

Categories of Services for 214 Applications
(Streamline/Non-streamline)

- ASSIGNMENT OF LICENSE
- GLOBAL FACILITIES-BASED SERVICE
- GLOBAL FACILITIES-BASED/GLOBAL RESALE SERVICE
- GLOBAL RESALE SERVICE
- INDIVIDUAL FACILITIES-BASED SERVICE
- INTERCONNECTED PRIVATE LINE RESALE SERVICE
- LIMITED GLOBAL FACILITIES-BASED SERVICE/LIMITED GLOBAL RESALE SERVICE
- LIMITED GLOBAL FACILITIES-BASED SERVICE
- LIMITED GLOBAL RESALE SERVICE
- INMARSAT AND MOBILE SATELLITE SERVICE
- SWITCHED RESALE SERVICE
- TRANSFER OF CONTROL
- SUBMARINE CABLE LANDING LICENSE
- INTERNATIONAL SPECIAL PROJECT

Description of Application: _____

FBI

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

COPY

APPROVED BY OMB 3060-0589

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE

PAGE NO. 1 OF 1

FCC/MB1/C FEB 05 1999

SPECIAL USE
FCC USE ONLY

(1) LOCKBOX # 358115

SECTION A - PAYER INFORMATION

(2) PAYER NAME (if paying by credit card, enter name exactly as it appears on your card)
Clarcorn Licensee Corporation

(3) TOTAL AMOUNT PAID (dollars and cents)
\$ 780.00

(4) STREET ADDRESS LINE NO. 1
700 Fifth Avenue, Suite 2100

(5) STREET ADDRESS LINE NO. 2

(6) CITY Seattle (7) STATE WA (8) ZIP CODE 98104

(9) DAYTIME TELEPHONE NUMBER (include area code) (206) 515-8289 (10) COUNTRY CODE (if not in U.S.A.)

**IF PAYER NAME AND THE APPLICANT NAME ARE DIFFERENT, COMPLETE SECTION B
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C)**

SECTION B - APPLICANT INFORMATION

(11) APPLICANT NAME (if paying by credit card, enter name exactly as it appears on your card)

(12) STREET ADDRESS LINE NO. 1

(13) STREET ADDRESS LINE NO. 2

(14) CITY (15) STATE (16) ZIP CODE

(17) DAYTIME TELEPHONE NUMBER (include area code) (18) COUNTRY CODE (if not in U.S.A.)

COMPLETE SECTION C FOR EACH SERVICE. IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEETS (FORM 159-C)

SECTION C - PAYMENT INFORMATION

(19A) FCC CALL SIGN/OTHER ID I-T-C-96-044 (20A) PAYMENT TYPE CODE (PTC) C U T (21A) QUANTITY 1 (22A) FEE DUE FOR (PTC) IN BLOCK 20A 780.00 FCC USE ONLY

(23A) FCC CODE 1 (24A) FCC CODE 2

(19B) FCC CALL SIGN/OTHER ID (20B) PAYMENT TYPE CODE (PTC) (21B) QUANTITY (22B) FEE DUE FOR (PTC) IN BLOCK 20B FCC USE ONLY

(23B) FCC CODE 1 (24B) FCC CODE 2

(19C) FCC CALL SIGN/OTHER ID (20C) PAYMENT TYPE CODE (PTC) (21C) QUANTITY (22C) FEE DUE FOR (PTC) IN BLOCK 20C FCC USE ONLY

(23C) FCC CODE 1 (24C) FCC CODE 2

(19D) FCC CALL SIGN/OTHER ID (20D) PAYMENT TYPE CODE (PTC) (21D) QUANTITY (22D) FEE DUE FOR (PTC) IN BLOCK 20D FCC USE ONLY

(23D) FCC CODE 1 (24D) FCC CODE 2

SECTION D - TAXPAYER INFORMATION (REQUIRED)

(25) COMPLETE THIS BLOCK ONLY IF APPLICANT NAME IN B-11 IS DIFFERENT FROM PAYER NAME IN A-2

PAYER TIN 0911631735 APPLICANT TIN 0

SECTION E - CERTIFICATION

(27) CERTIFICATION STATEMENT (PRINT NAME) Douglas L. Brandon, Certify under penalty of perjury that the foregoing and supporting information are true and correct to the best of my knowledge, information and belief. SIGNATURE

SECTION F - CREDIT CARD PAYMENT INFORMATION

(28) MASTERCARD/VISA ACCOUNT NUMBER: MASTERCARD VISA AUTHORIZED SIGNATURE DATE MONTH YEAR

I hereby authorize the FCC to charge my VISA or MASTERCARD for the service(s)/authorization(s) herein described.

**Before the
Federal Communications Commission
Washington, D.C. 20554**

In the Matter of)
)
ATG I, Inc.) File No. I-T-C-99-____
)
Transferor,)
)
Iridium Aero Acquisition Sub, Inc.)
)
Transferee,)
)
)
Application for Authority Pursuant to)
Section 214 of the Communications)
Act of 1934, as amended, for Transfer)
of Control of Section 214 Authorization)
to Provide International Resold)
Communications Services)

APPLICATION

ATG I, Inc. ("ATG") and Iridium Aero Acquisition Sub, Inc. ("Iridium Aero") (hereinafter, the "Applicants") hereby request authority, pursuant to Section 214 of the Communications Act of 1934, as amended (the "Act"), 47 U.S.C. § 214, and Section 63.18 of the rules of the Federal Communications Commission ("FCC" or "Commission"), 47 C.F.R. § 63.18, to transfer control of Claircom Communications Group, Inc. ("Claircom Group"), the 100% shareholder of Claircom Licensee Corporation ("Claircom"), a holder of a Section 214 authorization, FCC File No. I-T-C-96-044, to provide resale international telecommunications services from ATG to Iridium Aero. Following consummation of the contemplated transfer, Iridium Aero will hold all of the issued and outstanding stock of Claircom Group, whose wholly owned subsidiary, Claircom, holds the Section 214 authorization.

The Applicants respectfully request streamlined processing of this application in accordance with Section 63.12 of the rules of the FCC, 47 C.F.R. § 63.12.

I. Description of the Transaction

Claircom is a wholly owned subsidiary of Claircom Group, which in turn is 90% owned by ATG and 10% owned by Rogers Cantel Mobile Inc. (“RCMI”). ATG is a wholly owned subsidiary of AT&T Wireless Services, Inc. (“AT&T Wireless”), which in turn is a wholly owned subsidiary of AT&T Corp.¹ In accordance with a Stock Purchase Agreement (the “Agreement”), dated as of December 22, 1998, by and among ATG, RCI, AT&T Wireless, Iridium LLC and Iridium Aero, all issued and outstanding stock of Claircom Group will be acquired by Iridium Aero. Claircom will continue to operate as the licensee. Claircom will continue to provide service to its customers as authorized by the Commission pursuant to grant of authority in FCC File No. I-T-C-96-044.

Iridium Aero is a Delaware corporation, all of whose directors are U.S. citizens and whose principal place of business is in the District of Columbia. Iridium Aero is a wholly owned subsidiary of Iridium LLC, a Delaware limited liability company whose principal place of business is in the District of Columbia. Iridium LLC has 27 members, of which 22 are organized under the laws of 11 different foreign countries. Six members, holding 23.30% of the equity and 23.23% of the voting control of Iridium LLC, have their principal place of business in the United States. An additional 19 members plus one non-member,² holding 69.09% of the equity and 69.16% of the voting control of Iridium LLC, have their principal place of business in countries

¹ Formally ATG I, Inc. was a wholly owned subsidiary of McCaw Unrestricted Holdings, Inc., which in turn was a wholly owned subsidiary of AT&T Wireless Services, Inc. However, McCaw Unrestricted Holdings, Inc. has been dissolved, its assets liquidated and its stock in ATG I, Inc. has been distributed to its parent, AT&T Wireless Services, Inc. as of December 31, 1998.

² The non-member owns a small equity share with no voting rights.

that are members of the World Trade Organization (WTO). The ownership of Iridium LLC is detailed in Exhibit 1 to this application, which identifies the jurisdiction of organization, the principal place of business, and the equity and voting interests of each member and non-member equity holder of Iridium LLC. Further, as noted in Exhibit 1, several of the members of Iridium LLC are not “foreign carriers,” as that term is defined in Section 63.18(h)(1)(ii) of the Commission’s Rules.

II. Public Interest Statement

Iridium LLC operates a system of 66 low earth orbit satellites, which provide global mobile communications services. That system permits customers to communicate from remote areas as well as within developed countries. Iridium Aero is acquiring Claircom in order to make communications services available to travelers on airlines served by Claircom, and thereby facilitate Iridium’s business goal of offering ubiquitous telecommunications services.

The Applicants seek Commission approval of this transaction as in the public interest although the indirect foreign ownership of the licensee will exceed 25%. In view of the ownership structure described herein (including that more than 92% of the equity and voting control of Iridium LLC is owned by entities with their principal place of business in the United States or in countries that are members of the WTO -- see detailed description earlier), Iridium LLC and Iridium Aero are entitled, under the Commission’s decision in Rules and Policies on Foreign Participation in the U.S. Telecommunications Market, Report and Order and Order on Reconsideration, 12 FCC Rcd 2389 (rel. Nov. 26, 1997) (“Foreign Participation Reconsideration Order”), to presumptions in favor of entry and that grant of this application will serve the public interest and not pose concerns that would justify denial of this application under Section 214 of

the Communications Act on competition grounds.³ Moreover, nothing rebuts those presumptions. The service that Claircom offers – air-to-ground communications in the United States, Canada and Mexico – does not implicate any of the concerns the Commission identified in Market Entry and Regulation of Foreign-Affiliated Entities, Report and Order, 11 FCC Rcd. 3873 (1995) (“Foreign Participation Order”). Claircom does not interconnect with any entity that holds a cognizable interest in Iridium LLC. Thus, the relationship between Iridium LLC and a foreign entity, including any foreign carrier, cannot create any anticompetitive consequences with respect to communications in the United States or between the United States and any foreign country.

To the contrary, grant of this application will promote a more competitive air-to-ground radiotelephone service. Claircom will constitute a much more significant portion of Iridium’s business than it does AT&T’s, and Claircom’s importance to Iridium’s business goals is similarly more central than it is to AT&T’s. Iridium thus can be expected to devote the attention and resources necessary to make Claircom a more vibrant service provider in the air-to-ground radiotelephone market.

Accordingly, the Applicants submit that grant of these applications, with the current indirect foreign ownership described herein, will serve the public interest and should be completed by the Commission on an expedited basis. In accordance with the Commission’s decisions with respect to foreign participation in U.S. markets, the Commission should also find that, with respect to its indirect ownership of Claircom Licensee Corporation, any future acquisitions of additional ownership shares in Iridium LLC by any of its current members will serve the public interest and are authorized hereby. Acquisitions of ownership interests of no

³ Foreign Participation Reconsideration Order at ¶ 50.

greater than 15% in Iridium LLC by entities not now members holding ownership interests should similarly be authorized by this grant. Any such future acquisitions should be authorized hereby without further Commission action so long as they do not result in a transfer of control or in the company exceeding twenty-five percent indirect foreign ownership by entities with their principal place of business in non-WTO member countries.

III. Information Required by Section 63.18

Pursuant to 47 C.F.R. § 63.18(e)(5), the Applicants set forth the following information in support of the request to transfer control of Claircom's Section 214 authorization to Iridium Aero to operate as an international resale carrier:

- (a) The name, address and telephone number of the Applicants are:

Transferor

ATG I, Inc.
700 Fifth Avenue, Suite 2100
Seattle, WA 98104
Telephone: (206) 621-7174

Transferee

Iridium Aero Acquisition Sub, Inc.
1575 Eye Street, N.W., Suite 500
Washington, D.C. 20005
Telephone (202) 408-3800

(b) ATG is a corporation organized and existing under the laws of the state of Delaware. Iridium Aero is a corporation organized and existing under the laws of the state of Delaware.

(c) The name, title, address and telephone number of the contact point(s) to whom correspondence should be sent is:

Transferor

Mary Brodd, Esq.
AT&T Wireless Services, Inc.
700 Fifth Avenue, Suite 2100
Seattle, WA 98104
Telephone: (206) 515-8289

with a copy to:

Tom W. Davidson, Esq.
Akin, Gump, Strauss, Hauer & Feld, L.L.P.
1333 New Hampshire Ave., N.W.
Suite 400
Washington, D.C. 20036
Telephone (202) 887-4011

Transferee

Patricia Mahoney, Esq.
Iridium Aero Acquisition Sub, Inc.
1575 Eye Street, N.W. Suite 500
Washington, D.C. 20005
Telephone (202) 326-5795

with a copy to:

Theodore D. Frank, Esq.
Arnold & Porter
555 12th Street, N.W.
Washington, D.C. 20004-1202
Telephone (202) 942-5790

- (d) Pursuant to its Section 214 authorization granted in FCC File No. I-T-C-96-044,

Claircom has authority to provide international switched services by resale of the international switched voice services set forth in AT&T's Tariff FCC No. 12 and MCI's Tariff FCC No. 1 between the United States and the overseas points listed in those tariffs. Iridium Aero and Iridium LLC have no Section 214 authorizations.

(e) The applicants request authority for the transfer of control of the Section 214 authorization held by Claircom from ATG to Iridium Aero pursuant to the terms and conditions of Section 63.18(e)(5) of the Commission's rules, 47 C.F.R. § 63.18(e)(5).

(f) Not applicable.

(g) Not applicable.

(h) (1) Iridium Aero is not affiliated, within the meaning of Section 63.18(h) of the Commission's Rules, with any foreign carrier. Iridium Aero is a wholly owned subsidiary of Iridium LLC, none of the members of which hold a 25% or greater equity or voting interest in Iridium LLC. Collectively, as indicated in Exhibit 1 to this application, more than 92% of the equity and voting interests in Iridium LLC are held by entities whose principal place of business is in the United States or in other countries that are members of the WTO.

(2) The name, address, citizenship, and principal business of the ten percent of greater equity holders of Iridium Aero and Iridium LLC are as follows:

Iridium LLC - 100% of Iridium Aero
1575 Eye Street, N.W., Suite 500
Washington, D.C. 20005

Citizenship: Delaware LLC
Principal Business: Mobile telecommunications
Principal Place of Business: United States

Motorola, Inc. – 16.34% of Iridium LLC
1303 East Algonquin Road
Schaumburg, IL 60196

Citizenship: Delaware Corporation
Principal Business: Telecommunications equipment
Principal Place of Business: United States

Nippon Iridium (Bermuda) Ltd. - 10.51% of Iridium LLC
Kojimachi Crystal City East Building, 8th Floor
Chiyoda-ku, Tokyo 102-0083, Japan
Citizenship: Bermuda
Principal Business: Investment in Iridium LLC
Principal Place of Business: Japan

Iridium World Communications, Ltd. --13.16% of Iridium LLC
Clarendon House
2 Church Street
Hamilton HM 11, Bermuda
Citizenship: Bermuda
Principal Business: Investment in Iridium LLC
Principal Place of Business: Bermuda

Two Directors of Iridium Aero, Edward F. Staiano and Robert W. Kinzie, are also Directors of Iridium LLC.

(3) Iridium Aero hereby certifies that neither it nor Iridium LLC is affiliated, within the meaning of Section 63.18(h), with any carrier whose facilities it will resell in connection with the provision of the services authorized by the Section 214 Authorization here.

(4) Iridium Aero hereby certifies that neither it nor Iridium LLC is affiliated, within the meaning of Section 63.18(h), with any foreign carrier.

(5) Iridium Aero hereby certifies that it will keep its certifications under Section 63.18(h)(3) & (4) accurate.

(6) Not applicable.

(i) Iridium Aero hereby certifies that both it and Iridium LLC have not agreed to accept special concessions directly or indirectly from any foreign carrier or administration with respect to traffic or revenue flows between the United States and any foreign country which Iridium Aero may serve under the authority granted under Part 63 of the Rules of the Federal Communications Commission and will not enter into such agreements in the future.

(j) Pursuant to Sections 1.2001-1.2003 of the Commission's Rules, 47 C.F.R. §§ 1.2001-1.2003, Iridium Aero hereby certifies that neither it, nor any of its officers or directors, nor any of the shareholders holding 5% or more of its outstanding stock or shares (voting and/or

non-voting) is subject to a denial of federal benefits that include the FCC benefits pursuant to Section 5301 of the Federal Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862.

(k) The instant application is being submitted under the procedures set forth in Section 63.12 of the Commission's rules, 47 C.F.R. § 63.12. Claircom, the transferor, does not: (1) have an affiliation within the meaning of Section 63.18(h)(1)(i) of the Commission's rules with a foreign carrier that operates in a non-WTO destination market or has market power in a destination market; (2) have an affiliation within the meaning of Section 63.18(h)(1)(i) of the Commission's rules with a dominant U.S. facilities-based carrier whose international switched services will be resold; or (3) seek authority to resell private lines to a country for which the Commission has not previously authorized the provision of switched services over private lines.

Neither Iridium Aero, the transferee, nor Iridium LLC, its parent, (1) has an affiliation, within the meaning of Section 63.18(h)(1)(i) of the Commission's Rules, with a foreign carrier that operates in a non-WTO destination market or has market power in a destination market; (2) has an affiliation, within the meaning of Section 63.18(h)(1)(i) of the Commission's Rules, with a dominant U.S. facilities-based carrier whose international switched services will be resold; or (3) seeks authority to resell private lines to a country for which the Commission has not previously authorized the provision of switched services over private lines.

Accordingly, the transfer should be processed in accordance with Section 63.12 of the Commission's rules. 47 C.F.R. § 63.12.

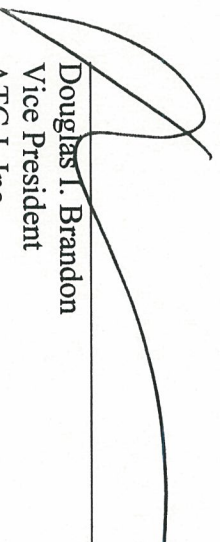
IV. CONCLUSION

A grant of this application will serve the public interest, convenience, and necessity because it will promote competition in the provision of international telecommunications services and thereby advance the goals of the Commission's international telecommunications

policies. Accordingly, the Applicants submit that grant of these applications, with the current indirect foreign ownership described herein, will serve the public interest and should be completed by the Commission on an expedited basis. In accordance with the Commission's decisions with respect to foreign participation in U.S. markets, the Commission should also find that, with respect to its indirect ownership of Claircom Licensee Corporation, any future acquisitions of additional ownership shares in Iridium LLC by any of its current members will serve the public interest and are authorized hereby. Acquisitions of ownership interests of no greater than 15% in Iridium LLC by entities not now members holding ownership interests should similarly be authorized by this grant. Any such future acquisitions should be authorized hereby without further Commission action so long as they do not result in a transfer of control nor in the company exceeding twenty-five percent indirect foreign ownership by entities with their principal place of business in non-WTO member countries. Accordingly, the Applicants respectfully request that the Commission authorize the transfer of control described herein on a streamlined basis.

Respectfully submitted,

ATGI, Inc.



Douglas I. Brandon

Vice President

ATGI, Inc.

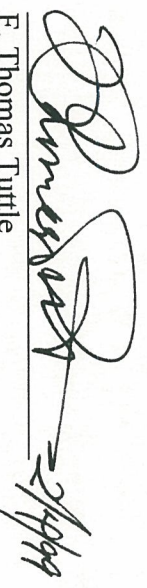
1150 Connecticut Avenue, NW

4th Floor

Washington, D.C. 20036

(202) 223-9222

Iridium Aero Acquisition Sub, Inc.



F. Thomas Tuttle

Secretary

Iridium Aero Acquisition Sub, Inc

1575 Eye Street, N.W.

Suite 500

Washington, D.C. 20005

(202) 326-5600

EXHIBIT 1
Ownership of
Iridium LLC

Investor	Country of Incorporation	Principal Place of Business	WTO Member	Equity	Voting Interest
IAC Sale Sub, Ltd.	British Virgin Islands	U.S.	Yes	1.05%	1.06%
IAC Swap Sub, Ltd.	British Virgin Islands	U.S.	Yes	0.59%	0.59%
Iridium Africa Corporation	British Virgin Islands	South Africa	Yes	3.00%	3.02%
Iridium Canada, Inc.	Canada	Canada	Yes	3.50%	3.53%
Iridium China (Hong Kong) Ltd.	Hong Kong	Hong Kong	Yes	3.50%	3.53%
Iridium India Telecom Limited	India	India	Yes	3.50%	3.53%
Iridium Middle East Corporation	British Virgin Islands	Dubai, United Arab Emirates	Yes	4.01%	4.03%
Iridium Brasil Ltda.	Brazil	Brazil	Yes	1.89%	1.90%
Iridium Andes-Caribe, Ltd.	British Virgin Islands	Venezuela	Yes	1.63%	1.64%
Khrunichev State Research and Production Center	Russian Federation	Russian Federation	No	4.09%	4.12%
SK Telecom	South Korea	South Korea	Yes	3.72%	3.53%
Lockheed Martin Corporation	U.S.	U.S.	Yes	1.00%	1.01%
Motorola, Inc.	U.S.	U.S.	Yes	16.34%	16.44%
Nippon Iridium (Bermuda) Limited	Bermuda	Japan	Yes	10.51%	10.58%
Pacific Asia Communications Ltd.	Taiwan	Taiwan	No	3.50%	3.53%
Raytheon Company	U.S.	U.S.	Yes	0.60%	0.60%
Sprint Iridium, Inc.	U.S.	U.S.	Yes	3.72%	3.53%
Iridium Italia S.p.A.	Italy	Italy	Yes	3.71%	3.73%
Iridium World Communications Ltd.	Bermuda	Bermuda	Yes ¹	13.16%	13.22%
South Pacific Iridium Holdings Limited	Australia	Indonesia	Yes	0.78%	0.78%
South Pacific Iridium Holdings II Limited	Australia	Indonesia	Yes	1.43%	1.44%
AIG Asian Infrastructure Fund, L.P.	Bermuda	Bermuda	Yes ¹	0.63%	0.64%
AIG Investment Corporation (Asia) Ltd.	Hong Kong	Hong Kong	Yes	0.46	0.46
American Int'l Underwriters Overseas, Ltd.	Bermuda	Bermuda	Yes ¹	0.63%	0.64%

EXHIBIT 1
Ownership of
Iridium LLC

Irid Investor Holdings, Ltd.	Bermuda	Bermuda	Yes ⁱ	1.08%	1.08%
Thai Satellite Telecommunications Co., Ltd.	Taiwan	Thailand	Yes	3.50%	3.53%
BCE Mobile ⁱⁱ	Canada	Canada	Yes	.15%	0
Vebacom Holdings, Inc.	U.S	Germany	Yes	8.30%	8.35%

ⁱ Per consultation with USTR.

ⁱⁱ Not a member of Iridium LLC.