

**C L I F F O R D
C H A N C E
R O G E R S & W E L L S**

**CLIFFORD CHANCE
ROGERS & WELLS LLP**

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May 4, 2001

Ms. Magalie Roman Salas
Secretary
Federal Communications Commission
International Bureau - Earth Stations
P.O. Box 358160
Pittsburgh, PA 15251-5160

Re: Telenor Satellite Inc. / COMSAT Corporation Assignment Applications
Form 312

Dear Ms. Salas:

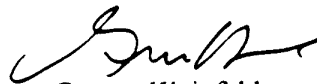
Enclosed for filing on behalf of Telenor Satellite Mobile Services, Inc. and Telenor Satellite, Inc. ("Telenor") and COMSAT Corporation and COMSAT General Corporation ("COMSAT") is a Form 312 application seeking assignment of various FCC earth station licenses held by COMSAT. This submission is being made in connection with a proposed acquisition by Telenor of the assets of the COMSAT business unit known as COMSAT Mobile Communications ("CMC").

The enclosure consists of an original and two copies of the Form 312 application, including associated exhibits and filing fees.

Upon receipt of this submission, please date-stamp the attached copy marked "Stamp & Return" and return it to the undersigned via our messenger.

Should any questions arise concerning this submission, please direct questions concerning Telenor to the undersigned. Questions concerning COMSAT should be directed to Rosemary Harold of Wiley, Rein & Fielding, 1776 K Street, N.W., Washington, D.C. 20006, telephone (202) 719-7000.

Respectfully submitted,


George Kleinfeld
Counsel for Telenor

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE

Approved by OMB
3060-0589
Page No 1 of 4

(1) LOCKBOX #

358160

SPECIAL USE

FCC USE ONLY

SECTION A - PAYER INFORMATION

(2) PAYER NAME (if paying by credit card, enter name exactly as it appears on your card)

Clifford Chance Rogers & Wells LLP

(3) TOTAL AMOUNT PAID (U.S. Dollars and cents)

\$2,700.00

(4) STREET ADDRESS LINE NO. 1

2001 K Street, N.W.

(5) STREET ADDRESS LINE NO. 2

(6) CITY

Washington

(7) STATE

DC

(8) ZIP CODE

20006

(9) DAYTIME TELEPHONE NUMBER (include area code)

(202) 912-5000

(10) COUNTRY CODE (if not in U.S.A.)

FCC REGISTRATION NUMBER (FRN) AND TAX IDENTIFICATION NUMBER (TIN) REQUIRED

(11) PAYER (FRN)

(12) PAYER (TIN)

13-5553664

IF PAYER NAME AND THE APPLICANT NAME ARE DIFFERENT, COMPLETE SECTION B
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C)

(13) APPLICANT NAME

Telenor Satellite, Inc.

(14) STREET ADDRESS LINE NO. 1

9 East Lockerman Street

(15) STREET ADDRESS LINE NO. 2

(16) CITY

Dover

(17) STATE

DE

(18) ZIP CODE

19901

(19) DAYTIME TELEPHONE NUMBER (include area code)

(202) 912-5000

(20) COUNTRY CODE (if not in U.S.A.)

FCC REGISTRATION NUMBER (FRN) AND TAX IDENTIFICATION NUMBER (TIN) REQUIRED

(21) APPLICANT (FRN)

(22) APPLICANT (TIN)

51-0408962

COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET

(23A) CALL SIGN/OTHER ID

WB36

(24A) PAYMENT TYPE CODE

CNX

(25A) QUANTITY

1

(26A) FEE DUE FOR (PTC)

405.00

(27A) TOTAL FEE

405.00

FCC USE ONLY

(28A) FCC CODE 1

(29A) FCC CODE 2

(23B) CALL SIGN/OTHER ID

KB34

(24B) PAYMENT TYPE CODE

CFX

(25B) QUANTITY

1

(26B) FEE DUE FOR (PTC)

135.00

(27B) TOTAL FEE

135.00

FCC USE ONLY

(28B) FCC CODE 1

(29B) FCC CODE 2

SECTION D - CERTIFICATION

(30) CERTIFICATION STATEMENT

I, George Kleinfeld, certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief. SIGNATURE George Kleinfeld DATE May 4, 2001

SECTION E - CREDIT CARD PAYMENT INFORMATION

(31)

MASTERCARD/VISA ACCOUNT NUMBER.

5476999001296552

EXPIRATION

1 01 01

MASTERCARD

VISA

I hereby authorize the FCC to charge my VISA or MASTERCARD for the service(s)/authorization herein described

SIGNATURE George Kleinfeld

DATE May 4, 2001

SPECIAL USE
FCC USE ONLY

USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT

SECTION BB - ADDITIONAL APPLICANT INFORMATION

(13) APPLICANT NAME Telenor Satellite, Inc.		
(14) STREET ADDRESS LINE NO. 1 9 East Loockerman Street		
(15) STREET ADDRESS LINE NO. 2		
(16) CITY Dover	(17) STATE DE	(18) ZIP CODE 19901
(19) DAYTIME TELEPHONE NUMBER (include area code) (202) 912-5000	(20) COUNTRY CODE (if not in U.S.A.)	

FCC REGISTRATION NUMBER (FRN) AND TAX IDENTIFICATION NUMBER (TIN) REQUIRED

(21) APPLICANT (FRN)	(22) APPLICANT (TIN) 51-0408962
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IF MORE BOXES ARE NEEDED, USE ADDITIONAL FCC 159-C CONTINUATION SHEETS TO LIST EACH SERVICE

SECTION CC - PAYMENT INFORMATION

(23A) CALL SIGN/OTHER ID KA305	(24A) PAYMENT TYPE CODE CFX	(25A) QUANTITY 1
(26A) FEE DUE FOR (PTC) 135.00	(27A) TOTAL FEE 135.00	FCC USE ONLY
(28A) FCC CODE 1	(29A) FCC CODE 2	

(23B) CALL SIGN/OTHER ID KA304	(24B) PAYMENT TYPE CODE CFX	(25B) QUANTITY 1
(26B) FEE DUE FOR (PTC) 135.00	(27B) TOTAL FEE 135.00	FCC USE ONLY
(28B) FCC CODE 1	(29B) FCC CODE 2	

(23C) CALL SIGN/OTHER ID KA313	(24C) PAYMENT TYPE CODE CFX	(25C) QUANTITY 1
(26C) FEE DUE FOR (PTC) 135.00	(27C) TOTAL FEE 135.00	FCC USE ONLY
(28C) FCC CODE 1	(29C) FCC CODE 2	

(23D) CALL SIGN/OTHER ID KA312	(24D) PAYMENT TYPE CODE CFX	(25D) QUANTITY 1
(26D) FEE DUE FOR (PTC) 135.00	(27D) TOTAL FEE 135.00	FCC USE ONLY
(28D) FCC CODE 1	(29D) FCC CODE 2	

(23E) CALL SIGN/OTHER ID KA31	(24E) PAYMENT TYPE CODE CFX	(25E) QUANTITY 1
(26E) FEE DUE FOR (PTC) 135.00	(27E) TOTAL FEE 135.00	FCC USE ONLY
(28E) FCC CODE 1	(29E) FCC CODE 2	

(23F) CALL SIGN/OTHER ID WA28	(24F) PAYMENT TYPE CODE CFX	(25F) QUANTITY 1
(26F) FEE DUE FOR (PTC) 135.00	(27F) TOTAL FEE 135.00	FCC USE ONLY
(28F) FCC CODE 1	(29F) FCC CODE 2	

SPECIAL USE
FCC USE ONLY

USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT

SECTION BB - ADDITIONAL APPLICANT INFORMATION

(13) APPLICANT NAME Telenor Satellite, Inc.			
(14) STREET ADDRESS LINE NO. 1 9 East Loockerman Street			
(15) STREET ADDRESS LINE NO. 2			
(16) CITY Dover		(17) STATE DE	(18) ZIP CODE 19901
(19) DAYTIME TELEPHONE NUMBER (include area code) (202) 912-5000		(20) COUNTRY CODE (if not in U.S.A.)	

FCC REGISTRATION NUMBER (FRN) AND TAX IDENTIFICATION NUMBER (TIN) REQUIRED

(21) APPLICANT (FRN)	(22) APPLICANT (TIN) 51-0408962
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IF MORE BOXES ARE NEEDED, USE ADDITIONAL FCC 159-C CONTINUATION SHEETS TO LIST EACH SERVICE

SECTION CC - PAYMENT INFORMATION

(23A) CALL SIGN/OTHER ID E990027	(24A) PAYMENT TYPE CODE CFX	(25A) QUANTITY 1
(26A) FEE DUE FOR (PTC) 135.00	(27A) TOTAL FEE 135.00	FCC USE ONLY
(28A) FCC CODE 1	(29A) FCC CODE 2	

(23B) CALL SIGN/OTHER ID E990034	(24B) PAYMENT TYPE CODE CFX	(25B) QUANTITY 1
(26B) FEE DUE FOR (PTC) 135.00	(27B) TOTAL FEE 135.00	FCC USE ONLY
(28B) FCC CODE 1	(29B) FCC CODE 2	

(23C) CALL SIGN/OTHER ID E990032	(24C) PAYMENT TYPE CODE CFX	(25C) QUANTITY 1
(26C) FEE DUE FOR (PTC) 135.00	(27C) TOTAL FEE 135.00	FCC USE ONLY
(28C) FCC CODE 1	(29C) FCC CODE 2	

(23D) CALL SIGN/OTHER ID E980136	(24D) PAYMENT TYPE CODE CFX	(25D) QUANTITY 1
(26D) FEE DUE FOR (PTC) 135.00	(27D) TOTAL FEE 135.00	FCC USE ONLY
(28D) FCC CODE 1	(29D) FCC CODE 2	

(23E) CALL SIGN/OTHER ID E930320	(24E) PAYMENT TYPE CODE CFX	(25E) QUANTITY 1
(26E) FEE DUE FOR (PTC) 135.00	(27E) TOTAL FEE 135.00	FCC USE ONLY
(28E) FCC CODE 1	(29E) FCC CODE 2	

(23F) CALL SIGN/OTHER ID E980137	(24F) PAYMENT TYPE CODE CFX	(25F) QUANTITY 1
(26F) FEE DUE FOR (PTC) 135.00	(27F) TOTAL FEE 135.00	FCC USE ONLY
(28F) FCC CODE 1	(29F) FCC CODE 2	

SPECIAL USE
FCC USE ONLY

USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT

SECTION BB - ADDITIONAL APPLICANT INFORMATION

(13) APPLICANT NAME Telenor Satellite, Inc.	
(14) STREET ADDRESS LINE NO. 1 9 East Lockerman Street	
(15) STREET ADDRESS LINE NO. 2	
(16) CITY Dover	(17) STATE DE
(18) ZIP CODE 19901	
(19) DAYTIME TELEPHONE NUMBER (include area code) (202) 912-5000	(20) COUNTRY CODE (if not in U.S.A.)

FCC REGISTRATION NUMBER (FRN) AND TAX IDENTIFICATION NUMBER (TIN) REQUIRED

(21) APPLICANT (FRN)	(22) APPLICANT (TIN) 51-0408962
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IF MORE BOXES ARE NEEDED, USE ADDITIONAL FCC 159-C CONTINUATION SHEETS TO LIST EACH SERVICE

SECTION CC - PAYMENT INFORMATION

(23A) CALL SIGN/OTHER ID E890649	(24A) PAYMENT TYPE CODE CFX	(25A) QUANTITY 1
(26A) FEE DUE FOR (PTC) 135.00	(27A) TOTAL FEE 135.00	FCC USE ONLY
(28A) FCC CODE 1	(29A) FCC CODE 2	

(23B) CALL SIGN/OTHER ID E960327	(24B) PAYMENT TYPE CODE CFX	(25B) QUANTITY 1
(26B) FEE DUE FOR (PTC) 135.00	(27B) TOTAL FEE 135.00	FCC USE ONLY
(28B) FCC CODE 1	(29B) FCC CODE 2	

(23C) CALL SIGN/OTHER ID E990422	(24C) PAYMENT TYPE CODE CFX	(25C) QUANTITY 1
(26C) FEE DUE FOR (PTC) 135.00	(27C) TOTAL FEE 135.00	FCC USE ONLY
(28C) FCC CODE 1	(29C) FCC CODE 2	

(23D) CALL SIGN/OTHER ID KA249	(24D) PAYMENT TYPE CODE CFX	(25D) QUANTITY 1
(26D) FEE DUE FOR (PTC) 135.00	(27D) TOTAL FEE 135.00	FCC USE ONLY
(28D) FCC CODE 1	(29D) FCC CODE 2	

(23E) CALL SIGN/OTHER ID	(24E) PAYMENT TYPE CODE	(25E) QUANTITY
(26E) FEE DUE FOR (PTC)	(27E) TOTAL FEE	FCC USE ONLY
(28E) FCC CODE 1	(29E) FCC CODE 2	

(23F) CALL SIGN/OTHER ID	(24F) PAYMENT TYPE CODE	(25F) QUANTITY
(26F) FEE DUE FOR (PTC)	(27F) TOTAL FEE	FCC USE ONLY
(28F) FCC CODE 1	(29F) FCC CODE 2	

FCC 312
Main Form

FEDERAL COMMUNICATIONS COMMISSION
APPLICATION FOR SATELLITE SPACE AND EARTH STATION AUTHORIZATIONS

Approved by OMB
M04-0078
Est. Avg. Burden Hours
Per Response: 11 Min

FCC Use Only
File Number:
Call Sign:
Fee Number:

APPLICANT INFORMATION

1. Legal Name of Applicant Telenor Satellite, Inc.		2. Voice Telephone Number (202) 912-5126	
3. Other Name Used for Doing Business (if any)		4. Fax Telephone Number (202) 912-6000	
5. Mailing Street Address or P.O. Box 9 East Lookerman Street		6. City Dover	8. Zip Code 19901
ATTENTION: Ms. Britt Carina Ivarson Horncastle		7. State / Country (if not U.S.A.) DE	
9. Name of Contact Representative (if other than applicant) George Kleinfeld		10. Voice Telephone Number (202) 912-5126	
11. Firm or Company Name Clifford, Chance, Rogers & Wells, LLP		11. Fax Telephone Number (202) 912-6000	
13. Mailing Street Address or P.O. Box 2001 K Street, N.W.		14. City Washington	16. Zip Code 20006
ATTENTION:		15. State / Country (if not U.S.A.) DC	

CLASSIFICATION OF FILING

17. Place an "X" in the box next to the classification that applies to this filing for both questions a. and b. Mark only one box for 17a and only one box for 17b.

<input type="checkbox"/> b1. Application for License of New Station	<input type="checkbox"/> b6. Transfer of Control of License or Registration
<input checked="" type="checkbox"/> a1. Earth Station	<input type="checkbox"/> b7. Notification of Minor Modification
<input type="checkbox"/> a2. Space Station	<input type="checkbox"/> b8. Application for License of New Receive-Only Station Using Non-U.S. Licensed Satellite
<input type="checkbox"/> b2. Application for Registration of New Domestic Receive-Only Station	<input type="checkbox"/> b9. Letter of Intent to Use Non-U.S. Licensed Satellite to Provide Service in the United States
<input type="checkbox"/> b3. Amendment to a Pending Application	<input type="checkbox"/> b10. Other (Please Specify): _____
<input type="checkbox"/> b4. Modification of License or Registration	
<input checked="" type="checkbox"/> b5. Assignment of License or Registration	

18. If this filing is in reference to an existing station, enter:
Call sign of station: **See Exhibit I**

19. If this filing is an amendment to a pending application enter:
(a) Date pending application was filed: **N/A**
(b) File number of pending application:

TYPE OF SERVICE

20 NATURE OF SERVICE: This filing is for an authorization to provide or use the following type(s) of service(s). Place an "X" in the box(es) next to all that apply.

- a Fixed Satellite
- c Radiodetermination Satellite
- e Direct to Home Fixed Satellite
- b Mobile Satellite
- d Earth Exploration Satellite
- f Digital Audio Radio Service
- g Other (please specify) _____

21 STATUS: Place an "X" in the box next to the applicable status. Mark only one box.

- a Common Carrier
- b Non-Common Carrier

22 If earth station applicant, place an "X" in the box(es) next to all that apply.

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

23 If applicant is providing INTERNATIONAL COMMON CARRIER service, see instructions regarding Sec. 21.4 filings. Mark only one box. Are these facilities:

- a Connected to the Public Switched Network
- b Not connected to the Public Switched Network

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

- a C-Band (4/6 GHz)
- b Ku-Band (12/14 GHz)
- c Other (Please specify) L-band

TYPE OF STATION

25 CLASS OF STATION: Place an "X" in the box next to the class of station that applies. Mark only one box.

- a Fixed Earth Station
- b Temporary-Fixed Earth Station
- c 12/14 GHz VSAT Network
- d Mobile Earth Station
- e Space Station
- f Other (Specify) _____

26 TYPE OF EARTH STATION FACILITY: Mark only one box.

- a Transmit/Receive
- b Transmit-Only
- c Receive-Only

PURPOSE OF MODIFICATION OR AMENDMENT

27 The purpose of this proposed modification or amendment is to: Place an "X" in the box(es) next to all that apply.

- | | |
|--------------------------|---|
| <input type="checkbox"/> | a -- authorization to add new emission designator and related service |
| <input type="checkbox"/> | b -- authorization to change emission designator and related service |
| <input type="checkbox"/> | c -- authorization to increase EIRP and EIRP density |
| <input type="checkbox"/> | d -- authorization to replace antenna |
| <input type="checkbox"/> | e -- authorization to add antenna |
| <input type="checkbox"/> | f -- authorization to relocate fixed station |
| <input type="checkbox"/> | g -- authorization to change assigned frequency(ies) |
| <input type="checkbox"/> | h -- authorization to add Points of Communication (satellites & countries) |
| <input type="checkbox"/> | i -- authorization to change Points of Communication (satellites & countries) |
| <input type="checkbox"/> | j -- authorization for facilities for which environmental assessment and radiation hazard reporting is required |
| <input type="checkbox"/> | k -- Other (Please Specify) _____ |

ENVIRONMENTAL POLICY

28 Would a Commission grant of any proposal in this application or amendment have a significant environmental impact as defined by 47 CFR 1.1307? IF YES, submit the statement as required by Sections 1.1308 and 1.1311 of the Commission's rules, 47 C.F.R. §§ 1.1308 and 1.1311, as an exhibit to this application.

- YES
- NO

A Radiation Hazard Study must accompany all applications as an exhibit for new transmitting facilities, major modifications, or major amendments. Refer to OET Bulletin 65.

ALIEN OWNERSHIP

29. Is the applicant a foreign government or the representative of any foreign government?	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> NO
30. Is the applicant an alien or the representative of an alien?	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> NO
31. Is the applicant a corporation organized under the laws of any foreign government?	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> NO
32. Is the applicant a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> NO
33. Is the applicant a corporation directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	<input checked="" type="checkbox"/> YES	<input type="checkbox"/> NO
34. If any answer to questions 29, 30, 31, 32 and/or 33 is Yes, attach as an exhibit, the identification of the aliens or foreign entities, their nationality, their relationship to the applicant, and the percentage of stock they own or vote.	See Exhibit II	

BASIC QUALIFICATIONS

35. Does the applicant request any waivers or exemptions from any of the Commission's Rules? If Yes, attach as an exhibit, copies of the requests for waivers or exceptions with supporting documents.	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> NO
36. Has the applicant or any party to this application had any FCC station authorization or license revoked or had any application for an initial, modification or renewal of FCC station authorization, license, or construction permit denied by the Commission? If Yes, attach as an exhibit, an explanation of the circumstances.	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> NO
37. Has the applicant, or any party to this application, or any party directly or indirectly controlling the applicant ever been convicted of a felony by any state or federal court? If Yes, attach as an exhibit, an explanation of the circumstances.	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> NO
38. Has any court finally adjudged the applicant, or any person directly or indirectly controlling the applicant, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement or any other means or unfair methods of competition? If Yes, attach as an exhibit, an explanation of the circumstances.	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> NO
39. Is the applicant, or any person directly or indirectly controlling the applicant, currently a party in any pending matter referred to in the preceding two items? If Yes, attach as an exhibit, an explanation of the circumstances.	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> NO
40. If the applicant is a corporation and is applying for a space station license, attach as an exhibit the names, addresses, and citizenship of those stockholders owning of record and/or voting 10 percent or more of the Filer's voting stock and the percentages so held. In the case of fiduciary control, indicate the beneficiary (ies) or class of beneficiaries. Also list the names and addresses of the officers and directors of the Filer.	<input checked="" type="checkbox"/> YES	<input type="checkbox"/> NO
41. By checking Yes, the undersigned certifies, that neither the applicant nor any other party to the application is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance. See 47 CFR 1.2002(b) for the meaning of "party to the application" for these purposes.	<input checked="" type="checkbox"/> YES	<input type="checkbox"/> NO
42a. Does the applicant intend to use a non-U.S. licensed satellite to provide service in the United States? If yes, answer 42b and attach an exhibit providing the information specified in 47 C.F.R. § 25.137, as appropriate. If no, proceed to question 43.	<input checked="" type="checkbox"/> YES	<input type="checkbox"/> NO
42b. What administration has licensed or is in the process of licensing the space station? If no license will be issued, what administration has coordinated or is in the process of coordinating the space station? <u>N/A</u>	See Exhibit III	

FEDERAL COMMUNICATIONS COMMISSION
FCC 312 - Schedule A
 (Place an "X" in one of the blocks below)

- CONSENT TO TRANSFER OF CONTROL CONSENT TO ASSIGNMENT OF LICENSE
- NOTIFICATION OF TRANSFER OF CONTROL NOTIFICATION OF ASSIGNMENT
- OF RECEIVE ONLY REGISTRATION OF RECEIVE ONLY REGISTRATION

A1. Name of Licensee or Registrant
Comsat Corporation/Comsat Mobile Communications

A2. Video Telephone Number
(301) 214-3459

A3. Mailing Street Address or P.O. Box
6560 Rock Spring Drive

A4. Fax Telephone Number
(301) 214-7145

ATTENTION: **Robert Marsbach**

A5. City
Bethesda

A6. State/Country (if not USA)
MD

A7. Zip Code
20187

A8. No. of shares held
See Exhibit I

A10. Name of Third Party/Agent or (if different than licensee or registrant)
Comsat Corporation/Comsat Mobile Communications

A11. Mailing Street Address or P.O. Box
6560 Rock Spring Drive

A12. Name of Transferor/Assignee
Telenor Satellite, Inc.

A13. Mailing Street Address or P.O. Box
9 East Lockerman

A14. City
Dover

A15. State/Country
DE

A16. State/Country
MD

A17. Zip Code
20817

A18. State/Country
DE

A19. Zip Code
19901

A20. If these facilities are licensed, in the transferor's/assignor's direct or indirectly controlled by any other entity?
 If Yes, attach as an exhibit, a statement (including organizational diagrams where appropriate) which fully and completely identifies the nature and extent of control including: (1) the name, address, citizenship, and primary business of the controlling entity and any intermediate subsidiaries or parties; and (2) the names, addresses, citizenship, and the percentages of voting and equity stock of those stockholders holding 10 percent or more of the controlling corporation's voting stock. YES NO
See Exhibit II

A21. If these facilities are licensed, attach as an exhibit, a complete statement setting forth the facts which show how the assignment or transfer will serve the public interest.

CERTIFICATION

I, The undersigned, individually and for licensee, certifies that all attached exhibits pertinent to Schedule A and all statements made in Schedule A of this application are true, complete and correct to the best of his/her knowledge and belief. The undersigned also certifies that any contracts or other instruments submitted herewith are complete and constitute the full agreement.

2. This undersigned represents that such will not be delivered and that control will not be transferred until the Commission's consent has been received, but that transfer of control or assignment of license will be completed within 30 days of Commission consent. The undersigned also acknowledges that the Commission must be notified by letter within 30 days of consummation.

A13. Signature Robert Marsbach	A14. Title Vice President/General Counsel	A15. Date 5/4/2001
A16. Signature Robert Marsbach	A17. Title Vice President/General Counsel	A18. Date 5/4/2001
A19. Signature Robert Marsbach	A20. Title Vice President/General Counsel	A21. Date 5/4/2001

FCC Form 312
Item 18
Telenor Satellite, Inc., Applicant
May 2001

EXHIBIT I - LICENSES

The attached chart sets forth the licenses for which consent to assignment is requested.

CALL SIGN FILE NO.	NATURE OF SERVICE	CLASS OF STATION	LICENSEE	AUTHORIZATION STATUS
WB36	International Fixed Satellite Service	Fixed Earth Stations	COMSAT Corporation / COMSAT Mobile Communications	STA expiring 4/30/2001; SES-STA- 20010220-00375 (to continue to operate with Inmarsat Ltd. satellites) -STA extension filed 4/18/2001 -application for radio station license filed April 25, 2001; application pending
KB34	International Maritime Mobile Satellite; International Aeronautical Mobile Satellite Service; Feeder Links for Mobile Satellite Service	Fixed Land Earth Stations	COMSAT Corporation/ COMSAT Mobile Communications	license expires: 6/15/2010 -STA expiring 9/30/2001; SES-STA- 20010220-00374 (to continue to operate with Inmarsat Ltd. satellites)
KA305	International Maritime Mobile Satellite Service	Fixed Earth Station	Communications Satellite Corporation	license expires: 10/4/2001 -STA expiring 9/30/2001; SES-STA- 20010220-00412 (to continue to operate with Inmarsat Ltd. satellites) (held by COMSAT Corporation/COMSAT Mobile Communications)
KA304	International Maritime Mobile Satellite Service	Fixed Earth Station	Communications Satellite Corporation	license expires: 10/4/2001 -STA expiring 9/30/2001; SES-STA- 20010220-00386 (to continue to operate with Inmarsat Ltd. satellites)
KA313	International Maritime Mobile Satellite Service; Feeder Link for Mobile- Satellite Service	Fixed Land Earth Stations	COMSAT Corporation/ COMSAT Mobile Communications	license expires: 2/20/2010 -STA expiring 9/30/2001; SES-STA- 20010220-00378 (to continue to operate with Inmarsat Ltd. satellites)

CALL SIGN FILE NO.	NATURE OF SERVICE	CLASS OF STATION	LICENSEE	AUTHORIZATION STATUS
KA312	Feeder Link for Mobile Satellite Service	Fixed Land Earth Stations	COMSAT Corporation	license expires: 2/27 2009 -STA expiring 9/30/01; SES-STA-20010220- 00371 (to continue to operate with Inmarsat Ltd. satellites) -STA expiring on 8/11/01; SES-STA- 20010208-00309 (to conduct tests and demonstrations in conjunction with FAA WAAS program)
KA31	International Maritime Mobile Satellite	Fixed Land Earth Station	Communications Satellite Corporation	license expires: 4/8/2003 -STA expiring 9/30/2001; SES-STA- 20010220-00387 (to continue to operate with Inmarsat Ltd. Satellites)
WA28	International Maritime Mobile Satellite Service	Fixed Earth Station	Communications Satellite Corporation	license expires: 4/8/2003 -STA expiring 9/30/2001; SES-STA- 20010220-00376 (to continue to operate with Inmarsat Ltd. Satellites)
E990027	International Maritime Mobile Satellite Service	Fixed Land Earth Stations	COMSAT Corporation/ COMSAT Mobile Communications	license expires: 1/22/2011 -STA expiring 9/30/2001; SES-STA- 20010220-00385 (to continue to operate with Inmarsat Ltd. Satellites)
E990034	International Maritime Mobile Satellite Service; International Aeronautical Mobile Satellite Service	Fixed Land Earth Stations	COMSAT Corporation/ COMSAT Mobile Communications	license expires: 2/20/2010 -STA expiring 9/30/2001; SES-STA- 20010220-00377 (to continue to operate with Inmarsat Ltd. Satellites)
E990032	International Maritime Mobile Satellite Service	Fixed Land Earth Stations	COMSAT Corporation/ COMSAT Mobile Communications	license expires: 1/22/2011 -STA expiring 9/30/2001; SES-STA- 20010220-00410 (to continue to operate with Inmarsat Ltd. Satellites)

CALL SIGN FILE NO.	NATURE OF SERVICE	CLASS OF STATION	LICENSEE	AUTHORIZATION STATUS
E980136	International Aeronautical Mobile Satellite Service	Fixed Land Earth Station	COMSAT Corporation/ COMSAT Mobile Communications	STAs Only expires: 9/30/2001; SES-STA-20010220- 00405 (to continue to operate with Inmarsat Ltd. satellites) expires: 9/30/2001; SES-STA-20010307- 00485 (to conduct tests and demonstrations in conjunction with FAA WAAS program) -application filed 1998/pending
E930320	Domestic Fixed Satellite Service	Fixed Earth Station	COMSAT Corporation	license expires: 8/6/2003
E980137	International Aeronautical Mobile Satellite Service	Fixed Land Earth Station	COMSAT Corporation/ COMSAT Mobile Communications	STAs Only expires: 9/30/2001; SES-STA-20010220- 00408 (to continue to operate with Inmarsat Ltd. satellites) expires: 9/30/2001; SES-STA-20010307- 00484 (to conduct tests and demonstrations in conjunction with FAA WAAS program) -application filed 1998/pending
E990422	International Fixed Satellite Service	Fixed Earth Station	COMSAT Corporation/ COMSAT Mobile Communications	STA Only expires: 6/8/2001; SES-STA-20001129-02257 (to continue to operate with Inmarsat Ltd. satellites) -STA extension request filed 4/20/2001 -license application pending
E890649	International Maritime Mobile Satellite Service	Fixed Earth Stations	COMSAT Corporation/ COMSAT Mobile Communications	license expires: 7/14/2009 -STA expires: 9/30/2001; SES-STA- 20010220-00389 (to continue to operate with Inmarsat Ltd. satellites) -STA expires: 9/30/2001; SES-STA- 20010307-00487 (to conduct tests and demonstrations in conjunction with FAA WAAS program)

CALL SIGN FILE NO.	NATURE OF SERVICE	CLASS OF STATION	LICENSEE	AUTHORIZATION STATUS
E960327 SES-LIC- 19980204-00158 SES-AMD- 19980203-00144	Mobile Satellite Service	Mobile Earth Station	COMSAT Corporation	Application pending
KA249	International Aeronautical Mobile Satellite Service	Fixed Land Earth Station	COMSAT Corporation/ COMSAT Mobile Communications	STAs Only -expires: 9/30/2001; SES-STA-20010220- 00388 (to continue to operate with Inmarsat Ltd. satellites) -expires: 9/30/2001; SES-STA-20010307- 00477 (to conduct tests and demonstrations in conjunction with FAA WAAS program) -application pending
SES-LIC- 20000609-00944	Domestic Mobile Satellite Service	Mobile Earth Station	COMSAT Corporation/ COMSAT Mobile Communications	Application pending
SES-LIC- 20000609-00946	Feeder Link for Mobile Satellite Service	Mobile Earth Station	COMSAT Corporation/ COMSAT Mobile Communications	Application pending
SES-LIC- 20000609-00947	Feeder Link for Mobile Satellite Service	Mobile Earth Station	COMSAT Corporation/ COMSAT Mobile Communications	Application pending
SES-LIC- 20000609-00948	Feeder Link for Mobile Satellite Service	Mobile Earth Station	COMSAT Corporation/ COMSAT Mobile Communications	Application pending
SES-LIC- 20000609-00949	Feeder Link for Mobile Satellite Service	Mobile Earth Station	COMSAT Corporation/ COMSAT Mobile Communications	Application pending
SES-STA- 20010406-00737	International Mobile Maritime Satellite Service	Mobile Earth Stations	COMSAT Corporation/ COMSAT Mobile Communications	STA -STA granted through 10/20/2001
STA	Planet 1 terminals	Test and Demo	COMSAT Corporation	STA -request for extension of STA filed: 3/18/97

CALL SIGN FILE NO.	NATURE OF SERVICE	CLASS OF STATION	LICENSEE	AUTHORIZATION STATUS
WC2XNE	Experimental	Developmental (Fixed)	COMSAT Corporation/ COMSAT Mobile Communications	expires: 12/01/02
WC2XMG	Experimental	Developmental (Fixed)	COMSAT Mobile Communications	expires: 11/01/02
KA2XHN	Experimental	Developmental (Fixed)	COMSAT Corporation	expires: 07/01/01 -renewal application filed: 3/19/2001
WA2XGG	Experimental/STA	Developmental (Fixed)	COMSAT Mobile Communications	expires: 07/09/01
WA2XGG	Experimental	Developmental (Fixed Mobile)	COMSAT Mobile Communications	expires: 12/01/04
WA9XBL	Experimental	Developmental (Fixed Mobile)	COMSAT Corporation	expires: 01/06/01 STA ext. filed: 12/15/00
KB42877	Business Radio (IG)	Industrial Business	COMSAT General Corporation	expires: 08/16/01

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EXHIBIT II - ALIEN OWNERSHIP

Telenor Satellite, Inc. is a wholly-owned subsidiary of Telenor Satellite Mobile Services, Inc., both U.S. corporations organized under the laws of the State of Delaware. Telenor Satellite Mobile Services, Inc. is a wholly-owned indirect subsidiary of Telenor ASA, an entity organized under the laws of the government of Norway, as more fully described in the Public Interest Statement attached to this application under Exhibit V.

EXHIBIT III - NON-U.S. SATELLITE INFORMATION

Telenor Satellite, Inc., is applying for assignment of various FCC licenses and authorizations from COMSAT Corporation/COMSAT Mobile Communications (see Exhibit I for authorizations to be assigned). As indicated in the exhibit, some of the earth station licenses are authorized to communicate via satellites of Inmarsat Ltd.

In April 1999, Inmarsat was privatized through the creation of Inmarsat, Ltd., a private satellite company incorporated in the United Kingdom. Under the framework established in its *DISCO II Order*, the Commission authorized Inmarsat Ltd. to provide satellite service in the United States. No ECO-Sat test is required under Section 25.137(a) of the Commission's rules because the United Kingdom is a WTO member and the Basic Telecommunications Agreement covers the services that Inmarsat provides. 47 C.F.R. Section 25.137(a). In addition, no financial or technical information for the Inmarsat Ltd. satellites is required under Section 25.137(b) because the satellites are in orbit and operating and the international coordination process is complete. 47 C.F.R. Section 25.137(b).

EXHIBIT IV - DESCRIPTION OF TRANSACTION

Telenor ASA, an entity organized under the laws of the government of Norway, and COMSAT Corporation, a Delaware corporation, seek Commission approval for the acquisition by Telenor ASA, through U.S. subsidiaries, of the COMSAT Mobile Communications ("CMC") line of business, involving the purchase of substantially all the assets of this business from the current owner, COMSAT Corporation. The acquisition is to be made pursuant to an Asset Purchase Agreement entered into on March 27, 2001, by and between COMSAT Corporation, Telenor Satellite Mobile Services, Inc. ("TSMS"), and Telenor Broadband Services AS (as guarantor). TSMS wholly-owns two other Delaware corporations: Telenor Satellite, Inc., which will hold the licenses and authorizations required to operate the business, and Telenor Broadband Mobile Satellite Services, Inc., which will operate the business and own its other assets. The contemplated transaction is more fully described in the Public Interest Statement attached to this application under Exhibit V.

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EXHIBIT V - PUBLIC INTEREST STATEMENT

The contemplated assignment will serve the public interest by permitting Telenor Satellite, Inc. to enhance competition by providing U.S. consumers with new or improved mobile telecommunications service options with broad global reach. The public interest benefits of this assignment are more fully described in the attached Public Interest Statement.

EXHIBIT VI - STATEMENT OF FACTS

Comsat Corporation/COMSAT Mobile Communications ("COMSAT") has not been convicted of a felony in any state or federal court. COMSAT ultimately is wholly owned by Lockheed Martin Corporation ("Lockheed Martin"). Lockheed Martin also has not been convicted of a felony in any state or federal court. Information regarding felony convictions of predecessor companies of Lockheed Martin has been reported to the Commission in prior applications. *See e.g.*, File No. SAT-ASG-19990107-00008 at Exhibit A.

COMSAT reports the following information out of an abundance of caution and in the interest of full disclosure. However, COMSAT believes that the Commission's rules do not require disclosure of this information and that the information is not relevant to substantive consideration of the instant application.

On August 3, 2000, Electomechanical Systems, Inc. ("EMS"), an indirect, wholly-owned subsidiary of COMSAT, entered a plea of guilty in the United States District Court for the Middle District of Florida in Tampa, to a one-count information charging obstruction of federal audits in violation of 18 U.S.C., section 1516. The information charged that from 1988 through February 1999, certain EMS employees were engaged in fraudulent activity, including falsification of actual costs associated with work performed for the United States Navy on radar pedestals. As part of a plea agreement, EMS agreed to pay the government \$7.5 million in restitution and the United States Attorney's Office for the Middle District of Florida agreed that it will not charge COMSAT, any COMSAT successor corporation, or any current or former COMSAT affiliate and will not further charge EMS, with any criminal offense relating to the conduct giving rise to the plea.