

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554**

In the Matter of)	
)	IB Docket No. 08-232
IRIDIUM HOLDINGS, LLC and)	DA No. 08-2574
IRIDIUM CARRIER HOLDINGS LLC,)	
Transferors,)	File Nos.
)	ITC-T/C-20081021-00471
and)	SAT-T/C-20081021-00208
)	SES-T/C-20081021-01350
GHL ACQUISITION CORP.,)	SES-T/C-20081021-01351
Transferee,)	SES-T/C-20081021-01352
)	SES-T/C-20081021-01353
for Consent to Transfer 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)	

**PETITION TO ADOPT CONDITIONS
ON TRANSFER OF CONTROL**

Pursuant to Section 1.41 of the Federal Communications Commission's ("Commission") rules,¹ the Department of Justice ("DOJ"), including the Federal Bureau of Investigation ("FBI"), with the concurrence of the Department of Homeland Security ("DHS"), (collectively, the "Executive Agencies"), hereby submit this Petition to Adopt Conditions on the above-referenced applications for transfer of control of certain licenses and Section 214 authorizations ("Petition"). Through this Petition, the Executive Agencies advise the Commission that they have no objection to the Commission consenting to the captioned transfer of control, provided that the Commission conditions its consent on the agreement of Iridium Holdings LLC, Iridium Carrier Holdings LLC (together with Iridium Holdings LLC, "Iridium") and GHL Acquisition Corp. ("GHQ"), and their respective subsidiaries and affiliates (the "Applicants"), to abide by the commitments and undertakings set forth in the Agreement dated August 17, 2001 (the "NSA"), previously filed with the Commission in File No. SAT-ASG-20010319-00025,

¹ 47 C.F.R. § 1.41.

between Iridium Holdings LLC, Iridium Satellite LLC, Iridium Carrier Holdings LLC and Iridium Carrier Services, LLC (the “Iridium NSA Parties”) on the one hand, and DOJ and the FBI on the other.

In the captioned matter submitted in October 2008, the Applicants seek approval of applications filed pursuant to the Communications Act of 1934, as amended (“Act”) for consent to the transfer of control of certain wireless and satellite licenses and international Section 214 authorizations (“Licenses”), together with certain other assets, from Iridium to GHQ. As the Commission is aware, the Executive Agencies have taken the position that their ability to satisfy their obligations to protect the national security, enforce the laws, and preserve the safety of the public could be impaired to the extent that foreign entities own or operate a part of the U.S. telecommunications system, or foreign-located facilities are used to provide domestic telecommunications services to U.S. customers. The Commission has long recognized that national security, law enforcement, and public safety issues and concerns are part of its public interest analysis in matters such as this,² and has accorded deference to the views of other U.S. government agencies with expertise in those areas.³

As noted above, the NSA has been in place since August 2001 to help to ensure that the Executive Agencies and other entities with responsibility for enforcing the law, protecting the national security, and preserving public safety can proceed appropriately to satisfy those responsibilities. After discussions with representatives of the Applicants, the Executive Agencies have concluded that the commitments set forth in the NSA will help to ensure that the Executive Agencies and other responsible authorities can proceed appropriately to satisfy their responsibilities. In addition, on April 14, 2009, the Applicants jointly filed a letter with the FCC expressly requesting that the FCC condition its consent to the transfer of control of each of the Licenses on compliance by the Applicants with the terms of the NSA and confirming that the Applicants will honor these

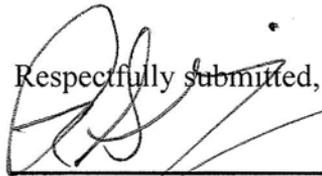
² See *Rules and Policies on Foreign Participation in the U.S. Telecommunications Market*, Report and Order and Order on Reconsideration, 12 FCC Rcd 23891, 23919-21 ¶¶ 61-66 (1997) (“*Foreign Participation Order*”); see also *Amendment of the Commission's Regulatory Policies to Allow Non-U.S. Licensed Space Stations to Provide Domestic and International Satellite Service in the United States*, Report and Order, 12 FCC Rcd 24094, 24100 ¶ 15 (1997) (“*DISCO II*”).

³ See *Foreign Participation Order* at 23919-20 ¶¶ 62-63; see also *DISCO II* at 24179-80 ¶¶ 179-80.

commitments. Based on these representations, as well as information provided to the Executive Agencies by the Applicants, and analysis by the Executive Agencies of potential national security, law enforcement and public safety issues, the Executive Agencies hereby advise the Commission that they have no objection to the Commission consenting to the captioned transfer of control applications, provided that the Commission conditions its consent on compliance by the Applicants with the commitments set forth in the NSA.

The Executive Agencies are authorized to state that the Applicants do not object to the grant of this Petition.

Respectfully submitted,



Richard C. Sofield
Director
Foreign Investment Review Staff
National Security Division
United States Department of Justice
950 Pennsylvania Avenue, N.W.
Washington, DC 20530

July 30, 2009

CERTIFICATE OF SERVICE

I hereby certify that on this 31st day of July, 2009, I caused a true and correct copy of the foregoing PETITION TO ADOPT CONDITIONS ON TRANSFER OF CONTROL to be served via electronic mail delivery to each of the following parties:

Howard Griboff (via email at howard.griboff@fcc.gov)
Best Copy and Printing, Inc. (via email at fcc@bcpiweb.com)
Francis Gutierrez (via email at francis.gutierrez@fcc.gov)
Jodi Cooper (via email at jodi.cooper@fcc.gov)
Karl Kensinger (via email at karl.kensinger@fcc.gov)
Neil Dellar (via email at neil.dellar@fcc.gov)
John B. Reynolds, III (via email at jreynolds@wileyrein.com)

/s/ Joanne P. Ongman
Joanne P. Ongman