ORBCOMM Holdings LLC Ownership % (Direct)	ORBCOMM Holdings LLC Ownership % (Fully Attributed)	ORBCOMM LLC & ORBCOMM License Corp. Ownership % (Fully Attributed)
Jerome B. Eisenberg	21700 Atlantic Boulevard Dulles, Virginia 20166	16.0	7.07	14.98	13.76
Don Franco	21700 Atlantic Boulevard Dulles, Virginia 20166	29.89	12.56	27.33	25.10
ORBCOMM Asia Limited	Koosan Tower, 20 <sup>th</sup> Floor #3250 Bangbae-Dong Seocho-Gu Seoul 137-062, ROK	20.28	10.98	21.00	19.28

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Owner	Address	ORBCOMM Asset Holdings Ltd Ownership %	ORBCOMM Holdings LLC Ownership % (Direct)	ORBCOMM Holdings LLC Ownership % (Fully Attributed)	ORBCOMM LLC & ORBCOMM License Corp. Ownership % (Fully Attributed)
ORBCOM Asset Holdings Limited	21700 Atlantic Boulevard Dulles, Virginia 20166	NA	49.42	NA	NA
ORBCOMM Deutschland AG	Universitätsallee 27-29 Bremen, D-28359 Germany	2.03	1.10	2.10	1.93
OHB Teledata AG	Universitätsallee 27-29 Bremen, D-28359 Germany	10.14	7.69	12.70	11.66



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**As of February 25, 2002**

Owner	Address	ORBCOMM Asset Holdings Ltd Ownership %	ORBCOMM Holdings LLC Ownership % (Direct)	ORBCOMM Holdings LLC Ownership % (Fully Attributed)	ORBCOMM LLC & ORBCOMM License Corp. Ownership % (Fully Attributed)
Hyung Jin Song	12F Geoville, 49-6 Jamwon-dong, Seocho-gu Seoul 37-906, ROK	4.08	1.66	3.68	3.38
ORBCOMM Global, L.P., <u>et al.</u> Bankruptcy Estate, FBO To Be Designated Creditors		NA	NA	NA	8.16