COPY

WALTER SONNENFELDT & ASSOCIATES
14732 Jaystone Drive
Silver Spring, Maryland 20905-7410
(301) 384-5699
Telecopier: (301) 384-6603
E-Mail:WSATELCOM@compuserve.com

RECEIVED
DEC 04 2001
FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

December 4, 2001

HAND DELIVERED

Ms. Magalie Roman Salas, Secretary
Federal Communications Commission
445 12th Street, S.W.
Room TWB-204
Washington, D.C. 20554

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

Dear Ms. Salas:

Transmitted herewith on behalf of our clients ORBCOMM LLC and ORBCOMM License Corp., enclosed please find an original and four (4) duplicate copies of a submission to be directed to Ms. Jacquelynn Ruff and Mr. George Li, Acting Chiefs of the Telecommunications Division of the Commission's International Bureau. Also enclosed as the top copy of this package, is a fifth duplicate copy to be date-stamped and returned to our courier.

Kindly direct any inquiries concerning this submission to the undersigned.

Very truly yours,

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

Enclosure (1)

WALTER SONNENFELDT & ASSOCIATES
14732 Jaystone Drive
Silver Spring, Maryland 20905-7410
(301) 384-5699
Telecopier: (301) 384-6603
E-Mail:WSATELCOM@compuserve.com

RECEIVED
DEC 04 2001
FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

December 4, 2001

HAND DELIVERED

Ms. Jacquelynn Ruff
Mr. George Li
Acting Chiefs, Telecommunications Division
International Bureau
Federal Communications Commission
445 12th 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 Ms. Ruff & 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'').[1] The Assignees also respectfully reiterate their request for timely action by the Commission to process and grant the Assignment Applications.

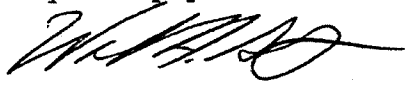
---

[1] 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. See, also, *Letter from Jacquelynn Ruff, FCC to Walter H. Sonnenfeldt, Counsel to ORBCOMM LLC & ORBCOMM License Corp.* (November 27, 2001); *Letter from George Li, FCC to Walter H. Sonnenfeldt, Counsel to ORBCOMM LLC & ORBCOMM License Corp.* (November 30, 2001).

The supplemental information is presented in several Exhibits to this letter. To assist the reader, Exhibit 3 provides a cross-reference that associates the information provided in this submission to questions posed in the November 27, 2001 & November 30, 2001 letters to Assignee's undersigned counsel relating to the Assignment Applications. We have taken every possible effort to fully answer these questions. Accordingly, with this submission, and the companion submission concurrently being filed by Orbital Sciences Corporation, the record on the Assignment Applications is complete.

Kindly direct any inquiries concerning this submission to the undersigned.

Very truly yours,



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

cc: (via e-mail)
Cynthia Bryant, FCC IB
James Bird, FCC OGC
Lisa Choi, FCC IB
Cassandra Thomas, 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").[1] By the Assignment Applications, Assignee ORBCOMM License Corp. ("OLC") seeks FCC approval to consummate the assignment of the non-common carrier NVNG MSS space segment and ground segment authorizations issued to Assignor Orbital Communications Corporation ("OCC") under FCC Call Signs S2103, E940534, E940535, E940536, E940537, E940538, WB2XGL & WB2XDL. Assignee ORBCOMM LLC seeks approval to consummate the assignment of authorizations issued to Assignor ORBCOMM Global, L.P. under FCC Call Signs 990057, 990058, 990059, 990060 & 990061.

I. Need For FCC Approval By No Later Than December 31, 2001

As set forth in the Assignment Applications, and as reiterated in conversations with International Bureau staff shortly after the filing of the requests, timely Commission approval, and consummation of the proposed license assignments is an *essential* component to the successful re-emergence from bankruptcy of the ORBCOMM mobile satellite system. Absent a timely grant of the Assignment Applications by the Commission, the continuing availability of ORBCOMM services to the American public, the United States, and the thousands of other ORBCOMM users worldwide could be in jeopardy. Specifically, if the Commission does not act to grant the Assignment Applications by December 31, 2001, a series of events could trigger severe complications for the bankruptcy reorganization, and might even cause it to fail entirely.

The resolution of the ORBCOMM system Chapter 11 reorganization entails a series of intertwined pieces that must all fall neatly into place, in accordance with the terms and

---

[1] 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. See, also, *Letter from Jacquelynn Ruff, FCC to Walter H. Sonnenfeldt, Counsel to ORBCOMM LLC & ORBCOMM License Corp.* (November 27, 2001) ; *Letter from George Li, FCC to Walter H. Sonnenfeldt, Counsel to ORBCOMM LLC & ORBCOMM License Corp.* (November 30, 2001). Information provided herein relating to LLC Members of ORBCOM Holdings LLC is according to best knowledge and belief after due consideration by the Assignees of the corresponding information provided to them by these third parties.

conditions of the plan of reorganization approved by the United States Bankruptcy Court for the District of Delaware.[2] The plan of reorganization entails a number of interlocking contractual agreements between the various involved parties. As a result, even though Assignor OCC is not a debtor in the bankruptcy case, a number of essential time-bound obligations involving requirements for future action by OSC arise both from the bankruptcy reorganization plan, and from the contract between OCC, ORBCOMM LLC & OLC whereby OCC agreed to seek FCC consent to assign its ORBCOMM system FCC licenses to OLC. Among these obligations, is a condition of performance tied to receipt of FCC consent to assign the OCC licenses to OLC by January 1, 2002. If the FCC consent is not received before this date, then the performance of other key obligations, including *inter alia*., the transfer of payments to unsecured principal creditors in the bankruptcy could be delayed or aborted altogether. Hence, the request for Commission grant of the Assignment Applications by no later than December 31, 2001.

There do not appear to be any insurmountable barriers to meeting this timeframe for Commission action. The Assignment Applications completed their public comment cycle on November 5, 2001 unopposed. This is probably due, in part, to the fact that the Assignment Applications do not raise controversial legal questions. Furthermore, the proposed license assignments are in full accordance with the Commission's Rules and policies.

Grant of the Assignment Applications will also clearly serve the public interest. Consolidation of the ORBCOMM system FCC licenses under ORBCOMM's new operating structure is essential to ensuring that the unique globally accessible low-cost mobile data services provided by the ORBCOMM system will continue to be available to current and future users in the United States and elsewhere worldwide. For all of these reasons, ORBCOMM LLC and OLC urge the Commission to act with deliberate speed to grant the Assignment Applications by no later than December 31, 2001.

II. Ownership & Control of ORBCOMM License Corp.

OLC (TIN# [redacted] is a United States corporation, organized under the laws of the State of Delaware. OLC is wholly-owned and controlled by its single shareholder ORBCOMM LLC. The principal offices of OLC and ORBCOMM LLC are located at:

---

[2] See *ORBCOMM Global, L.P., et al.*,Case Nos. 00-3636 through 00-3643, United States Bankruptcy Court for the District of Delaware.

21700 Atlantic Boulevard[3]
Dulles, Virginia 20166
Tel: 1-703-433-6300

By the terms of the OLC By-Laws and the corporations law of the State of Delaware (a) control of all material aspects of the conduct of business by OLC is exclusively vested in the company's Board of Directors (b) each Board member is afforded one vote, (c) decisions of the Board are reached by majority vote, and (d) a Board member is not obligated to vote as directed by its appointing shareholder, but if so directed, is still also duty-bound to vote pursuant to his or her fiduciary duty to the company. OLC has no serving Officers at this time. Shareholders have the rights and obligations established pursuant to the State Delaware corporations law, including an equity-weighted voting regime to (a) remove Directors and appoint replacement Directors, (b) admit new shareholders, (c) amend the company's By-Laws, and (d) authorize the dissolution of the company. As the sole current shareholder of OLC, ORBCOMM LLC presently exercises exclusive control over any matter subject to an OLC shareholder vote.

All of the present Directors of OLC were appointed by OLC's sole current shareholder ORBCOMM LLC. The current Directors of OLC, all of whom are telecommunications executives engaged in the principal business of mobile satellite communications are:

James C. Eagan
SSN: [redacted]
8221 Peridot Drive, #304
McLean, VA 22102
Citizenship: USA

Jerome B. Eisenberg
SSN: [redacted]
346 Hillcrest Road
Englewood, NJ 07631
Citizenship: USA

[3] OLC and ORBCOMM LLC relocated their Headquarters in August 2001, subsequent to the submission of the Assignment Applications.

Don Franco
SSN: [redacted]
12 Hickory Hill Road
Saddle River, NJ 07458
Citizenship: USA

Hyung Jin ("Gene") Song
12th Floor, 49-6 Jamwon-Dong
Seocho-Gu, Seoul, ROK, 137-906
Citizenship: ROK (South Korea)

III. Ownership & Control of ORBCOMM LLC

ORBOMM LLC (TIN# [redacted]) (See, *supra*, at § I for address data), is a United States limited liability company organized under the laws of the State of Delaware. ORBCOMM LLC is presently wholly-owned and controlled by its single Member, ORBCOMM Holdings LLC (formerly known as "International Licensees, LLC"). See ORBCOMM Holdings LLC ownership and control details, *infra*, at § III.

By the terms of the ORBCOMM LLC Operating Agreement (a) management and control of all aspects of the conduct of the company's business is exclusively vested in its Board of Directors and its Officers, (b) each Board member is afforded one vote, (c) decisions of the Board are reached by majority vote, 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. Pursuant to the Operating Agreement, and the Delaware Limited Liability Company Act, Members have very narrowly-defined rights under an equity-weighted voting regime, including the right to (a) remove Directors and appoint replacement Directors, (b) admit new Members, (c) amend the company's LLC Operating Agreement, and (d) authorize the dissolution of the company. As the sole current LLC Member, ORBCOMM Holdings LLC presently exercises exclusive control over any matter subject to an ORBCOMM LLC Member vote.

All of the present Directors of ORBCOMM LLC were appointed by its sole Member, ORBCOMM Holdings LLC. The Directors and Officers of ORBCOMM LLC (See, *supra*, at § I(B) for personal data), all of whom are telecommunications executives engaged in the principal business of mobile satellite communications, are:

James C. Eagan, Director & Chief Marketing Officer
Jerome B. Eisenberg, Director & Chief Operating Officer
Don Franco, Director & Chief Financial Officer
Hyung Jin Song, Director

Hans E.W. Hoffmann, Chief Executive Officer Designate[4]
21057 Stanford Square, #202
Sterling, VA 20166
Citizenship: German

Disclosure of Contingent Future Interests. Subject to the satisfaction of certain terms and conditions of the various agreements relating to the pending resolution of the Chapter 11 bankruptcy of ORBCOMM Global, L.P. ("ORBCOMM Global"), as approved by the United States Bankruptcy Court for the District of Delaware, it is contemplated that Orbital Sciences Corporation ("OSC") will be entitled to obtain a 40% ownership interest in ORBCOMM LLC at such time as the ORBCOMM Global consensual 'Debtor's Plan of Liquidation', (the "Plan") and the transactions contemplated thereby, become final and have been finally implemented in the bankruptcy reorganization process.

A future consummation of the distribution of an additional 5% ownership interest in ORBCOMM LLC is also contemplated in connection with implementation of the Plan. This 5% interest is to be conveyed to certain, *yet to be finally designated*, principal unsecured creditors of debtor ORBCOMM Global. There will be no changes to the company's Board of Directors associated with this conveyance.

It is important to note that these contemplated equity distributions have NOT occurred as of yet, and are not explicitly tied to Commission action on the Assignment Applications. Instead, they arise from a series of performance obligations tied to the Plan. Given the date of this submission, it appears more likely than not that these distributions will not occur before the requested grant date for the Assignment Applications. Upon completion of the above-described future equity distributions and new Director appointments, ORBCOMM Holdings LLC will continue to own the remaining 55% of ORBCOMM LLC, thereby maintaining its current *de facto* and *de jure* control of both ORBCOMM LLC and OLC. Regardless of whether one or

[4] Mr. Hoffmann's confirmation as ORBCOMM LLC's Chief Executive Officer is subject, among other things, to completion of requisite United States Immigration & Naturalization Service approval process, and further related internal administrative action by the company. It is expected that Mr. Hoffmann'a CEO appointment will be finalized in January 2002.

both of these distributions does occur *prior to or after* grant of the Assignment Applications, the Commission will be informed of any resulting changes in the ownership structure of ORBCOMM LLC, in accordance with its Rules and policies.

IV. Ownership & Control of ORBCOMM Holdings LLC

ORBCOMM Holdings LLC (formerly known as "International Licensees, LLC") is a Delaware limited liability company (TIN# [redacted]), with principal offices located at 7 East Ridgewood Avenue, Paramus, New Jersey 07652. A copy of the August 23, 2001 Certificate of Amendment effecting the name change from "International Licensees, LLC" to "ORBCOMM Holdings LLC", and certification of same by the Delaware Secretary of State, is appended hereto as Exhibit 2.

By the terms of the ORBCOMM Holdings LLC Operating Agreement (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, *infra*, at § IV(A), 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 Operating Agreement, and the Delaware Limited Liability Company Act, Members 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 Members (c) amend the company's LLC Operating Agreement, and (d) authorize the dissolution of the company.

The identity of the company's present Directors, its LLC Members owning greater than 10% of the company, and all requisite accompanying data, including all requisite information necessary to confirm the principal place of business of the company's foreign investor Members,[5] is provided below:

A. Directors of ORBCOMM Holdings LLC (See, *supra*, at § I(A) for personal data, except for Mr. Hoffmann's, which can be found, *supra*, at § III)

James C. Eagan (appointed by ORBCOMM Asia Ltd)
Jerome B. Eisenberg (self-appointed)

[5] See *Market Entry and Regulation of Foreign Affiliated Entities, 11 FCC Rcd 3873, 3948-52* (1995).

Don Franco (self-appointed)
Hyung Jin Song (appointed by ORBCOMM Asia Ltd)
Hans E. W. Hoffmann (appointed by OHB Teledata AG) [6]

B. The ORBCOMM Holdings LLC Member investors who own a 10% or greater equity share of the company, *or* who are *not* citizens of the United States are:

1. Jerome B. Eisenberg (**16.9%** owner)
(See, *supra*, at § I(A) for personal data)

2. Don Franco (**30.1%** owner)
(See, *supra*, at § I(A) for personal data)

3. ORBCOMM Asia Limited (**34.3%** owner)
20th Floor, Koosan Tower
#3250 Bangbae-Dong
Seocho-Gu
Seoul 137-026, KOREA

ORBCOMM Asia Ltd is a privately-held company organized under the laws of the Cayman Islands. As shown below, all of the owners of the company are citizens of the Republic of Korea. The principal headquarters of the company is located in Seoul, Korea. The company reports that the majority of its tangible property is held or located in Korea, and that the current most substantial source of its sales and revenues is Korea.

81.58% of the company is owned by Mr. Hyung Jin Song
(See, *supra*, at § I(A) for Mr. Song's personal data)

18.42% of the company is owned by Kwang Nam Industry Ltd., an investment company owned by members of Mr. Hyung Jin Song's family,

[6] OHB Teledata AG's admission as a new Member investor of ORBCOMM Holdings LLC was effectuated on December 3, 2001 by final execution by each of the Members of ORBCOMM Holdings LLC of an Amended and Restated LLC Operating Agreement. By the terms and conditions of its admission as a new Member of ORBCOMM Holdings LLC, OHB Teledata AG was entitled to make the initial appointment of a fifth ORBCOM Holdings LLC Director. Mr. Hoffmann was OHB Teledata AG's selection for the new ORBCOMM Holdings LLC Board of Directors position. See § IV(B)(4), *infra*, for OHB Teledata AG's detailed ownership information.

organized under the laws of the Republic of Korea, with its principal headquarters located at:

20F Koosan Tower
3250 Bangbae-dong
Seocho-gu
Seoul 137-026, KOREA

The owners if Kwang Nam Industry Ltd, all of whom are natural persons and citizens of Korea are:

Kwang Jin Song (23.02%)
Hyung Jin Song (16.12%)
Chang Hoon Park (14.29%)
Nan Soon Kim (10.97%)
In Ja Song (9.26%)
In Rae Song (9.26%)
In Kyung Song (9.26%)
Tae Ick Song (7.83%)

4. OHB Teledata AG (**10.5%** owner)
Universitatsallee 27 - 29
D-28359 Bremen, GERMANY

OHB Teledata AG is a publicly-traded corporation organized under the laws of the Federal Republic of Germany. OHB Teledata AG (symbol "OHB") is traded on the Frankfurt Stock Exchange. Set forth below is the most current available ownership information for the company, which is, of course, subject to change due to the company's publicly-traded status. For updates of this information, please see, e.g., http://finanzen.netscape.de/finanzen/boerse/firmenprofile/basisinfos.jsp?symbol=OHB.FSE. The company reports, that to the best of its knowledge, all shareholders owning a 10% or greater share of the company's outstanding stock are citizens of the Federal Republic of Germany. The principal headquarters of the company is located in Bremen, Germany. The company reports that the majority of its tangible property is located in

Germany, and that the current most substantial source of its sales and revenues is Germany.

The currently reported shareholders owning a 10% or greater interest in OHB Teledata AG are:

Manfred Johannes Fuchs (**22.9%**)
Stuhrer Landstr. 22
28259 Bremen, GERMANY
Citizenship: German

Christa Fuchs (**11.3%**)
Stuhrer Landstr. 22
28259 Bremen, GERMANY
Citizenship: German

Centennium Venture Fund No.1 GmbH & Co KG (**14.5%**)
Max-Joseph-Str. 7
80333 München, GERMANY

The Directors & Officers of OHB Teledata AG, all of whom are citizens of the Federal Republic of Germany are:

Manfred Johannes Fuchs, Chairman, Supervisory Board
Alte Reihe 84
28865 Lilienthal, GERMANY

Marco Romed Fuchs, Chairman, Management Board
Alte Reihe 84
28865 Lilienthal, GERMANY

Ulrich Wantia, Member, Management Board
Kortumweg 27
44141 Dortmund, GERMANY

Ulrich Schulz, Member, Management Board
Elsaesser Str. 165
28211 Bremen, GERMANY

Dorethee Knie, Commercial Officer
Morgengarten 74
28279 Bremen, GERMANY

Rainer Knauer, Technical Officer
Butendiecker Landstr. 28B
28865 Lilienthal, GERMANY

5. ORBCOMM Deutschland, A.G. (**2.6%** owner)[7]
Universitatsallee 29
D-28359 Bremen
GERMANY

ORBCOMM Deutschland AG is a privately-held corporation organized under the laws of the Federal Republic of Germany. As shown below, all of the owners of the company are citizens of the Federal Republic of Germany. The principal headquarters of the company is located in Bremen, Germany. The company reports that the majority of its tangible property is located in Germany, and that the source of its greatest sales and revenues is Germany.

The shareholders and Directors of ORBCOMM Deutschland, all of whom are citizens of the Federal Republic of Germany, are:

Marco Romed Fuchs (35% owner & Director)
Alte Reihe 84
28865 Lilienthal, GERMANY

Romana Mayrhofer Fuchs (22.5% owner & Director)
Starnberger Strasse 7
82166 Grafelfing, GERMANY

[7] Even though ORBCOMM Deutschland's 2.6% ownership of ORBCOMM Holdings LLC is far below the minimum 10% ownership disclosure threshold established by the Commission for radio license applicants, this information is included here to further demonstrate the international character and depth of the new ORBCOMM system ownership.

Manfred Johannes Fuchs (30% owner)
Stuhrer Landstr. 22
28259 Bremen, GERMANY

Christa Fuchs (12.5% owner & Director)
Stuhrer Landstr. 22
28259 Bremen, GERMANY

V. Applicant Ownership in Other FCC-Regulated Businesses

Following, as requested by the Commission,[8] is supplemental information disclosing all known ownership interests in other FCC-regulated businesses presently held by ORBCOMM License Corp., ORBCOMM LLC, ORBCOMM Holdings LLC, or by owners thereof holding a 10% or greater interest.

ORBCOMM License Corp., ORBCOMM LLC, and ORBCOMM Holdings LLC presently do not hold any ownership interest in any FCC-regulated business other than the ORBCOMM mobile satellite system space segment and ground segment.

Mr. Don Franco, a 30.1% owner of ORBCOMM Holdings LLC, owns a 3.736% interest in, and is a Managing Member of, GigaTel Wireless, L.L.C., a licensee in the FCC's 39 GHz Microwave Radio Service. Mr. Franco's wife, Nancy Franco, wholly-owns Wireless Telco, a sole-proprietorship that is also a licensee in the FCC's 39 GHz Microwave Radio Service. Based on best knowledge and belief, there are no other interests held in FCC-regulated businesses meeting the established disclosure criteria.

[8] See *Letter from George Li, FCC to Walter H. Sonnenfeldt, Counsel to ORBCOMM LLC & ORBCOMM License Corp.* (November 30, 2001).

EXHIBIT 2

AUGUST 23, 2001 CERTIFICATE OF AMENDMENT EFFECTING THE NAME CHANGE FROM "INTERNATIONAL LICENSEES, LLC" TO "ORBCOMM HOLDINGS LLC"

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 08/23/2001
010419810 – 3362903

CERTIFICATE OF AMENDMENT

of

INTERNATIONAL LICENSEES, LLC

This Certificate of Amendment of International Licensees, LLC (the "Company") dated as of August 23, 2001, is being duly executed and filed by Bradley Franco, as an authorized person, to amend the certificate of formation of a limited liability company under the Delaware Limited Liability Company Act (6 Del. Code §18-202 et. seq.).

1. The name of the limited liability company whose certificate of formation is amended hereby is:

   International Licensees, LLC

2. The Certificate of Formation shall be amended by changing the name of the Company in Section 1 to:

   ORBCOMM Holdings LLC

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Amendment as of the date first above written.

Authorized Person:

Bradley Franco

State of Delaware

Office of the Secretary of State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "INTERNATIONAL LICENSEES, LLC", CHANGING ITS NAME FROM "INTERNATIONAL LICENSEES, LLC" TO "ORBCOMM HOLDINGS LLC", FILED IN THIS OFFICE ON THE TWENTY-THIRD DAY OF AUGUST, A.D. 2001, AT 9 O'CLOCK A.M.

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3362903 8100

010419810

AUTHENTICATION: 1314177

DATE: 08-27-01

EXHIBIT 3

QUESTION & ANSWER CROSS-REFERENCE

11/27/01 FCC Questions	**ANSWERS Exhibit No. / Section / Page#**
1.	1 / IV & IV(B) / 6-11
2.	See Separate concurrently-filed submission of Orbital Sciences Corporation
3.(i)	1 /II / 3; 1 / III / 4; 1 / IV / 6
3.(ii)	1 / II / 3; 1 / III / 4; 1 / IV / 6
3.(iii)	See Separate concurrently-filed submission of Orbital Sciences Corporation
3.(iv)	See Separate concurrently-filed Confidential Submission of ORBCOMM LLC & ORBCOMM License Corp.
4.	1/ III / 5
5.	1 / I / 1-2; see, also, Separate concurrently-filed Confidential Submission of ORBCOMM LLC & ORBCOMM License Corp.
6.	See Exhibit 3
11/30/01 FCC Question	**ANSWER Exhibit No. / Section / Page#**
1.	1 / V / 11

EXHIBIT 4

CERTIFICATION BY DECLARATION OF

MR. DON FRANCO,
CHIEF FINANCIAL OFFICER OF ORBCOMM LLC &
DIRECTOR OF EACH OF ORBCOMM LLC, ORBCOMM LICENSE CORP. &
ORBCOMM HOLDINGS LLC

DECLARATION OF DON FRANCO

Don Franco, pursuant to 28 U.S.C. §1746, under the penalties of perjury, and based on his personal knowledge, except where otherwise indicated, states as follows:

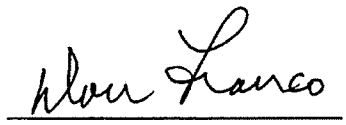
1. I am the Chief Financial Officer of ORBCOMM LLC and a Director of each of ORBCOMM LLC, ORBCOMM Holdings LLC, and ORBCOMM License Corp. (collectively referred to hereinafter as "ORBCOMM").

2. I submit this declaration in support of the December 4, 2001 Supplemental Showing and all exhibits and attachments thereto (the "Supplemental Showing") relating to the pending applications to consummate assignment to ORBCOMM License Corp. and ORBCOMM LLC of the FCC licenses relating to the ORBCOMM mobile satellite service system (the "Assignment Applications").

3. I submit this declaration to attest to the truth and the veracity of the statements made and information contained in the Supplemental Showing. The information therein is true to the best of my knowledge, except where indicated to be based on best information and belief. As to the information indicated to be on the basis of information and belief, such information is believed to be true and accurate after due consideration by ORBCOMM.

4. The Supplemental Showing is intended to provide complete answers to all requests received as of this date from the FCC for additional information relating to the Assignment Applications, and no material facts have been omitted from the Supplemental Showing that would be necessary in order to make the information set forth in the therein not misleading.

I declare under the penalties of perjury that the foregoing is true and correct.



Don Franco

Executed on December 4, 2001
Dulles, Virginia