

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C.**

In re Applications of	)	DA 08-2574
	)	IB Docket No. 08-232
Iridium Holdings LLC and)	
Iridium Carrier Holdings LLC,	)	File Nos.
Transferors,	)	ITC-T/C-20081021-00471
	)	SAT-T/C-20081021-00208
and	)	SES-T/C-20081021-01350
	)	SES-T/C-20081021-01351
GHL Acquisition Corp.	)	SES-T/C-20081021-01352
Transferee,	)	SES-T/C-20081021-01353
)	
for Consent to Transfer of Control of)	
)	
Iridium Carrier Services LLC, Iridium Satellite LLC)	
and Iridium Constellation LLC)	
)	
Pursuant to Sections 214 and 310(d))	
of the Communications Act of 1934)	

**JOINT OPPOSITION AND RESPONSE
OF IRIDIUM HOLDINGS LLC, IRIDIUM CARRIER HOLDINGS LLC
AND GHL ACQUISITION CORP.**

R. Michael Senkowski
Peter D. Shields
Jennifer D. Hindin
Catherine M. Hilke
WILEY REIN LLP
1776 K Street, NW
Washington, D.C. 20006
(202) 719-7000

*Counsel to Iridium Holdings LLC and
Iridium Carrier Holdings LLC*

Mace J. Rosenstein
Yaron Dori
COVINGTON & BURLING LLP
1201 Pennsylvania Avenue, NW
Washington, D.C. 20004
(202) 662-6000

Counsel to GHL Acquisition Corp.

Dated: January 12, 2009

TABLE OF CONTENTS

	Page
I. INTRODUCTION AND SUMMARY	2
II. THE PUBLIC INTEREST BENEFITS OF THE PROPOSED TRANSACTION ARE CLEAR AND UNREFUTED	3
III. COMMENTERS' PROPOSED CONDITIONS SHOULD BE REJECTED AS UNNECESSARY AND NOT MERGER-SPECIFIC	9
A. Cornell's Requested Condition is Not Merger Specific and Is Unnecessary Because the Existing Coordination Agreement Is Unaffected By the Proposed Transaction.....	10
B. The Commission Should Not Impose a Requirement for the Release of MSS Technical Specifications Uniquely on Iridium	11
IV. CONCLUSION.....	13

Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C.

In re Applications of	)	DA 08-2574
	)	IB Docket No. 08-232
Iridium Holdings LLC and)	
Iridium Carrier Holdings LLC,	)	File Nos.
Transferors,	)	ITC-T/C-20081021-00471
	)	SAT-T/C-20081021-00208
and	)	SES-T/C-20081021-01350
	)	SES-T/C-20081021-01351
GHL Acquisition Corp.	)	SES-T/C-20081021-01352
Transferee,	)	SES-T/C-20081021-01353
)	
for Consent to Transfer of Control of)	
)	
Iridium Carrier Services LLC, Iridium Satellite LLC)	
and Iridium Constellation LLC)	
)	
Pursuant to Sections 214 and 310(d))	
of the Communications Act of 1934)	

**JOINT OPPOSITION AND RESPONSE
OF IRIDIUM HOLDINGS LLC, IRIDIUM CARRIER HOLDINGS LLC
AND GHL ACQUISITION CORP.**

Iridium Holdings LLC and Iridium Carrier Holdings LLC (collectively, "Iridium" or the "Company"), and GHL Acquisition Corp. ("GHQ" and, together with Iridium, the "Applicants"), by their attorneys and pursuant to Section 25.154 of the Commission's rules¹ and the Commission's November 26, 2008 *Public Notice*,² hereby submit this consolidated response

¹ 47 C.F.R. § 25.154.

² Iridium Holdings LLC and Iridium Carrier Holdings LLC, Transferors, and GHL Acquisition Corp., Transferee, Seek FCC Consent to the Transfer of Control of Iridium Carrier Services LLC, Iridium Satellite LLC, and Iridium Constellation LLC, Public Notice, DA 08-2574 (Nov. 26, 2008). The captioned applications that are the subject of the Public Notice are collectively referred to herein as the "Applications."

to the three filings submitted on December 29, 2008, in the captioned proceeding: (1) a Petition to Deny filed by Globalstar Licensee LLC (“Globalstar”);³ (2) Comments filed by Cornell University (“Cornell”); and (3) a letter submitted by International Communications Group, Inc. (“ICG,” and, together with Globalstar and Cornell, the “Commenters”).

I. INTRODUCTION AND SUMMARY.

The proposed transaction will result in clear public interest benefits and will not produce anti-competitive effects or other harms in the MSS market. No commenter has refuted these benefits or claimed that the proposed transaction will result in competitive harm. Indeed, the only opposition to the proposed transaction comes from Globalstar, a competitor of Iridium.⁴ Neither of the other two Commenters—Cornell and ICG—opposes the proposed transaction. Instead, both attempt to inject extraneous issues into this straightforward transfer of control

³ Petition to Deny of Globalstar Licensee LLC, IB Docket No. 08-232 (filed Dec. 29, 2008) (the “Globalstar Petition”). The Petition does not satisfy the requirements of the Commission’s rules governing petitions to deny. Section 25.154 of the rules expressly provides that factual allegations made in a petition to deny “shall be supported by affidavit of a person or persons with personal knowledge thereof” 47 C.F.R. § 25.154(a)(4). The required affidavit is missing from the Globalstar’s Petition.

⁴ Globalstar has a failing satellite system, a declining market capitalization and a pending application for a replacement satellite system that includes scant information on its financial ability to proceed. *See, Modification Application of Globalstar Licensee LLC*, File No. SAT-MOD-20080904-00165 at 14 (filed Sep. 4, 2008) (“*Globalstar Modification Application*”) (applying for authority to launch a second generation system); Globalstar Licensee LLC, Application for Modification of License for Operation of Ancillary Terrestrial Component Facilities, Order and Authorization, File No. SAT-MOD-20080516-00106, FCC 08-254, ¶ 15 (rel. Oct. 31, 2008); Letter from R. Michael Senkowski, Counsel to Iridium Satellite LLC, to Marlene H. Dortch, Secretary, FCC, IB. Docket 02-364 (filed May 9, 2007); Yahoo! Finance, Globalstar Inc., <http://finance.yahoo.com/q?s=GSAT> (last visited Jan. 9, 2008) (showing Globalstar’s market cap of \$32.47 million on January 9, 2009). Globalstar may also be violating an FCC order requiring it to cease use of certain frequencies re-assigned to Iridium. *See* Letter from Roderick K. Porter, Deputy Bureau Chief, International Bureau, FCC, to William T. Lake, Counsel to Globalstar (Dec. 17, 2008); *see also* Modification of Authority to Operate a Mobile Satellite System in the 1.6 GHz Band of Globalstar Licensee LLC, File No. SAT-STA-20081215-00231 (filed Dec. 15, 2008).

proceeding. As will be shown below, none of the Commenters has refuted the demonstrable public interest benefits of the proposed transaction, and none has provided any basis for the Commission to deny, condition its approval or delay its consideration of the Applications.

II. THE PUBLIC INTEREST BENEFITS OF THE PROPOSED TRANSACTION ARE CLEAR AND UNREFUTED.

In order to approve a proposed transaction, the Commission must find that the “proposed transaction will serve the public interest, convenience, and necessity.”⁵ In making this assessment, the Commission examines whether or not the proposed public interest benefits of the transaction outweigh any potential public interest harms.⁶ Here, the proposed transaction will result in clear public interest benefits; meanwhile it will not produce any anti-competitive effects or other harms in the MSS market.⁷

The record demonstrates that the proposed transaction will strengthen Iridium generally and, in particular, leave it better positioned to raise the capital necessary to finance its next generation satellite system “Iridium NEXT.” As a result of the transaction, for example,

- *All of Iridium’s existing debt can be eliminated.* In a time of significant market volatility and uncertainty, the ability of Iridium to

⁵ See *GTE Corp., Transferor, and Bell Atlantic Corp. Transferee, Application for Transfer of Control*, Memorandum Opinion and Order, 15 FCC Rcd 14032, ¶ 1 (2000).

⁶ See *e.g., id.; AT&T Inc. and BellSouth Corp., Application to Transfer Control*, Memorandum Opinion and Order, 22 FCC Rcd 5662, ¶ 2 (2007) (“*AT&T/BellSouth*”); *Intelsat Holdings, Ltd., Transferor, Serafina Holdings Limited, Transferee, Consolidated Application for Consent to Transfer Control of Holders of Title II and Title III Authorizations*, Memorandum Opinion and Order, 22 FCC Rcd 22151, ¶ 16 (2007) (“*Intelsat /Serafina*”).

⁷ The Commission evaluates the competitive effect of a transaction as part of its public interest analysis. See, *e.g. Intelsat /Serafina*, ¶ 21. As discussed in the Applications, the proposed transaction will not result in the consolidation of any interests in the United States telecommunications markets as GHQ holds no attributable interest in any satellite, telecommunications or media company serving a U.S. market. Applications, Exhibit E, at 3; Exhibit F, at 5.

have a debt-free balance sheet as a consequence of the transaction is expected to make it easier for the Company to attract new equity investors, who will find a de-leveraged balance sheet more attractive. Iridium's ability to eliminate existing debt would expand the Company's choices in raising capital to include preferred stock, senior and subordinated debt, and bank loan facilities.⁸

- *Iridium will become a public company.* Iridium's post-closing status as a public company will enhance its access to capital. Becoming a public company is expected to make it easier for Iridium to attract equity investors by, among other things, increasing its public profile through published research reports by brokerage analysts, and expanding the universe of potential investors to include pension funds and other institutional investors that may be limited in their ability to invest in non-public entities. In addition, oversight by securities regulators and correspondingly greater transparency should help the Company attract equity investors.
- *Iridium will not have a controlling shareholder.* Contrary to Globalstar's implication,⁹ neither Greenhill nor any other shareholder will be in a control position upon consummation of the proposed transaction.¹⁰ This contrasts with other restructuring transactions in the capital-intensive MSS sector in which private equity firms have assumed a control position. A notable example is Globalstar itself, which since the completion of its reorganization in 2004 has been controlled by Thermo Capital Partners LLC ("Thermo").¹¹ The absence of a private equity firm as controlling shareholder should

⁸ Globalstar's owners also recognize the value of a "debt-free balance sheet" to an MSS operator, and tout it to potential investors. See website of The Thermo Companies, Globalstar's controlling shareholder, at <http://www.thermotelecompartners.com/>.

⁹ See Globalstar Petition at 6 n.16.

¹⁰ See GHQ Proxy Statement at 176 (tabulating beneficial ownership of GHQ's stock upon consummation of the proposed transaction). The largest block of shareholders in the restructured company will be the current owners of Iridium. In addition, six of the ten board seats will be occupied by current outside directors of Iridium, the current CEO of Iridium and a person affiliated with a current owner of Iridium.

¹¹ See Globalstar 2007 10-K at 1, 40. Globalstar's chairman and chief executive officer also controls Thermo. *Id.* at 40. Globalstar has "depended substantially on Thermo to provide capital to finance [its] business." *Id.*

make it easier for the Company to attract new investors, including potentially large strategic or financial investors.

The sole opponent to the proposed transaction, Globalstar, does not—indeed, it cannot—dispute these numerous public interest benefits that will result from the proposed transaction. For example, Globalstar does not (and cannot) dispute that the proposed transaction will permit Iridium to eliminate all of its outstanding debt and enhance the Company’s competitive position in the MSS market by strengthening its financial position substantially. Globalstar also does not dispute the positive impact the Company’s improved financial position will have on national security, emergency preparedness, and service to underserved areas.

In the face of these incontrovertible facts, Globalstar resorts to the illogical and spurious argument that the Applications cannot be approved because the proposed transaction does not provide “concrete assurances” that Iridium has the ability to construct and launch Iridium NEXT, or that proceeds from the transaction will be applied to that end.¹² However, the Commission routinely finds transfers of control of satellite companies to be in the public interest without requiring that the new financial assets be used to fund replacement satellite systems.¹³ Moreover, Globalstar’s argument ignores Iridium’s public statements and the disclosures contained in materials filed by GHQ with the Securities and Exchange Commission (“SEC”),

¹² Globalstar Petition at 2-3.

¹³ See, e.g. *Intelsat /Serafina*, ¶ 28; *Motient Corp. and SkyTerra Communications, Inc., Applications to Transfer Control*, Memorandum Opinion and Order and Declaratory Ruling, 21 FCC Rcd 10198 (2006); *Comsat Corp. and Telenor Satellite, Inc. Applications for Assignment*, Order and Authorization, 16 FCC Rcd 22897 (2001); *General Electric Capital Corp. and SES Global, S.A., Applications to Transfer Control*, Order and Authorization, 16 FCC Rcd 17575 (2001). Globalstar does not contend—much less proffer any extrinsic evidence—that GHQ lacks the financial wherewithal to consummate the proposed transaction. To the contrary, Globalstar’s summary of the allocation of funds in connection with the transaction *confirms* that sufficient resources are available for that purpose. See Globalstar Petition at 5-6 (summarizing the funds flow described in the GHQ Proxy Statement, at 13).

which demonstrate the Company's current intent to build Iridium NEXT.¹⁴ In any case, the appropriate time to consider this allegation would be when Iridium seeks Commission approval to construct Iridium NEXT. Yet, even then, neither the Communications Act nor the Commission's rules require the sort of "concrete assurances" regarding financing that Globalstar contends must be provided here.¹⁵ Indeed, Globalstar's own application to construct and launch its next generation satellite system, although it contains substantial information about the projected costs of the project, is silent with respect to its financial ability to complete it.¹⁶

Globalstar also improperly relies on material risk disclosures included in the GHQ Proxy Statement in its attempt to cast doubt on the benefits of this financial transaction to Iridium. SEC rules require every public company, including satellite companies such as Iridium and Globalstar, to disclose risks that are or may be material to their investors.¹⁷ Obviously, a company whose business plan provides for the construction and launch of a next generation

¹⁴ See, e.g., GHQ Acquisition Corp., Preliminary Proxy Statement (Schedule 14A) (Dec. 1, 2008) ("GHQ Proxy Statement") at 68, 128, 146 (describing in detail the Company's plans regarding the construction of Iridium NEXT).

¹⁵ Indeed, the FCC eliminated any requirement for an applicant to demonstrate its financial ability to construct and launch a satellite system in 2003. See *Amendment of the Commission's Space Station Licensing Rules and Policies*, First Report and Order and Further Notice of Proposed Rulemaking in IB Docket No. 02-34, and First Report and Order in IB Docket No. 02-54, 18 FCC Rcd 10760, ¶ 164 (2003) ("We decide to eliminate the financial qualification requirement currently in the Commission's rules.").

¹⁶ See *Globalstar Modification Application*, Narrative Statement at 4, 14-16.

¹⁷ See, e.g., Rule 14a-9 under the Securities Exchange Act of 1934 (proxy statements must not include any materially false or misleading statements or omit material facts necessary to make the statements in the proxy statement not misleading); Item 303 of Regulation S-K (requiring discussion of any known demands, commitments, events or uncertainties that will result in material increases or decreases in the company's liquidity); Item 503 of Regulation S-K (requiring discussion of the most significant factors that make an investment in the company's securities speculative or risky).

satellite constellation costing between \$2 and \$3 billion will need to secure funds to complete the project. Just as obviously, under the applicable disclosure standard, there is always a risk to current and potential investors that the company may not be able to do so, or may not be able to do so in a timely manner or on attractive terms. But this risk is borne by every satellite operator, including Globalstar, and has no bearing on whether Iridium is sufficiently “committed” to the construction and launch of Iridium NEXT.¹⁸

Given the demonstrable public interest benefits of the proposed transaction, it is not surprising that Globalstar devotes much of its filing to record distortions in order to promote its private agenda, as these examples illustrate:

- *Globalstar claims that GHQ’s founding shareholder, Greenhill and Co. (“Greenhill”) will “realize a profit in excess of \$70 million . . . upon approval of this transaction, regardless of whether the business is ultimately successful.”*¹⁹

This is false. First, Greenhill will be subject to a lockup agreement that restricts its ability to sell its shares for at least one year after closing.²⁰ Moreover, Greenhill will not “realize” any profit until such time as Greenhill actually sells the shares it owns; and, upon any sale,

¹⁸ See, e.g., Globalstar, Inc., Form 10-K (Annual Report for the fiscal year ended December 31, 2007 (filed March 17, 2008) (“Globalstar 2007 10-K”), at 28:

To meet the cost requirements for completing the procurement and deployment of our second-generation satellite constellation, we expect that we will need to obtain substantial funding from third-party sources. This funding may not be available to us on acceptable terms, or at all If we are unable to generate sufficient cash from operations and from additional capital sources and are therefore unable to fund the procurement and deployment of our second- generation satellite constellation . . . , our results of operations, financial condition and liquidity would be materially and adversely affected.

¹⁹ Globalstar Petition at 6 n.16.

²⁰ GHQ Proxy Statement at 83-85.

its profit will depend on the value it receives for those shares at the time of the sale, not now. As a result, Greenhill has every incentive to ensure that Iridium operates appropriately and profitably over the long term.

- *Globalstar claims that GHQ will use up to \$120 million “for payment to certain GHQ shareholders in order to buy dissident shareholders’ stock in an attempt to assure approval of the transaction.”*²¹

False again. The transaction structure provides for a vote by all GHQ shareholders. If 30 percent or more of shareholders reject the transaction, it will not take place; if less than 30 percent of shareholders reject the transaction, then shareholders who vote against the transaction can elect to receive a cash payment in exchange for their shares. The terms of the transaction, including the customary buyback feature, have been fully disclosed to all shareholders, and every shareholder is treated the same.²²

Still other Globalstar allegations, if not based entirely on surmise and innuendo, are irrelevant to the Commission’s consideration of the Applications. For example, Globalstar claims Iridium’s satellite constellation is degrading and may not be providing as reliable a level of service as Iridium has previously asserted.²³ While Iridium, just like all satellite companies, does occasionally experience satellite anomalies, the isolated events experienced to date have not been out of the ordinary.

Even if all of Globalstar’s allegations were true—which, as shown above, they are not—they are irrelevant to this proceeding because they would not be redressed, or even affected, by the relief Globalstar seeks, *i.e.*, denial of the Applications.²⁴ Globalstar distorts the

²¹ Globalstar Petition at 6.

²² GHQ Proxy Statement at 6-8.

²³ Globalstar Petition at 3.

²⁴ *See, e.g., California Association of the Physically Handicapped, Inc. v. FCC*, 778 F.2d 823, 827 (D.C. Cir. 1985) (“*CAPH v. FCC*”) (petitioner lacked standing to challenge FCC grant (continued...))

record, mischaracterizes the facts and misstates the law in an attempt to implicate the Commission in its private anti-competitive rivalry. It has not offered a single argument as to why grant of the Applications would not serve the public interest, or offered any objection of the type that has, in the past, been the basis for denial of a transfer of control application. The Petition is without merit and should be denied.

III. COMMENTERS' PROPOSED CONDITIONS SHOULD BE REJECTED AS UNNECESSARY AND NOT MERGER-SPECIFIC.

The remaining commenters, Cornell and ICG, propose conditions that are irrelevant to the proposed transaction. The Commission's review must focus solely "on the potential for harms...to the policies and objectives of the Communications Act that flow from the proposed transaction — *i.e.*, harms...that are 'merger-specific.'"²⁵ The Commission routinely declines to impose conditions on license transfers that do not remedy a harm demonstrably resulting from the transaction.²⁶ Accordingly, the Commission should reject these requests and approve the proposed transaction without condition.

of transfer of control application where its "alleged injury occurred before, existed at the time of, and continued unchanged after the challenged Commission action").

²⁵ *Time Warner Inc. and America Online Inc., Transferors, to AOL Time Warner Inc., Transferee, Applications for Transfer of Control*, Memorandum Opinion and Order, 16 FCC Rcd, 6547, 6550, ¶6 ("The Commission recognizes and discourages the temptation and tendency for parties to use the license transfer review proceeding as a forum to address or influence various disputes with one or the other of the applicants that have little if any relationship to the transaction or to the policies and objectives of the Communications Act."); *See also, Applications of Cellco Partnership d/b/a Verizon Wireless and Rural Cellular Corporation*, Memorandum Opinion and Order, 23 FCC Rcd 12463, ¶ 30 (noting that the Commission "will not impose conditions to remedy pre-existing harms or harms unrelated to the transaction."); *AT&T/BellSouth*, ¶ 200 (noting that the Commission "consider[s] whether the combination of these companies' operations is likely to generate verifiable, merger-specific public interest benefits").

²⁶ *See, e.g., Applications of Cellco Partnership d/b/a Verizon Wireless and Atlantis Holdings LLC for Consent to Transfer Control and Petition for Declaratory Ruling*, (continued...)

A. Cornell's Requested Condition is Not Merger Specific and Is Unnecessary Because the Existing Coordination Agreement Is Unaffected By the Proposed Transaction

Cornell's request that the Commission condition grant of GHQ's acquisition of Iridium on continued compliance with the Commission's rules and an existing coordination agreement is wholly unnecessary.²⁷ First, Iridium's obligations to protect radio-astronomy are unrelated to, and unaffected by, the proposed transaction. The existing National Astronomy and Ionosphere Center ("NAIC")/Iridium Coordination Agreement, just like all of Iridium's other third-party contracts, will not be affected by the proposed transfer of control of Iridium to GHQ.²⁸ Similarly, post-closing, Iridium will remain an FCC licensee obligated to adhere to the Commission's rules for protection of the radio-astronomy service.²⁹

Moreover, Iridium takes its regulatory and contractual obligations to protect radio astronomy from harmful interference very seriously. As Cornell accurately notes, Iridium has

Memorandum Opinion and Order and Declaratory Ruling, 23 FCC Rcd 17444, n. 552 (2008) (noting that an issue raised in a transfer of control proceeding was "not merger-specific" and therefore refusing to "address it in the context of [the approving] order"); *Applications of Nextel Partners Inc., Transferor, and Nextel WIP Corp. and Sprint Nextel Corporation, Transferees, for Consent to Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, 21 FCC Rcd 7358, ¶ 13 (2006); *Applications Filed for the Transfer of Certain Spectrum Licenses and Section 214 Authorizations in the States of Maine, New Hampshire, and Vermont from Verizon Communications Inc. and its Subsidiaries to FairPoint Communications, Inc.*, Memorandum Opinion and Order, 23 FCC Rcd 514, ¶ 39 (2008); *Applications for Consent to the Assignment and/or Transfer of Control of Licenses, Adelphia Communications Corp., Assignor, Time Warner Corp., Assignee*, Memorandum Opinion and Order, 21 FCC Rcd 8203, ¶ 169 (2006).

²⁷ Comments of Cornell University, IB Docket No. 08-232, at 4 (filed Dec. 29, 2008) ("Cornell Comments").

²⁸ The transfer of control of a corporate entity does not alter the contractual rights and obligations of that corporate entity. *See also CAPH v. FCC, supra*.

²⁹ Cornell University's cite to Section 25.213(a)(4) should be Section 25.213(a)(2).

fully protected the NAIC against interference from Iridium's operations.³⁰ Indeed, counsel for Iridium and GHQ have even affirmed to counsel for Cornell that Iridium will continue to comply with the NAIC/Iridium Coordination Agreement following consummation of GHQ's investment.³¹ Finally, adequate remedies are already available to address any future non-compliance.³² Accordingly, Cornell's proposed condition is unnecessary to remedy any harm that might result from the instant transaction.

B. The Commission Should Not Impose a Requirement for the Release of MSS Technical Specifications Uniquely on Iridium.

The Commission should also avoid imposing unnecessary and unrelated equipment conditions on Iridium as proposed by ICG.³³ First, for the reasons discussed above, ICG's request that Iridium be required to provide access to the technical specifications of its equipment is completely unrelated to instant transaction and therefore may not be considered here. Moreover, the appropriate venue for consideration of the issues would be a rulemaking proceeding, especially because any new requirements should be applied in an equitable and

³⁰ *Id.* ("NAIC has not experienced harmful interference from ICL [*i.e.*, Iridium] operations up to this point").

³¹ *See* Letter from Peter D. Shields and Jennifer D. Hindin, Counsel to Iridium, and Mace Rosenstein, Counsel to GHQ, to Paul J. Feldman, Counsel to Cornell University, dated December 22, 2008 (attached as Exhibit A).

³² As Cornell University notes, it could be bring an action in civil court to enforce the Coordination Agreement. *See* Cornell Comments at n. 4. The Commission, in turn, could initiate an enforcement proceeding against Iridium for a violation of Section 25.213(a), which requires MSS providers to take certain actions to protect radio astronomy operations in the 1610.6-1613.8 MHz band from harmful interference. *See* 47 C.F.R. § 25.213(a).

³³ *See* Letter from L. Scott Trainum, CEO, International Communications Group, Inc. to Marlene H. Dortch, Secretary, FCC (filed Dec. 29, 2008).

competitively neutral manner.³⁴ We note that issues regarding network access are already being examined by the Commission in its consideration of Skype's petition for rulemaking, which requests that the Commission impose *Carterfone*-style requirements on the wireless industry.³⁵ Parties, including ICG, are free to submit comments regarding the application of these principles to MSS providers in that docket or to petition for a separate rulemaking.

Finally, any requirement that Iridium release the technical specifications of its network could compromise national security and the privacy of Iridium's customers. The technical specifications sought by the ICG include highly confidential information and trade secrets, including how Iridium encodes and transports communications over its network to avoid unauthorized interception. If this information became public, it is possible that individuals could illegally intercept and access communications sent and received by Iridium customers, including the communications of sensitive government users. The Commission should reject such a requirement.

³⁴ Unlike in the satellite radio merger cited by ICB, there are many other mobile satellite service systems in addition to the Iridium system. Imposing an open access condition only on Iridium in the context of this transaction would be anticompetitive.

³⁵ See *Petition to Confirm a Consumer's Right to Use Internet Communications Software and Attach Devices to Wireless Networks*, Skype Communications S.A.R.L., RM-11361 (filed Feb. 20, 2007); *Consumer & Governmental Affairs Bureau Reference Information Center Petition For Rulemakings Filed*, Public Notice, Report No. 2807 (CGB rel. Feb. 28, 2007).

IV. CONCLUSION

The Commenters have failed to raise any basis for denying or imposing conditions on the proposed transaction. Accordingly, for the reasons discussed above, the Commission should move swiftly to recognize the public interest benefits associated with the proposed transaction and grant the Applications.

Respectfully Submitted,

/s/ R. Michael Senkowski

R. Michael Senkowski
Peter D. Shields
Jennifer D. Hindin
Catherine M. Hilke
WILEY REIN LLP
1776 K Street, NW
Washington, D.C. 20006
(202) 719-7000

*Counsel to Iridium Holdings LLC and
Iridium Carrier Holdings LLC*

Dated: January 12, 2009

/s/ Mace J. Rosenstein

Mace J. Rosenstein
Yaron Dori
COVINGTON & BURLING LLP
1201 Pennsylvania Avenue, NW
Washington, D.C. 20004
(202) 662-6000

Counsel to GHL Acquisition Corp.

CERTIFICATE OF SERVICE

I, Catherine M. Hilke, do hereby certify that on this 12th day of January 2009, I caused copies of the foregoing "Joint Opposition and Response of Iridium Holdings LLC, Iridium Carrier Holdings LLC and GHL Acquisition Corp." to be delivered to the following via First Class U.S. mail:

William F. Adler
Vice President – Legal and Regulatory Affairs
Globalstar, Inc.
461 S. Milpitas Blvd.
Milpitas, CA 95035

Paul J. Feldman
Fletcher, Heald & Hildreth, PLC
1300 North 17th Street, 11th Floor
Arlington, VA 22209

Counsel to Cornell University

William T. Lake
Samir Jain
Josh L. Roland
Wilmer Cutler Pickering Hale and Dorr LLP
1875 Pennsylvania Ave., NW
Washington, DC 20006

L. Scott Trainum
Chief Executive Officer
International Communications Group, Inc.
230 Pickett's Line
Newport News, VA 23603

Counsel to Globalstar Licensee LLC

/s/ Catherine M. Hilke

Exhibit A

December 22, 2008

Paul J. Feldman
Fletcher Heald & Hildreth
1300 North 17th St. 11th Fl.
Arlington, VA 22209

Re: Coordination Agreement Regarding the Operation of the IRIDIUM
System and the Arecibo Radio Astronomy Observatory

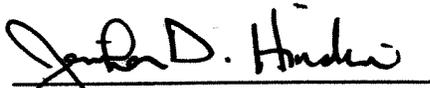
Dear Mr. Feldman,

As you know, Iridium Satellite LLC and its wholly-owned subsidiary Iridium Constellation LLC (collectively "Iridium") are parties to a coordination agreement, dated as of April 30, 2001 ("Coordination Agreement"), with Cornell University, operator of the National Astronomy and Ionosphere Center ("NAIC").

On September 22, 2008, GHL Acquisition Corp. ("GHQ") and Iridium's parent company, Iridium Holdings LLC, entered into a Transaction Agreement (the "Agreement") pursuant to which GHQ will acquire virtually all of the membership interests of Iridium from the current owners and thereby effect a transfer of control of Iridium's Mobile Satellite Service License that is the subject of the Coordination Agreement. We have been advised that Donna Bethea-Murphy of Iridium discussed the proposed transaction with Murray Lewis, the NAIC spectrum manager, during the week of October 6, 2008 in Geneva, Switzerland. Iridium and GHQ filed an application with the Federal Communications Commission on October 21, 2008 seeking authorization for this transfer of control.

As Jennifer Hindin discussed with you on December 12, 2008, the Coordination Agreement is identified as a "material contract" in the Transaction Agreement. Iridium and GHQ hereby affirm that the Coordination Agreement will remain in full force and effect following the transfer of control of Iridium's Mobile Satellite Service License to GHQ.

Sincerely,


Peter Shields
Jennifer Hindin
Counsel to Iridium Satellite LLC


Mace Rosenstein
Counsel to GHL Acquisition Corp.