

Description of the Application

This application seeks consent to a transfer of control of experimental license call signs WE2XUB, WE2XUC, and WE2XUD, authorized to OnStar, LLC (the “Licensee”), from General Motors Corporation, Debtor-in-Possession (“General Motors DIP”) to General Motors LLC (“New GM”).

On June 1, 2009, the Licensee’s parent company, General Motors Corporation, filed a voluntary petition for protection under Chapter 11 of the U.S. Bankruptcy Code in the U.S. Bankruptcy Court for the Southern District of New York (the “Bankruptcy Court”).¹ 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 12, 2009, the Commission consented to a transfer of control of the experimental licenses to General Motors DIP.² General Motors DIP has requested approval from the Bankruptcy Court to transfer certain assets, including the Licensee and its interest in the above-mentioned experimental licenses, to New GM.³

Upon approval from the Bankruptcy Court, four entities will hold membership interests in New GM. The United States Treasury (“UST”) will hold 60.8% of the membership interests, UAW Retiree Medical Benefits Trust (“New VEBA”) will hold 17.5% of the membership interests, 7176384 Canada, Inc., a wholly-owned subsidiary of the Canadian Development Investment Corporation (“CDIC”), will hold 11.7% of the membership interests, and General Motors Corporation (“Old GM”) will hold 10% of the membership interests. The initial board of directors of New GM will have 13 members, and UST will have the power to designate 10 of the 13 members.

The Commission’s consent to the transfer of control of the experimental licenses will serve the public interest because it will allow New GM to quickly emerge from bankruptcy and continue as a viable business, while protecting jobs for the company’s employees, restoring consumer and investor confidence, preserving the federal government’s goal of maintaining the U.S. auto industry, and ensuring that the spectrum covered by these FCC licenses continues to be put to productive use by the Licensee.

David Markowitz is certifying this application on behalf of the proposed transferee General Motors LLC, identified as New GM above. David Markowitz is President and Secretary of NGMCO, Inc. At or before closing, NGMCO, Inc. is expected to be converted into General Motors LLC. General Motors LLC will have the same EIN as NGMCO, Inc.⁴

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

² See OET File No. 0019-EX-TU-2009.

³ See *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).

⁴ In addition, at or before the closing, the parties to this transaction may create one or more new entities with the ultimate parent having the same investors and equity distribution as General Motors LLC and convert General Motors LLC into a wholly-owned subsidiary of one of the new entities. If this occurs, the parties will notify the Commission pursuant to Section 1.65 of the Commission’s rules.