

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”).¹ Following consummation of the Proposed Transaction, the entities listed below will hold a 10 percent 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 percent 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 percent or greater attributable voting or equity interest in ORBCOMM.

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

¹ Unless otherwise specified, 188 The Embarcadero, 7th 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.

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 ²

California State Teachers Retirement System (CALSTRS)
100 Waterfront Place West Sacramento, CA 95605 USA
~18.5% indirect equity interest on a fully-diluted basis ³

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

² 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.

³ CALSTRS’s investment is indirect, passive and without voting rights.

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

Officers and Directors:

All officers and directors⁴ listed below can be reached at:

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

⁴ 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.

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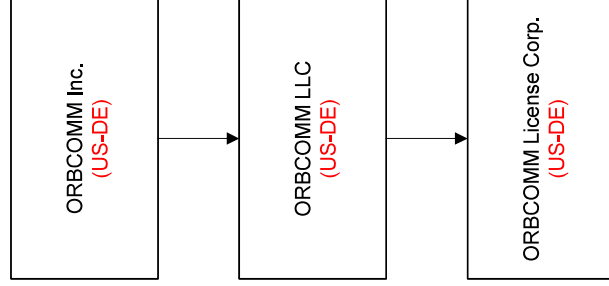
PRE- AND POST-TRANSACTION ORBCOMM ORGANIZATIONAL CHARTS
(Responses to Items 40 and A20)

→ Equity/Voting
Ownership Unless
Otherwise indicated

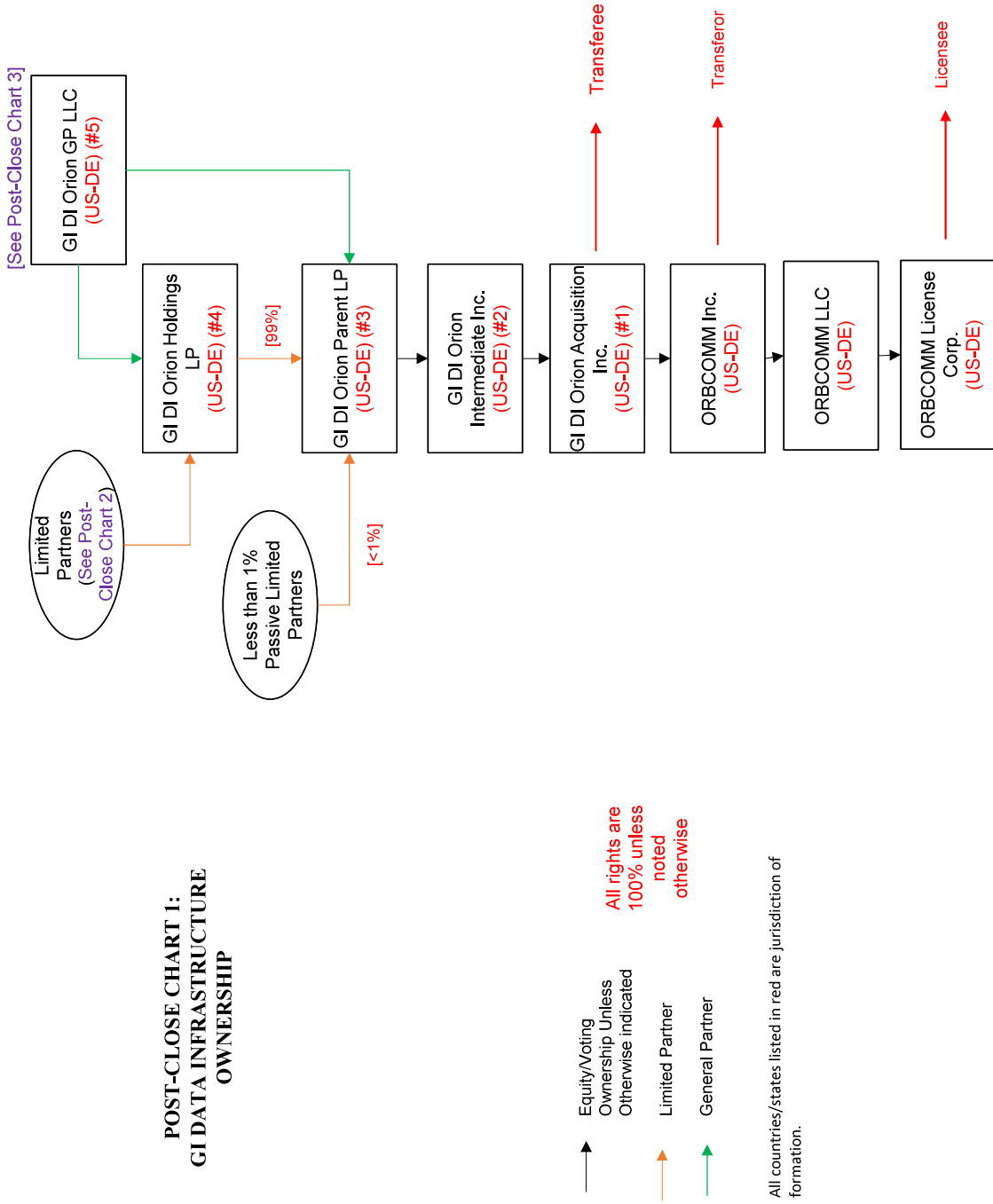
All rights are
100% unless
noted
otherwise

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

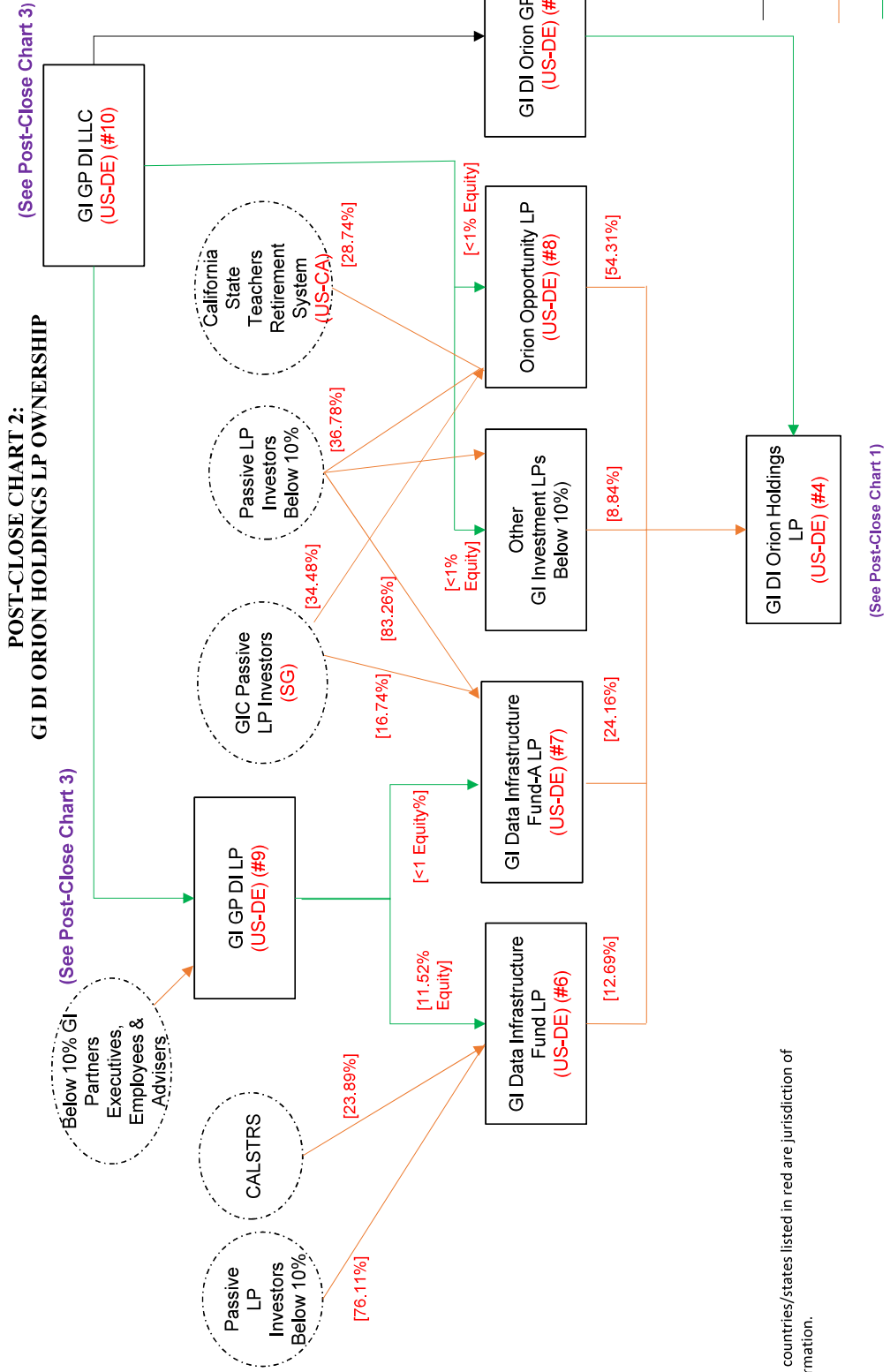
(See Post-Close Chart 1)



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



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



GI DI Orion GP LLC (#5) is the GP of GI DI Orion Holdings LP (#4) and GI DI Orion Parent LP (#3)

GI GP DI LP (#9) is the GP of GI Data Infrastructure Fund LP and GI Data Infrastructure Fund-A LP

GI GP DI LP (#10) is the GP of GI Data Infrastructure Fund LP, GI Data Infrastructure Fund-A LP and GI GP DI LP (#9) and the sole member of GI DI Orion GP LLC (#5).

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

→ Equity/Voting Ownership
 Unless Otherwise
 indicated

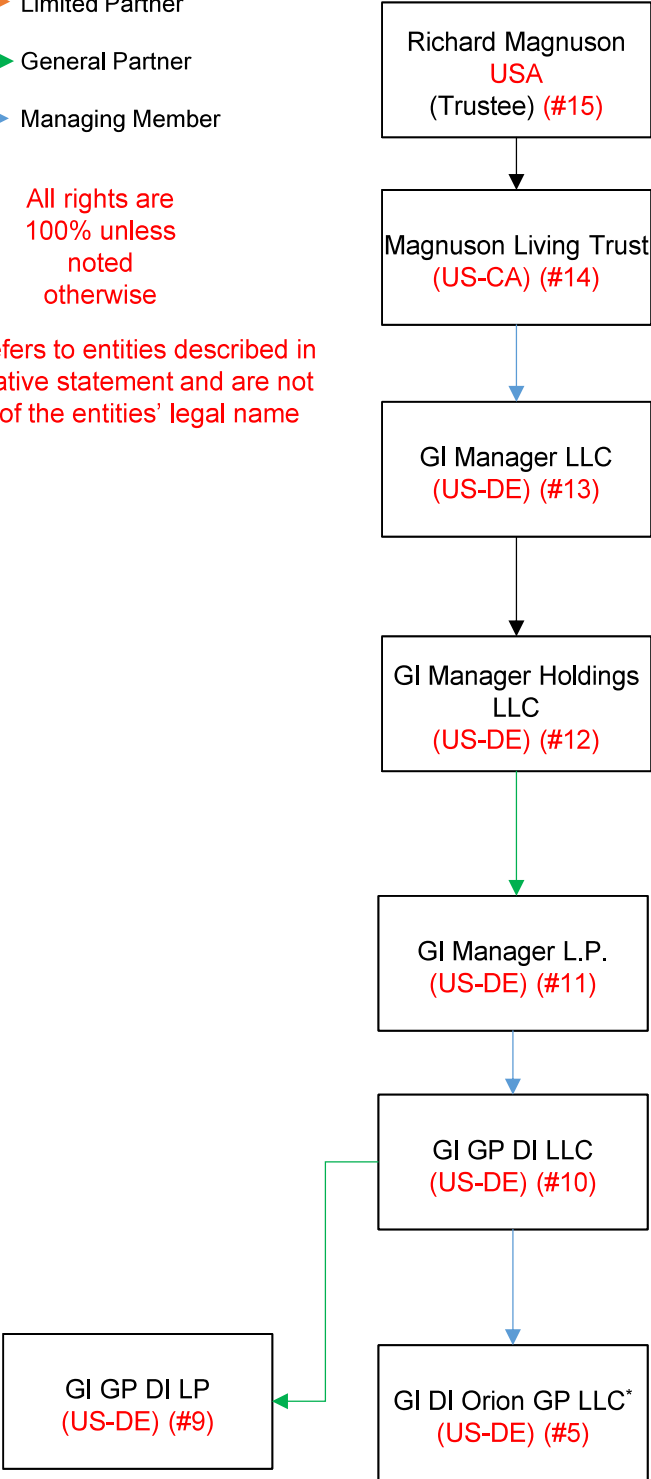
→ Limited Partner

→ 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



(See Post-Close Chart 2)

(See Post-Close Chart 1)

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

DESCRIPTION OF TRANSACTION AND PUBLIC INTEREST STATEMENT
(Responses to Items 43 and A21)

Pursuant to Section 25.119 of the Commission’s Rules, ORBCOMM Inc. (“ORBCOMM” or “Transferor”) and GI DI Orion Acquisition Inc. (“Transferee”) respectfully request Commission authorization for the proposed transfer of control of ORBCOMM License Corp., the holder of the FCC authorizations identified below. ORBCOMM is the 100% indirect owner of ORBCOMM License Corp. and the owner and operator of the ORBCOMM non-voice, non-geostationary mobile satellite service (“NVNG MSS”) satellite system (the “ORBCOMM System”). Pursuant to the proposed transfer of control (the “Proposed Transaction”), Transferee will acquire ownership and control of 100% of the common stock of ORBCOMM. As more fully described in Exhibit E to this application, Transferee is indirectly owned and controlled by individuals and entities known collectively as GI Partners, a U.S.-controlled technology, infrastructure, and real estate investment firm.

Upon consummation of the Proposed Transaction, following receipt of FCC and other required governmental approvals, the following FCC licenses held by ORBCOMM License Corp. (the “ORBCOMM Licenses”) will be indirectly owned and controlled by Transferee, and ultimately 100% controlled by GI Partners:

Call Sign	Description
S2103	NVNG MSS Space Segment License
E940535	Fixed Earth Station

E940536	Fixed Earth Station
E940537	Fixed Earth Station
E940538	Fixed Earth Station
E940534	Blanket Mobile Earth Station
E030055	Blanket Mobile Earth Station
E100192	Blanket Mobile Earth Station

As discussed more fully below, approval of the Proposed Transaction is consistent with the Commission's Rules, and will well serve the public interest, convenience and necessity.

I. DESCRIPTION OF THE PARTIES AND THE PROPOSED TRANSACTION

A. GI Partners

Founded in 2001, GI Partners is a private investment firm based in San Francisco, California. GI Partners has raised over \$27 billion in capital from leading institutional investors around the world to invest in private equity, real estate, and data infrastructure strategies. With respect to data infrastructure specifically, over the past two decades GI Partners invested in numerous innovative companies that facilitate America's dynamic 21st century digital economy. In the last two calendar years alone, GI Partners acquired or invested in innovative fiber network operators in the Midwest and Florida, as well as making an investment in Hawaii's largest data center operator, a provider of vital hub services for trans-Pacific communications networks.

GI Partners' investment in ORBCOMM will be made through GI DI Orion Acquisition Inc., the Transferee, a corporation formed specifically for the Proposed Transaction. GI Partners'

investment in ORBCOMM will be funded by a number of limited partnerships comprising the GI Data Infrastructure Fund (the “GI Data Fund” or the “Fund”). The GI Data Fund invests primarily in hard asset infrastructure businesses underpinning the digital economy. Its investments, for example, focus on data centers, data transport, wireless access and tech-enabled infrastructure, predominantly in North America. The GI Data Fund is comprised of a series of parallel Delaware limited partnerships, each controlled by U.S. entities and citizens.

The equity in the GI Data Fund is held through passive limited partnership interests and includes capital commitments from public and private pension funds, financial institutions, sovereign wealth funds, investment management firms, and foundations both from the U.S. and other countries. Control of the GI Data Fund and the limited partnerships that comprise the Fund rests exclusively in two U.S. controlled General Partners -- GI GP DI LP and GI GP DI LLC -- that are themselves controlled by a single General Partner that is comprised of U.S. citizens.

For the purpose of its proposed acquisition of ORBCOMM, GI Partners has obtained an investment from Discovery Investment Pte. Ltd., a private limited company organized under the laws of Singapore (the “GIC Investor”). The GIC Investor is managed by GIC Special Investments Pte. Ltd., which is the private equity and infrastructure arm of GIC Private Limited (“GIC”). GIC is a private limited company formed to manage the foreign reserves of the Government of Singapore. GIC has well over US\$100 billion of assets under management. It holds investments in over 40 countries. The GIC Investor will be a passive investor, and will indirectly hold approximately 19% equity ownership in ORBCOMM without any governance rights in ORBCOMM. This indirect ownership by the GIC Investor will be through an investment in Orion Opportunity LP (“Orion Opportunity”), a Delaware limited partnership controlled by its general

partner, GI GP DI LLC, which is itself ultimately controlled by GI Partners. As a passive, minority equity investor in Orion Opportunity, the GIC Investor will have no ability to control, manage, or become involved in the day-to-day business operations or decision-making of Orion Opportunity or, in turn, ORBCOMM. In addition, due to holdings of limited partnership interests (or other similar passive investment interests) in the GI Data Infrastructure Fund-A LP, a Delaware limited partnership that is part of the GI Data Fund (“GI DI Fund-A”), a wholly owned affiliate of the GIC Investor will hold an additional, indirect and passive economic interest in ORBCOMM of approximately 4%.

Exhibit E to this application provides the information requested in FCC Form 312 and Form 312 Schedule A regarding the ownership, control, and management of the Transferee. For additional clarity, charts showing the ownership structure of ORBCOMM before and after consummation of the Proposed Transaction are provided in Attachment 1 to Exhibit E.

B. ORBCOMM Inc.

ORBCOMM, a corporation organized under the laws of the state of Delaware and publicly traded on NASDAQ, is a global provider of satellite- and cellular-based industrial Internet of Things (“IoT”) services and solutions, including network connectivity, device management and web reporting applications. ORBCOMM’s IoT services and solutions (which utilize both satellite- and cellular-based networks) are designed to track, monitor, control and enhance security for a variety of assets, including: trailers, trucks, rail cars, sea containers, power generators, fluid tanks, marine vessels, diesel or electric powered generators, oil and gas wells, pipeline monitoring

equipment, irrigation control systems, utility meters, heavy equipment, and other fixed assets.¹ These services and solutions optimize business efficiencies, increase asset utilization and reduce asset write-offs, helping customers realize benefits on a worldwide basis.

ORBCOMM provides its IoT services and solutions using multiple network platforms, including the ORBCOMM System and its accompanying ground infrastructure,² as well as terrestrial-based cellular communication services obtained through reseller agreements with wireless providers. The company also offers customer solutions utilizing additional satellite network service options obtained through service agreements entered into with third-party mobile satellite providers. Most notably, the company provides service using the Inmarsat geostationary mobile satellite service system to provide higher bandwidth, low-latency satellite products and services, leveraging the proprietary IsatData Pro technology.³

C. Description of the Proposed Transaction

¹ For example, ORBCOMM offers vehicle fleet management services, as well as in-cab and vehicle fleet solutions through its transportation solution portfolio. ORBCOMM also provides Automatic Identification Service (“AIS”) datasets that it collects via AIS satellite receivers to assist customers in vessel navigation and to improve maritime safety for government and commercial customers worldwide.

² In addition to the ORBCOMM System FCC space segment authorization (FCC Call Sign S2103), ORBCOMM System operations are supported by separate Commission authority to operate four (4) gateway earth stations in the U.S. (FCC Call Signs E940535, E94036, E940537, and E940538). ORBCOMM System user terminal operations in the United States are authorized pursuant to blanket authority (FCC Call Sign E940534). ORBCOMM provides all services on a non-common carrier basis, and thus holds no domestic or international 214 authorizations.

³ Additionally, ORBCOMM License Corp. holds two (2) blanket earth station licenses (FCC Call Signs E030055 and E100192) in connection with its provision of services in the United States via the Inmarsat system.

On April 7, 2021, GI DI Orion Merger Sub Inc., a Delaware corporation and wholly owned subsidiary of Transferee, (“Merger Sub”) and ORBCOMM entered into an Agreement and Plan of Merger (“Merger Agreement”). The Merger Agreement provides for the merger of Merger Sub with and into ORBCOMM (the “Merger”), with ORBCOMM surviving the Merger as a wholly owned subsidiary of Transferee. Subject to the terms and conditions set forth in the Merger Agreement, at the effective time of the Merger, each of ORBCOMM’s issued and outstanding shares of common stock will be converted into the right to receive cash compensation per common share.

Concurrently with the execution and delivery of the Merger Agreement, GI Data Infrastructure Fund LP, a Delaware limited partnership (“GI Data Infrastructure Fund”); GI DI Fund-A; GI Data Infrastructure Executive Fund LP, a Delaware limited partnership, (“GI Data Executive Fund”); and Orion Opportunity have entered into an equity commitment letter with respect to certain obligations of Transferee and Merger Sub under the Merger Agreement.

Similarly, GI Data Infrastructure Fund, GI DI Fund-A, and GI Data Executive Fund have provided a Limited Guaranty with respect to certain obligations of Transferee and Merger Sub under the Merger Agreement.

II. THE PROPOSED TRANSFER OF CONTROL WILL SERVE THE PUBLIC INTEREST

Pursuant to Section 310(d) of the Communications Act, the Commission reviews a proposed licensee transfer of control by weighing the public interest benefits against any public interest harms and determining, on balance, whether the transfer will serve “the public interest,

convenience and necessity.”⁴ Where the potential harms (if any) are small or limited, the potential benefits need only be of a similar scale.⁵ In addition, the Commission considers whether a proposed transferee is qualified to hold a Commission authorization and evaluates the impact of a proposed transaction on various Commission objectives.

The Commission's public interest evaluation necessarily encompasses the “broad aims of the Communications Act,” which include, among other things, a deeply rooted preference for preserving and enhancing competition in relevant markets, accelerating private sector deployment of advanced services, ensuring a diversity of information sources and services to the public, and generally managing the spectrum in the public interest. This public interest analysis may also entail assessing whether a transaction will affect the quality of communications services or will result in the provision of new or additional services to consumers. In conducting this analysis, we may consider technological and market changes, and the nature, complexity, and speed of change of, as well as trends within, the communications industry.⁶

As discussed below, the Proposed Transaction would promote each and every one of these objectives.

A. The Proposed Transaction Preserves and Enhances Competition for IoT Services

The Proposed Transaction serves the public interest by giving ORBCOMM access to a range of new financial, managerial, and technical resources to further enhance ORBCOMM’s stance in the highly competitive worldwide IoT marketplace. ORBCOMM already provides a full suite of sophisticated IoT services and solutions using a variety of transmission technologies to

⁴ 47 U.S.C. § 310(d).

⁵ See, e.g., *TRW Inc.*, 17 FCC Rcd. 24625, ¶ 15 (2002) (“[W]e find no public interest harms, and thus, the Applicants’ demonstration of potential benefits need not be as great.”).

⁶ *XM Satellite Radio Holdings, Inc. and Sirius Satellite Radio Inc.*, 23 FCC Rcd. 12348, ¶ 31 (2008) (citations omitted).

connect end user devices. In fact, ORBCOMM was innovating and providing narrowband machine-2-machine communications on a global basis using its first-generation NVNG MSS network long before the term “Internet-of-Things” was coined.⁷ In the intervening years, however, the landscape for the delivery of wireless narrowband data services changed dramatically. ORBCOMM now competes with a diverse mix of terrestrial-based technologies, as well as satellite-based competitors from various countries throughout the world that have or are building and launching networks of their own.⁸ In the United States, over the past several years the Commission has received multiple applications and petitions from parties that triggered two separate processing rounds to authorize new NVNG MSS satellite constellations.⁹ Although it cannot be predicted how many new entrant satellite system operators targeting the IoT services sector might ultimately be successful in the marketplace, several are already constructing and

⁷ ORBCOMM’s first prototype satellites, the Orbcomm-X, launched in 1991, 30 years ago during the infancy of the Internet. ORBCOMM’s first generation NVNG MSS constellation of commercial spacecraft was launched into orbit between 1997 and 1999 using the Pegasus launch vehicle developed by ORBCOMM’s then parent, Orbital Sciences Corporation.

⁸ ORBCOMM presently competes with cellular operators offering their own IoT solutions using 4G or 5G terrestrial networks, a variety of interests that have repurposed or seek to repurpose paging frequencies or alternative underutilized spectrum below 1 GHz, L-band satellite networks originally intended to provide voice services, and various new entrants using unlicensed spectrum bands with favorable propagation characteristics (*e.g.*, TV White Spaces).

⁹ The Commission established a cut-off date of October 15, 2019, for applications and petitions for operations in the 399.9-400.05 MHz and 400.15-401 MHz frequency bands by NVNG MSS systems. *See* Public Notice, In the Matter of Myriota Pty. Ltd. Petition Accepted for Filing, Report NO. SPB-277, DA-19-779 (rel. Aug. 15, 2019). Similarly, the Commission established a cut-off date of May 4, 2020, for applications and petitions for operations in the 137-138 MHz and 148-150.5 MHz frequency bands by NVNG MSS systems. *See* Public Notice, In the Matter of Myriota Pty. Ltd. Petition Accepted for Filing, Report NO. SPB-280, DA-20-238 (rel. Mar. 5, 2020).

launching new satellite constellations that will eventually compete with ORBCOMM on a global basis.¹⁰

Approval of the Proposed Transaction will allow ORBCOMM to leverage GI Partners' investment, as well as its significant resources and expertise, to further bolster ORBCOMM's competitive stance in the IoT industry.¹¹ Specifically, the proposed merger with GI Partners is anticipated to significantly enhance ORBCOMM's ability to continue developing and expanding its best-in-class IoT service offerings.

B. GI Partners' Prior Stewardship of Telecommunications and Data Infrastructure Qualifies it to Own and Control an FCC Licensee

GI Partners holds the necessary technical and legal qualifications to control ORBCOMM's FCC authorizations and to provide satellite and wireless services in the United States. Specifically, GI Partners has invested heavily over the past two decades in various data infrastructure opportunities, including data centers and co-location facilities that interconnect and host major telecommunications networks. For example, in 2020 GI Partners acquired DR Fortress, Hawaii's largest data center operator. DR Fortress offers carrier-neutral connectivity, co-location, and

¹⁰ For example, Myriota Pty. Ltd. announced that it began offering service in the United States and Canada (after already serving Australia and New Zealand) subsequent to a successful launch in March 2021. See <https://spacenews.com/satellite-launches-fueling-race-to-connect-out-of-reach-devices/>.

¹¹ The Proposed Transaction does not involve a vertical or horizontal merger of like companies providing comparable services. Neither GI Partners nor its affiliated companies operate satellite or cellular networks for the purpose of offering IoT services, nor do they provide services that are complementary. Thus, grant of this application improves the competitive landscape for IoT services by strengthening an established provider of such services, not through consolidation or by removing a market participant.

related data center services, and serves as the only commercial internet exchange hub in Hawaii.¹² Since its investment, GI Partners has improved DR Fortress' operational and financial capabilities by, among other things, expanding its facility, adding new product offerings, bolstering its leadership team and optimizing its capital structure. GI Partners' successful stewardship of such critical telecommunications infrastructure makes it an appropriate candidate to control ORBCOMM. In addition, as a U.S.-based and majority U.S.-owned and controlled company that is otherwise fully qualified to be a licensee in accordance with the Commission's Rules, GI Partners is legally qualified to assume the proposed indirect ownership and control of the ORBCOMM Licenses.

C. The Proposed Transaction Is Structured to Enhance ORBCOMM's Competitiveness in the IoT Marketplace

The Proposed Transaction is intended to better position ORBCOMM to continue to successfully compete in the worldwide IoT marketplace, while maintaining ORBCOMM's proven track record of first-in-class customer service. The Proposed Transaction will not adversely affect or diminish the quality of ORBCOMM's existing products, services, and solutions. In fact, the Proposed Transaction will be transparent to ORBCOMM's customers. Following consummation of the Proposed Transaction, ORBCOMM will continue to provide IoT services at the same rates, terms, and conditions, as governed by existing contracts. The Proposed Transaction will not result in service disruption, contract termination, or customer confusion. ORBCOMM will continue to operate under experienced and knowledgeable management, and will continue to provide service

¹² See <https://www.gipartners.com/news/gi-partners-invests-in-dr-fortress-llc> (last visited May 3, 2021).

in full accordance with the ORBCOMM Licenses. Commission approval of the Proposed Transaction will allow for the pairing of the respective capabilities and resources of ORBCOMM and GI Partners to promote continued development and expansion of ORBCOMM's world-class suite of IoT offerings.

D. The Proposed Transaction Does Not Implicate Any U.S. Law Enforcement or National Security Concerns

The Proposed Transaction does not raise any foreign ownership or control issues that would implicate U.S. law enforcement, foreign policy, trade policy, or other national security concerns. Upon consummation of the Proposed Transaction, no foreign person will control ORBCOMM, and there will be no changes to the existing location or control of any ORBCOMM network facility. All of the entities and individuals that control the general partners of the GI Partners funds, which will fully control ORBCOMM following consummation of the Proposed Transaction, are U.S. persons. Although some limited partner investors in these GI Partners funds are non-U.S., or have entities in their control chains that are non-U.S., these limited partners will not have a role in the day-to-day management of the Company and will not otherwise have the ability to control the Company or the decisions made by the general partner of the relevant GI Partners fund. In light of the foregoing, the Proposed Transaction does not raise any material U.S. law enforcement, foreign policy, trade policy, or other national security concerns.

III. CONCLUSION

For all of the above-stated reasons, Commission grant of this application will serve the public interest, convenience and necessity. Accordingly, ORBCOMM and GI Partners respectfully request that the Commission act expeditiously to approve the proposed transfer of control.