



PUBLIC NOTICE

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DA 08-2574

November 26, 2008

Iridium Holdings LLC and Iridium Carrier Holdings LLC, Transferors, and GHQ Acquisition Corp., Transferee, Seek FCC Consent to the Transfer of Control of Iridium Carrier Services LLC, Iridium Satellite LLC, and Iridium Constellation LLC

IB Docket No. 08-232

PLEADING CYCLE ESTABLISHED

Petitions to Deny Due: December 29, 2008

Oppositions Due: January 12, 2009

Replies Due: January 21, 2009

I. INTRODUCTION

Iridium Holdings LLC ("Iridium Holdings"), Iridium Carrier Holdings LLC ("Iridium Carrier Holdings," and together with Iridium Holdings, the "Transferors"), and GHQ Acquisition Corp. ("GHQ" or the "Transferee," and together with the Transferors, the "Applicants")¹ have filed a series of applications pursuant to sections 214 and 310(d) of the Communications Act of 1934, as amended ("Communications Act"),² seeking approval of the transfer of control of Iridium Carrier Services LLC ("Iridium Carrier Services"), Iridium Satellite LLC ("Iridium Satellite"), and Iridium Constellation LLC ("Iridium Constellation") and their respective FCC licenses and authorizations, from Iridium Holdings and Iridium Carrier Holdings to GHQ, a U.S. special purpose acquisition company established for the purpose of entering into a merger or similar business combination with an operating company.

¹ Iridium Carrier Services LLC, Iridium Satellite LLC, and Iridium Constellation LLC are the applicants listed in the transfer of control applications. Iridium Carrier Services LLC is the named applicant on the international section 214 and Title III common carrier transfer of control applications. See File Nos. SES-T/C-20081021-01353 and ITC-T/C-20081021-00471. Iridium Satellite LLC and Iridium Constellation LLC are the named applicants for the non-common carrier Title III licenses. See File Nos. SES-T/C-20081021-01351, SES-T/C-20081021-01350, SES-T/C-20081021-01352 and SAT-T/C-20081021-00208. With the exception of the section 214 transfer of control application, the applications contain a common narrative pleading attached as Exhibit E describing the parties and the proposed transaction pursuant to which the transferee will acquire ownership interests of the transferors ("Exhibit E"). On November 12, 2008, counsel for GHQ Acquisition Corp. submitted a letter amending the Transferee portion of each FCC Form 312 application to supply organizational charts depicting the ownership of each of the licensee entities prior to and following consummation of the proposed transfer of control. Letter from Mace J. Rosenstein, Counsel for GHQ Acquisition Corp., to Marlene H. Dortch, Secretary, FCC (dated Nov. 12, 2008 Letter) ("Nov. 12 Letter").

² 47 U.S.C. §§ 214, 310(d).

II. THE PARTIES

A. The Transferors – Iridium Holdings and Iridium Carrier Holdings

Iridium Holdings, together with its subsidiaries and affiliates (“Iridium”), provides mobile satellite service and terrestrial communications services to a broad range of wholesale and end-user customers in the commercial and government sectors. At the wholesale level, Iridium sells its products and services through a worldwide partnering distribution network. Iridium’s constellation consists of 66 low-earth orbiting cross-linked satellites operating as a fully meshed network and supported by multiple in-orbit spares.

Iridium’s U.S. licenses and authorizations are held by Iridium Satellite, Iridium Constellation, and Iridium Carrier Services. Iridium Holdings wholly owns Iridium Satellite, which, in turn, is the sole direct owner of Iridium Constellation. Iridium Constellation holds a Title III non-common carrier satellite space station license. Both Iridium Constellation and Iridium Satellite hold Title III non-common carrier earth station licenses. Iridium Carrier Holdings wholly owns Iridium Carrier Services, which holds a Title III common carrier earth station license and a section 214 authorization to provide global facilities-based and resale communications. The equity and voting interests of Iridium Holdings and Iridium Carrier Holdings are separately held by a common set of investors.³ All of the Iridium companies are Delaware limited liability companies.

B. The Transferee – GHQ

GHQ is a U.S. special purpose acquisition company whose shares are traded publicly on the American Stock Exchange. Applicants state that in February 2008, GHQ raised \$400 million in an initial public offering (“IPO”) of stock, the proceeds of which are held in a trust account for the purpose of entering into a merger or business combination with an operating company. Prior to the IPO, GHQ was a wholly-owned subsidiary of Greenhill & Co., Inc. (“Greenhill”), a publicly traded independent investment bank incorporated in Delaware and listed on the New York Stock Exchange. According to the Applicants, Greenhill is owned primarily by its employees. Greenhill currently owns approximately 17.5 percent of the issued and outstanding shares of GHQ. All of GHQ’s officers and directors are U.S. citizens.

III. THE TRANSACTION

On September 22, 2008, Iridium and GHQ entered into a Transaction Agreement pursuant to which GHQ will acquire virtually all of the membership interests of Iridium Holdings and Iridium Carrier Holdings from the current owners of Iridium. Upon consummation of the proposed transaction, Iridium Holdings will become a 99.4 percent directly owned subsidiary of GHQ, Iridium Carrier Holdings and Iridium Satellite will become wholly-owned subsidiaries of Iridium Holdings, and GHQ will be renamed Iridium Communications Inc. (“Iridium Communications”).⁴ Iridium Carrier Holdings will continue to

³ See File No. SAT-T/C-20081021-00208, Exhibit E at 2 (citing *Applications of Space Station System Licensee, Inc., Assignor, and Iridium Constellation LLC, Assignee, for Consent to Assignment of License Pursuant to Section 310(d) of the Communications Act*, Memorandum Opinion, Order and Authorization, 17 FCC Rcd 2271, 2274 at ¶ 4 (Int’l Bur. 2002) (“*Space Station Order*”).

⁴ Iridium Communications will hold a direct voting and equity interest of approximately 53% and aggregate indirect voting and equity interests of approximately 47% in Iridium Holdings. The indirect interests will be held through two wholly-owned intervening entities – Baralonco, N.V., a Netherlands Antilles corporation, and Syncom Iridium Holdings Corp., a U.S. corporation. Approximately 0.6% of the voting and equity interests of Iridium Holdings will be indirectly owned by E.ON AG, a German corporation. See November 12, 2008 Letter at A-2.

wholly own Iridium Carrier Services, and Iridium Satellite will continue to wholly own Iridium Constellation. The current owners of Iridium will receive approximately \$77 million in cash and GHQ common stock valued at approximately \$360 million in exchange for all of their membership interests in Iridium Holdings and Iridium Carrier Holdings. The remaining proceeds from the IPO – approximately \$324 million – will be held in trust and will be used to retire Iridium’s current net indebtedness (\$131 million) and to pay for general corporate and capital expenditures as well as transaction-related expenses relating to converting or tendering shares of Iridium stock.

GHQ’s certificate of incorporation provides that prior to consummating the proposed transaction, the company must obtain the approval of the holders of a majority of the outstanding shares of GHQ’s common stock issued in the IPO.⁵ GHQ’s IPO common stock shareholders may elect to vote against the proposed transaction and have their shares converted/tendered into cash from the trust account. If stockholders comprising 30 percent or more of the total number of IPO shares vote against the proposed transaction and seek to exercise their conversion right, the transaction will not go forward. In the event that no shares are converted or tendered, then the IPO stockholders collectively would hold 47.02 percent of Iridium Communications, Greenhill would hold 10.8 percent, and the current owners of Iridium collectively would hold 42.18 percent. In the event the number of shares converted and/or tendered reaches the limit allowed under the GHQ certificate of incorporation, then the remaining IPO stockholders collectively would hold 38.83 percent of Iridium Communications, and Greenhill and the current owners of Iridium would hold 12.47 percent and 48.7 percent of the company, respectively.

Applicants state that upon consummation of the proposed transaction, the current owners of Iridium will hold between approximately 42.18 percent and 48.7 percent of the outstanding shares of Iridium Communications, and the current stockholders of GHQ will hold between 51.3 percent and 57.82 percent of the outstanding shares of Iridium Communications.⁶ Applicants also state that the only current stockholder of Iridium that will own 10 percent or more of the shares of Iridium Communications is Baralonco Limited (“Baralonco”), which will own, upon consummation, between 15.19 percent and 17.68 percent of the outstanding shares. Baralonco is a British Virgin Islands business company that is owned and controlled by Khalid bin Abdullah bin Abdulrahman, a citizen of Saudi Arabia, which is a member of the World Trade Organization. Applicants further state that the only current stockholder of GHQ that will own 10 percent or more of the shares of Iridium Communications is Greenhill, which will own between 10.8 percent and 12.47 percent of the outstanding shares. According to the Applicants, ten of the officers and directors of Greenhill are from the United States, and one director is from the United Kingdom. Iridium Communications will be governed by a ten-member board of directors. Six of the ten board seats will be occupied by four current outside directors of Iridium, the current CEO of Iridium, and a person affiliated with a current owner of Iridium.

IV. THE APPLICATION

The Application consists of the following six applications and related documents:

- One FCC Form 312 application seeking consent to transfer control of Iridium Carrier Services’ Title III common carrier earth station license;

⁵ Greenhill and certain directors of GHQ, the only parties currently holding shares that were not issued in the IPO, have agreed to vote their shares in accordance with the majority of common stock voted by the public stockholders. See File No. SAT-T/C-20081021-00208, Exhibit E at 6 n.7.

⁶ See File No. SAT-T/C-20081021-00208 at 6-7.

- One FCC section 214 application seeking consent to transfer control of Iridium Carrier Services' global facilities-based and resale authorization;
- Two FCC Form 312 applications seeking consent to transfer control of Iridium Satellite's Title III non-common carrier earth station licenses; and
- Two FCC Form 312 applications seeking consent to transfer control of Iridium Constellation's Title III non-common carrier satellite space station and earth station licenses

V. SECTION 214 APPLICATION

The following application for consent to the transfer of control of an international section 214 authorization to GHQ has been assigned the file number listed below:

<u>File No.</u>	<u>Authorization Holder</u>	<u>Authorization Number</u>
ITC-T/C-20081021-00471	Iridium Carrier Services LLC	ITC-214-19971105-00686

VI. SECTION 310(d) APPLICATIONS

A. Part 25-Satellite Earth and Space Station Applications

The following applications for consent to the transfer of control of satellite space station and earth station licenses from Iridium Carrier Holdings and Iridium Holdings to GHQ have been assigned the file numbers listed below:

<u>File No.</u>	<u>Licensee</u>	<u>Call Sign(s)</u>
SES-T/C-20081021-01353	Iridium Carrier Services LLC	E960622
SES-T/C-20081021-01350	Iridium Satellite LLC	E960132
SES-T/C-20081021-01351	Iridium Satellite LLC	E050282, E060300 E960131
SES-T/C-20081021-01352	Iridium Constellation LLC	E960244, E960272 E030162, E010193
SAT-T/C-20081021-00208	Iridium Constellation LLC	S2110

VII. FOREIGN OWNERSHIP ISSUES UNDER SECTION 310(b)(4)

Applicants state that the Commission previously authorized certain indirect foreign investment in Iridium Carrier Services – the only Iridium entity that holds or will hold upon consummation of the proposed transaction, a Title III common carrier license – in excess of the 25 percent benchmark set forth in section 310(b)(4) of the Communications Act.⁷ In particular, they state that the Commission

⁷ See File No. SAT-T/C-20081021-00208, Exhibit E at 10-12; 47 U.S.C. § 310(b)(4).

authorized Iridium Carrier Services to have aggregate indirect foreign equity and voting interests of up to 51.582 percent and 60 percent, respectively, and afforded Iridium Carrier Services additional flexibility to accept up to and including an additional aggregate 25 percent indirect equity and/or voting interests from non-U.S. investors and entities, subject to certain conditions.⁸

Applicants further state that, upon consummation of the proposed transaction, the proposed indirect foreign ownership of Iridium Carrier Services (37.13 percent equity and 37.13 percent voting) will be within the ambit of Iridium's existing section 310(b)(4) ruling. They contend that as a result of the proposed transaction, the aggregate level of indirect foreign investment in Iridium Carrier Services will be reduced. Additionally, they state that the current ownership of Iridium that will continue to be the restructured company's largest foreign investor already has been reviewed and approved by the Commission. Finally, they state that any new foreign investment resulting from the proposed transaction falls within the scope of the flexibility granted by the Commission in 2002. However, Iridium maintains that in the event the Commission determines to issue an updated declaratory ruling under section 310(b)(4) with respect to the proposed transaction, the detailed information set out in the applications submitted by Iridium regarding Iridium Carrier Services' proposed indirect foreign ownership is sufficient to permit such a ruling consistent with Commission policy and precedent.⁹

VIII. EX PARTE STATUS OF THIS PROCEEDING

Pursuant to section 1.1200(a) of the Commission's rules,¹⁰ the Commission may adopt modified or more stringent *ex parte* procedures in particular proceedings if it finds that the public interest so requires. We announce that this proceeding will be governed by permit-but-disclose *ex parte* procedures that are applicable to non-restricted proceedings under section 1.1206 of the Commission's rules.¹¹

We direct parties making oral *ex parte* presentations to the Commission's statement re-emphasizing the public's responsibility in permit-but-disclose proceedings and remind them that memoranda summarizing the presentation must contain the presentation's substance and not merely list the subjects discussed.¹² More than a one- or two-sentence description of the views and arguments presented is generally required.¹³ Other rules pertaining to oral and written presentations are set forth in section 1.1206(b) as well.¹⁴ We urge parties to use the Electronic Comment Filing System (ECFS) to file *ex parte* submissions.¹⁵

⁸ See File No. SAT-T/C-20081021-00208, Exhibit E at 11-12 (citing *Space Station Order*, 17 FCC Rcd at 2281, ¶ 8, 2285, ¶ 29).

⁹ For detailed information on the indirect foreign ownership of Iridium Carrier Services, see File No. SAT-T/C-20081021-00208, Exhibit E at 10-22.

¹⁰ 47 C.F.R. § 1.1200(a) (2007).

¹¹ 47 C.F.R. § 1.1206.

¹² See *Commission Emphasizes the Public's Responsibilities in Permit-But-Disclose Proceedings*, Public Notice, 15 FCC Rcd 19945 (2000).

¹³ See 47 C.F.R. § 1.1206(b)(2) (2007).

¹⁴ 47 C.F.R. § 1.1206(b).

¹⁵ See discussion *infra* Section IX.

IX. GENERAL INFORMATION

The applications have been found, upon initial review, to be acceptable for filing. The Commission reserves the right to return any application if, upon further examination, it is determined to be defective or not in conformance with the Commission's rules or policies. Final action on these applications will not be taken earlier than thirty-one (31) days following the date of this Public Notice.¹⁶

Interested parties must file petitions to deny or comments no later than **December 29, 2008**. Responses or oppositions to comments and petitions must be filed no later than **January 12, 2009**. Replies to such pleadings must be filed no later than **January 21, 2009**. All filings concerning matters referenced in this Public Notice should refer to **DA 08-2574, IB Docket No. 08-232**, as well as the specific file numbers of the individual applications or other matters to which the filings pertain.

Under the Commission's procedures for the submission of filings and other documents,¹⁷ submissions in this matter may be filed electronically (*i.e.*, through ECFS) or by hand delivery to the Commission's Massachusetts Avenue location.

- **Electronic Filers:**¹⁸ Comments may be filed electronically using the Internet by accessing the ECFS: <http://www.fcc.gov/cgb/ecfs/>. In completing the transmittal screen, filers should include their full name, U.S. Postal Service mailing address, and the applicable docket number. Parties also may submit an electronic comment by Internet e-mail. To get filing instructions, filers should send an e-mail to ecfs@fcc.gov, and include the following words in the body of the message, "get form." A sample form and directions will be sent in response.
- **Paper Filers:** Parties who choose to file by paper must file an original and four copies of each filing. Filings can be sent by hand or messenger delivery, by commercial overnight courier, or by first-class or overnight U.S. Postal Service mail (although we continue to experience delays in receiving U.S. Postal Service mail). All filings must be addressed to the Commission's Secretary, Office of the Secretary, Federal Communications Commission.

The Commission's contractor will receive hand-delivered or messenger-delivered paper filings for the Commission's Secretary at 236 Massachusetts Avenue, N.E., Suite 110, Washington, D.C. 20002. The filing hours at this location are 8:00 a.m. to 7:00 p.m. All hand deliveries must be held together with rubber bands or fasteners. Any envelopes must be disposed of before entering the building.

Commercial overnight mail (other than U.S. Postal Service Express Mail and Priority Mail) must be sent to 9300 East Hampton Drive, Capitol Heights, MD 20743.

U.S. Postal Service first-class, Express, and Priority mail should be addressed to 445 12th Street, S.W., Washington, D.C. 20554.

¹⁶ See 47 U.S.C. § 309(b).

¹⁷ See *Implementation of Interim Electronic Filing Procedures for Certain Commission Filings*, Order, 16 FCC Rcd 21483 (2001); see also *FCC Announces a New Filing Location for Paper Documents and a New Fax Number for General Correspondence*, Public Notice, 16 FCC Rcd 22165 (2001); *Reminder: Filing Locations for Paper Documents and Instructions for Mailing Electronic Media*, Public Notice, 18 FCC Rcd 16705 (2003).

¹⁸ See *Electronic Filing of Documents in Rulemaking Proceedings*, GC Docket No. 97-113, Report and Order, 13 FCC Rcd 11322 (1998).

One copy of each pleading must be delivered electronically, by e-mail or facsimile, or if delivered as paper copy, by hand or messenger delivery, by commercial overnight courier, or by first-class or overnight U.S. Postal Service mail (according to the procedures set forth above for paper filings), to the Commission's duplicating contractor, Best Copy and Printing, Inc., at fcc@bcpiweb.com or (202) 488-5563 (facsimile).

Additionally, filers may deliver courtesy copies by email or facsimile to the following Commission staff:

(1) Howard Griboff, Policy Division, International Bureau, at Howard.Griboff@fcc.gov or (202) 418-2824 (facsimile);

(2) Francis Gutierrez, Policy Division, International Bureau, at Francis.Gutierrez@fcc.gov or (202) 418-2824 (facsimile);

(3) Jodi Cooper, Policy Division, International Bureau, at Jodi.Cooper@fcc.gov or (202) 418-2824 (facsimile);

(4) Karl Kensinger, Satellite Division, International Bureau, at Karl.Kensinger@fcc.gov or (202) 418-0748 (facsimile);

(5) Neil Dellar, Office of General Counsel, at Neil.Dellar@fcc.gov or (202) 418-1234 (facsimile).

Copies of the Applications and any subsequently-filed documents in this matter may be obtained from Best Copy and Printing, Inc., in person at 445 12th Street, S.W., Room CY-B402, Washington, D.C. 20554, via telephone at (202) 488-5300, via facsimile at (202) 488-5563, or via e-mail at fcc@bcpiweb.com. The applications and any associated documents are also available for public inspection and copying during normal reference room hours at the following Commission office: FCC Reference Information Center, 445 12th Street, S.W., Room CY-A257, Washington, D.C. 20554. The Applications also are available electronically through the Commission's ECFS, which may be accessed on the Commission's Internet website at <http://www.fcc.gov>.

People with Disabilities: To request this Public Notice in accessible formats (computer diskette, large print, audio recording, and Braille) send an email to fcc504@fcc.gov or call the Consumer & Governmental Affairs Bureau at 202-418-0530 (voice), 202-418-0432 (tty).

For further information, contact Jodi Cooper, Policy Division, International Bureau, at 202-418-2064.

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