

EXHIBIT A

**DESCRIPTION OF PROPOSED TRANSACTION, PUBLIC INTEREST
STATEMENT & PROPOSED LICENSEE OWNERSHIP AND CONTROL**

By the instant application, FCC consent is respectfully requested for the transfer of control (the “Proposed Transaction”) of ORBCOMM Inc., a parent company of Commission licensee ORBCOMM License Corp. (“OLC”). OLC is the holder of the experimental licenses, issued under FCC Call Signs WB2XDL & WB2XGL relating to the ORBCOMM non-voice non-geostationary (“NVNG”) mobile satellite service (“MSS”) system (the “ORBCOMM System”). OLC provides NVNG MSS offerings via the ORBCOMM System on a non-common carrier basis.¹ As set forth in detail below, under the Proposed Transaction, control of ORBCOMM Inc. will be transferred from its original shareholders - the holders of its Common stock - to the holders of its newly issued Series ‘A’ Preferred stock.

I. Background & Update of Ownership Information

On January 25, 2004, a *pro forma* transfer of control of OLC’s immediate parent company ORBCOMM LLC was consummated. By that transaction, ORBCOMM Inc., a newly-formed Delaware corporation, became the owner of 100% of the ownership units of ORBCOMM LLC.

Subsequently, on February 17, 2004, ORBCOMM Inc. closed a new round of equity financing (the “Financing”). In connection with the Financing, the company issued a new class of Series ‘A’ Preferred stock. Fifty-one (51) new investors (the “New Investors”) purchased shares of the newly-issued ORBCOMM Inc. Series ‘A’ Preferred stock, cumulatively constituting 38.6 % of the ownership of the company. All prior ORBCOMM Inc. investors (the “Prior Investors”) retained their previously held Common stock. Eight (8) of the Prior Investors purchased a cumulative total of 26.38% of the Series ‘A’ Preferred stock.² The cumulative ownership in ORBCOMM Inc. retained by the Prior Investors following the Financing is 61.4%.

¹ See, e.g., *License Assignment Order and Authorization*, 17 FCC Rcd. 4496 (2002)

² There are currently a total of sixty (60) Series ‘A’ Preferred shareholders. Among the fifty-two (52) New Investors, SES Global S.A. is the only party that owns more than 10% of ORBCOMM Inc. The next two largest New Investors are Ridgewood Satellite, LLC (8.88%), and Sagamore Hill Hub Fund Ltd. (5.92%).

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Also on February 17, 2004, in connection with the Financing, the ORBCOMM Inc. Board of Directors was expanded from three (3) to eleven (11) members. Of these eight (8) new Directors, three (3) were elected by the Common stockholders, and five (5) were elected by the Series 'A' Preferred stockholders. Because the Prior Investors remained in both *de jure* and *de facto* control of ORBCOMM Inc. following these changes, the above-described actions did not result in a transfer of control of ORBCOMM Inc. Specifically: (i) the Prior Investors, by virtue of their exclusive ownership of the Common stock, elected a total of six (6) of the eleven (11) members of the newly expanded Board of Directors; and (ii) the Prior Investors retained a controlling 61.4% ownership of the company.

The names of the eleven (11) current Directors of ORBCOMM Inc., and the Officers of ORBCOMM Inc. and its wholly-owned subsidiary ORBCOMM LLC, and all required information relating to them, are set forth below, at Table 1. Table 2 provides a disclosure matrix listing all of the current shareholders of ORBCOMM Inc. who: (i) own a 10% or greater direct or indirect interest in the company; (ii) are not citizens of the United States; (iii) are Directors of ORBCOMM Inc; or (iv) have the power to appoint one or more Directors of ORBCOMM Inc.

None of the remaining forty-eight (48) New Investors individually owns more than 1% of the company. *See, also, Table 2, infra.*

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TABLE 1
ORBCOMM INC. & ORBCOMM LLC
Officers & Directors

Name & Principal Business	Address	Director / Officer Title(s)	Citizenship
Don Franco Satellite Executive	12 Hickory Hill Road Saddle River, NJ 07458	Director (Common Stock), Co-Chief Executive Officer & President	USA
Jerome B. Eisenberg Satellite Executive	346 Hillcrest Road Englewood, NJ 07631	Director (Common Stock), Co-Chief Executive Officer, Chief Marketing Officer & Secretary	USA
Marco Fuchs Satellite Executive	Alte Reihe 84 28865 Lilienthal, Germany	Director (Common Stock)	Germany
Peter Schiff Venture Fund Manager	70 Sandy Hill Road Oyster Bay, NY 11771	Director (Common Stock)	USA
Hans Steininger Investment Advisor	Ulmenstr. 3 81545 Munich Germany	Director (Common Stock)	Germany
John Connelly Satellite Executive	70 Cannon Road Wilton, CT 06897	Director (Common Stock)	USA
Robert Gold Venture Fund Manager	c/o Ridgewood Capital 947 Linwood Avenue Ridgewood, NJ 07450	Director (Preferred Stock)	USA

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Name & Principal Business	Address	Director / Officer Title(s)	Citizenship
Leslie Golden Venture Fund Manager	c/o Ridgewood Capital 947 Linwood Avenue Ridgewood, NJ 07450	Director (Preferred Stock)	USA
Manfred Fuchs Satellite Executive	Stuhrer Landstr. 22 28259 Bremen, Germany	Director (Preferred Stock)	Germany
Robert Bednarek Satellite Executive	35 rue Charles Arendt L-1134 Luxembourg Ville Luxembourg	Director (Preferred Stock)	USA
Emmett Hume Satellite Executive	c/o SES Global S.A. 4 Research Way Princeton, NJ 08540	Director (Preferred Stock)	USA
Marc Eisenberg Satellite Executive	890 Colonial Road Franklin Lakes, NJ 07417	Executive Vice President - Marketing and Sales	USA
John J. Stolte Satellite Executive	10093 Coffee Tree Ct. Manassas, VA 20110	Executive Vice President - Technology and Operations	USA
Denis Veilleux Satellite Executive	4100 Brickell Dr. Apt. 401 Fairfax, VA 22033	Treasurer	Canada

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TABLE 2
ORBCOMM INC. OWNERSHIP
Direct & Fully Attributed

Owner, Citizenship/ Principal Place of Business	Address	New Investor As of 02/17/04?	Series 'A' Preferred Stock Ownership %	Common Stock Ownership %	ORBCOMM Inc. Ownership % (Direct)	ORBCOMM Holdings LLC Ownership³ %	ORBCOMM Asset Holdings LLC Ownership %	ORBCOMM Inc. Ownership % (Fully Attributed)⁴
John Connelly (USA)	170 Cannon Road Wilton, CT 06897	Yes	0.41	0	0.21	0	0	0.21
Jerome B. Eisenberg (USA)	346 Hillcrest Road Englewood, NJ 07631	No	1.43	1.03	1.24	7.91	25.21	6.66

³ Includes LLC member's direct ownership and attributed ownership through ORBCOMM Asset Holdings LLC's 25.37% ownership of ORBCOMM Holdings LLC.

⁴ Includes shareholder's direct ownership and attributed ownership (if any) resulting from ownership of two (2) ORBCOMM Inc. parent holding companies; ORBCOMM Holdings LLC and/or ORBCOMM Asset Holdings Ltd.

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Don Franco (USA)	12 Hickory Hill Road Saddle River, NJ 07458	No	2.33	4.74	3.47	15.85	47.10	14.00
ORBCOMM Asset Holdings Limited (Cayman Islands/USA)	21700 Atlantic Boulevard Dulles, Virginia 20166	No	0	0	0	25.37	NA	9.61
ORBCOMM Holdings LLC (USA)	21700 Atlantic Blvd Dulles, Virginia 20166	No	0	79.63	37.88	NA	0	NA

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Ridgewood Satellite, LLC (USA)	947 Linwood Avenue Ridgewood, NJ 07450	Yes	16.94	0	8.88	0	0	8.88
ORBCOMM Global, L.P., <u>et</u> <u>al.</u> Bankruptcy Estate, FBO To Be Designated Creditors (USA)	P.O. Box 736 Glen Echo, MD 20812-0736 Attn: Carol Hanna	No	0	5.89	2.80	0	0	2.80
Dieter Berghoefffer (Germany)	Erbrichterweg 13 28357 Bremen Germany	No	0	0	0	1.33	0	0.50

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Hans E.W. Hoffmann (Germany)	Weissdornpfad 16A, Bremen, 28355 Germany	No	0	0	0	0.89	0	0.34
Raimund Koenig (Germany)	c/o Gruenwald Equity Partners GmbH Max-Josef-Str. 7 80333 Munich Germany	No	0	0	0	1.78	0	0.67
Henning Melchers (Germany)	An der Surheide 52 28870 Ottersberg Germany	No	0	0	0	1.33	0	0.50

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ORBCOMM Asia Limited (ROK)	5th Floor., Venture Castle Bldg., 82-18 Nonhyun-Dong, Kangnam-Ku, Seoul 135-012, ROK	No	0	0	0	17.46	0	6.61
ORBCOMM Deutschland AG (Germany)	Universitätsallee 27-29 Bremen, D-28359 Germany	No	0	0	0	1.70	0	0.64

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ORBCOMM Korea Ltd. (ROK)	5th Fl., Venture Castle Bldg., 82- 18 Nonhyun- Dong, Kangnam- Ku Seoul 135-012, ROK	No	0	0	0	1.45	0	0.55
OHB Technology AG ⁵ (Germany)	Universitaetsallee 27-29 Bremen, D-28359 Germany	No	13.57	4.87	9.43	11.37	0	13.74
Andre-Michael Schultz (Germany)	Hartwigstr. 7 28209 Bremen Germany	No	0	0	0	0.44	0	0.17

⁵ OHB Technolog AG was formerly known as "OHB Teledata AG".

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SES Global S.A. (Luxemborg)	4 Research Way Princeton, NJ 08540	Yes	24.09	0	12.63	0	0	12.63
Hyung Jin Song (ROK)	12 th Floor, Geoville, 49-6 Jamwon-dong, Seocho-gu Seoul 137-906, ROK	No	0.66	0	0.35	2.98	0	1.47
Hans Steininger (Germany)	Ulmenstrasse 3 D-81545 Munich Germany	No	0.83	0	0.43	2.44	0	1.36

II. Description of the Proposed Transaction & Public Interest Statement

The parties seek Commission authority for the ORBCOMM Inc. Series 'A' Preferred shareholders to elect a majority (6 of 11) of the ORBCOMM Inc. Board of Directors, and thus acquire control of ORBCOMM Inc. Consummation of the Proposed Transaction will result in an indirect transfer of control of Commission licensee OLC. Upon grant of the Commission's consent, one of the six (6) existing Directors elected by the Common stockholders of ORBCOMM Inc. (Mr. John Connelly) will be replaced with a new Director, elected by the Series 'A' Preferred stockholders. Thus, upon consummation of the proposed change in the Board of Directors of ORBCOMM Inc., a majority of six (6) of its eleven (11) members will be elected by the Series 'A' Preferred stockholders, thereby vesting control of the company in its Series 'A' Preferred shareholders. Although the Prior Investors of ORBCOMM Inc. will continue to own a majority of the company's stock following consummation of the Proposed Transaction, *de facto* and *de jure* control of the company will vest in its Series 'A' Preferred shareholders, by virtue of their power to elect a majority of the ORBCOMM Inc. Board of Directors.⁶

⁶ Three of the New Investors – SES Global S.A., Ridgewood Satellite, LLC and Sagamore Hill Hub Fund Ltd. have been granted options to acquire additional shares of ORBCOMM Inc. Series 'A' Preferred stock cumulatively constituting a maximum of approximately a 13% additional equity ownership of the company. The maximum approximate equity value (assuming the unlikely scenario that *no other option authorized or granted to date by the company were exercised*) to the individual optionees of these three options is an additional 9.1% for SES Global S.A., 2.6% for Ridgewood Satellite, LLC, and 1.7% for Sagamore Hill Hub Fund Ltd. The company has also issued warrants for the purchase of additional stock in the company to: (i) each of the Series 'A' Preferred shareholders; (ii) certain of the investment advisors that provided services in connection with the Financing; and (iii) nine other parties that are U.S. citizens, but are not currently shareholders, who converted debt owed to them by the company in amounts that do not exceed 2% per party of the total equity of the company. In addition, the company has authorized an employee incentive stock option plan, reserving shares of Common stock that cumulatively constitute a maximum of approximately 12.3% of the equity of the company. If exercised, and depending to what extent, these options would result in an increase in the respective optionee's equity ownership (or in the case of the incentive options, a new shareholder), along with a possible corresponding increase in the subject shareholder's percentage ownership in the company. However, regardless of the extent to which *any* of these options are exercised, there would be no corresponding change to the ORBCOMM Inc. Board of Directors, or the means by which its members are elected. Because the Series 'A' Preferred shareholders will already control ORBCOMM Inc. following consummation of the Proposed Transaction, the increase in any of the above-mentioned shareholders ownership interests that would result from exercise of these options will not effect a change in control of the company.

Commission consent is also hereby requested for one additional element of the Proposed Transaction:

The parties hereby request Commission approval for a *pro forma* simplification of the ownership structure of ORBCOMM Inc. by distributing the shares of ORBCOMM Inc. that are currently held by ORBCOMM Holdings LLC on a *pro rata* basis to the LLC members of ORBCOMM Holdings LLC.

Grant of the instant application and consummation of the Proposed Transaction will bring many benefits for the ORBCOMM System and the user public that it serves. The Proposed Transaction will help to forge important new strategic partnerships, both in the United States and in other important markets around the world. It will also bring new expertise and international scope to the company. The headquarters of the company, and its principal network control facilities, will also remain in the United States. Among other things, this will serve to maintain the company's U.S. employment base, and will ensure continued U.S. regulatory jurisdiction over the principal ORBCOMM System assets. All of these benefits will help to ensure the continued success of the ORBCOMM System and the essential services that it provides, both in the United States and throughout the world. Accordingly, FCC consent to the Proposed Transaction will serve the public interest, convenience and necessity.

Set forth below in Section III are all requisite disclosures concerning the post-consummation ownership and control structure of OLC and its parent companies that will result from the Proposed Transaction.

III. Proposed Ownership & Control of ORBCOMM License Corp.

A. Direct Ownership & Control of ORBCOMM License Corp.

1. Ownership

Following consummation of the Proposed Transaction, licensee OLC, a Delaware corporation, will continue to be owned 100% by ORBCOMM LLC. ORBCOMM LLC is a Delaware limited liability company with its principal offices located at:

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

2. Control

Control of all aspects of the conduct of business by OLC is and will continue to be exclusively vested in its Board of Directors. OLC currently has no Officers. The Directors of OLC, all of whom are telecommunications executives engaged in the principal business of mobile satellite communications are:

Jerome B. Eisenberg
346 Hillcrest Road
Englewood, NJ 07631
Citizenship: USA

Don Franco
12 Hickory Hill Road
Saddle River, NJ 07458
Citizenship: USA

B. Ownership & Control of ORBCOMM LLC

1. Ownership

Following consummation of the Proposed Transaction, ORBCOMM LLC will continue to be 100% owned by its single Member, ORBCOMM Inc., a Delaware corporation. The principal offices of ORBCOMM Inc. are located at:

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

2. Control

Following consummation of the Proposed Transaction, the Board of Directors of ORBCOMM LLC will be dissolved. Control of ORBCOMM LLC will be orchestrated

directly by its single Member, ORBCOMM Inc. The Officers of ORBCOMM LLC are listed in Table 2 *supra*.

C. Ownership & Control of ORBCOMM Inc.

1. Ownership

With the exception of the proposed *pro forma* distribution of Common stock presently held by ORBCOMM Holdings LLC to its members, the ownership of ORBCOMM Inc. will remain unchanged following consummation of the Proposed Transaction. Thus, the parties that will own a 10% or greater interest in the company or that are not citizens of the United States will remain as shown in Table 2, *supra*. The *pro forma* distribution of ORBCOMM Inc. stock to the members of ORBCOMM Holdings LLC will yield direct ownership in ORCBOMM Inc. as shown in the far right column of Table 1, labeled “ORBCOMM Inc. Ownership % (Fully Attributed)”.

Following consummation of the Proposed Transaction, the total fully attributed percentage of foreign ownership in ORBCOMM Inc. will remain at the current 39.18 %. If the above-described SES Global S.A. option is subsequently exercised, the foreign ownership in ORBCOMM Inc. could increase to as much as approximately 48% (assuming that *no other* options were exercised, or that no other U.S. parties became new shareholders in the interim).

2. Control

The persons that will be Directors and Officers of ORBCOMM Inc. following consummation of the Proposed Transaction are identified at Table 1 & Table 2, *supra*, except that John Connelly is to be replaced with a nominee to be elected by the Series ‘A’ Preferred shareholders.