

WC Docket-09-108

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June 29, 2009

BY ELECTRONIC FILING

Ms. Marlene H. Dortch
Secretary
Federal Communications Commission
445 Twelfth Street, SW
Washington, D.C. 20554

Re: Request of OnStar, LLC; General Motors Corporation, Debtor-in-Possession; and General Motors LLC for Special Temporary Authority for Expedited Approval of the Transfer of Control of an Authorized International and Domestic Carrier

WC Docket No. 09-108

Dear Ms. Dortch:

OnStar, LLC ("OnStar"); General Motors Corporation, Debtor-in-Possession ("General Motors DIP"); and General Motors LLC ("New GM") (collectively, the "Parties"), through their attorney and pursuant to Section 214 of the Communications Act and Sections 63.04, 63.24, and 63.25 of the Commission's rules, respectfully request such Special Temporary Authority ("STA") as may be necessary or required for expedited approval of the transfer of control of OnStar from General Motors DIP to New GM. The Parties respectfully request that the Commission grant this STA as soon as possible so that the bankruptcy transaction described below can close immediately following the issuance of a court order from the U.S. Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court") approving the sale and transfer of certain assets from General Motors DIP to New GM.

OnStar is a non-facilities based common carrier that provides telecommunications services by reselling capacity on the networks of Verizon Wireless and other carriers. It has both international and domestic Section 214 authority to deliver vehicle-based telecommunications service throughout the United States and to various international points, including Canada. With respect to international services, the Commission has granted OnStar an international Section 214 authorization with global resale authority.¹

¹ See IBFS File Nos. ITC-214-20070823-00346; ITC-ASG-20090224-00104; ITC-T/C-20090611-00281.

On June 1, 2009, OnStar's parent company, General Motors Corporation, filed a voluntary petition for protection under Chapter 11 of the Bankruptcy Code.² As a result of this bankruptcy filing, and in accordance with the U.S. Bankruptcy Code, General Motors Corporation is currently operating as a debtor-in-possession under supervision of the Bankruptcy Court. On June 15, 2009, the Commission accepted the notice of a *pro forma* transfer of control of the Applicant and its international Section 214 authorization to General Motors DIP.³ On June 16, 2009, the Commission accepted a similar notice of a *pro forma* transfer of control related to the Applicant's domestic Section 214 authorization.⁴

General Motors DIP has requested approval from the Bankruptcy Court to transfer certain assets, including OnStar and its FCC licenses, to New GM.⁵ This proposed transaction could close as early as June 30, 2009. The Parties have requested Commission approval to transfer control of OnStar, along with its domestic and international Section 214 authorizations, from General Motors DIP to New GM.⁶ See Exhibit A attached hereto.

The Parties respectfully request that the Commission grant the STA relief requested herein specifically due to the weak financial condition of General Motors DIP. The company faced exigent economic circumstances that forced it to enter Chapter 11 bankruptcy proceedings and become a debtor-in-possession to avoid the complete collapse of its vehicle manufacturing operations and several dependent industries. Consequently, General Motors DIP is unable to obtain credit from lenders to finance continued operations during a prolonged Chapter 11 proceeding. A prolonged Chapter 11 proceeding would further devalue the company's remaining viable assets and damage consumer confidence in the company's products. The proposed sale is the only viable alternative that will permit the realization of the going concern value of General Motors DIP's assets. Thus, it is imperative that all transactions related to the bankruptcy proceeding and required for the emergence of New GM not suffer any delay. In fact, even a short delay would have a serious and immediate detrimental impact on New GM's supply chain, dealers, and hundreds of thousands of employees of such suppliers and dealers, as well as upon New GM's competitors that purchase parts from such suppliers.

Granting the STA authorizing the Parties to close the transaction swiftly is in the public interest because it will allow OnStar to continue providing vehicle-based services to its existing consumers without disruption (and without a change in carriers). In addition, an STA will allow

² See *In re General Motors Corporation, Debtor*, Case No. 09-50026 (REG) (Bankr. S.D.N.Y. filed June 1, 2009).

³ See IBFS File No. ITC-T/C-20090611-00281.

⁴ See Letter from Ari Q. Fitzgerald, Counsel to OnStar, LLC, to Marlene H. Dortch (filed June 16, 2009).

⁵ At or before the closing, the parties to this transaction may create a new entity with the same investors and equity distribution as General Motors LLC and convert General Motors LLC into a wholly-owned subsidiary of that new entity. If this occurs, the parties will notify the Commission pursuant to Section 1.65 of the Commission's rules. See also *In re General Motors Corporation, Notice of Sale Hearing to Sell Substantially All of Debtors' Assets Pursuant to Master Sale and Purchase Agreement with Vehicle Acquisition Holdings, LLC, A U.S. Treasury-Sponsored Purchaser*, Case No. 09-50026 (REG) (Bankr. S.D.N.Y. filed June 2, 2009).

⁶ See IBFS File No. ITC-T/C-20090622-00295; see also Domestic Section 214 Application Filed For the Transfer of Control of General Motors Corporation, Debtor-in-Possession, to General Motors LLC – Streamlined Pleading Cycle Established, WC Docket No. 09-108, *Public Notice*, DA 09-1453 (rel. June 26, 2009).

New GM to move forward and compete more effectively, in a better financial position, across its various business units. Therefore, granting the STA is also in the public interest because it will promote competition in the markets for domestic and international telecommunications services.

For the foregoing reasons, the Parties request that the Commission grant an STA as soon as possible authorizing them to close the transaction involving the transfer of control of OnStar. The Parties acknowledge that a grant of this request will not prejudice action by the Commission on the underlying joint section 214 transfer of control application and that any authority granted pursuant to this request is subject to cancellation or modification upon notice, but without a hearing.

If you have any questions, or if any additional information would be helpful, please contact the undersigned.

Respectfully submitted,

/s/ Ari Q. Fitzgerald

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