

**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**

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May 4, 2001

Ms. Magalie Roman Salas
Secretary
Federal Communications Commission
Experimental Radio Services
P.O. Box 358320
Pittsburgh, PA 15251-5320

Re: Telenor Satellite Inc. / COMSAT Corporation Assignment Applications
Form 702 / Form 442

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 702/Form 442 application seeking assignment of various FCC experimental 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 702/442 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 1

(1) LOCKBOX #
358320

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)
\$50.00

(4) STREET ADDRESS LINE NO. 1
2001 K Street, NW

(5) STREET ADDRESS LINE NO. 2

(6) CITY
Washington

(7) STATE (8) ZIP CODE
DC 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)
[REDACTED]

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 (18) ZIP CODE
DE 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
WA9XBL

(24A) PAYMENT TYPE CODE
EAE

(25A) QUANTITY
1

(26A) FEE DUE FOR (PTC) 50.00

(27A) TOTAL FEE 50.00

FCC USE ONLY

(28A) FCC CODE 1

(29A) FCC CODE 2

(23B) CALL SIGN/OTHER ID

(24B) PAYMENT TYPE CODE

(25B) QUANTITY

(26B) FEE DUE FOR (PTC)

(27B) TOTAL FEE

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

MASTERCARD/VISA ACCOUNT NUMBER:
5476990001296552

EXPIRATION
1 | 1 | 0 | 1 | 0 | 4

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

FOR FCC USE ONLY	

**APPLICATION FOR CONSENT TO ASSIGNMENT OF RADIO STATION CONSTRUCTION
 AUTHORIZATION OR LICENSE (For Stations in Services Other Than Broadcast)**
 READ INSTRUCTIONS BEFORE COMPLETING

SECTION I (FEE PORTION)

PART I

Applicant Name (Last, First, Middle Initial)

Telenor Satellite, Inc.

Mailing Address (Street or P. O. Box)

9 East Loockerman Street

City Dover	State or Country (if foreign address) DE	ZIP Code 19901
---------------	---	-------------------

Call Sign or Other FCC Identifier WA9XBL	Taxpayer Identification Number [REDACTED]
---	--

Internet or E-Mail Address

Enter in Column (A) the correct Fee Type Code for the service you are applying for. Fee Type Codes may be found in the Wireless Telecommunications Bureau Fee Filing Guide. Enter in Column (B) the Fee Multiple, if applicable. Enter in Column (C) the result obtained by multiplying the value of the Fee Type Code in Column (A) by the number entered in Column (B), if any.

	(A) FEE TYPE CODE	(B) FEE MULTIPLE (if required)	(C) FEE DUE	FOR FCC USE ONLY
(1)	E A E	1	\$ 50.00	

PART II - To be used only when you are requesting concurrent actions which result in a requirement to list more than one Fee Type Code.

	(A) FEE TYPE CODE	(B) FEE MULTIPLE (if required)	(C) FEE DUE	FOR FCC USE ONLY
(2)	[] [] []	[]	\$ []	FOR FCC USE ONLY
(3)	[] [] []	[]	\$ []	FOR FCC USE ONLY
(4)	[] [] []	[]	\$ []	FOR FCC USE ONLY
(5)	[] [] []	[]	\$ []	FOR FCC USE ONLY

ADD ALL AMOUNTS SHOWN IN COLUMN (C), LINES (1) THROUGH (5), AND ENTER THE TOTAL HERE. THIS AMOUNT SHOULD EQUAL YOUR ENCLOSED REMITTANCE.



TOTAL AMOUNT REMITTED	FOR FCC USE ONLY
\$ 50.00	

SECTION II (APPLICATION PORTION)	FOR FCC USE ONLY	
	Service	File No. and Call Sign

INSTRUCTIONS

Section II contains two parts:

PART I is to be completed by assignor (the present permittee or licensee), whenever the legal right to construct or to control the use and operation of station is to be assigned by voluntary act, as by contract or other agreement, or by involuntary act such as death, legal disability, bankruptcy, or other legal proceedings.

PART II is to be completed by assignee who wishes to obtain the legal right to construct or to control the use and operation of station, as a result of voluntary act (contract or other agreement), or involuntary act (death or legal disability) of grantee of construction authorization or licensee, or by involuntary assignment of the physical property constituting the station in bankruptcy proceedings, or other court order, or by operation of law in any other manner.

Applicant is advised that if the Commission consents to request for assignment, the Commission must be notified by letter of consummation (see appropriate Rulepart for specific requirements).

PART I - To Be Completed By Assignor

1. Name of Assignor

COMSAT Corporation/COMSAT Mobile Communications

Mailing Address (Street or P. O. Box, City, State and ZIP Code)

6560 Rock Spring Drive, Bethesda, MD 20817

2. Name of Assignee

Telenor Satellite, Inc.

Mailing Address (Street or P. O. Box, City, State and ZIP Code)

9 East Loockerman Street, Dover, DE 19901

3. Provide the following information for the facilities authorized to assignor for which assignment is sought in this application.

a. Call Sign	b. File Number	c. Location	d. Expiration Date	e. No. of Stations	f. Service
WA9XBL	0419-EX-ST-1999	Ft. Lauderdale, FL & Santa Paula, CA	01/06/01	1	Experimental (XD FX MO)

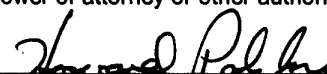
4. Provide below the following information for incomplete or unconstructed facilities (listed in item 3) in which assignment is sought: (a) call sign; (b) file numbers; and (c) date by which construction must be completed.

5. **CERTIFICATION:** The undersigned represents that the license will not be assigned, or that control will not be transferred until the Commission's consent has been received; that all the attached exhibits are a material part hereof and are incorporated herein as if set out in full in this application; and that all statements made in Part I of this application are true, complete and correct to the best of his (her) knowledge and belief.

I request that the Commission grant its written consent to the foregoing assignment.

WILLFUL FALSE STATEMENTS MADE ON THIS APPLICATION ARE PUNISHABLE BY FINE AND IMPRISONMENT (U.S. CODE, TITLE 18, SECTION 1001) AND/OR REVOCATION OF ANY AUTHORIZATION (U.S. CODE, TITLE 47, SECTION 312(a)(1)), AND/OR FORFEITURE (U.S. CODE, TITLE 47, SECTION 503).

Typed Name of Person Signing	Mailing Address (Street or P. O. Box, City, State and ZIP Code)
Howard D. Polsky	6560 Rock Springs Drive Bethesda, MD 20817

Signature of Authorized Officer or Agent (if signed by an agent other than the authorized officer or assignor, power of attorney or other authority of agent to sign must be attached).	Date
	May 7, 2001

PART II - To Be Completed By Assignee

6. **Name of Assignee** (If a corporation, state corporate name; if a partnership, state names of all partners and the name under which the partnership does business; if an unincorporated association, state the name of an executive officer, the office held by him/her, and the name of the association. The same name or names should be signed in the place provided at the end of the application, except that in the case of a partnership, the application may be signed in the name of the partnership by one of the partners).

Telenor Satellite, Inc.

Mailing Address (Street or P. O. Box, City, State and ZIP Code)

9 East Loockerman Street, Dover, DE 19901

7(a). Is this application made for consent to voluntary or involuntary assignment of permit or license?

VOLUNTARY INVOLUNTARY (Complete items 7(b) and 7(c)).

(b) Name of Present Licensee and Call Sign
COMSAT Corporation/COMSAT Mobile
Communications
WA9XBL

(c) Attach as Exhibit _____ a copy of court order or other legal instrument by which assignee has obtained the legal right to construct or control the use and operation of station as a result of involuntary act of assignor.

8. State whether assignee is:

INDIVIDUAL PARTNERSHIP CORPORATION ASSOCIATION

9. Attach as Exhibit 1 a statement of assignee's principal business.

10. Attach as Exhibit 1 a statement of any other business(es) applicant is directly or indirectly interested in. If applicant is a corporation, explain in statement other business(es) the officers, directors, or principal stockholders are directly or indirectly interested in.

PLACE AN 'X' IN THE APPROPRIATE COLUMN.		YES	NO
11. Is individual assignee, or if partnership, each member of partnership a citizen of the United States?	➤		X
12. Is assignee or any party to this application a representative of an alien or of a foreign government?	➤	X	
13(a) Has the assignee been finally adjudged guilty by a Federal Court of unlawfully monopolizing, or attempting to monopolize, radio communication directly or indirectly through control of manufacture or sale of radio apparatus, exclusive traffic arrangements, or any other means, or of unfair methods of competition?	➤		X
(b) Has the assignee, or any party to this application, or any person directly or indirectly controlling the assignee ever been convicted of a crime for which the penalty imposed was a fine of \$500 or more, or an imprisonment of six months or more? If "YES", attach as Exhibit _____ a statement relating the facts.	➤		X
(c) Is assignee directly or indirectly controlled by any party finally adjudged guilty as above stated?	➤		X
14(a) Is assignee directly or indirectly, through stock ownership, contract, or otherwise, interested in the ownership or have control of any other radio stations? If "YES", in Exhibit _____, give call letters and location of such stations.	➤		X
(b) Has the assignee in the past fifteen years been directly or indirectly interested in the ownership or control of any radio stations other than those referred to under (a)? If "YES", in Exhibit _____, give classes of stations and exact names of licensees.	➤		X
15. If assignment involves any Multipoint Distribution Service (MDS or MMDS) authorizations, is assignee directly or indirectly interested in or affiliated with, or has leasing arrangements with a cable television company? If "YES", submit as Exhibit _____ a description of the relationship and a map showing overlap of boundaries of cable franchise area and MDS station's protected service area, if any.	➤		X
16. If assignment involves any authorizations for Part 21 or Part 101 stations, answer (a) and (b) below. Part 21 applicants must also complete (c).			
(a) Does authorization involve facilities that have not been constructed? If "YES", does assignee represent that it has, or has reasonable assurance that it will have, the ability to meet the expected cost of constructing any such facilities within the construction period, and the estimated operating expenses for twelve months?	➤		X
(b) Were facilities authorized following a comparative hearing and have been operated less than one year; or involve facilities that have not been constructed; or involve facilities that were authorized following a random selection proceeding in which the successful applicant received a preference and that have been operated for less than one year?	➤		X
(c) Does assignee acknowledge that, if Commission consents, assignment must be completed within 45 days of date of consent and Commission must be notified by assignee in writing within 10 days of consummation?	➤	n/a	
17. If assignee is a corporation or association, answer the following:			
(a) Under laws of what State or Country is it organized? ➤ Delaware			
(b) Attach as Exhibit _____ a certified copy of the Articles of Incorporation if not heretofore filed with the Commission. If previously filed, state date and FCC Division: ➤ n/a			
(c) Is more than one-fifth of capital stock owned of record or may it be voted by aliens or their representatives or by a foreign government or representatives thereof, or by any corporation organized under the laws of a foreign country?	➤		X
(d) Is any director or officer an alien? If "YES", list in Exhibit _____ the names and position of each.	➤		X

17. (continued)
 In Exhibit n/a, give the names and addresses of all stockholders owning and/or voting 10% or more of assignee's stock and percentage of stock held by each.

PLACE AN 'X' IN THE APPROPRIATE COLUMN.		YES	NO
18(a)	Is assignee directly or indirectly controlled by any other corporation? If "YES", in Exhibit <u>II</u> , give name and address of such controlling corporation.	X	
(b)	Under the laws of what State or Country is the controlling corporation organized? <u>Norway</u>		
(c)	Is more than one-fourth of capital stock of such corporation owned of record or may it be voted by aliens, their representative, or by a foreign government or representative thereof, by any corporation organized under the laws of a foreign country?	X	
(d)	Is any director or officer of the controlling corporation an alien? If "YES", in Exhibit <u>II</u> , give name and position of each.	X	
(e)	Is the above described controlling corporate in turn a subsidiary? If "YES", attach additional sheets answering questions 18(a) to 18(e), inclusive, for each corporation to and including the organization having final control.		X

19. If applicant is an unincorporated association, answer 19(a) to 19(c):
 (a) In Exhibit _____, describe purpose of association and provide number of members in the association. n/a
 (b) Attach as Exhibit _____ a certified copy of the Articles of Association if not heretofore filed with the Commission. If previously filed, state date and FCC Division: n/a
 (c) Are any members aliens? If "YES", in Exhibit _____, give names and position of each. n/a

20(a) Is assignee personally familiar with the Commission's rules governing the service which are the subject of this application? X
 (b) Has assignee examined the subject facilities and determined that construction and operation is in compliance with current authorizations and the Commission's rules? X

21(a) State assignee's relation to assignor, station or license:
 Pro Forma Assignment Manager
 Lessee Financier
 Other unrelated entities

(b) Identify ultimate parent corporation, if assignee is a subsidiary and give names and addresses of controlling individuals.
See Exhibit II

(c) Attach as Exhibit _____ a copy of the agreement showing assignee's interest in station, if not on file with the Commission. If previously filed, state date and FCC Division: n/a
 (d) Attach as Exhibit II a statement of the nature of assignee's interest in use and control of station, if assignee is not lessee, or if this is not a pro forma assignment.

22. Will assignee have absolute control of station, both as to physical operation and service provided? YES NO
 If "NO", attach as Exhibit _____ a copy of any contract which may affect assignee's right to do so.

23. Attach as Exhibit II a statement showing assignee's financial responsibility with respect to construction and/or operation of station.

24. Attach as Exhibit II a statement indicating whether stock is to be sold for purpose of raising money to construct and/or operate station.

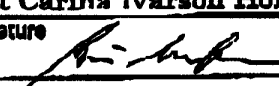
25. Attach as Exhibit II a statement explaining how the construction and/or operation of the station will be in the public convenience, interest, or necessity.

26. The assignor's most recent applications for authorization are to be considered as part of this application, and the truth of the statements therein contained is hereby reaffirmed by the assignee, except insofar as the contrary expressly appears herein, and in the following particulars: n/a

27. CERTIFICATION: The applicant waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests that written consent be granted to assign the authorizations herein mentioned to him/her. The assignee assumes all the obligations and agrees to abide by all the conditions imposed upon the assignor under the subject authorization except that he/she shall not be liable for any act done by, or any right accrued or any suit or proceeding had or commenced against, the assignor prior to said assignment. 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 Abuse Act of 1988, 21 U.S.C. Section 882, because of a conviction for possession or distribution of a controlled substance.
 I certify that the statements made in PART II are true, complete, and correct to the best of my knowledge and belief.

WILLFUL FALSE STATEMENTS MADE ON THIS APPLICATION ARE PUNISHABLE BY FINE AND IMPRISONMENT (U.S. CODE, TITLE 18, SECTION 1001) AND/OR REVOCATION OF ANY AUTHORIZATION (U.S. CODE, TITLE 47, SECTION 312(a)(1)), AND/OR FORFEITURE (U.S. CODE, TITLE 47, SECTION 503).

Typed Name of Person Signing
Britt Carina Ivarson Horncastle

Signature 

Date
May 4, 2001

Individual Applicant
 Member of Applicant Partnership
 Officer of Applicant Corporation or Association

23. CERTIFICATION:

Attention: Read this certification carefully before signing this application.

THE APPLICANT CERTIFIES THAT:

- (a) Copies of FCC Rule Parts 2 and 5 are on hand; and
- (b) Adequate financial appropriations have been made to carry on the program of experimentation which will be conducted by qualified personnel; and
- (c) All operations will be on an experimental basis in accordance with Part 5 and other applicable rules, and will be conducted in such a manner and at such a time as to preclude harmful interference to any authorized station; and
- (d) Grant of the authorization requested herein will not be construed as a finding on the part of the Commission:
 - (1) that the frequencies and other technical parameters specified in the authorization are the best suited for the proposed program of experimentation, and
 - (2) that the applicant will be authorized to operate on any basis other than experimental, and
 - (3) that the Commission is obligated by the results of the experimental program to make provision in its rules including its table of frequency allocations for applicant's type of operation on a regularly licensed basis.

APPLICANT CERTIFIES FURTHER THAT:

- (e) All the statements in the application and attached exhibits are true, complete and correct to the best of the applicant's knowledge; and
- (f) The applicant is willing to finance and conduct the experimental program with full knowledge and understanding of the above limitations; and
- (g) The applicant waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the USA.

Signed and dated this _____ day of May 4, 19 2001

Name of Applicant Telor Satellite, Inc.
(must correspond with name given on page 1)

By Britt Carina Iyarsun Horncastle
(print)


(signature)

Title Sole Director

Check appropriate classification:

- Individual applicant
- Member of applicant partnership
- Authorized employee
- Office of applicant corporation or association

WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18 Section 1001), AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 903).

NOTIFICATION TO INDIVIDUALS UNDER PRIVACY ACT OF 1974 AND THE PAPERWORK REDUCTION ACT OF 1980

Information requested through this form is authorized by the Communications Act of 1934, as amended, and specified by Section 308 therein. The information will be used by Federal Communications Commission staff to determine eligibility for issuing authorizations in the use of the frequency spectrum and to effect the provisions of regulatory responsibilities rendered by the Commission by the Act. Information requested by this form will be available to the public unless otherwise requested pursuant to 47 CFR 0.459 of the FCC Rules and Regulations. Your response is required to obtain this authorization.

Public reporting burden for this collection of information is estimated to average four (4) hours per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing the burden to the Federal Communications Commission, Records Management Branch, Paperwork Reduction Project (8060-0066), Washington, DC 20554. DO NOT send completed applications to this address. Individuals are not required to respond to this collection unless it displays a currently valid OMB control number.

THE FOREGOING NOTICE IS REQUIRED BY THE PRIVACY ACT OF 1974, P.L. 93-579, DECEMBER 31, 1974, 5 U.S.C. 552a(e)(3), AND THE PAPERWORK REDUCTION ACT OF 1980, P.L. 96-311, DECEMBER 11, 1980, 44 U.S.C. 3507.

FCC Form 702
Telenor Satellite, Inc., Assignee
Items 9 and 10
May 2001

EXHIBIT I - ASSIGNEE'S PRINCIPAL BUSINESS

Telenor Satellite Mobile Services, Inc., the direct parent company of Telenor Satellite, Inc. ("TSI"), incorporated TSI under Delaware law specifically for the purpose of holding the licenses and authorizations assigned by COMSAT Mobile Communications pursuant to assignment contemplated in this application. TSI is a wholly-owned subsidiary of Telenor Satellite Mobile Services, Inc., a Delaware corporation specifically incorporated for the purpose of acquiring the COMSAT Mobile Communications line of business. Telenor Satellite Mobile Services, Inc. is an indirect wholly-owned subsidiary of Telenor ASA, a Norwegian telecommunications company. The lines of business in which Telenor ASA subsidiaries, officers, directors and stockholders have an interest are set forth fully in the Public Interest Statement attached to Exhibit II of this application.

EXHIBIT II

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 attached Public Interest Statement.

Information regarding the directors, officers and individuals of the controlling entities of Telenor Satellite, Inc. is set forth in the attached Public Interest Statement.

Information regarding funding for construction or operation of facilities is set forth in the attached 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.