

# Morgan Lewis

**Timothy L. Bransford**

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June 24, 2021

## **Via IBFS**

Ms. Marlene H. Dortch  
Secretary  
Federal Communications Commission  
45 L Street NE  
Washington, DC 20554

Re: APPLICATIONS OF ORBCOMM License Corp. and GI DI Orion Acquisition Inc.  
IBFS File Nos. SAT-T/C-20210524-00072, SES-T/C-20210524-00843, SES-T/C-20210524-00844,  
and SES-T/C-20210524-00845.

## **SUPPLEMENT**

Dear Ms. Dortch:

Pursuant to Section 1.65 of the Commission's rules,<sup>1</sup> GI DI Orion Acquisition Inc. ("Orion Parent" or "Transferee"), by its undersigned representative, hereby supplements the above-referenced applications (the "Applications") seeking consent to the transfer of control of ORBCOMM License Corp. through acquiring ownership and control of 100% of the common stock of ORBCOMM Inc. ("ORBCOMM"), the 100% indirect owner of ORBCOMM License Corp.

Orion Parent and its affiliates (collectively "GI Partners") have obtained an additional commitment for an indirect equity investment by two investment funds controlled by Partners Group Holding AG, which holds a 100% indirect voting interest in each. Partners Group Holding AG's shares trade publicly on the SIX Swiss Exchange under the symbol PGHN and are widely held, with no controlling shareholder.

Upon closing of the proposed transaction, while Partners Group Holding AG will be a passive, limited partner investor, and will indirectly hold a greater than 10% economic interest in ORBCOMM, Partners Group Holding AG would have no governance rights over ORBCOMM, Orion Parent or GI Partners. Moreover, no shareholder in the investment funds controlled by Partners Group Holding AG would hold a five percent or greater direct or indirect voting or economic interest in ORBCOMM post-close.

The entities directly or indirectly holding or controlling a 10% or greater interest in ORBCOMM are identified in the attached updated **Exhibit E**. Diagrams depicting the pre- and post-Transaction corporate ownership structures, as modified by Partners Group Holding AG's indirect minority ownership of ORBCOMM, are provided in the updated **Exhibit E, Attachment 1**.

Should you have any questions concerning this filing, please do not hesitate to contact the undersigned.

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<sup>1</sup> 47 C.F.R. § 1.65.

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Respectfully submitted,

*/s/ Timothy L. Bransford*

Timothy L. Bransford  
*Counsel to GI DI Orion Acquisition Inc.*

CC: Karl Kensinger  
Clay DeCell  
Merissa Velez  
Walter H. Sonnenfeldt, ORBCOMM

**UPDATED EXHIBIT E**

**OWNERSHIP AND CORPORATE OFFICERS AND DIRECTORS**  
**(Responses to Items 40 and A20)**

Upon consummation of the proposed transfer of control (the “Proposed Transaction”), ORBCOMM, Inc. (“ORBCOMM”), the indirect parent of ORBCOMM License Corp., will become a wholly-owned subsidiary of GI DI Orion Acquisition Inc. (“Transferee”).<sup>1</sup> Following consummation of the Proposed Transaction, the entities listed below will hold a 10% or greater attributable voting or equity interest in ORBCOMM, and thus, ORBCOMM License Corp., the holder of the FCC authorizations identified in Exhibit F to this application.

For additional clarity, Attachment 1 to this Exhibit provides structural organization charts showing the ownership structure of ORBCOMM before and after consummation of the Proposed Transaction. As provided in Post-Close Chart 1 in Attachment 1, the following entities will directly or indirectly hold 10% or greater attributable voting or equity interest in ORBCOMM after consummation of the Proposed Transaction.

GI DI Orion Intermediate Inc. (Delaware corporation)
~100.0% voting/equity interest as sole shareholder in Transferee

GI DI Orion Parent LP (Delaware limited partnership)
~100.0% indirect voting/equity interest as sole shareholder in GI DI Orion Intermediate Inc.

GI DI Orion Holdings LP (Delaware limited partnership)
~100.0% indirect equity interest as sole limited partner of GI DI Orion Parent LP

Additionally, post-close the following entities identified in Post-Close Charts 2 and 3 in Attachment 1 of this Exhibit will indirectly hold a 10% or greater attributable voting or equity interest in ORBCOMM.

Orion Opportunity LP (Delaware limited partnership)
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<sup>1</sup> Unless otherwise specified, 188 The Embarcadero, 7<sup>th</sup> Floor, San Francisco, CA 94105 serves as the principal place of business for all corporations, limited partnerships, and/or individuals with attributable ownership in Transferee.

~54.04% indirect equity interest as a limited partner of GI DI Orion Holdings LP
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GI Data Infrastructure Fund LP (Delaware limited partnership)
~12.59% indirect equity interest as a limited partner of GI DI Orion Holdings LP

GI Data Infrastructure Fund-A LP (Delaware limited partnership)
~23.95% indirect equity interest as a limited partner of GI DI Orion Holdings LP

GIC Special Investments Pte. Ltd. (Singapore private limited company)
168 Robinson Road, #37-01, Capital Tower, Singapore 068912
~23% indirect equity interest on a fully-diluted basis as the manager of the GIC Investor and the GIC Investor Affiliate <sup>2</sup>

Partners Group Access 201 PF LP
50 Lothian Road, Festival Square, Edinburgh EH3 9WJ, United Kingdom
~10.10% indirect equity interest on a fully-diluted basis <sup>3</sup>

<sup>2</sup> GIC Special Investments Pte. Ltd. is the private equity and infrastructure arm of GIC Private Limited, a private limited company formed to manage the foreign reserves of the Government of Singapore. GIC Special Investments Pte. Ltd. is the manager of Discovery Investment Pte. Ltd., a private limited company organized under the laws of Singapore (the “GIC Investor”). The GIC Investor will indirectly hold approximately 19% equity ownership in ORBCOMM without any governance rights in ORBCOMM. In addition, an affiliate of the GIC Investor (the “GIC Investor Affiliate”) will hold an additional, indirect and passive economic interest in ORBCOMM of approximately 4% by virtue of holdings of limited partnership interests (or other similar passive investment interests) in the GI Data Infrastructure Fund-A LP. GIC Special Investments Pte. Ltd. is the manager of the GIC Investor Affiliate. See Exhibit F at 3-5.

<sup>3</sup> Partners Group Access 201 PF LP (“PG Access 201”) is ultimately controlled by Partners Group Holding AG (“Partners Group Holding”), a Swiss publicly-traded investment manager the shares of which trade on the SIX Swiss Exchange and are widely held. In aggregate, funds ultimately controlled by Partners Group Holding (including PG Access 201) but beneficially owned by third parties will hold aggregate indirect economic interests of 16.54% in ORBCOMM

California State Teachers Retirement System (CALSTRS)
100 Waterfront Place West Sacramento, CA 95605 USA
~18.5% indirect equity interest on a fully-diluted basis <sup>4</sup>

GI GP DI LP (Delaware limited partnership)
~100% indirect voting interest as the general partner of GI Data Infrastructure Fund LP and GI Data Infrastructure Fund-A LP

GI GP DI LLC (Delaware limited liability company)
~100% indirect voting interest as the general partner of GI GP DI LP

GI Manager L.P. (Delaware limited partnership)
~100% indirect voting interest as the sole member of GI GP DI LLC

GI Manager Holdings LLC (Delaware limited liability company)
~100% indirect voting interest as the general partner of GI Manager L.P.

GI Manager LLC (Delaware limited liability company)
~100% indirect voting interest as the sole member of GI Manager Holdings LLC

Magnuson Living Trust (California trust)
~100% indirect voting interest as the sole managing member of GI Manager LLC

Richard Magnuson (United States citizen)
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at closing. These interests will all be passive and would not confer any governance rights or any right to control, manage, or become involved in the day-to-day business operations or decision-making of Orion Opportunity or, in turn, ORBCOMM.

<sup>4</sup> CALSTRS's investment is indirect, passive and without voting rights.

~100% indirect voting interest as sole trustee of Magnuson Living Trust

**Officers and Directors:**

All officers and directors<sup>5</sup> listed below can be reached at:

188 The Embarcadero  
7th Floor  
San Francisco, CA 94105  
Phone: (415) 688-4800

**Board of Directors of Transferee:**

Mark Prybutok	Director
Jerry Stapp	Director

**Officers of Transferee:**

Mark Prybutok	Chief Executive Officer
Jerry Stapp	Vice President
David A. Smolen	Secretary

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**Board of Directors of GI DI Orion Intermediate Inc.**

Mark Prybutok	Director
Jerry Stapp	Director

**Officers of Directors of GI DI Orion Intermediate Inc.**

Mark Prybutok	Chief Executive Officer
Jerry Stapp	Vice President
David A. Smolen	Secretary

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**Officers of GI GP DI LLC**

David A. Smolen	General Counsel
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<sup>5</sup> GI DI Orion Parent LP, GI DI Orion Holdings LP, Orion Opportunity LP, GI Data Infrastructure Fund LP, GI Data Infrastructure Fund-A LP, and GI GP DI LP have no officers or directors and are managed by their respective general partners.

Richard Magnuson                      Executive Managing Director

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**Officers of GI Manager L.P.**

Richard Magnuson                      Executive Managing Director  
David A. Smolen                        General Counsel  
Sachi Blue-Smith                        Chief Human Resources Officer

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**Directors and Officers of GI Manager Holdings LLC**

Richard Magnuson                      Executive Managing Director  
David A. Smolen                        General Counsel

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**Directors and Officers of GI Manager LLC**

Richard Magnuson                      Executive Managing Director

**UPDATED EXHIBIT E, ATTACHMENT 1**

**PRE-AND POST-TRANSACTION ORBCOMM ORGANIZATIONAL CHARTS  
(Responses to Items 40 and A20)**



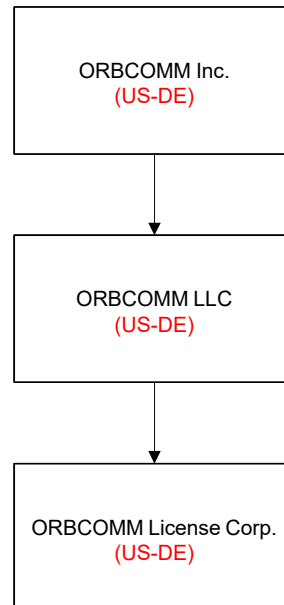
**PRE- AND POST-TRANSACTION ORBCOMM ORGANIZATIONAL CHARTS  
(Responses to Items 40 and A20)**

→ Equity/Voting  
Ownership Unless  
Otherwise indicated

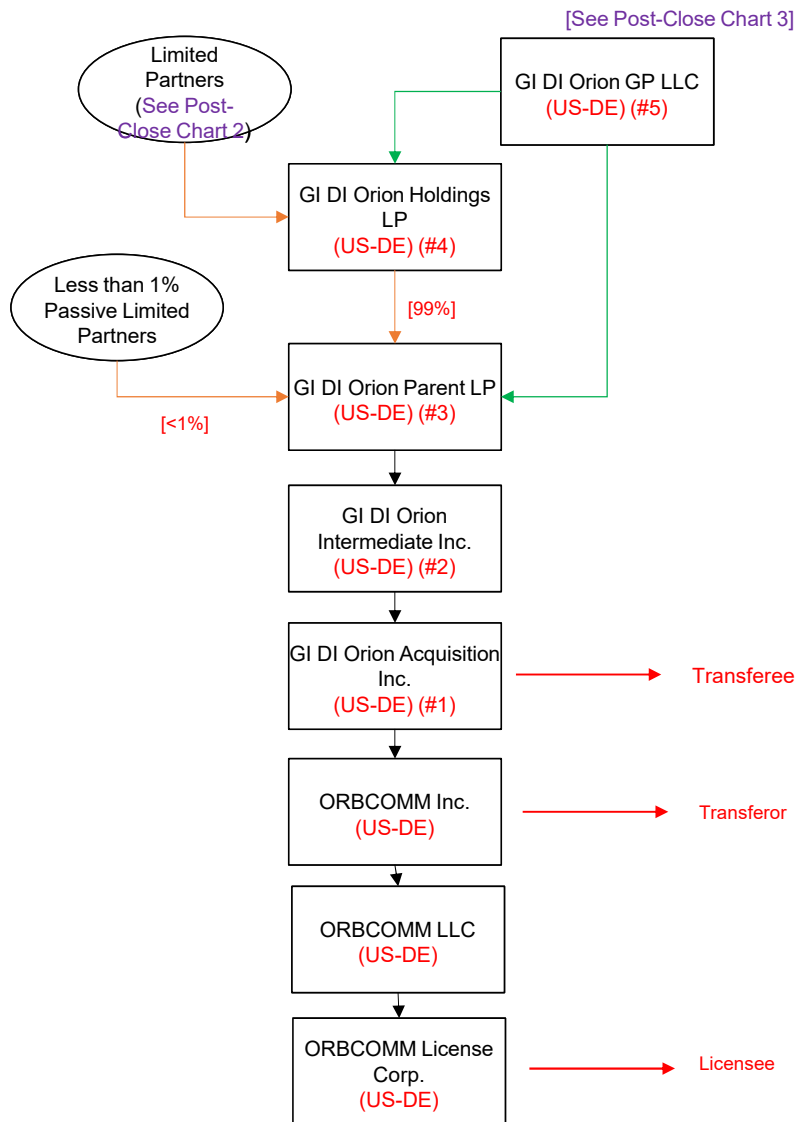
All rights are  
100% unless  
noted  
otherwise

**PRE-CLOSE CHART:  
Current Ownership Structure of  
ORBCOMM**

(See Post-Close Chart 1)



**POST-CLOSE CHART 1:  
 GI DATA INFRASTRUCTURE  
 OWNERSHIP**



- Equity/Voting Ownership Unless Otherwise indicated
- Limited Partner
- General Partner

All rights are 100% unless noted otherwise

All countries/states listed in red are jurisdiction of formation.

# Refers entities described in narrative statement and are not part of the entities' legal name



**POST-CLOSE CHART 3:  
 GI GP DI LP OWNERSHIP STRUCTURE**

—▶ Equity/Voting Ownership  
 Unless Otherwise  
 indicated

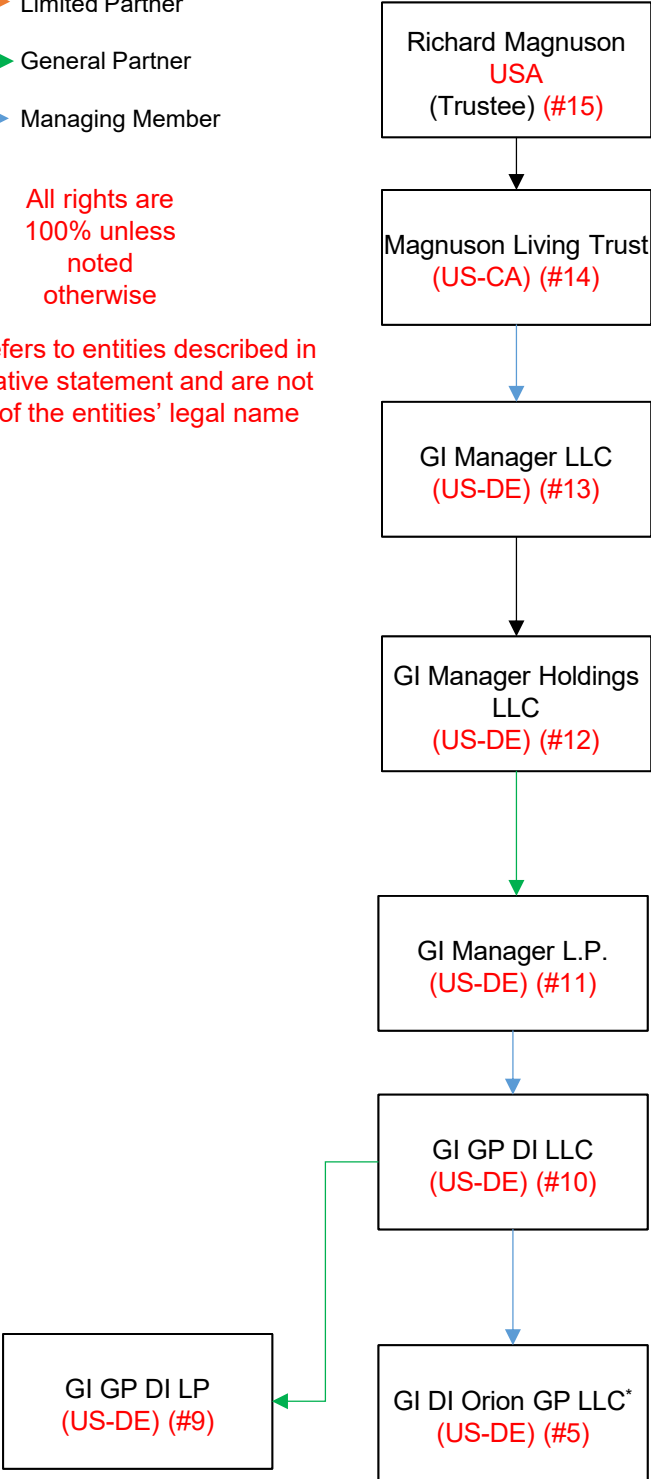
▶ Limited Partner

▶ General Partner

▶ Managing Member

All rights are  
 100% unless  
 noted  
 otherwise

# Refers to entities described in  
 narrative statement and are not  
 part of the entities' legal name



All countries/states listed in red are jurisdiction of  
 formation.

(See Post-Close Chart 2)

(See Post-Close Chart 1)