

Exhibit to Transfer of Control Application File No. 0015-EX-TU-2005

This exhibit by Telenor Satellite, Inc. (“**TSI**”) covers a pro forma transfer of control that occurred on April 15, 2002. It is intended to supplement the instant application, File No. 0015-EX-TU-2005, with additional information as may be helpful in processing our Form 703.

By way of background, on December 18, 2001, the Commission released its Order and Authorization for the acquisition by Telenor Satellite Mobile Services, Inc. (“**TSMSI**”) of the Comsat Mobile Communications business, FCC 01-369 (the “**Telenor Order**”). The Telenor Order authorized:

[T]he requested indirect foreign ownership of Telenor Satellite [Inc.] by Telenor Satellite Mobile [Services, Inc.] (100 percent), Telenor Satellite Mobile Ventures [AS] (100 percent); Telenor Broadband [Services AS] (100 percent); Telenor Communications [AS] (100 percent); and Telenor ASA and its Norwegian shareholders (up to 100 percent), with the exception of the Kingdom of Norway; and the Kingdom of Norway through its investment in Telenor ASA (up to and including 79 percent).

Following the release of the Telenor Order, certain non-substantive changes occurred in the ownership chain of TSMSI and Telenor Satellite, Inc. (“**TSI**”). These included (1) name changes and (2) pro forma transfers of control.

1. Name Changes

Telenor Broadband Services AS changed its name to Telenor Satellite Services AS on June 4, 2002.

TSMSI changed its name to Telenor Satellite Services Holdings, Inc. on October 17, 2001, and provided the Commission with written notice of that change on October 29, 2001.

2. Pro Forma Transfers of Control

On April 15, 2002, Telenor Communications AS was removed from the ownership chain of TSI and its ownership interest in Telenor Broadband Services AS was divided between two newly-created holding companies, Telenor Satellite Services Holding AS (“**TSSH AS**”) and Telenor Broadcast Holding AS (“**TBH AS**”), neither of which had any employees or operations and both of which were wholly-owned by Telenor ASA. TSSH AS received a 62.6% interest and TBH AS received a 37.4% interest in Telenor Broadband Services AS.

Both TSSH AS and TBH AS have their principal place of business and sole base of operations in Norway.

We have recently learned that we should have filed for authorization from the Commission prior to the April 15, 2002 transfers of control. We regret this oversight and seek to rectify it through this submission. In particular:

Experimental Licenses: Authorization for Transfer of Control over Telenor Satellite, Inc.

1. We hereby provide the Commission with a belated notification and respectfully request authorization, nunc pro tunc, of the pro forma transfer of control over Telenor Satellite, Inc. that occurred on April 15, 2002 as a result of the removal of Telenor Communications AS from the ownership chain under the ultimate 100% owner, Telenor ASA, and the substitution of Telenor Satellite Services Holding AS and Telenor Broadcast Holding AS, as the owners of 62.6% and 37.4% respectively of Telenor Satellite Services AS, formerly doing business as Telenor Broadband Services AS; and
2. We respectfully request that the Commission grant this application, thereby authorizing the proposed pro forma changes in control over TSI, including the April 2002 changes described above.

Respectfully submitted,

TELENOR SATELLITE, INC.

By: Robert W. Swanson

Robert W. Swanson
Associate Counsel

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