

ORIGINAL



Robert W. Swanson
Attorney

April 14, 2005

By FEDEX

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

Re: *In the Matter of Telenor Satellite, Inc. Petition Under Section 310 of the Communications Act of 1934, As Amended, for Declaratory Ruling*

Dear Ms. Dortch:

The purpose of this letter is to advise the Commission that the Petitioner, Telenor Satellite, Inc. ("TSI"), has completed its dialogue with appropriate U.S. Executive Branch agencies regarding both the authorization requested in this proceeding and the Network Security Agreement (the "Agreement").¹ In addition, TSI wishes to confirm for the Commission that if the requested authority is granted, Telenor Satellite Services Holding AS ("TSSH") will become a successor to the Agreement and a 100% indirect owner of TSI. Finally, TSI requests that the Commission condition the proposed authorization on compliance with the terms of the Agreement.

On February 16, 2005 TSI filed a petition (the "Petition") with the Commission requesting a declaratory ruling that it is in the public interest for TSI to have indirect foreign ownership in excess of the 25% benchmark under Section 310(b)(4) of the

¹ The Agreement, dated November 29, 2001, is between Telenor Satellite Services Holdings, Inc., Telenor Satellite, Inc., Telenor Satellite Services, Inc., Telenor Satellite Services AS (then known as Telenor Broadband Services AS) on the one hand, and the United States Department of Justice and the Federal Bureau of Investigation on the other.

Communications Act, 47 U.S.C. § 310(b)(4) to permit up to 100% indirect foreign ownership of TSI by TSSH, a Norway corporation that is a wholly-owned subsidiary of Telenor ASA, a Norway corporation already authorized by the Commission to indirectly own 100% of TSI.²

The Petition stated that Telenor ASA is now contemplating an internal restructuring which would streamline the TSI ownership chain by: (1) transferring TSI-related assets and operations from Telenor Satellite Services AS (“TSS”), also a Norway corporation that is a wholly-owned subsidiary of Telenor ASA to TSSH; (2) removing TSS as an indirect owner of TSI; and (3) concentrating 100% indirect ownership of TSI in TSSH. The Petition noted that TSS is also a signatory, along with TSI and Telenor Satellite Services Holdings, Inc. (“TSSH”), to a Network Security Agreement with agencies of the U.S. Executive Branch, compliance with which is a condition of the Telenor Order; that TSSH would also become the successor to the Network Security Agreement; and that a dialogue had been initiated with the U.S. Executive Branch regarding this succession.

The dialogue has been successfully completed. Representatives from the Department of Justice, the Department of Homeland Security and the Federal Bureau of Investigation were provided with copies of the Petition and were briefed on the reasons for the internal restructuring. This briefing included discussion of the fact that the

² See *In the Matter of Lockheed Martin Global Telecommunications, et al., Applications for Assignment of Section 214 Authorizations, Private Land Mobile Radio Licenses, Experimental Licenses, and Earth Station Licenses*, Order and Authorization, 16 FCC Rcd 22897 (2001) (“Telenor Order”).

Agreement will inure to the benefit of, and be binding upon TSSH as the successor to TSS pursuant to Section 9.10 of the Agreement which states the following:

9.10 Successors and Assigns: This Agreement shall inure to the benefit of, and shall be binding upon, the Parties, and their respective successors and assigns. This Agreement shall apply in full to any entity or asset, whether acquired before or after the Effective Date, over which Telenor USA, including its successors or assigns, has the power or authority to exercise *de jure* or *de facto* control.

It is therefore requested that the Commission condition the authorization on compliance with the terms of the Agreement.

Respectfully submitted,




Robert W. Swanson
Attorney

On behalf of:


Telenor Satellite Services Holdings, Inc.
Telenor Satellite, Inc.
Telenor Satellite Services, Inc.

Date: April 14, 2005

Approved By: 
Britt Carina Horncastle
Sole Director

Telenor Satellite Services Holding AS

Date: April 14, 2005

Approved By: 
Tore Hilde
President/Chief Executive Officer

cc: Laura H. Parsky
Deputy Assistant Attorney General
Criminal Division
U.S. Department of Justice
Washington, D.C. 20530

Tina W. Gabbrielli
Director of Intelligence Coordination and
Special Infrastructure Protection Programs
Office of Infrastructure Protection
U.S. Department of Homeland Security
Washington, DC 20528

Patrick W. Kelley
Deputy General Counsel
Office of the General Counsel
Federal Bureau of Investigation
Washington, D.C. 20535