

October 28, 2015

By Electronic Filing

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

**Re: Amended Request for International Section 214 Special Temporary Authority
OnStar, LLC and General Motors Company**

Dear Ms. Dortch:

OnStar, LLC (“OnStar” or “Licensee”) and General Motors Company (“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 Federal Communications Commission’s (“FCC”) rules, respectfully request Special Temporary Authority (“STA”) for 60 days to allow OnStar to continue operating while the FCC reviews the Parties’ application seeking consent to a transfer of control of the International and Domestic Section 214 authority held by OnStar, from GM’s board of directors that was previously controlled by the United States Treasury (“UST”) (due to its majority shareholder interests) to GM’s current board of directors that is now elected by a diverse shareholder base.¹ See Exhibit A attached hereto. As explained below, a transfer of control has occurred because the UST no longer has the power to designate more than half of the members of GM’s board of directors.

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 FCC has granted OnStar an International Section 214 authorization with global resale authority.²

On July 16, 2009, the FCC granted consent to the transaction that permitted the Licensee’s then ultimate parent company, General Motors Corporation, Debtor-In-Possession (“GM-DIP”), to transfer its productive assets, including International Section 214 Authority, IBFS File No. ITC-214-20070823-00346, to GM, whose board of directors was controlled by the UST.³ GM-DIP exited bankruptcy protection in July 2009. The Licensee notified the FCC on November 24, 2009 of a

¹ See IBFS File No. ITC-T/C-20150929-00230.

² IBFS File No. ITC-214-20070823-00346.

³ See, *i.e.*, IBFS File No. ITC-T/C-20090622-00295.

subsequent corporate restructuring.⁴ After the consummation of the corporate restructuring, the following four entities indirectly controlled the International Section 214 authority held by the Licensee: UST, holding 60.8% of GM's outstanding shares; UAW Retiree Medical Benefits Trust ("VEBA"), holding 17.5% of GM's outstanding shares; 7176384 Canada, Inc., a wholly-owned subsidiary of the Canadian Development Investment Corporation ("CDIC"), holding 11.7% of GM's outstanding shares; and Motors Liquidation Company ("Old GM"), holding 10% of GM's outstanding shares. GM's board of directors had 13 members, and the UST had the power to designate 10 of the 13. Thus, for FCC ownership analysis purposes, the UST controlled GM in July 2009⁵ because it held more than 50% of GM's outstanding shares and had the power to designate more than half of the members of GM's board of directors.⁶

As a result of a series of public offerings of GM's stock, GM's outstanding stock is now widely held. Moreover, other than the VEBA, no one person or entity currently controls 5% or more of GM's outstanding stock. UST's interest in GM's outstanding stock fell below 50% on November 17, 2010 when the UST sold shares in GM's initial public offering. However, the UST remained GM's largest stockholder until it sold the last of its shares in 2013. On November 18, 2010, the UST no longer had the ability to designate nominees for election to GM's board of directors. In April 2015, CDIC sold its last remaining shares in GM. Similarly, Old GM currently holds less than 5% of GM's outstanding stock, and the VEBA has reduced its holdings to 8.7% of GM's outstanding stock. Today, GM's largest shareholders are primarily institutional investors and mutual funds.

GM at all times intended to comply with the FCC's transfer of control rules. The delay in filing for FCC approval of the transfer of control described above was the result of administrative oversight. GM's operations are primarily focused on non-communications-related activities. While the FCC authorizations at issue here are important to the company's operations, administrative oversight of this type is not uncommon for companies with such authorizations. Moreover, as a publicly-traded company, the makeup of GM's shareholder base is constantly changing and GM may not know in advance if such changes could trigger the need for prior FCC approval. Finally, the unique facts of this case (*i.e.*, that UST, and not a private party or parties, held control of GM for FCC purposes in July 2009 and UST later sold all of its interest in GM into the market) are not likely to be repeated in the future. GM asserts that no party has been harmed by its late-filed transfer of control application because it is a publicly-traded company, its equity is widely-held, and the UST's divestiture was widely reported and well known. Furthermore, the Licensee today and in the future will continue to use its Domestic and International Section 214 Authority in the same manner it did prior to the transfer of control.

⁴ See, *i.e.*, IBFS File No. ITC-T/C-20091124-00495. As a result of this transaction, the Licensee is (and remains) a direct, wholly-owned subsidiary of General Motors Holdings LLC, which is a direct, wholly-owned subsidiary of GM.

⁵ GM was created from the productive assets of Old GM purchased in a § 363 (11 U.S.C. § 363) sale.

⁶ See 47 C.F.R. § 63.24(a),(c) (stating that an ownership change from less than 50% to more than 50% is a change in control, and other ownership changes are analyzed on a case-by-case basis).

Granting the STA is in the public interest because it allows the Licensee to continue its operations that support critical wireless communications for OnStar's hands free calling ("HFC") service, including E911. The transfer of control at issue here also facilitated GM's return to non-UST controlled ownership and in no way had any adverse impact on the quality or availability of OnStar's HFC service, including E911. Given that GM's operations include substantial non-communications-related activities and services, it would be inequitable, unduly burdensome and contrary to the public interest for the FCC to deny this STA request.⁷

OnStar and GM acknowledge that the grant of this STA will not prejudice any action the FCC may take on the underlying transfer of control applications. The Parties further acknowledge that this STA can be revoked by the FCC upon its own motion without a hearing, and that grant of an STA and the underlying application will not preclude enforcement action.

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

Respectfully submitted,

/s/ Ari Q. Fitzgerald

Ari Q. Fitzgerald
Partner
ari.fitzgerald@hoganlovells.com
D 202-637-5423

Counsel to OnStar, LLC and General Motors Company

⁷ The Wireline Competition Bureau has already granted a similar STA request relating to OnStar's Domestic Section 214 Authority.

Approved by OMB
3060-0686

INTERNATIONAL SECTION 214 AUTHORIZATIONS FOR ASSIGNMENT OR TRANSFER OF CONTROL FCC FORM 214TC FOR OFFICIAL USE ONLY	
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APPLICANT INFORMATION

Enter a description of this application to identify it on the main menu:

Transfer of Control of OnStar, LLC

1. Legal Name of Applicant			
Name:	OnStar, LLC	Phone Number:	313-556-5000
DBA Name:		Fax Number:	
Street:	300 Renaissance Center Mail Code 482-C16-B16	E-Mail:	mark.riashi@gm.com
City:	Detroit	State:	MI
Country:	USA	Zipcode:	48265 -3000
Attention:	Mark Riashi		

2. Name of Contact Representative

Name:	Ari Fitzgerald	Phone Number:	202-637-5423
Company:	Hogan Lovells US LLP	Fax Number:	
Street:	555 13th St., NW	E-Mail:	ari.fitzgerald@hoganlovells.com
City:	Washington	State:	DC
Country:	USA	Zipcode:	20004-
Attention:		Relationship:	Legal Counsel

CLASSIFICATION OF FILING

3. Choose the button next to the classification that best describes this filing. Choose only one.

a. Assignment of Section 214 Authority

An Assignment of an authorization is a transaction in which the authorization, or a portion of it, is assigned from one entity to another. Following an assignment, the authorization will usually be held by an entity other than the one to which it was originally granted. (See Section 63.24(b).)

b. Transfer of Control of Section 214 Authority

A Transfer of Control is a transaction in which the authorization remains held by the same entity, but there is a change in the entity or entities that control the authorization holder. (See Section 63.24(c).)

c. Notification of Pro Forma Assignment of Section 214 Authority (No fee required)

d. Notification of Pro Forma Transfer of Control of Section 214 Authority (No fee required)

Date of Consummation: Must be completed if you select c or d.

4. File Number(s) of Section 214 Authority(ies) for Which You Seek Consent to Assign or Transfer Control.
 Note: If the Section 214 Authorization Holder whose authority is being assigned or transferred does not have an "ITC" File No. under which it is operating, contact the Help Desk for assistance before proceeding further with this application. You cannot enter an "ITC-ASG" or "ITC-T/C" File No. in response to this question. Your response must specify one or more "ITC" File Nos. Relevant "ITC-ASG" or "ITC-T/C" File Nos. should be listed only in Attachment 1 in response to Question 10.

File Number: IT C214200708230 0346	File Number:	File Number:	File Number:	File Number:	File Number:	File Number:	File Number:
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5. Name of Section 214 Authorization Holder

Name: OnStar, LLC **Phone Number:** 313-556-5000

DBA Name: **Fax Number:**

Street: 300 Renaissance Center **E-Mail:** mark.riashi@gm.com

City: Detroit **State:** MI

Country: USA **Zipcode:** 48265
-

Attention:

6. Name of Assignor / Transferor

Name:	General Motors Company (UST Controlled Board of Directors)	Phone Number:	313-556-5000
DBA Name:		Fax Number:	
Street:	300 Renaissance Center	E-Mail:	mark.riashi@gm.com
City:	Detroit	State:	MI
Country:	USA	Zipcode:	48265
Attention:	Mark Riashi		

7. Name of Assignee / Transferee

Name:	General Motors Company	Phone Number:	313-556-5000
DBA Name:		Fax Number:	
Street:	300 Renaissance Center	E-Mail:	mark.riashi@gm.com
City:	Detroit	State:	MI
Country:	USA	Zipcode:	48265
Attention:	Mark Riashi		

8a. Is a fee submitted with this application?

- If Yes, complete and attach FCC Form 159. If No, indicate reason for fee exemption (see 47 C.F.R. Section 1.1114).
 Governmental Entity Noncommercial educational licensee Notification of Pro Forma (No fee required.)
 Other (please explain):

8b. You must file a separate application for each legal entity that holds one or more Section 214 authorizations to be assigned or transferred.

Fee Classification CUT – Section 214 Authority

9. Description (Summarize the nature of the application.)

(If the complete description does not appear in this box, please go to the end of the form to view it in its entirety.)

Request for consent to the Transfer of Control of Section 214
Authority held by OnStar, LLC from General Motors Company (UST
Controlled Board of Directors) to General Motors Company (Current
Board of Directors)

10. In Attachment 1, please respond to paragraphs (c) and (d) of Section 63.18 with respect to the assignor/transferor and the assignee/transferee. Label your response "Answer to Question 10".

11. Does any entity, directly or indirectly, own at least ten (10) percent of the equity of the assignee/transferee as determined by successive multiplication in the manner specified in the note to Section 63.18(h) of the rules? Yes No

If you answered "Yes" to this question, provide in Attachment 1, the name, address, citizenship, and principal businesses of each person or entity that directly or indirectly owns at least ten (10) percent of the equity of the assignee/transferee, and the percentage of equity owned by each of those persons or entities (to the nearest one percent). Label your response "Answer to Question 11."

12. Does the assignee/transferee have any interlocking directorates with a foreign carrier?

Yes No

If you answered "Yes" to this question, identify each interlocking officer/director in Attachment 1. (See Section 63.09(g).) Provide the name and position/title of the individual or entity, the name of the foreign carrier, and the country in which the foreign carrier is authorized to operate. Label your response: "Answer to Question 12."

13. Provide in Attachment 1 a narrative of the means by which the proposed assignment or transfer of control will take place. In circumstances of a substantial assignment or transfer of control pursuant to Section 63.24(e), where the assignor seeks authority to assign only a portion of its U.S. international assets and/or customer base, please specify whether the assignor requests authority to continue to operate under any or all of its international Section 214 File Nos. after consummation; and, if so, please specify in Attachment 1 each File No. it seeks to retain in its own name. Label your response "Answer to Question 13."

Note: The assignor may retain any or all of its international Section 214 File Nos. In that case, the assignor will continue to hold the international section 214 authorizations that it specifies in response to this question. The ITC-ASG File No. that the Commission assigns to this application will, when granted, constitute Commission authorization of the proposed assignment of assets and /or customers from the assignor to the assignee. Unless Commission grant of the assignment application specifies otherwise, the assignee may provide the same services on the same routes as permitted under the assignor's Section 214 authorization(s), and the assignee may provide such service to any customers it may obtain in the ordinary course of business.

If this filing is not a notification of a pro forma assignment or pro forma transfer of control, please respond to Questions 14-20 below. (See Section 63.24(d).) Otherwise, you may proceed to Question 21 below.

14. Check "Yes" below if the assignee is a foreign carrier or if, upon consummation of the proposed assignment or transfer of control, the Section 214 holder would be affiliated with a foreign carrier. (See Section 63.18 (i).) The terms "foreign carrier" and "affiliated" are defined in Section 63.09 (d) & (e) of the rules respectively.

Yes No

If you answered "Yes" to this question, please specify in Attachment 1 each foreign country in which the assignee is a foreign carrier or in which the Section 214 holder, upon consummation, would be affiliated with a foreign carrier. Label your response, "Answer to Question 14."

15. If this application is granted and the proposed assignment or transfer is consummated, would the Section 214 holder be authorized to provide service to any destination country for which any of the following statements is true?

Yes No

- (1) The Section 214 holder is a foreign carrier in that country; or
- (2) The Section 214 holder controls a foreign carrier in that country; or
- (3) Any entity that owns more than 25 percent of the Section 214 holder, or that controls the Section 214 holder, controls a foreign carrier in that country.
- (4) Two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25 percent of the Section 214 holder and are parties to, or the beneficiaries of, a contractual relation (e.g., a joint venture or market alliance) affecting the provision or marketing of international basic telecommunications services in the United States.

If you answered "Yes" to this question, please specify in Attachment 1 each foreign carrier and country for which any of the above statements would be true. Label your response, "Answer to Question 15."

16. If you answered "Yes" to question 14, do you request classification of the Section 214 holder as a "non-dominant" carrier, upon consummation of the proposed transaction, between the United States and any or all countries listed in response to Question 14? See Section 63.10 of the rules.

Yes No

If you answered "Yes" to this question, you must provide information in Attachment 1 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10 of the rules on each U.S.-destination country route where it would be a foreign carrier, or would be affiliated with a foreign carrier and for which you request non-dominant classification. Label your response, "Answer to Question 16."

17. If you answered "Yes" to question 14 and you have not provided information in response to Question 16 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10 of the rules on each U.S.-destination route where it would be a foreign carrier, or be affiliated with a foreign carrier, check "Yes" below to certify that the assignee/transferee agrees to comply with the dominant carrier safeguards in Section 63.10 (c) & (e) of the rules in the provision of international service between the United States and any foreign country(ies) for which you have not provided the required information.

Yes, I certify that I agree to comply with the dominant carrier safeguards in Section 63.10 (c) & (e) of the rules in my provision of international service between the United States and the following foreign country(ies):

No, Does not apply.

18. If you answered "Yes" to question 15, and if you have not provided information in response to question 16 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10 of the rules in its provision of service to each of the countries identified in response to question 15, the Section 214 holder may not be eligible to provide international telecommunications service between the U.S. and each such country following consummation of the assignment or transfer. In order to determine whether the public interest would be served by authorizing service on these U.S.-destination country routes, the assignee/transferee must provide information, in Attachment 1, to satisfy one of the showings specified in Section 63.18(k) of the rules. Label your response, "Answer to Question 18."

19. If the assignee, or the Section 214 holder that is the subject of this transfer of control application, is a provider of Commercial Mobile Radio Services, you need not answer this question.

If any of the Section 214 authorization(s) that would be assigned or transferred, authorize the Section 214 holder to resell the international switched services of an unaffiliated U.S. carrier for the purpose of providing international telecommunications services to a country listed in response to question 14, and unless you have provided information in response to question 16 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10(a)(3) of the rules for each country, check "Yes" below to certify that the assignee/transferee will file the quarterly traffic reports required by Section 43.61(c) of the rules; and/or state in Attachment 1 that the foreign carrier(s) for which the applicant has not made a showing under Section 63.10(c)(3) do(es) not collect settlement payments from U.S. international carriers. (See Section 63.18(1).)

Yes, I certify that I agree to comply with the quarterly traffic reporting requirements set forth in section 43.61(c) of the rules.

20. If the applicant desires streamlined processing pursuant to Section 63.12 of the rules, provide in Attachment 1 a statement of how the application qualifies for streamlined processing. (See Section 63.18(p).) Note that, if the application is being filed in connection with a sale of assets or reorganization of a carrier or its parent pursuant to the U.S. bankruptcy laws, the application may not be eligible for streamlined processing until final bankruptcy court approval of the proposed sale or reorganization.

Applicant certifies that its responses to questions 21 through 25 are true:

21. The assignee/transferee certifies that it has not agreed to accept special concessions directly or indirectly from a foreign carrier with respect to any U.S. international route where the foreign carrier possesses sufficient market power on the foreign end of the route to affect competition adversely in the U.S. market and will not enter into any such agreements in the future. Yes No

22. By signing this application, the undersigned certify either (1) that the authorization(s) will not be assigned or that control of the authorization(s) will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to the notification procedures for pro forma transactions under Section 63.24 of the rules. The assignee/transferee also acknowledges that the Commission must be notified by letter within 30 days of a consummation or of a decision not to consummate. (See Section 63.24(e)(4).) Yes No

23. If this filing is a notification of a pro forma assignment or transfer of control, the undersigned certify that the assignment or transfer of control was pro forma and that, together with all previous pro forma transactions, does not result in a change in the actual controlling party. Yes No Not a Pro Forma

<p>24. The undersigned certify that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.</p>	<p><input checked="" type="radio"/> Yes <input type="radio"/> No</p>
<p>25. The assignee/transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.</p>	<p><input checked="" type="radio"/> Yes <input type="radio"/> No</p>

CERTIFICATION

<p>26. Printed Name of Assignor / Transferor General Motors Company (UST Controlled Board of Di</p>	<p>29. Printed Name of Assignee / Transferee General Motors Company (Current Board of Directors</p>
<p>27. Title (Office Held by Person Signing) GM Legal</p>	<p>30. Title (Office Held by Person Signing) GM Legal</p>
<p>28. Signature (Enter the name of the person who will sign the paper version of this form for retention in their files) Mark Riashi</p>	<p>31. Signature (Enter the name of the person who will sign the paper version of this form for retention in their files) Mark Riashi</p>
<p style="text-align: center;">WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND / OR IMPRISONMENT (U.S. Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION AUTHORIZATION (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).</p>	

FCC NOTICE REQUIRED BY THE PAPERWORK REDUCTION ACT

The public reporting for this collection of information is estimated to average 8 hours per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the required data, and completing and reviewing the collection of information. If you have any comments on this burden estimate, or how we can improve the collection and reduce the burden it causes you, please write to the Federal Communications Commission, AMD–PERM, Paperwork Reduction Project (3060–0686), Washington, DC 20554. We will also accept your comments regarding the Paperwork Reduction Act aspects of this collection via the Internet if you send them to PRA@fcc.gov. PLEASE DO NOT SEND COMPLETED FORMS TO THIS ADDRESS.

Remember – You are not required to respond to a collection of information sponsored by the Federal government, and the government may not conduct or sponsor this collection, unless it displays a currently valid OMB control number or if we fail to provide you with this notice. This collection has been assigned an OMB control number of 3060–0686.

THE FOREGOING NOTICE IS REQUIRED BY THE PAPERWORK REDUCTION ACT OF 1995, PUBLIC LAW 104–13, OCTOBER 1, 1995, 44 U.S.C. SECTION 3507.

ATTACHMENT 1
International Section 214 Transfer of Control Application

I. INTRODUCTION AND SUMMARY OF THE TRANSACTION

OnStar, LLC (“OnStar” or “Licensee”) is the holder of the Federal Communications Commission (“FCC”) International Section 214 Authority, IBFS File No. ITC-214-20070823-00346, which authorizes OnStar to provide global resold telecommunications services. This application seeks consent to a transfer of control of the International 214 authority held by the Licensee, from General Motors Company’s (“GM”) board of directors that was previously controlled by the United States Treasury (“UST”) (due to its majority shareholder interests) to GM’s current board of directors (that is elected by a diverse shareholder base). As explained below, a transfer of control has occurred because the UST no longer has the power to designate more than half of the members of GM’s initial board of directors.

On July 16, 2009, the Commission granted consent to the transaction that permitted the Licensee’s then ultimate parent company, General Motors Corporation, Debtor-In-Possession (“GM-DIP”), to transfer its productive assets, including the International Section 214 Authority, IBFS File No. ITC-214-20070823-00346, to GM, whose board of directors was controlled by the UST.¹ GM-DIP exited bankruptcy protection in July 2009. The Licensee notified the Commission on November 24, 2009 of a subsequent corporate restructuring.² After the consummation of the corporate restructuring, the following four entities indirectly controlled the International 214 authority held by the Licensee: UST, holding 60.8% of GM’s outstanding shares; UAW Retiree Medical Benefits Trust (“VEBA”), holding 17.5% of GM’s outstanding shares; 7176384 Canada, Inc., a wholly-owned subsidiary of the Canadian Development Investment Corporation (“CDIC”), holding 11.7% of GM’s outstanding shares; and Motors Liquidation Company (“Old GM”), holding 10% of GM’s outstanding shares. GM’s board of directors had 13 members, and the UST had the power to designate 10 of the 13. Thus, for FCC ownership analysis purposes, the UST controlled GM in July 2009³ because it held more than 50% of GM’s outstanding shares and had the power to designate more than half of the members of GM’s board of directors.⁴ See Exhibit 1.

As a result of a series of public offerings of GM’s stock, GM’s outstanding stock is now widely held. Moreover, other than the VEBA, no one person or entity currently controls five percent or more of GM’s outstanding stock. UST’s interest in GM’s outstanding stock fell below 50% on November 17, 2010 when the UST sold shares in GM’s initial public offering. However, the UST remained GM’s largest stockholder until it sold the last of its shares in 2013. On November 18, 2010, the UST

¹ See, i.e., IBFS File No. ITC-T/C-20090622-00295.

² See, i.e., IBFS File No. ITC-T/C-20091124-00495. As a result of this transaction, the Licensee is (and remains) a direct, wholly-owned subsidiary of General Motors Holdings LLC, which is a direct, wholly-owned subsidiary of GM.

³ GM was created from the productive assets of Old GM purchased in a §363 (11 U.S.C. §363) sale.

⁴ See 47 C.F.R. § 63.24(a),(c) (stating that an ownership change from less than 50% to more than 50% is a change in control, and other ownership changes are analyzed on a case-by-case basis).

no longer had the ability to designate nominees for election to GM's board of directors. In April 2015, CDIC sold its last remaining shares in GM. Similarly, Old GM currently holds less than 5% of GM's outstanding stock, and VEBA has reduced its holdings to 8.7% of GM's outstanding stock. Today, GM's largest stockholders are primarily institutional investors and mutual funds.

Control of GM now rests with its diverse shareholder base and current board of directors, who were elected after the UST divested all of its shares. The members of GM's current board of directors that were elected at GM's June 2015 Annual Meeting are: Mary T. Barra; Joseph J. Ashton; Stephen J. Girsky; Linda R. Gooden; Joseph Jimenez; Kathryn V. Marinello; James J. Mulva; Admr. Michel G. Mullen, USN (ret.); Patricia F. Russo; Thomas M. Schoewe; Theodore M. Solso; and Carol M. Stephenson.

GM, pursuant to Section 1.3 of the Commission's rules, hereby requests a waiver of the requirement in Section 63.24(c) of the Commission's rules to obtain prior approval for transfers of control. To obtain a waiver of Section 63.24(c), an entity must demonstrate that there is good cause shown for the waiver.⁵ As demonstrated below, the waiver standard is satisfied in this instance.

GM at all times intended to comply with the Commission's rules. The delay in filing for Commission approval of the transfer of control described above was the result of administrative oversight. GM's operations are primarily focused on non-communications-related activities. While the Commission authorization at issue here is important to GM's operations, administrative oversight of this type is not uncommon for companies with such authorizations. Moreover, as a publicly-traded company, the makeup of GM's shareholders is constantly changing and GM may not know in advance if such changes could trigger the need for prior Commission approval. Finally, the unique facts of this case (*i.e.*, that UST, and not a private party or parties, held control of GM for FCC purposes in July 2009 after GM was created and UST later sold all of its interest in GM into the market) are not likely to be repeated in the future. GM asserts that no party has been harmed by its late-filed transfer of control application because it is a publicly-traded company, its equity is widely-held, and the UST's divestiture was widely reported and well known. Furthermore, the Licensee today and in the future will continue to use its International Section 214 Authority in the same manner it did prior to the transfer of control.

GM recognizes the importance of full compliance with the Commission's licensing requirements and other regulations – including Section 63.24(c) – and is committed to meeting all of its FCC obligations in the future. GM's counsel are also taking steps to ensure that relevant GM personnel are made aware of the Commission's license transfer of control rules, so that a similar administrative oversight can be avoided in the future.

Commission consent to the Transaction, and a waiver of the prior approval requirement contained in Section 63.24(c), is in the public interest because it allows the Licensee to continue its operations that support critical wireless communications for OnStar's hands free calling ("HFC") service, including E911. The transfer of control at issue here also facilitated GM's return to non-UST

⁵ 47 C.F.R. § 1.3 (stating that the Commission's rules may be waived if good cause is shown).

controlled ownership. Given that GM's operations include substantial non-communications-related activities and services, it would be inequitable, unduly burdensome and contrary to the public interest for the Commission to deny the requests made in this application.

II. INFORMATION REQUIRED BY SECTION 63.24(e) OF THE COMMISSION'S RULES

The parties submit the following information pursuant to Section 63.24(e) of the Commission's rules, including the information requested in Section 63.18:⁶

In response to Section 63.18(a):

OnStar, LLC ("Licensee")
300 Renaissance Center
Mail Code 482-C16-B16
Detroit, MI 48265-3000
Telephone: (313) 665-2371
FRN: 0008883092

General Motors Company (UST Controlled Board of Directors) ("Transferor")
OnStar, LLC
300 Renaissance Center
Detroit, MI 48265-3000
Telephone: (313) 556-5000
FRN: 0024460107

General Motors Company (Current Board of Directors) ("Transferee")
OnStar, LLC
300 Renaissance Center
Detroit, MI 48265-3000
Telephone: (313) 556-5000
FRN: 0024459711

In response to Section 63.18(b):

Licensee is a Delaware limited liability company. Transferor and Transferee are Delaware corporations.

⁶ 47 C.F.R. §§ 63.18, 63.24(e).

Answer to Question 10

In response to Section 63.18(c):

Please direct correspondence concerning this application to the following:

For the Licensee, Transferor and Transferee:

Mr. Ari Fitzgerald
Partner
Hogan Lovells US LLP
555 13th Street NW
Washington, DC 20004
Telephone: (202) 637-5423
ari.fitzgerald@hoganlovells.com

Mr. Mark Riashi
OnStar, LLC
300 Renaissance Center
Detroit, MI 48265-3000
Telephone: (313) 556-5000
mark.riashi@gm.com

In response to Section 63.18(d):

Transferee does not hold authority under Section 214 of the Communications Act, as amended.

Answer to Question 11

In response to Section 63.18(h):

The transferee is:

General Motors Company (Current Board of Directors)
300 Renaissance Center
Detroit, Michigan 48265-3000
Citizenship: United States
Principal Business: Vehicle Manufacturing
Relationship: 100% Owner of OnStar, LLC

The name, address, citizenship and principal business of any person or entity currently holding, either directly or indirectly, at least a ten percent equity or voting interest in the Transferee are listed below:

Transferee is a widely-held, publicly-traded company that does not have any 10 percent or greater interest holders. The members of GM's board of directors that were elected in July 2015 are listed below.

Mary T. Barra
Joseph J. Ashton
Stephen J. Girsky
Linda R. Gooden
Joseph Jimenez
Kathryn V. Marinello
James J. Mulva
Admr. Michel G. Mullen, USN (ret.)
Patricia F. Russo
Thomas M. Schoewe
Theodore M. Solso
Carol M. Stephenson

Answer to Question 12

Interlocking directorates of the Transferee:

The Transferee has no interlocking directorates.

Answer to Question 13

As discussed above, the parties request consent to a transfer of control of the International Section 214 authority held by the Licensee from GM's board of directors that was previously controlled by the UST to GM's current board of directors.

Answer to Question 14

In response to Section 63.18(i)

After consummation of the proposed transaction, the International Section 214 holder will not be affiliated with any foreign carriers.

Answer to Question 15

In response to Section 63.18(j)

After consummation of the proposed transaction, no entity that controls the International Section 214 holder will also control, or hold at least 25% of the voting or equity interests, in a foreign carrier.

Answer to Question 16

In response to Section 63.18(m)

Pursuant to Section 63.10(a)(3), the Licensee qualifies for non-dominant carrier status on all international routes because it is not affiliated with any foreign carriers.

To the extent that the Commission evaluates local access markets based on a combination of fixed and wireless connections, the Licensee will not be affiliated with any foreign wireless-only carriers.

Answer to Question 17

In response to Section 63.18(n)

Licensee certifies that it has not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.

Answer to Question 18

In response to Section 63.18(k)

Not Applicable

Answer to Question 20

This application qualifies for streamlined processing consistent with Sections 63.18(p) and 63.12 for the following reasons:

- (1) Applicant has no foreign affiliation with a dominant U.S. carrier.
- (2) Applicant has no foreign affiliation with a foreign carrier that owns only mobile wireless facilities. *See* Section 63.12(c)(1)(iii).

- (3) With regard to all other countries, the Licensee qualifies for a presumption of non-dominance under Section 63.10(a)(3), as described above in the response to Question 16. *See* Section 63.12(c)(1)(ii).

In response to Section 63.18(o)

Licensee certifies pursuant to §§1.2001 through 1.2003 of the Commission's rules that no party to the instant application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988. *See* 21 U.S.C. § 853a.

III. CONCLUSION

For the foregoing reasons, the parties respectfully request that the Commission consent to the transfer of control of the Licensee from the Transferor to the Transferee.

Respectfully submitted,

By: /s/ Ari Q. Fitzgerald

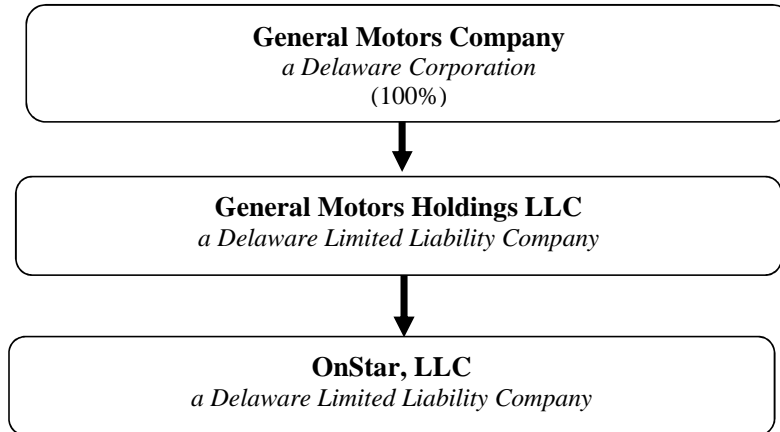
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Counsel to Licensee, Transferor and Transferee

Dated: September 29, 2015

EXHIBIT 1

POST-TRANSACTION OWNERSHIP DIAGRAM
for OnStar, LLC



ATTACHMENT 2
Domestic Section 214 Transfer of Control Application

Pursuant to 47 C.F.R. § 63.04(b) of the Commission's rules, OnStar, LLC ("OnStar" or "Licensee") hereby files a joint International Section 214 transfer of control application and Domestic Section 214 transfer of control application. Thus, OnStar respectfully submits the following information relating to the Domestic Section 214 application, as required by Sections 63.04(a)(6)-(a)(12):

(a)(6) *Description of the Transaction*

OnStar, LLC ("OnStar" or "Licensee") is the holder of the Federal Communications Commission ("FCC") Domestic Section 214 Authority which authorizes OnStar to provide domestic resold telecommunications services.⁷ This application seeks consent to a transfer of control of the Domestic Section 214 Authority held by the Licensee, from General Motors Company's ("GM") board of directors that was previously controlled the United States Treasury ("UST") (due to its majority shareholder interests) to GM's current board of directors (that is elected by a diverse shareholder base). As explained below, a transfer of control has occurred because the UST no longer has the power to designate more than half of the members of GM's initial board of directors.

On July 16, 2009, the Commission granted consent to the transaction that permitted the Licensee's then ultimate parent company, General Motors Corporation, Debtor-In-Possession ("GM-DIP"), to transfer its productive assets, including its Domestic Section 214 Authority, to GM, whose board of directors was controlled by the UST.⁸ GM-DIP existed bankruptcy protection in July 2009. The Licensee notified the Commission on November 24, 2009 of a subsequent corporate restructuring.⁹ After the consummation of the corporate restructuring, the following four entities indirectly controlled the Domestic 214 authority held by the Licensee: UST, holding 60.8% of GM's outstanding shares; UAW Retiree Medical Benefits Trust ("VEBA"), holding 17.5% of GM's outstanding shares; 7176384 Canada, Inc., a wholly-owned subsidiary of the Canadian Development Investment Corporation ("CDIC"), holding 11.7% of GM's outstanding shares; and Motors Liquidation Company ("Old GM"), holding 10% of GM's outstanding shares. GM's board of directors had 13 members, and the UST had the power to designate 10 of the 13. Thus, for FCC ownership analysis purposes, the UST controlled GM in July 2009 because it held more than 50% of GM's outstanding.¹⁰

⁷ Domestic Section 214 Application Filed for the Transfer of Control of General Motors Corporation, Debtor-In-Possession, to General Motors LLC, WC Docket No. 09-108, *Public Notice*, 24 FCC Rcd 8640 (WCB 2009).

⁸ *See, i.e.*, IBFS File No. ITC-T/C-20090622-00295.

⁹ *See, i.e.*, IBFS File No. ITC-T/C-20091124-00495. As a result of this transaction, the Licensee is (and remains) a direct, wholly-owned subsidiary of General Motors Holdings LLC, which is a direct, wholly-owned subsidiary of GM.

¹⁰ *See* 47 C.F.R. § 63.24(a),(c) (stating that an ownership change from less than 50% to more than 50% is a change in control, and other ownership changes are analyzed on a case-by-case basis); *see also id.* § 63.09(b) ("*Control* includes actual working control in whatever manner exercised and is not limited to majority stock ownership." (emphasis in original)).

As a result of a series of public offerings of GM's stock, GM's outstanding stock is now widely held. Moreover, other than the VEBA, no one person or entity currently controls five percent or more of GM's outstanding stock. UST's interest in GM's outstanding stock fell below 50% on November 17, 2010 when the UST sold shares in GM's initial public offering. However, the UST remained GM's largest stockholder until it sold the last of its shares in 2013. On November 18, 2010, the UST no longer had the ability to designate nominees for election to GM's board of directors. In April 2015, CDIC sold its last remaining shares in GM. Similarly, Old GM currently holds less than 5% of GM's outstanding stock, and VEBA has reduced its holdings to 8.7% of GM's outstanding stock. Today, GM's largest stockholders are primarily institutional investors and mutual funds.

Control of GM now rests with its diverse shareholder base and current board of directors, who were elected after the UST divested all of its shares. The members of GM's current board of directors that were elected at GM's June 2015 Annual Meeting are: Mary T. Barra; Joseph J. Ashton; Stephen J. Girsky; Linda R. Gooden; Joseph Jimenez; Kathryn V. Marinello; James J. Mulva; Admr. Michel G. Mullen, USN (ret.); Patricia F. Russo; Thomas M. Schoewe; Theodore M. Solso; and Carol M. Stephenson.

(a)(7) *Geographic Service Area*

OnStar is a non-facilities based common carrier that provides telecommunications services by exclusively reselling capacity on the networks of Verizon Wireless and other carriers. Its vehicle-based CMRS service extends nationwide throughout the United States (as well as to international points as discussed in Attachment 1, Answer 13 attached hereto).

(a)(8) *Qualifications for Streamlined Application*

OnStar does not qualify for streamlined processing pursuant to 47 C.F.R. § 63.03(b)(1) of the Commission's rules because OnStar requests a waiver of the requirement to obtain prior Commission consent to a transfer of control. *See id.* § 63.03(a).

(a)(9) *All Other Commission Applications Related to This Transaction*

The following related applications and notices were previously filed and approved by the Commission:

- OnStar, LLC International 214 Authorization Transfer of Control Application (IBFS File No. ITC-T/C-20090622-00295)
- OnStar, LLC Notice of Domestic 214 Authorization Transfer of Control Application (WC Dkt. No. 09-108, filed June 16, 2009)
- OnStar, LLC Form 703 Transfer of Control Application for OET Experimental Licenses (ELS File No. 0019-EX-TU-2009)

- General Motors Research Corp. Form 603 Transfer of Control Application for Wireless Licenses (ULS File No. 0003854644)

The following related applications have been filed concurrently with this application:

- OnStar, LLC Form 703 Transfer of Control Application for OET Experimental Licenses (ELS File No. 0023-EX-TU-2015)
- General Motors Research Corp. Form 603 Transfer of Control Application for Wireless Licenses (ULS File No. 0006958730)

(a)(11) *No Separately Filed Waiver Requests*

GM, pursuant to Section 1.3 of the Commission's rules, hereby requests a waiver of the requirement in Section 63.03(a) to obtain prior approval for transfers of control. To obtain a waiver of Section 63.03(a), an entity must demonstrate that there is good cause shown for the waiver.¹¹ As demonstrated below, the waiver standard is satisfied in this instance.

GM at all times intended to comply with the Commission's rules. The delay in filing for Commission approval of the transfer of control described above was the result of administrative oversight. GM's operations are primarily focused on non-communications-related activities. While the Commission authorization at issue is important to GM's operations, administrative oversight of this type is not uncommon for companies with such authorizations. Moreover, as a publicly-traded company, the makeup of GM's shareholders is constantly changing and GM may not know in advance if such changes could trigger the need for prior Commission approval. Finally, the unique facts of this case (*i.e.*, that UST, and not a private party or parties, held control of GM for FCC purposes in July 2009 after GM was created and UST later sold all of its interest in GM into the market) are not likely to be repeated in the future. GM asserts that no party has been harmed by its late-filed transfer of control application because it is a publicly-traded company, its equity is widely-held, and the UST's divestiture was widely reported and well known. Furthermore, the Licensee today and in the future will continue to use its Domestic Section 214 Authority in the same manner it did prior to the transfer of control.

GM recognizes the importance of full compliance with the Commission's licensing requirements and other regulations – including Section 63.03(a) – and is committed to meeting all of its FCC obligations in the future. GM's counsel are also taking steps to ensure that relevant GM personnel are made aware of the Commission's license transfer of control rules, so that a similar administrative oversight can be avoided in the future.

¹¹ 47 C.F.R. § 1.3 (stating that the Commission's rules may be waived if good cause is shown).

(a)(12) *Grant of the Application is in the Public Interest*

Commission consent to the Transaction, and a waiver of the prior approval requirement contained in Section 63.03(a), is in the public interest because it allows the Licensee to continue its operations that support critical wireless communications for OnStar's hands free calling ("HFC") service, including E911. The transfer of control at issue here also facilitated GM's return to non-UST controlled ownership. Given that GM's operations include substantial non-communications-related activities and services, it would be inequitable, unduly burdensome and contrary to the public interest for the Commission to deny the requests made in this application.