

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 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 at the time) to GM’s current board of directors that has been 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 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 shareholders 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 transfer of control 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 shareholder base 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 the UST, and not a private party or parties, held control of GM for FCC purposes in July 2009 and the 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

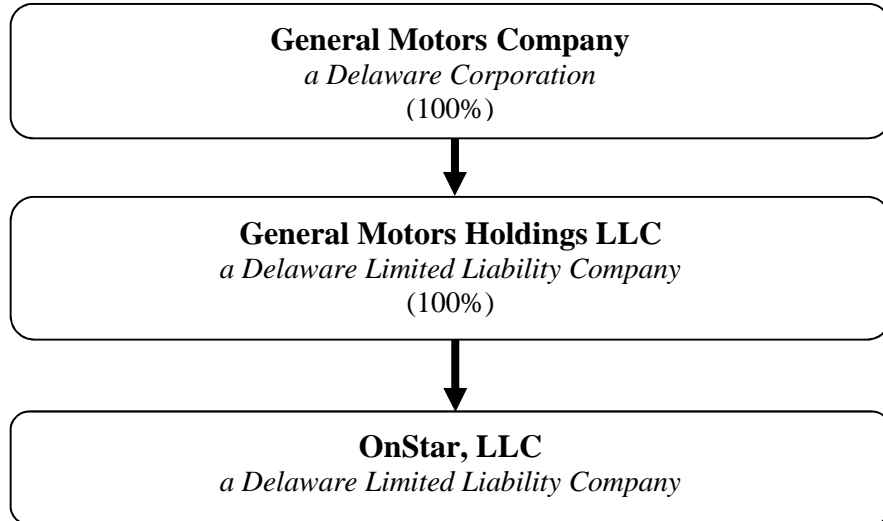
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Counsel to Licensee, Transferor and Transferee

Dated: October 16, 2015

EXHIBIT 1

POST-TRANSACTION OWNERSHIP DIAGRAM
for OnStar, LLC



ATTACHMENT 2
Amended 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.

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.

(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*

No waiver is requested. GM submitted a request for Special Temporary Authority as may be necessary to allow OnStar to continue operating its hands free calling ("HFC") service, including E911, while the FCC reviews the instant application seeking consent to a transfer of control of the Domestic Section 214 authority held by OnStar, from GM's board of directors that was previously controlled by the UST (due to its majority shareholder interests) to GM's current board of directors (that is elected by a diverse shareholder base).

(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 HFC service, including E911. The

OnStar, LLC
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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.