

APPLICATION FOR *PRO FORMA* TRANSFER OF CONTROL

This application is one of several simultaneously filed applications seeking Federal Communications Commission (“FCC”) consent to a *pro forma* transfer of control of all of the earth and space station licenses held by Iridium Constellation LLC, Iridium Satellite LLC, and Iridium Carrier Services LLC (collectively, the “Iridium Licensees”) as a result of the change in jurisdiction and corporate form of Baralonco, NV, a Netherlands Antilles entity, to Iridium Blocker-B LLC, a limited liability company to be formed in Delaware.

I. Description of the Proposed *Pro Forma* Transfer of Control – Response to FCC Form 312 Questions 43 and A.20

The Iridium Licensees seek FCC consent for a *pro forma* indirect transfer of control of the earth and space station licenses identified below as part of a minor corporate reorganization pursuant to which Baralonco, N.V., a Netherlands Antilles entity, will be domesticated into a Delaware limited liability company, Iridium Blocker-B LLC.

Iridium Constellation LLC: S2110, E960244, E960272, E030162, E010193

Iridium Satellite LLC: E960132, E050282, E060300, E960131

Iridium Carrier Services LLC: E960622

As depicted in Attachment 1 (Current Ownership Structure of the Iridium Licensees), the Iridium Licensees are wholly owned direct and indirect subsidiaries of Iridium Holdings LLC, a U.S. entity. Iridium Holdings LLC currently is owned 36.20% by Baralonco, N.V., 13.70% by Syncom-Iridium Holdings Corporation and 50.10% by Iridium Communications Inc. Baralonco, N.V. is currently a Netherlands Antilles entity and owned 100% by Iridium Communications Inc. Syncom-Iridium Holdings Corporation, a Delaware corporation, is also owned 100% by Iridium Communications Inc.

As depicted in Attachment 2 (Post-Consummation Ownership Structure of the Iridium Licensees), Baralonco, N.V. will be domesticated into a Delaware limited liability company, Iridium Blocker-B LLC. Iridium Communications Inc. will own 100% of Iridium Blocker-B LLC.

The proposed transaction constitutes a non-substantial (*pro forma*) transfer of control of the licenses held by the Iridium Licensees. The domestication of Baralonco, N.V. will not affect the assets of the Iridium Licensees. It is merely a change in the jurisdiction and corporate form of an entity that indirectly holds less than 50% of the equity of all Iridium Licensees. Ultimate ownership and control of the Iridium Licensees by Iridium Communications Inc. will be the same before and after the proposed transaction.¹ The Commission has previously approved the

¹ See 47 C.F.R. § 63.24(d), note 2 (including on a list of transactions that are presumptively *pro forma* “[c]orporate reorganization that involves no substantial change in the beneficial ownership of the corporation (including re-incorporation in a different jurisdiction or change in form of the business entity)”).

ultimate ownership and control of the Iridium Licensees by shareholders of Iridium Communications Inc. in the *Iridium-GHL Order*.²

The FCC should grant this application for a non-substantial transfer of control without prior public notice. The Iridium Licensees will supplement, as necessary, any applications that are pending upon the consummation of the proposed transaction to reflect the *pro forma* change in ownership.³ To the extent that any pending applications, or any other applications for new facilities or for renewal or modification of existing facilities, are granted to the Iridium Licensees prior to the closing of the proposed transaction, the Iridium Licensees request that the grant of this application include consent with respect to all such subsequently granted authorizations. Further, the Iridium Licensees request that grant of this application include authority for the *pro forma* transfer of control of any special temporary authorizations held by the Iridium Licensees, or applications for special temporary authority that are pending, at the time of the consummation of the proposed *pro forma* transfer of control.

II. Public Interest Statement – Response to FCC Form 312 Question A.21

The change in corporate form and jurisdiction of the Baralonco, N.V. entity will serve the public interest by creating corporate efficiencies and enhancing the flexibility of the Iridium Licensees' capital structure. Moreover, the change in jurisdiction of Baralonco, N.V. from the Netherlands Antilles to Delaware will provide another U.S. corporate point of presence for the Iridium Licensees.

III. Foreign Ownership – Response to FCC Form 312 Question 34

The Commission has approved foreign ownership of the Iridium Licensees in excess of twenty-five percent and has provided the Iridium Licensees flexibility to acquire additional foreign ownership subject to certain conditions. *See Applications of Space Station System Licensee, Inc., Assignor, and Iridium Constellation LLC, Assignee, for Consent to Assignment of License Pursuant to Section 310(d) of the Communications Act*, Memorandum Opinion, Order and Authorization, DA 02-307, 17 FCC Rcd 2271 (Int'l Bur. 2002) (“*2002 Iridium Order*”); *Iridium Holdings LLC and Iridium Carrier Holdings LLC, Transferors, and GHL Acquisition Corp., Transferee, Applications for Consent to Transfer Control of Iridium Carrier Services LLC, Iridium Satellite LLC, and Iridium Constellation LLC*, Memorandum Opinion and Order, IB Docket No. 08-232, DA 09-1809 (rel. Aug. 14, 2009) (“*Iridium-GHL Order*”). As explained above, this transaction will have no effect on the ultimate ownership of parent company, Iridium Communications Inc. Since the *Iridium-GHL Order*, any changes to the foreign ownership of the Iridium Licensees have been consistent with Iridium Communications Inc.'s status as a publicly traded company and the *2002 Iridium Order* and *Iridium-GHL Order*. In making this assessment with respect to the foreign ownership of the public shareholders, Iridium is relying on

² *Iridium Holdings LLC and Iridium Carrier Holdings LLC and GHL Acquisition Corp., Applications for Consent to Transfer Control of Iridium Carrier Services LLC, Iridium Satellite LLC, and Iridium Constellation LLC*, Memorandum Opinion and Order and Declaratory Ruling, 24 FCC Rcd 10725 (2009) (“*Iridium-GHL Order*”).

³ *See* 47 C.F.R. § 1.65.

the detailed analyses conducted by the Altman Group in connection with the *Iridium-GHL Order*.⁴ In addition, it should be noted that the former members of Iridium Holdings LLC were subject to a lockup agreement that restricted their ability to sell shares for at least one year after closing. This lockup agreement expired on September 29, 2010.

IV. Officers, Directors and Ten Percent Shareholders – Response to FCC Form 312 Questions 40 and A.20

The name, principal business, address, citizenship, and ownership interest of each individual or entity that will directly or indirectly control a ten percent or greater interest in the Iridium Licensees following consummation of the transaction are as follows:

Name:	Iridium Holdings LLC
Principal Business:	Holding Company
Address:	1750 Tysons Boulevard Suite 1400 McLean, Virginia 22102
Citizenship:	U.S.
Voting Interest:	100%
Equity Interest:	100%
Name:	Syncom-Iridium Holdings Corporation
Principal Business:	Holding Company
Address:	1750 Tysons Boulevard Suite 1400 McLean, Virginia 22102
Citizenship:	U.S.
Voting Interest:	13.70%
Equity Interest:	13.70%
Name:	Iridium Blocker-B LLC ⁵
Principal Business:	Holding Company
Address:	1750 Tysons Boulevard Suite 1400 McLean, Virginia 22102
Citizenship:	U.S.
Voting Interest:	36.20%
Equity Interest:	36.20%

⁴ See *Iridium-GHL Order* ¶¶ 41-43 (analyses of foreign ownership attributable to participation of GHQ IPO shareholders and Greenhill).

⁵ Entity that changes in the *pro forma* transfer of control.

Name: Iridium Communications Inc.
Principal Business: Holding Company
Address: 1750 Tysons Boulevard
Suite 1400
McLean, Virginia 22102
Citizenship: U.S.
Voting Interest: 100%
Equity Interest: 100%

Name: Baralonco Limited
Principal Business: Holding Company
Address: Craigmuir Chambers
P.O. Box. 71
Road Town, Tortola, British Virgin Islands
Citizenship: British Virgin Islands
Voting Interest: 16.58%
Equity Interest: 16.58%

Name: Khalid bin Abdullah bin Abdulrahman
Principal Business: Businessman and Investor
Address: Craigmuir Chambers
P.O. Box. 71
Road Town, Tortola, British Virgin Islands
Citizenship: Saudi Arabia
Voting Interest: 16.58%
Equity Interest: 16.58%

Name: Greenhill & Co. Inc.
Principal Business: Independent Investment Bank
Address: 300 Park Avenue
New York, NY 10022
Citizenship: U.S.
Voting Interest: 17.40%
Equity Interest: 17.40%

Iridium Communications Inc.:

Officers:

Matthew J. Desch, Chief Executive Officer
John S. Brunette, Chief Legal and Administrative Officer and Secretary
Thomas J Fitzpatrick, Chief Financial Officer
S. Scott Smith, Executive Vice President, Iridium NEXT

Directors:

Robert H. Niehaus
J. Darrel Barros
Scott L. Bok
Thomas C. Canfield
Peter M. Dawkins
Matthew J. Desch
Terry Jones
Alvin B. Krongard
Steven B. Pfeiffer
Parker W. Rush

Iridium Holdings LLC:

Iridium Holdings LLC is a Delaware limited liability company. Iridium Communications Inc. has been designated as “Manager” of Iridium Holdings LLC. The following individuals have been designated as “officers” via special resolution of the Manager:

Matthew J. Desch, President and Chief Executive Officer
Thomas J. Fitzpatrick, Chief Financial Officer
John S. Brunette, Chief Legal and Administrative Officer and Secretary

Iridium Satellite LLC:

Iridium Satellite LLC is a Delaware limited liability company. Iridium Holdings LLC has been designated as “Manager” of Iridium Satellite LLC. The following individuals have been designated as “officers” via special resolution of the Manager:

Matthew J. Desch, President and Chief Executive Officer
John S. Brunette, Chief Legal and Administrative Officer and Secretary
Thomas J. Fitzpatrick, Chief Financial Officer and Treasurer
Gregory C. Ewert, Executive Vice President, Global Distribution Channels
John H. Campbell, Executive Vice President, Government Programs
Donald L. Thoma, Executive Vice President, Marketing
John M. Roddy, Executive Vice President, Global Operations and Product Development
S. Scott Smith, Executive Vice President, Iridium NEXT
Eric Morrison, Senior Vice President, NEXT Financing and Planning
Cynthia C. Cann, Vice President and Controller
Amy Nelson, Vice President, Financial Operations
Donna Murphy, Vice President, Regulatory Engineering
Scott Scheimreif, Vice President, Government Programs
John O’Brien, Vice President and General Manager, Americas
Patrick Shay, Vice President, General Manager, Data Division
Joel Thompson, Vice President, Product Management

Douglas Patterson, Vice President, Business Development
Sultana Khan, Vice President, Corporate Development
Kathy Morgan, Vice President, Corporate Law
Christian O'Connor, Vice President and Deputy General Counsel
Stuart Fankhauser, Vice President, Network Operations and Customer Care
Jayesh Patel, Vice President, Network Engineering and Planning
Joseph Pizzicaroli, Vice President, Space Segment
Elizabeth Mailander, Vice President, Corporate & Marketing Communications
David Schoen, Vice President, Product Development and Chief Technical Officer
Kathy Dickinson, Vice President, Manufacturing and Distribution
Conrad Geibel, Vice President, Product Engineering & Program Management
Jackson Kemper III, Vice President, National Security Programs
Bonnie Shub, Vice President, Tax

Iridium Constellation LLC:

Iridium Constellation LLC is a Delaware limited liability company. Iridium Satellite LLC has been designated as “Manager” of Iridium Constellation LLC. The following individuals have been designated as “officers” via special resolution of the Manager:

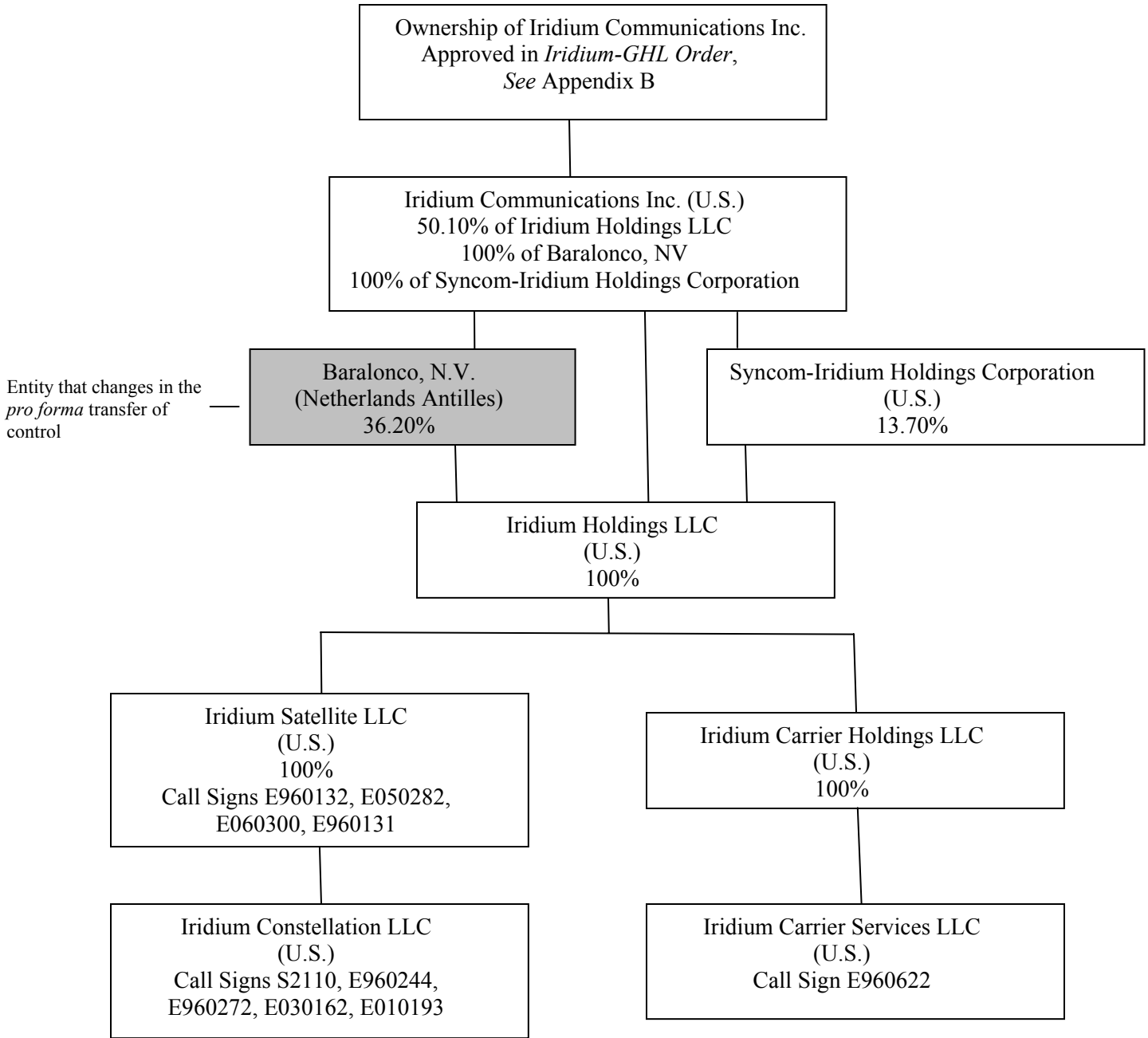
Matthew J. Desch, President and Chief Executive Officer
Thomas J. Fitzpatrick, Chief Financial Officer and Treasurer
John S. Brunette, Chief Legal and Administrative Officer and Secretary

Iridium Carrier Services LLC:

Iridium Carrier Services LLC is a Delaware limited liability company. Iridium Communications Inc. has been designated as “Manager” of Iridium Carrier Services LLC. The following individuals have been designated as “officers” via special resolution of the Manager:

Matthew J. Desch, President and Chief Executive Officer
Eric H. Morrison, Chief Financial Officer and Treasurer
John S. Brunette, Chief Legal and Administrative Officer and Secretary

Attachment 1
Current Ownership Structure of the Iridium Licensees



Attachment 2
Post-Consummation Ownership Structure of the Iridium Licensees

