

ORIGINAL

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Received

JAN 27 2005

Policy Branch
International Bureau
January 25, 2005

RECEIVED

JAN 25 2005

Federal Communications Commission
Office of Secretary

Marlene H. Dortch, Secretary
Federal Communications Commission
445 12th Street, S.W., TW-A325
Washington, D.C. 20554

Re: *ORBCOMM License Corp. -- Notification of Consummation of
Transfer of Control; File No. SAT-T/C-20040318-00036*

Dear Ms. Dortch:

Pursuant to Section 25.119(f) of the Commission's rules, 47 C.F.R. § 25.119(f), ORBCOMM License Corp. ("ORBCOMM"), through its counsel, hereby notifies the Commission that it has consummated the transfer of control authorized by the FCC on December 16, 2004 in response to ORBCOMM's application (File No. SAT-T/C-20040318-00036). As described in the application, the transfer of control was to occur through providing the Series A Preferred shareholders the ability to appoint a majority of the Board of Directors (six of eleven Directors). Under the transaction, that power became effective upon Commission approval of the transfer of control. In addition, the *pro forma* transfer via the distribution of shares of capital stock of ORBCOMM Inc. issued to ORBCOMM Holdings LLC by ORBCOMM Holdings LLC to its members described in the application occurred promptly after January 3, 2005 – the first business day following Public Notice of the approval of the transfer of control (Public Notice, DA No. 04-4069, released December 30, 2004).

Please contact the undersigned if you have questions or require additional information.

Sincerely,



Stephen L. Goodman
Counsel for ORBCOMM License Corp.

cc: Thomas Tycz