telenor
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Marlene H. Dortch, Secretary
Federal Communications Commission
445 12th Street, SW
Washington, DC 20554

To: International Bureau

Re: Amendment to Application for Section 214 Authority
File No. ITC-214-20051005-0395

Dear Ms. Dortch:

Telenor Satellite, Inc. ("TSI") wishes to amend its application for Section 214 authority, File No. ITC-214-20051005-0395, filed Oct. 5, 2005. That application sought authority to offer Broadband Global Area Network ("BGAN") service via the Inmarsat 4F2 satellite to be located at 52.75° W.L. By this amendment, TSI seeks authority to offer existing and evolved ("E&E") services via Inmarsat 4F2, including services that were previously offered via the Inmarsat 3F4 satellite located at 54° W.L. Those E&E services include Inmarsat B; Inmarsat C, Mini-C and Aero-C; Inmarsat Mini-M and Aero Mini-M; GAN; Aero H, H+ and I; Fleet F33, F55 and F77; and Swift. The following is a brief description of each of those services.

Inmarsat B offers digital satellite communications for voice, telex, fax (9.6 kbps), data (9.6 kbps) and duplex high-speed data (56/64 kbps). At sea, Inmarsat B has been approved by the International Maritime Organization ("IMO") for its Global Marine Distress and Safety System ("GMDSS"). Maritime Inmarsat-B terminals utilize a radome-enclosed dish antenna. Land mobile Inmarsat-B terminals typically have a one-meter flat-array antenna and weigh between 30 and 40 pounds. Multi-channel terminals are also available.

Inmarsat C and Mini-C are store-and-forward data services that support a broad range of applications such as messaging, tracking, supervisory control and data acquisition (SCADA) and security solutions. Using small, inexpensive satellite terminals, users can send and receive data files and reports up to 32 kilobytes. Inmarsat C and Mini-C are approved by the IMO for GMDSS. Both also meet the requirements for SSAS and are ideal solutions for commercial vessels requiring business and safety communications at sea using small, low-cost terminals. Aero-C is a low-cost messaging and data reporting service providing aircraft with store-and-forward satellite telecommunications. Terminals are low-cost, small and lightweight. This

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service is ideally suited for business and private aircraft and helicopters operating on a regional basis that do not need full telephony and real-time data capability.

Inmarsat Mini-M enables low-speed voice, fax and data communications at 2.4 kbps. Terminals are available with portable, vehicular, and fixed/semi-fixed antenna options for users on land. When used at sea, the service provides an ideal crew-calling solution when combined with an onboard payphone. Aero Mini-M is designed for smaller, short-haul aircraft. It supports voice, fax and data services using a small, lightweight satellite terminal and a steerable high-gain antenna.

Global Area Network ("GAN") service offers high-quality data, voice and fax at speeds up to 64 kbps (or higher with bonded channels). Customers can choose from GAN's Mobile ISN service for quick transfer of large data files or Mobile Packet Data Service for bursty data applications such as Internet access and e-mail. GAN also offers broadcast-quality voice communications. GAN services are delivered via a portable laptop-size terminal with vehicular and fixed antenna options.

Aero-H service is best suited for commercial airlines, government and larger business aircraft, and enables digital voice, fax and data communications for passengers and crew. High-gain antennas are available in various designs depending upon the type of aircraft. Aero-H+ service requires less power and bandwidth, making it more efficient and cost-effective at slightly lower channel speeds. Aero-H+ systems and smaller and weigh less, but use the same high-gain Aero-H antenna. Aero-I offers digital voice, fax and data communications at speeds up to 4.8 kbps. Ideal for short-to-medium-haul operators in narrow-bodied aircraft, Aero-I uses affordable satellite equipment, antennas and airtime.

Fleet F33 service is ideal for low-tonnage coastal fishing vessels, patrol organizations, small yachts and private leisure craft. It offers high-quality voice, fax and data at speeds of up to 40 kbps, along with Mobile Packet Data Service ("MPDS"). Fleet F55 service is suitable for large-to-medium leisure vessels and specialist craft. It enables maritime users to experience high-quality data, voice and voice at speeds up to 64 kbps, and features both MPDS and Mobile ISDN Service Fleet F77 service is ideal for government/defense, super yachts, commercial shipping, survey and research, off and exploration and passenger vessels. It delivers high-quality data, voice and fax at speeds up to 128 kbps, and meets distress and safety requirements as specifued by the International Maritime Organization ("IMO"). Fleet F77 capabilities include both MPDS and Mobile ISDN Service.

Swift is a high-speed data service offering transmission speeds of up to 64 kbps (up to 256 kbps with bonded channels). It is built on the GAN service and uses an Aero-H antenna. The service combines ISDN and IP-based packet data enabling cabin-data applications such as Internet access, e-mail, and file transfer. Swift also supports voice communications.

The services described above are used by Telenor customers to meet critical telecommunications needs. For example, Inmarsat B is used by the U.S. Navy and U.S. Coast Guard, as well as commercial shipping companies, to support communications to and from ships at sea. Inmarsat B terminals are also deployed by the U.S. State Department at American

embassies worldwide, and these terminals are also used by the Department of Homeland Security and the National Guard.

Inmarsat C supports GMDSS, the Global Marine Distress and Safety System. It also aids in tracking fishing fleets in U.S. territorial waters and commercial shipping approaching the U.S. coastline.

Mini-M, Aero Mini-M and GAN services are used by every branch of the U.S. military in support of training and deployment to Iraq, Afghanistan and around the world. These services are also used by the State Department, DHS and the National Guard, as well as by news organizations covering events in Iraq, Afghanistan and elsewhere.

Aero-I service is used by the Air Mobility Command, the Air Force component of the United States Transportation Command. Aero-H and H+ services, as well as Swift services, are used aboard U.S. Presidential aircraft, including Air Force One, both by government officials and by journalists covering the President. Aero-H and Swift services are also used by the 89th Air Wing to support the Administration, Congress and flag officers of the different services. In addition, these services are used to support the U.S. military's Commanders in Chief (CinCs), and other classified airborne assets.

Grant of this application as amended would enable Telenor to continue providing critical telecommunications services to its customers via the Inmarsat 4F2 satellite at 52.75° W.L. As demonstrated above, many of these services are vital to U.S. national security and public safety. In addition, grant of this application would enhance competition in the market for mobile satellite services, thereby stimulating lower rates, improving service quality, increasing service options and fostering technological innovation.

By this amendment, TSI also wishes to update the ownership information provided with this application, both with respect to Telenor and Inmarsat.

On December 14, 2005, TSI notified the Commission of a pro forma transfer of control over TSI. Specifically, TSI notified the Commission that an internal corporate restructuring had occurred which streamlined the TSI ownership chain by: (1) transferring TSI-related assets and operations from Telenor Satellite Services AS ("TSS"), a Norway-owned corporation and wholly owned subsidiary of Telenor ASA, to Telenor Services Satellite Holding AS ("TSSH"); (2) removing TSS and Telenor Broadcast Holding AS as indirect owners of TSI; and (3) concentrating 100% indirect ownership of TSI in TSSH. Accordingly, the ownership chain for TSI is currently as follows:

Applicant Telenor Satellite, Inc., a Delaware Corporation, is 100% owned by Telenor Satellite Services Holdings, Inc., a Delaware Corporation. Telenor Satellite Services Holdings, Inc. is in turn 100% owned by Telenor Satellite Mobile AS, a Norway Corporation. Telenor Satellite Mobile AS is in turn 100% owned by Telenor Satellite Mobile Ventures AS, a Norway Corporation. Telenor Satellite Mobile Ventures AS is in turn 100% owned by Telenor Satellite Services Holding AS, a Norway Corporation. Telenor Satellite Services Holding AS is in turn 100% owned by Telenor ASA, a Norway Corporation.

Telenor ASA is 53.99% owned by the Kingdom of Norway, and 46.01% of its shares are listed on NASDAQ and the Oslo Stock Exchange and are owned by members of the public. In its December 2001 Order approving the assignment of various Title II authorizations and Title III licenses from COMSAT Corporation to Telenor Satellite, Inc., the FCC authorized the indirect ownership of Telenor Satellite, Inc. by Telenor ASA, concluding that ownership by the Kingdom of Norway of more than 25% of the shares of Telenor ASA would not cause harm to competition. *See In the Matter of Lockheed Martin Global Telecommunications et al., Applications for Assignment of Section 214 Authorizations, Private Land Mobile Licenses, Experimental Licenses, and Earth Station Licenses*, 16 FCC Rcd 22897 (2001), at ¶¶ 35-36.

With respect to Inmarsat, TSI wishes to inform the Commission that, as the result of an IPO on June 17, 2005 and the subsequent sale of shares by certain shareholders, Inmarsat plc (f/k/a Inmarsat Group Holdings Limited) no longer has any 10% or greater shareholders. The directors, officers and senior management of Inmarsat plc, who can be reached c/o Inmarsat plc, 99 City Road, London EC1Y 1AX, United Kingdom, are as follows:

Directors: Andrew Sukawaty, Rick Medlock, Michael Butler, John Rennocks, Sir Bryan Carsberg, James Ellis, Jr., Stephen Davidson.

Officers and Senior Management: Andrew Sukawaty, CEO; Rick Medlock, CFO; Michael Butler, COO; Alan Auckenthaler, Vice President; Richard Denny, Vice President of Satellite and Network Operations; Paul Griffith, Vice President of Portfolio Management and Marketing; Alison Horrocks, Company Secretary; Eugene Jilg, Chief Technical Officer; Debra Jones, Vice President of Business Infrastructure; Perry Melton, Vice President of Partner and Commercial Relationships; Leo Mondale, Vice President of Business Development and Strategy; and Rupert Pearce, Group General Counsel.

TSI respectfully requests that this amendment be accepted and that its underlying application for international Section 214 authority be granted.

Respectfully submitted,

Telenor Satellite, Inc.

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General Counsel and Assistant Secretary

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