

Description of Transaction and Public Interest Statement

QUALCOMM Incorporated (“QUALCOMM”) is the current licensee of the following fixed and/or mobile licenses (the “Licenses”): E050178; E050179; E040139; E880423; E040133; E874276; E890949; E950009; E890948; E000003; E960474; and E000004.

As part of a corporate restructuring, QUALCOMM formed a new direct wholly-owned subsidiary called Omnitrac, Inc. (“Omnitrac”), to be the licensee of its Licenses. QUALCOMM seeks Commission consent to the *pro forma* assignment of its Licenses to Omnitrac. The proposed assignment is properly classified as *pro forma* because as a wholly-owned subsidiary of QUALCOMM, the assignment of Licenses to Omnitrac will result in no substantial change in ownership, no change in the real party in interest, and no change in the actual control of the Licenses.

In addition, as part of the restructuring, QUALCOMM’s indirect wholly-owned subsidiary Corporacion Nacional de Radiodeterminacion S.A. de C.V. (“CNR”), the licensee of the Domestic Fixed Satellite Service Mobile Earth Station license E990397, will become an indirect wholly-owned subsidiary of Omnitrac. Accordingly, QUALCOMM respectfully requests Commission consent to the *pro forma* transfer of control of CNR so that CNR may become an indirect wholly-sub subsidiary of Omnitrac. The proposed transfer of control is properly classified as *pro forma* because Omnitrac is a direct wholly-owned subsidiary of QUALCOMM so there will be no change in the ultimate control of CNR.

The intermediate subsidiaries in QUALCOMM’s ownership structure between CNR and QUALCOMM will remain unchanged, except for the insertion of Omnitrac. The immediate owners of CNR are Impulsos Corporativos S.A. de C.V. (“Impulsos Corporativos”) and QUALCOMM de Mexico S.A. de C.V. (“Qualcomm de Mexico”). Impulsos Corporativos holds a 45.90% ownership interest, and QUALCOMM de Mexico holds a 49.00% ownership interest in CNR (see Table 4 below). Impulsos Corporativos is a direct subsidiary of QUALCOMM de Mexico, which holds a 99.998% ownership interest in the corporation (see Table 5 below). Omnitrac will be the new intervening subsidiary between QUALCOMM and QUALCOMM de Mexico with a 100% ownership interest (see Table 6 below).

QUALCOMM’s corporate restructuring will facilitate its operation of a commercial wireless communications and satellite positioning system, branded as OmniTRACS (“OmniTRACS”). OmniTRACS uses a near-real-time, two-way satellite-based mobile interactive information management system that provides data communications and vehicle position tracking and reporting. Using a nationwide two-way satellite wireless link, OmniTRACS permits users to rapidly locate and contact vehicles at any time regardless of their location. OmniTRACS improves productivity, reduces operating costs, enhances customer service, and increases vehicle, equipment, and cargo security. OmniTRACS also includes Automated Arrival and Departure (AA&D) functionality that automatically monitors on-time delivery schedules, provides accurate status updates, and measures any excessive delays at pickup/delivery appointments. QUALCOMM has been the wireless business solutions partner of choice for more than 2,000 North American fleets since 1988.

After QUALCOMM’s corporate restructuring, Omnitrac will hold the Licenses to operate OmniTRACS’ U.S. operations and CNR will continue to hold the U.S. license to facilitate OmniTRACS’s operations in Mexico, which will serve the public interest, convenience and

necessity. The corporate restructuring will facilitate QUALCOMM's continued provision of service to its customers, while allowing it to maintain the same ultimate control. Accordingly, grant of the instant application is in the public interest, convenience and necessity.

1. Proposed Licensee:

Omnitracs, Inc.

2. Ownership of Omnitracs, Inc.:

Omnitracs will be a wholly owned subsidiary of QUALCOMM.

Name	% Ownership	Citizenship	Principal Business
QUALCOMM Incorporated 5775 Morehouse Drive San Diego, CA 92121	100.00%	US	Mobile Wireless

3. Ownership of QUALCOMM Incorporated:

QUALCOMM is a widely-held, publicly traded corporation and does not have any 10% or greater direct or indirect shareholders or other equity holders. Accordingly, the officers and directors of QUALCOMM are considered to have a controlling interest in QUALCOMM. The key officers and directors, and the officers and directors with indirect voting rights in QUALCOMM are:

Name and Address	Position	% Ownership	Citizenship	Principal Business
Steven R. Altman* c/o QUALCOMM Incorporated 5775 Morehouse Drive San Diego, CA 92121	Officer	0.00	US	Mobile Wireless
Dean R. Brenner c/o QUALCOMM Incorporated 5775 Morehouse Drive San Diego, CA 92121	Officer	0.00	US	Mobile Wireless
Andrew Gilbert c/o QUALCOMM Incorporated 5775 Morehouse Drive San Diego, CA 92121	Officer Director	0.00	UK	Mobile Wireless

Name and Address	Position	% Ownership	Citizenship	Principal Business
Paul E. Jacobs* c/o QUALCOMM Incorporated 5775 Morehouse Drive San Diego, CA 92121	Officers Director	0.00	US	Mobile Wireless
Margaret Johnson c/o QUALCOMM Incorporated 5775 Morehouse Drive San Diego, CA 92121	Officer	0.00	US	Mobile Wireless
William E. Keitel c/o QUALCOMM Incorporated 5775 Morehouse Drive San Diego, CA 92121	Officer	0.00	US	Mobile Wireless
James Lederer* c/o QUALCOMM Incorporated 5775 Morehouse Drive San Diego, CA 92121	Officer	0.00	US	Mobile Wireless
Steven Mollenkopf c/o QUALCOMM Incorporated 5775 Morehouse Drive San Diego, CA 92121	Officer	0.00	US	Mobile Wireless
Roberto Padovani c/o QUALCOMM Incorporated 5775 Morehouse Drive San Diego, CA 92121	Officer	0.00	US	Mobile Wireless
Donald J. Rosenberg* c/o QUALCOMM Incorporated 5775 Morehouse Drive San Diego, CA 92121	Officer	0.00	US	Mobile Wireless

Name and Address	Position	% Ownership	Citizenship	Principal Business
Daniel L. Sullivan* c/o QUALCOMM Incorporated 5775 Morehouse Drive San Diego, CA 92121	Officer	0.00	US	Mobile Wireless
Jing Wang c/o QUALCOMM Incorporated 5775 Morehouse Drive San Diego, CA 92121	Officer	0.00	US	Mobile Wireless
Barbara T. Alexander* c/o QUALCOMM Incorporated 5775 Morehouse Drive San Diego, CA 92121	Director	0.00	US	Mobile Wireless
Stephen M. Bennet* c/o QUALCOMM Incorporated 5775 Morehouse Drive San Diego, CA 92121	Director	0.00	US	Mobile Wireless
Donald G. Cruikshank c/o QUALCOMM Incorporated 5775 Morehouse Drive San Diego, CA 92121	Director	0.00	US	Mobile Wireless
Raymond V. Dittamore* c/o QUALCOMM Incorporated 5775 Morehouse Drive San Diego, CA 92121	Director	0.00	US	Mobile Wireless
Thomas W. Horton* c/o QUALCOMM Incorporated 5775 Morehouse Drive San Diego, CA 92121	Director	0.00	US	Mobile Wireless

Name and Address	Position	% Ownership	Citizenship	Principal Business
Dr. Irwin Mark Jacobs* c/o QUALCOMM Incorporated 5775 Morehouse Drive San Diego, CA 92121	Director	0.00	US	Mobile Wireless
Robert E. Kahn c/o QUALCOMM Incorporated 5775 Morehouse Drive San Diego, CA 92121	Director	0.00	US	Mobile Wireless
Sherry Lansing* c/o QUALCOMM Incorporated 5775 Morehouse Drive San Diego, CA 92121	Director	0.00	US	Mobile Wireless
Duane A. Nelles* c/o QUALCOMM Incorporated 5775 Morehouse Drive San Diego, CA 92121	Director	0.00	US	Mobile Wireless
Dr. Francisco Ros c/o QUALCOMM Incorporated 5775 Morehouse Drive San Diego, CA 92121	Director	0.00	Spain	Mobile Wireless
Brent Scowcroft* c/o QUALCOMM Incorporated 5775 Morehouse Drive San Diego, CA 92121	Director	0.00	US	Mobile Wireless
Derek Aberle c/o QUALCOMM Incorporated 5775 Morehouse Drive San Diego, CA 92121	Officer	0.00	US	Mobile Wireless

Name and Address	Position	% Ownership	Citizenship	Principal Business
Cristiano Amon c/o QUALCOMM Incorporated 5775 Morehouse Drive San Diego, CA 92121	Officer	0.00	US	Mobile Wireless
Jim Thompson c/o QUALCOMM Incorporated 5775 Morehouse Drive San Diego, CA 92121	Officer	0.00	US	Mobile Wireless
Murthy Renduchintala c/o QUALCOMM Incorporated 5775 Morehouse Drive San Diego, CA 92121	Officer	0.00	US	Mobile Wireless
Susan Hochfield c/o QUALCOMM Incorporated 5775 Morehouse Drive San Diego, CA 92121	Director	0.00	US	Mobile Wireless
Marc Stern c/o QUALCOMM Incorporated 5775 Morehouse Drive San Diego, CA 92121	Director	0.00	US	Mobile Wireless

4. Ownership of CNR:

CNR's 10% or greater direct and indirect shareholders or other equity holders are identified below. CNR has no interlocking directorates.

Name	% Ownership	Citizenship	Principal Business
Impulsos Corporativos c/o QUALCOMM Incorporated 5775 Morehouse Drive San Diego, CA 92121	45.90%	Mexico	Mobile Wireless
QUALCOMM de Mexico c/o QUALCOMM Incorporated 5775 Morehouse Drive San Diego, CA 92121	49.00%	Mexico	Mobile Wireless

5. Ownership of Impulsos Corporativos:

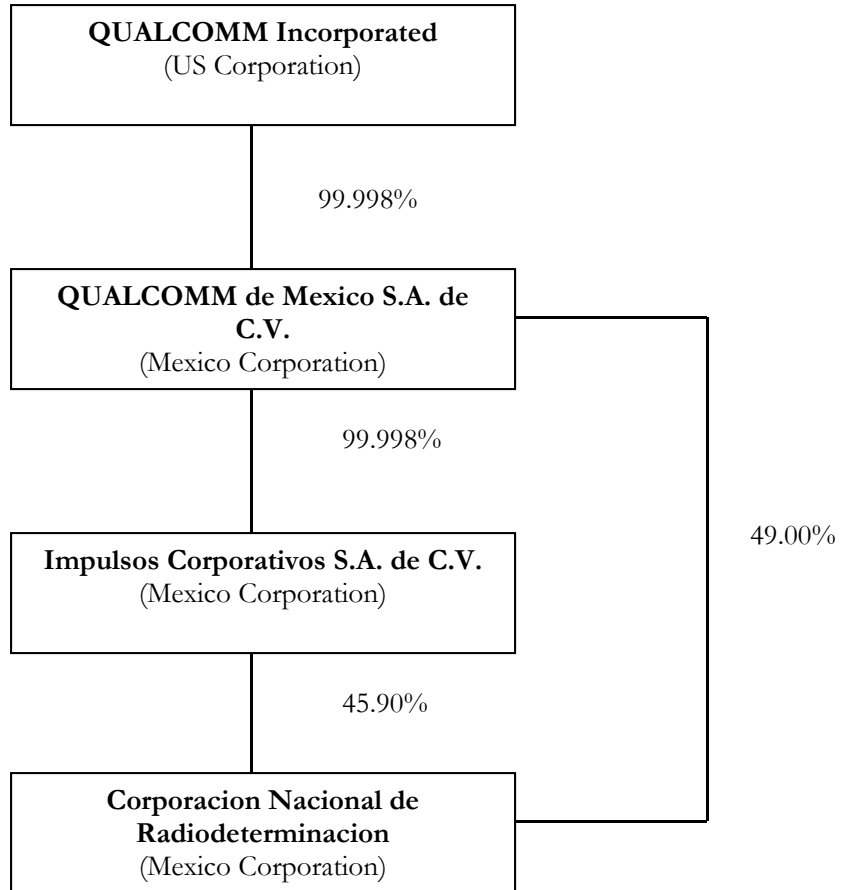
Name	% Ownership	Citizenship	Principal Business
QUALCOMM de Mexico c/o QUALCOMM Incorporated 5775 Morehouse Drive San Diego, CA 92121	99.998%	Mexico	Mobile Wireless

6. Ownership of QUALCOMM de Mexico:

Name	% Ownership	Citizenship	Principal Business
Omnitracs, Inc. c/o QUALCOMM Incorporated 5775 Morehouse Drive San Diego, CA 92121	99.998%	US	Mobile Wireless

* Indirect Direct Ownership Interest in QUALCOMM.

Organizational Chart
BEFORE



Organizational Chart
AFTER

