

Reference Copy Only. Do Not Mail to the FCC as an Application.

Submitted:

File Number: 0002156736

FCC 603
Main Form

FCC Wireless Telecommunications Bureau Application for Assignments of Authorization and Transfers of Control

Approved by OMB
3060 - 0800
See instructions for
public burden estimate

General Information

1) Application Purpose (Select only one) (AM)	
AA - Assignment of Authorization TC - Transfer of Control	AM - Amendment WD - Withdrawal
NT - Required Notification (For Consummation of an Assignment or Transfer) EX - Request for Extension of Time (To Consummate an Assignment or Transfer)	
2) If this application is for an Amendment (AM) or Withdrawal (WD), enter the File Number of the pending or consented to application currently on file with the FCC.	File Number: 0002156736
3a) Is this application for Assignment of Authorization or Transfer of Control part of a series of applications involving other wireless license(s) held by the licensee, affiliates of the licensee (e.g., parents, subsidiaries, or commonly-controlled entities), or third parties that are not included on this application and for which Commission approval or notification is required?	(N) Yes No
3b) If the answer to 3a is 'Y', provide the File Number of the lead application.	File Number: _____
3c) Does this application for Assignment of Authorization or Transfer of Control involve the assignment or transfer of non-wireless licenses/authorizations for which Commission approval or notification is required?	(N) Yes No
4) Are attachments being filed with this application?	(Y) Yes No

Fees and Waivers

5a) Is the applicant exempt from FCC application fees? If 'Y', attach an exhibit justifying how the applicant is exempt from FCC application fees.	(N) Yes No
5b) Is a waiver/deferral of the FCC application fees being requested and the application fees are not being submitted in conjunction with this application? If 'Y', attach a date-stamped copy of the request for waiver/deferral of the FCC application fees.	(N) Yes No
6a) Does this application include a request for waiver of the Commission's rules (other than a request for application fee waivers)? If 'Y', attach an exhibit specifying the rule section(s) for which a waiver is being requested and including a justification for the waiver request.	(N) Yes No
6b) If 6a is 'Y', enter the number of rule sections involved.	Number of Rule Sections: _____

Additional Transaction Information

7) Has this application for Assignment of Authorization or Transfer of Control already occurred?	(N) Yes No
8a) The Assignment of Authorization or Transfer of Control is:	<input checked="" type="checkbox"/> Voluntary <input type="checkbox"/> Involuntary
8b) If 8a is 'Involuntary', provide the date that the event occurred:	(MM/DD/YYYY) / /
9a) Is this application a <i>pro forma</i> Assignment of Authorization or Transfer of Control?	(N) Yes No
9b) If 9a is 'Y', is this a post notification that is being filed under the Commission's forbearance procedures pursuant to Section 1.948(c)(1) of the Commission's Rules?	() Yes No
9c) If 9b is 'Y', provide the consummation date of the Assignment of Authorization or Transfer of Control.	(MM/DD/YYYY) / /
10a) Does this application involve the partitioning and/or disaggregation of geographic-area licenses? If 'Y', complete Schedule B and, if applicable, Schedule C.	() Yes No
10b) If 10a is 'N', does this application involve the partial assignment of site-based licenses?	() Yes No

11) How will/has the Assignment of Authorization or Transfer of Control be/been accomplished? Select One: (S)

Sale or other assignment of assets Court order Reorganization or liquidation

Transfer of stock or other ownership interests

Other (voting trust agreement, management contract, etc.): _____

Designated Entity Information (If 12a, 12b or 12c is 'Y', Schedule A is required to be completed.)

12a) Does this application for Assignment of Authorization or Transfer of Control involve any licenses that were originally awarded with bidding credits within the last five years?	(N) <u>Y</u> es <u>N</u> o
12b) Does this application for Assignment of Authorization or Transfer of Control involve any licenses that were originally subject to the Commission's installment payment plan?	(N) <u>Y</u> es <u>N</u> o
12c) Does this application for Assignment of Authorization or Transfer of Control involve any licenses that were originally granted pursuant to closed bidding within the last five years?	(N) <u>Y</u> es <u>N</u> o

Competition-Related Information

13) Does this application for Assignment of Authorization or Transfer of Control involve a license(s) that may be used for interconnected mobile voice and/or data services that would, if assigned or transferred, create a geographic overlap with another license(s) in which the Assignee/Transferee already holds direct or indirect interests (of 10 percent or more), either as a licensee or spectrum lessee/sublessee, and that also could be used to provide interconnected mobile voice and/or data services?	() <u>Y</u> es <u>N</u> o
14a) Does the Assignee/Transferee hold direct or indirect interests (of 10 percent or more) in any entity that already has access to 10 MHz or more spectrum in the Cellular Radiotelephone, broadband PCS, or Specialized Mobile Radio (SMR) services through license(s), lease(s), or sublease(s) in the same geographic area?	() <u>Y</u> es <u>N</u> o
14b) Would/does this application for Assignment of Authorization or Transfer of Control reduce the number of entities providing service (using spectrum in any of the three services listed in item 14a) in the affected market(s)?	() <u>Y</u> es <u>N</u> o

Broadband Radio Service and Educational Broadband Service Information

15a) Will the requested facilities be used to provide multichannel video programming?	() <u>Y</u> es <u>N</u> o
15b) If 15a is 'Y', does the Assignee/Transferee operate, control or have attributable interest (as defined in Section 27.1202 of the Commission's Rules) in a cable television system whose franchise area is located within the geographic area of the requested facilities? If 'Y', provide an exhibit explaining how the Assignee/Transferee complies with Section 27.1202 of the Commission's Rules or justifying a waiver of that rule. If a waiver of the Commission's Rule(s) is being requested, 6a must be answered 'Y'.	() <u>Y</u> es <u>N</u> o
16) Does the Assignee/Transferee comply with the programming requirements contained in Section 27.1203 of the Commission's Rules? If 'N', provide an exhibit explaining how the Assignee/Transferee complies with Section 27.1203 of the Commission's Rules or justifying a waiver of that rule. If a waiver of the Commission's Rule(s) is being requested, 6a must be answered 'Y'.	() <u>Y</u> es <u>N</u> o

Assignor/Licensee Information

17) Assignor/Licensee is a(n): (Select One)			
<input type="checkbox"/> Individual	<input type="checkbox"/> Unincorporated Association	<input type="checkbox"/> Trust	<input type="checkbox"/> Government Entity
<input checked="" type="checkbox"/> Corporation	<input type="checkbox"/> Limited Liability Company		
<input type="checkbox"/> General Partnership	<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Limited Liability Partnership	<input type="checkbox"/> Consortium
<input type="checkbox"/> Other: _____			
18) FCC Registration Number (FRN): 0002378172			
19) First Name (if individual):	MI:	Last Name:	Suffix:
20) Legal Entity Name (if not an individual): Tracy Corporation II			
21) Attention To: Michael J. Tracy			
22) P.O. Box: 17	And /Or	23) Street Address: 1225 Sage St.	
24) City: Gering	25) State: NE	26) Zip Code: 69341	
27) Telephone Number: (308)436-4060		28) Fax Number: (308)436-5165	
29) E-Mail Address:			

30) Demographics of Assignor/Licensee (Optional):

Race: <input type="checkbox"/> American Indian or Alaska Native <input type="checkbox"/> Asian <input type="checkbox"/> Black or African-American <input type="checkbox"/> Native Hawaiian or Other Pacific Islander <input type="checkbox"/> White	Ethnicity: <input type="checkbox"/> Hispanic or Latino <input type="checkbox"/> Not Hispanic or Latino	Gender: <input type="checkbox"/> Male <input type="checkbox"/> Female
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Assignor/Licensee Contact Representative

31) First Name:	MI:	Last Name:	Suffix:
32) Company Name:			
33) Attention To:			
34) P.O. Box:	And /Or	35) Street Address:	
36) City:	37) State:	38) Zip Code:	
39) Telephone Number:		40) Fax Number:	
41) E-Mail Address:			

Transferor Information (for Transfers of Control only)

42) Transferor is a(n): (Select One)			
<input type="checkbox"/> Individual	<input type="checkbox"/> Unincorporated Association	<input type="checkbox"/> Trust	<input type="checkbox"/> Government Entity
<input checked="" type="checkbox"/> Corporation	<input type="checkbox"/> Limited Liability Company		
<input type="checkbox"/> General Partnership	<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Limited Liability Partnership	<input type="checkbox"/> Consortium
<input type="checkbox"/> Other: _____			
43) FCC Registration Number (FRN): 0014096051			
44) First Name (if individual):	MI:	Last Name:	Suffix:
45) Legal Entity Name (if not an individual): Tracy Corporation II			
46) Attention To: Michael J. Tracy			
47) P.O. Box: 17	And /Or	48) Street Address: 1225 Sage St.	
49) City: Gering	50) State: NE	51) Zip Code: 69341	
52) Telephone Number: (308)436-4090		53) Fax Number: (308)436-5165	
54) E-Mail Address: michael.tracy@tixt.net			

55) Demographics of Transferor (Optional):

Race: <input type="checkbox"/> American Indian or Alaska Native <input type="checkbox"/> Asian <input type="checkbox"/> Black or African-American <input type="checkbox"/> Native Hawaiian or Other Pacific Islander <input type="checkbox"/> White	Ethnicity: <input type="checkbox"/> Hispanic or Latino <input type="checkbox"/> Not Hispanic or Latino	Gender: <input type="checkbox"/> Male <input type="checkbox"/> Female
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Transferor Contact Representative

56) First Name: Michael	MI: L	Last Name: Glaser	Suffix: Mr.
57) Company Name: Shughart Thomson & Kilroy, P.C.			
58) Attention To:			
59) P.O. Box:	And /Or	60) Street Address: 1050 17th Street, Suite 2300	
61) City: Denver	62) State: CO	63) Zip Code: 80265	
64) Telephone Number: (303)572-9300		65) Fax Number: (303)572-7883	
66) E-Mail Address: mglaser@stklaw.com			

Assignee/Transferee Information

67) Assignee/Transferee is a(n): (Select One)			
<input type="checkbox"/> Individual	<input type="checkbox"/> Unincorporated Association	<input type="checkbox"/> Trust	<input type="checkbox"/> Government Entity
<input type="checkbox"/> Corporation	<input checked="" type="checkbox"/> Limited Liability Company		
<input type="checkbox"/> General Partnership	<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Limited Liability Partnership	<input type="checkbox"/> Consortium
<input type="checkbox"/> Other: _____			
68) FCC Registration Number (FRN): 0013249032			
69) First Name (if individual):	MI:	Last Name:	Suffix:
70) Legal Entity Name (if not an individual): Becker Capital Management, LLC			
71) Attention To: Michael L. Glaser			
72) Real Party in Interest FCC Registration Number (FRN):			
73) Name of Real Party in Interest:			
74) P.O. Box:	And /Or	75) Street Address: 1050 17th Street, Suite 2300	
76) City: Denver	77) State: CO	78) Zip Code: 80503	
79) Telephone Number: (303)572-9300		80) Fax Number: (303)572-7883	
81) E-Mail Address: mglaser@stklaw.com			

82) Demographics of Assignee/Transferee (Optional):

Race:	Ethnicity:	Gender:
<input type="checkbox"/> American Indian or Alaska Native	<input type="checkbox"/> Hispanic or Latino	<input type="checkbox"/> Male
<input type="checkbox"/> Asian	<input type="checkbox"/> Not Hispanic or Latino	<input type="checkbox"/> Female
<input type="checkbox"/> Black or African-American		
<input type="checkbox"/> Native Hawaiian or Other Pacific Islander		
<input type="checkbox"/> White		

Assignee/Transferee Contact Representative (if other than Assignee/Transferee)

83) First Name: Michael	MI: L	Last Name: Glaser	Suffix: Mr.
84) Company Name: Shughart Thomson & Kilroy, P.C.			
85) Attention To:			
86) P.O. Box:	And /Or	87) Street Address: 1050 17th Street, Suite 2300	
88) City: Denver	89) State: CO	90) Zip Code: 80265	
91) Telephone Number: (303)572-9300		92) Fax Number: (303)572-7883	
93) E-Mail Address: mglaser@stklaw.com			

Ownership Disclosure Information

94a) Is the Assignee/Transferee required to file FCC Form 602, Ownership Disclosure Information for the Wireless Telecommunications Services?	(<input type="checkbox"/>) <u>Yes</u> <u>No</u>
94b) If 94a is 'Y', provide the File Number of the FCC Form 602 that is required to be submitted in conjunction with this application or already on file with the FCC.	File Number: _____

Alien Ownership Information

95) Is the Assignee/Transferee a foreign government or the representative of any foreign government?	(<input type="checkbox"/>) <u>Yes</u> <u>No</u>
96) Is the Assignee/Transferee an alien or the representative of an alien?	(<input type="checkbox"/>) <u>Yes</u> <u>No</u>
97) Is the Assignee/Transferee a corporation organized under the laws of any foreign government?	(<input type="checkbox"/>) <u>Yes</u> <u>No</u>
98) Is the Assignee/Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	(<input type="checkbox"/>) <u>Yes</u> <u>No</u>
99a) Is the Assignee/Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country?	(<input type="checkbox"/>) <u>Yes</u> <u>No</u>
99b) If 99a is 'Y', has the Assignee/Transferee received a ruling(s) under Section 310(b)(4) of the Communications Act with respect to the same radio service(s) and geographic coverage area(s) involved in this application? If 99b is 'N', attach a date-stamped copy of a request for a foreign ownership ruling pursuant to Section 310(b)(4) of the Communications Act.	(<input type="checkbox"/>) <u>Yes</u> <u>No</u>

Basic Qualification Information

100) Has the Assignee/Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, or construction permit denied by the Commission?	(<input type="checkbox"/>) <u>Yes</u> <u>No</u>
101) Has the Assignee/Transferee or any party to this application, or any party directly or indirectly controlling the Assignee/Transferee ever been convicted of a felony by any state or federal court?	(<input type="checkbox"/>) <u>Yes</u> <u>No</u>
102) Has any court finally adjudged the Assignee/Transferee, or any party directly or indirectly controlling the Assignee/Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition?	(<input type="checkbox"/>) <u>Yes</u> <u>No</u>

Assignor/Transferor Certification Statements

- 1) The Assignor/Transferor certifies either that (1) the authorization will not be assigned or that control of the license(s) will not be transferred until the consent of the Federal Communications Commission has been given, or (2) prior Commission consent is not required because the transaction is subject to streamlined notification procedures for *pro forma* assignments and transfers by telecommunications carriers. See Section 1.948(c) (1) of the Commission's Rules.
- 2) The Assignor/Transferor certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
- 3) The Assignor/Transferor certifies that it is not in default on any payment for Commission licenses and that it is not delinquent on any non-tax debt owed to any federal agency.

Typed or Printed Name of Party Authorized to Sign

103) First Name:	MI:	Last Name:	Suffix:
104) Title:			
Signature:			105) Date:

**FAILURE TO SIGN THIS APPLICATION MAY RESULT IN DISMISSAL OF THE APPLICATION AND FORFEITURE OF ANY FEES PAID.
 WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).**

Assignee/Transferee Certification Statements

1)	The Assignee/Transferee certifies either that (1) the authorization(s) will not be assigned or that control of the license(s) will not be transferred until the consent of the Federal Communications Commission has been given, or (2) prior Commission consent is not required because the transaction is subject to streamlined notification procedures for <i>pro forma</i> assignments and transfers by telecommunications carriers. See Section 1.948(c)(1) of the Commission's Rules.
2)	The Assignee/Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.
3)	The Assignee/Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership or attribution rules.* *If the Assignee/Transferee has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.
4)	The Assignee/Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor/Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against the Assignor/Transferor prior to this assignment/transfer.
5)	The Assignee/Transferee certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
6)	The Assignee/Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the Commission's Rules for the definition of "party to the application" as used in this certification.
7)	The Assignee/Transferee certifies that it is not in default on any payment for Commission licenses and that it is not delinquent on any non-tax debt owed to any federal agency.

Typed or Printed Name of Party Authorized to Sign

106) First Name:	MI:	Last Name:	Suffix:
107) Title:			
Signature:			108) Date:
FAILURE TO SIGN THIS APPLICATION MAY RESULT IN DISMISSAL OF THE APPLICATION AND FORFEITURE OF ANY FEES PAID.			
WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).			

Authorizations To Be Assigned or Transferred

108) Call Sign	109) Radio Service Code	110) Location Number	111) Path Number (Microwave only)	112) Frequency Number	113) Lower or Center Frequency (MHz)	114) Upper Frequency (MHz)	115) Constructed Yes / No
KKB747	CD - Paging and Radiotelephone						Y
KKB758	CD - Paging and Radiotelephone						Y
KNKC378	CD - Paging and Radiotelephone						Y
KNKC487	CD - Paging and Radiotelephone						Y
KNKD921	CD - Paging and Radiotelephone						Y
KNKD929	CD - Paging and Radiotelephone						Y
KNKJ341	CD - Paging and Radiotelephone						Y
KNKJ592	CD - Paging and Radiotelephone						Y
KNKK867	CD - Paging and Radiotelephone						Y
KNKM472	CD - Paging and Radiotelephone						Y
KNLF407	CW - PCS Broadband						Y
KNNI754	IG - Industrial/Business Pool, Conventional						Y
KUC851	CD - Paging and Radiotelephone						Y
WNJD403	IK - Industrial/Business Pool - Commercial, Conventional						Y
WNVN526	IK - Industrial/Business Pool - Commercial, Conventional						Y
WNXL659	IK - Industrial/Business Pool - Commercial, Conventional						Y
WNXP464	IK - Industrial/Business Pool - Commercial, Conventional						Y
WNYG431	IK - Industrial/Business Pool - Commercial, Conventional						Y

108) Call Sign	109) Radio Service Code	110) Location Number	111) Path Number (Microwave only)	112) Frequency Number	113) Lower or Center Frequency (MHz)	114) Upper Frequency (MHz)	115) Constructed Yes / No
WPAX827	IK - Industrial/Business Pool - Commercial, Conventional						Y
WPAX828	IK - Industrial/Business Pool - Commercial, Conventional						Y
WPBN542	IK - Industrial/Business Pool - Commercial, Conventional						Y
WPOR718	CF - Common Carrier Fixed Point to Point Microwave						Y
WPOS923	CF - Common Carrier Fixed Point to Point Microwave						Y
WPOS924	CF - Common Carrier Fixed Point to Point Microwave						Y
WQZ672	CD - Paging and Radiotelephone						Y
WQZ989	CD - Paging and Radiotelephone						Y
WQZ990	CD - Paging and Radiotelephone						Y

Attachment(s):

Type	Description	Date Entered
O	Supplement to Petition for Declaratory Ruling	12/21/2005
O	Assignee Transferee Signature & FRN	05/25/2005
O	Waiver 20.5(a) Request	05/11/2005
O	Petition for Declaratory Ruling	05/11/2005
O	Transferee Contact Representative	05/11/2005
O	Transferee Information	05/11/2005
O	Assignor Transferor Signature	05/11/2005

**SUPPLEMENT TO PETITION OF TELEMETRIX INC. FOR A
DECLARATORY RULING UNDER SECTION 310(b) OF THE
COMMUNICATIONS ACT OF 1934 AS AMENDED**

Telemetrix Inc. ("Telemetrix"), pursuant to Section 1.2 of the Commission's Rules and Regulations, 47 C.F.R. §1.2, hereby supplements its petition for a declaratory ruling from the Commission filed in connection with its application for transfer of control of Telemetrix, FCC Form 603, File Number 002156736), that a proposed transaction resulting in foreign ownership in Telemetrix exceeding the twenty-five percent (25%) benchmark set forth in Section 310(b)(4) of the Communications Act of 1934, as amended, 47 U.S.C. § 310(b)(4), will serve the public interest. In support of this supplement, the following is respectfully submitted:

A. Telemetrix submits the following additional information concerning the proposed transferees:

1. **Hartford Holdings Ltd.** Hartford Holdings Ltd. is solely owned by William W. Becker.

2. **Becker Capital Management LLC.** Becker Capital Management LLC ("BCM") is owned by William W. Becker, and his sons, Larry L. Becker and Lorn Becker, all of whom are Canadian citizens. BCM has no other stockholders.

3. **Tower Gate Finance Ltd.** Tower Gate Finance Ltd. ("TGF") is a wholly-owned subsidiary corporation of Tower Gate Limited, a corporation formed under the laws of the United Kingdom. The specific ownership interests in Tower Gate Limited is set forth in Exhibit 1 attached.

4. **Nyssen LP.** Nyssen LP is wholly owned by Matthew Hudson and his wife, Katherine Hudson. There are no other investors in Nyssen LP.

B. Telemetrix supplements information concerning the following current foreign investors in Telemetrix.

1. **Wyse Investments Ltd.** Wyse Investments Ltd. ("Wyse") is a Cayman Islands corporation, headquartered in Georgetown, Grand Cayman Islands. The entity is a trust for the benefit of the minor grandson of William W. Becker. Mr. Becker's grandson is a British subject. The contact person for Wyse is William W. Becker, P.O. Box 143, Georgetown, Grand Cayman Islands, British West Indies; telephone 345/945-4048.

2. **Vintage Investments Ltd.** Vintage Investments Ltd. ("Vintage") is a Cayman Islands corporation, headquartered in Georgetown, Grand Cayman Islands, British West Indies. The contact person for Vintage is Allen Milgate. The sole investor in Vintage is Marguerite Becker, former wife of William W. Becker. There are no other investors in Vintage. Marguerite Becker is a Canadian citizen.

3. **Ionian Investments Ltd.** Ionian Investments Ltd. ("Ionian") is a Cayman Islands corporation headquartered in Grand Cayman Islands, British West Indies. The entity is a trust in which 750,000 shares of Telemetrix common stock have been placed for the benefit of Larry L. Becker, son of William W. Becker. Larry L. Becker is a Canadian citizen. The trust holds no other assets and is maintained by the Harbor Trust Co. Ltd., located in Georgetown, Grand Cayman Islands, British West Indies. Mr. Alan Milgate is the contact person Ionian.

4. **Adara Investments Ltd.** Adara Investments ("Adara") is a Cayman Islands corporation headquartered in Georgetown, Grand Cayman Islands, British West Indies. The entity is a trust in which 750,000 shares of Telemetrix common stock have been placed for the benefit of Lorn Becker, son of William W. Becker. Lorn Becker is a Canadian citizen. The sole beneficiary of the trust is Lorn Becker, son of William W. Becker. The trust holds no other assets and is maintained at the Harbor Trust Co., Ltd., Grand Cayman Islands, British West Indies. The contact person is Alan Milgate.

C. Attached as Exhibit 2 is a chart depicting the ownership in Telemetrix before the proposed transaction described in Application No. 0002156736, and in Telemetrix's petition for a declaratory ruling. Attached as Exhibit 3 is a chart depicting the ownership in Telemetrix after consummation of the proposed transaction described in Application No. 0002156736, and in Telemetrix's petition for a declaratory ruling.

EXHIBIT 1

TGF is a wholly-owned subsidiary corporation of Tower Gate Limited, a United Kingdom corporation. A list of investors in Tower Gate Limited is attached as Schedule A.

Schedule A:

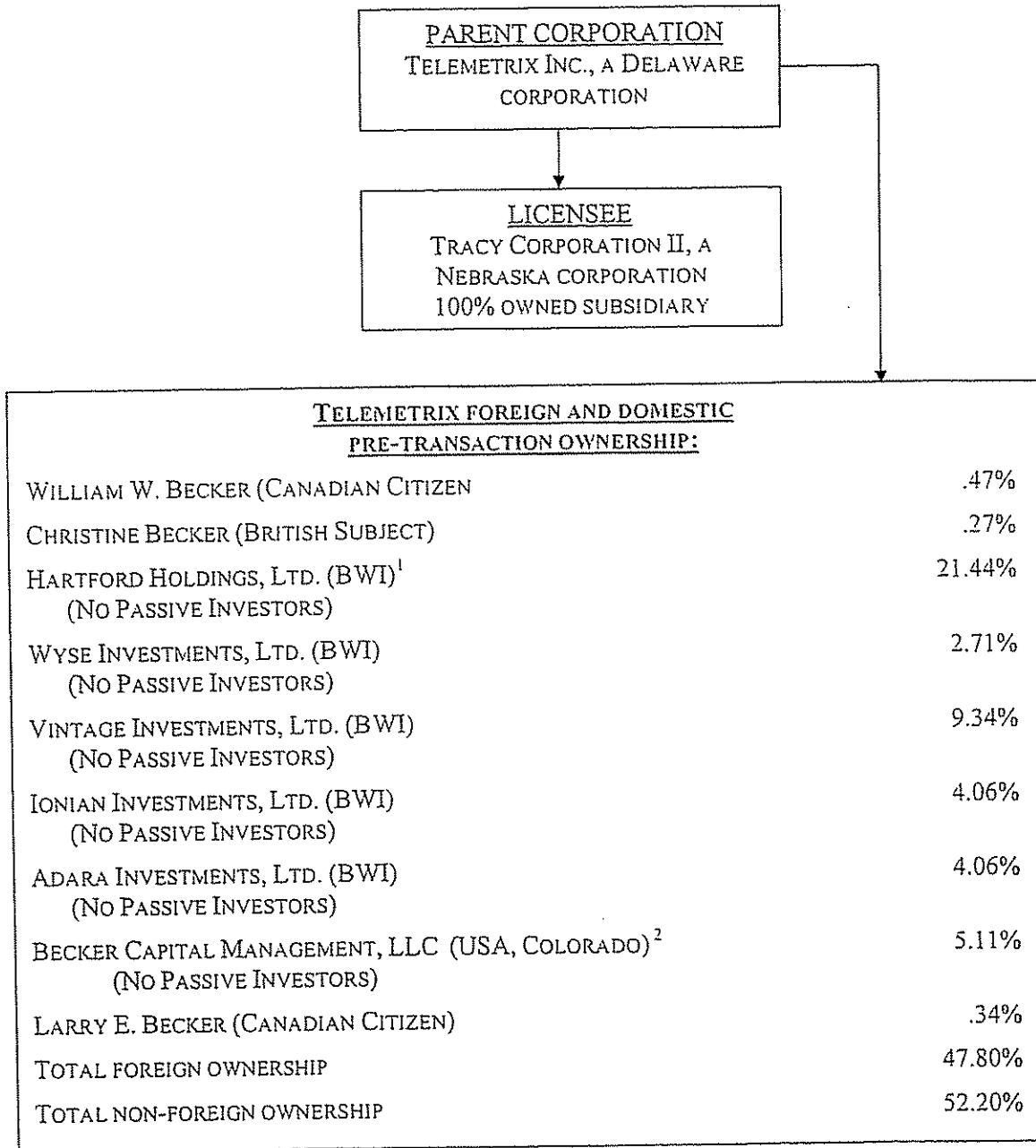
Section 1: Tower Gate Limited Shareholder Information Including Nationality

Member	A / E Shares	B Shares	C Shares	D Shares	F Shares	Nationality or headquarters	Holding
H Hudson Hersley Court Narrow Lane Hersley Gloucester GL6 9PW		12,425,020	4,916,000	750,000	125,000,000	UK	92.4%
Capgo Limited 22 Victoria Street Hamilton HM-12 Bermuda					1,530,000	Bermuda	1.0%
Selligman New Technologies Fund 100 Park Avenue New York 10017	1,562,908					US	1.0%
Selligman Investment Opportunities (Master Fund) 100 Park Avenue New York 10017	235,339					US	0.2%
Selligman New Technologies Fund 100 Park Avenue New York 10017	202,651					US	0.1%
Bank of Scotland 5th Floor, New Upper House 11 Earl Grey Street Edinburgh EH3 9EN	1,000,000			3,444,000		UK	2.9%
Aberdeen Murray Johnston (Aberdeen City Council Superannuation Fund) C/O State Street Bank and Trust Co Limited 825 Ferry Rd Edinburgh EH5 2AW	500,000			651,000		UK	0.9%
Foreign & Colonial (J.P. Morgan Chase Bank) Chesedra Bournemouth Dorset, BH7 7DA	300,000					UK	0.2%
Murray Capital C/O James Murray 1775 York Ave Suite 25B New York NY 10129	97,400			301,005		US	0.3%
S Strickland 14 Stanway Lane Greenwich CT 06830	25,574			88,077		US	0.1%
Inchills International C/O G.E. Morris 437 Madison Avenue 39th Floor New York NY 10022	17,480			110,291	250,000	US	0.2%
C Fitzsimmons 28 Frogge Street Ickleton Saffron Walden CB10 1SH			580,000			UK	0.4%
Bell Lawrie (Smitzo Nominees) 49 St. Vincent Street Glasgow G2 5TS	5,000			17,220		UK	0.01%

Patrick Keaty and Anna Pliskarova 53 East 74th Street 24R New York NY 10021				117,418		US	0.1%
Charles H Woodworth Jnr TPB Financial Services 1099 Wall Street West Lynchburg New Jersey 07071 USA				107,446		US	0.1%
John Harrison Old Zacks Cottage Chartridge Lane Chesham Bucks HP5 2TF				100,000		UK	0.1%
D Simpson Elvingston Science Centre Elvington Glasgow East Lothian EH22 1EH				100,000		UK	0.1%
R Spillmann Empire Capital Leasing 1655 26th Street Suite A4A Corona CA 92879				75,000		US	0.05%
J Harrington III 5 Sheffield West Winchester MA 01890 USA				25,000		US	0.02%
P Linnay 33 Cannon Court 5 Brewery Yard Clerkenwell London EC1V 4JQ			80,000	40,000		UK	0.1%
D McAtamney 15 - 40 147th Street Whitestone New York NY 11357				12,500		US	0.01%
P MacGuire Rahnam Hayat MacGuira & Khanna (USA) Inc. 420 Lexington Ave 27th Floor New York NY 10170				12,500		US	0.01%
TOTAL	3,936,464	12,425,020	5,575,000	6,181,358	126,790,900		100%
TOTAL ISSUED SHARES					164,877,742		

**TELEMETRIX INC. FLOW CHART OF FOREIGN OWNERSHIP
INFORMATION BEFORE PROPOSED TRANSACTION**

Chart 1

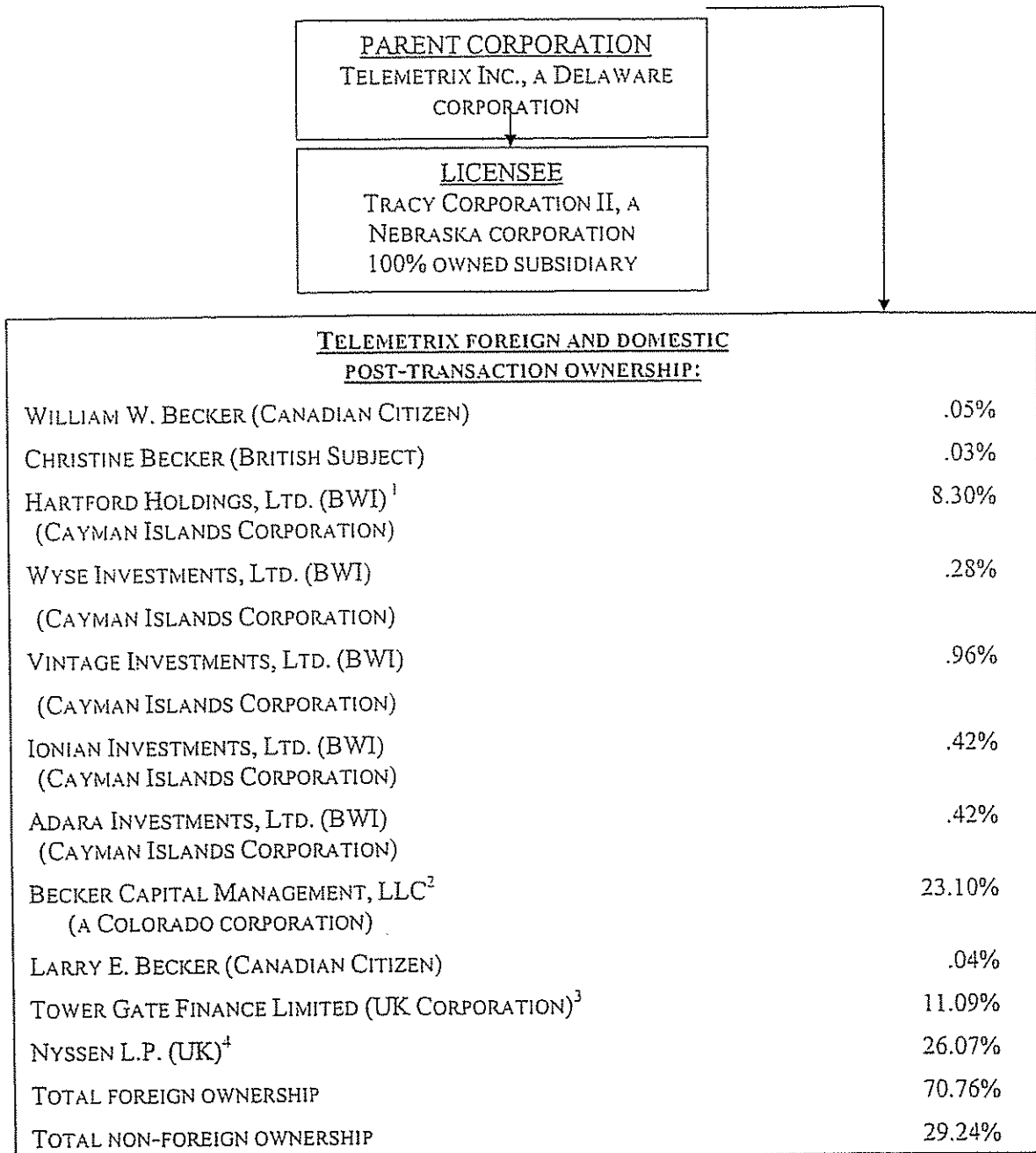


¹ BWI = Cayman Islands, British West Indies

² Becker Capital Management, LLC is a Colorado limited liability company owned by William W. Becker, Larry E. Becker, and Lorn Becker, sons of William W. Becker, all of whom are Canadian citizens. Therefore, Telemetrix Inc. attributes Becker Capital Management, LLC's ownership in Telemetrix under the Commission's rules and guidelines pertaining to foreign ownership as foreign ownership under Section 310 of the Act.

**TELEMETRIX INC. FLOW CHART OF FOREIGN OWNERSHIP AFTER
CONSUMMATION OF PROPOSED TRANSACTION**

Chart 2



1 BWI = Cayman Islands, British West Indies

2 Becker Capital Management, LLC is a Colorado limited liability company owned by William W. Becker, Larry E. Becker, and Lorn Becker, sons of William W. Becker, all of whom are Canadian citizens. Therefore, Telemetrix Inc. attributes Becker Capital Management LLC's ownership in Telemetrix under the Commission's rules and guidelines pertaining to foreign ownership as foreign ownership under Section 310 of the Act.

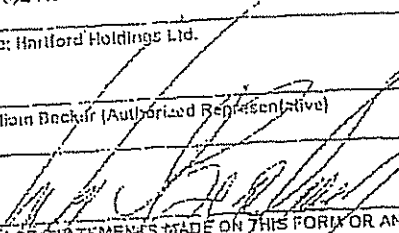
3 Tower Gate Finance Ltd. ("TGF") is a corporation formed under the laws of the United Kingdom. TGF's ownership is shown in Attachment A to this chart.


4 Nyssen LP ("Nyssen") is a limited partnership formed under the laws of the United Kingdom. Nyssen is owned by Matthew Hudson and his wife, Katherine Hudson, both of whom are British subjects.

Assignee/Transferee Certification Statements

- 1) The Assignee or Transferee certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for *pro forma* assignments and transfers by telecommunications carriers. See *Memorandum Opinion and Order*, 13 FCC Red. 6253 (1998).
- 2) The Assignee or Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.
- 3) The Assignee or Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership, attribution, or spectrum cap rule.
*If the applicant has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.
- 4) The Assignee or Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor or Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against the Assignor or Transferor prior to this assignment.
- 5) The Assignee or Transferee certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
- 6) The Assignee or Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 882, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.
- 7) The applicant certifies that it either (1) has an updated Form 602 on file with the Commission, (2) is filing an updated Form 602 simultaneously with this application, or (3) is not required to file Form 602 under the Commission's rules.

Typed or Printed Name of Party Authorized to Sign

84) First Name: Hartford Holdings Ltd.	Mr.	Last Name:	Suffix:
85) Title: William Becker (Authorized Representative)			
Signature: 		FRN - 0013525787	83) Date: March 30, 2005
WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).			

84) First Name: Becker Capital Management LLC	Mr.	Last Name:	Suffix:
85) Title: Larry Becker (Authorized Representative)			
Signature: 		FRN - 0013249032	83) Date: March 30, 2005
WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).			

84) First Name: Tower Gate Finance Ltd.	Mr.	Last Name:	Suffix:
85) Title: Piers Linney (Authorized Representative)			
Signature:			83) Date:
WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).			

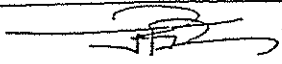
Assignee/Transferee Certification Statements

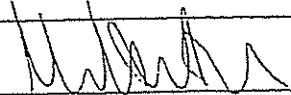
- 1) The Assignee or Transferee certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for *pro forma* assignments and transfers by telecommunications carriers. See *Memorandum Opinion and Order*, 13 FCC Rcd. 6293 (1998).
- 2) The Assignee or Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.
- 3) The Assignee or Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership, attribution, or spectrum cap rule.
 *If the applicant has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.
- 4) The Assignee or Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor or Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against the Assignor or Transferor prior to this assignment.
- 5) The Assignee or Transferee certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
- 6) The Assignee or Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 852, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.
- 7) The applicant certifies that it either (1) has an updated Form 502 on file with the Commission, (2) is filing an updated Form 502 simultaneously with this application, or (3) is not required to file Form 502 under the Commission's rules.

Typed or Printed Name of Party Authorized to Sign

84) First Name: Hartford Holdings Ltd.	MI:	Last Name:	Suffix:
85) Title: William Becker (Authorized Representative)			
Signature:			83) Date:
WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).			

84) First Name: Becker Capital Management LLC	MI:	Last Name:	Suffix:
85) Title: Larry Becker (Authorized Representative)			
Signature:			83) Date:
WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).			

84) First Name: Tower Gate Finance Ltd.	MI:	Last Name:	Suffix:
85) Title: Piers Linney (Authorized Representative)			
Signature: 			83) Date:
			FRN - 0013525795
WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).			

84) First Name: Nyssen Limited (as general partner of Nyssen LLP)	Mi:	Last Name:	Suffix:
85) Title: Matthew Hudson (Authorized Representative)			
Signature: 	FRN - 0013525803		83) Date: 22 03 05
WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).			

Authorizations To Be Assigned or Transferred

87) Call Sign	88) Radio Service	89) Location Number	90) Path Number (Microwave only)	91) Lower or Center Frequency (MHz)	92) Upper Frequency (MHz)	93) Constructed Yes / No
KKB747	CD					Yes
KKB758	CD					Yes
KNKC37B	CD					Yes
KNKC487	CD					Yes
KNKD921	CD					Yes
KNKD929	CD					Yes
KNKJ341	CD					Yes
KNKJ592	CD					Yes
KNKK867	CD					Yes
KNKM472	CD					Yes
KNLQ933	CD					Yes
KUC851	CD					Yes
WQZ672	CD					Yes
WQZ989	CD					Yes
WQZ990	CD					Yes
WPOR71B	CF					Yes
WPOS923	CF					Yes
WPOS924	CF					Yes
KNLF407	CW					Yes
KNNI754	IG					Yes

EXHIBIT NO. 1

Page 1

REQUEST FOR WAIVER OF THE COMMISSION'S RULES

Applicants request a waiver of Section 20.5(a) of the Commission's Rules and Regulations, 47 C.F.R. § 20.5, entitled "Citizenship," which implements Section 310 of the Communications Act of 1934, as amended (the "Act" or the "Communications Act"), 47 USC § 310, regarding the citizenship of licensees in the Commercial Mobile Radio Services ("CMRS"). Section 20.5(a) specifically provides that authorizations in the CMRS may not be granted to or held by "any corporation directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of the foreign country, if the Commission finds that the public interest will be served by the refusal or revocation of such license." Applicants request a waiver of this rule, and a finding by the Commission that ownership of more than one-fourth of the capital stock of Telemetrix Inc. ("Telemetrix") by non-U.S. citizens, as described in this Application, is consistent with the public interest.

Telemetrix is a Delaware corporation whose wholly-owned subsidiary, Tracy Corporation II, a Nebraska corporation, ("Tracy II"), holds twenty eight (28) licenses in the CMRS issued by the Commission and which are listed on page 8 of this Application. These licenses are utilized for one-way paging, and Personal Communication Services ("PCS") in the CMRS.

Telemetrix is a publicly held corporation whose shares of common stock are traded on the "Pink Sheets." From its formation in 1999 until 2002, Telemetrix's shares of common stock were traded over the electronic bulletin board operated by the National Association of Security

EXHIBIT NO. 1

Page 2

Dealers ("NASD"). In 2002, Telemetrix failed to timely file certain of its reports with the U.S. Securities and Exchange Commission ("SEC"). As a result, the NASD "delisted" Telemetrix's common shares from trading on the electronic bulletin board. Telemetrix has recently attracted new capital and, thus, is currently in the process of reorganizing its management and ownership in order to gain "relisting" of its common shares on the electronic bulletin board and ultimately to apply for a listing of its shares for trading either over the counter on the National Association of Securities Dealers Automated Quotated System ("NASDAQ") or on the American Stock Exchange ("ASE").

Telemetrix currently has 18,476,186 shares of common stock outstanding of which 8,832,028 shares or 47.8% are held by non-US citizens. The Commission approved greater than 25% ownership by such non-US citizens in Telemetrix in 1999 when Telemetrix acquired ownership and control of Tracy II. At that time, the Commission specifically approved more than 50% ownership in Telemetrix by Hartford Holdings, Ltd., a Cayman Islands, British West Indies corporation ("Hartford Holdings") controlled by William W. Becker, a Canadian citizen. See Application No. 0000011145, granted August 1999. The Commission will also note that 9,644,158 shares of Telemetrix's common stock, or 52.20%, are held by US citizens or corporations organized under laws of one of the states of the United States. The current U.S. and non-U.S. ownership in Telemetrix is shown in Chart 1 following:

EXHIBIT NO. 1

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CHART 1

**FOREIGN OWNERSHIP OF CAPITAL STOCK OF TELEMETRIX INC.
AS OF MARCH 1, 2005, AND BEFORE CONVERSION OF PREFERRED**

NAME	COUNTRY OR CITIZENSHIP OR STATE OR COUNTRY OF ORGANIZATION	NUMBER OF SHARES COMMON/PREFERRED	PERCENT OF OWNERSHIP
William W. Becker	Canadian	87,500 Common	.47 %
Christine Becker	British	50,000 Common	.27 %
Hartford Holdings, Ltd. ¹	Cayman Islands, British West Indies	3,962,004 Common	21.44 %
Wyse Investments, Ltd. ²	Cayman Islands, British West Indies	500,000 Common	2.71 %
Vintage Investments, Ltd. ³	Cayman Islands, British West Indies corporation	1,725,000 Common	9.34 %
Ionian Investments, Ltd. ⁴	Cayman Islands, British West Indies corporation	750,000 Common	4.06 %
Adara Investments, Ltd. ⁵	Cayman Islands, British West Indies corporation	750,000 Common	4.06 %
Becker Capital Management, LLC ⁶	Cayman Islands, British West Indies corporation	945,024 Common	5.11 %
Larry E. Becker ⁷	Colorado limited liability company	62,500 Common	.34 %
Total Foreign Ownership	Canadian	8,832,028 Common	47.80 %
Total Non-foreign ownership	Non-U.S.	9,644,158 Common	52.20 %
Total Ownership	U.S.	18,476,186 Common	100.00 %
	U.S. and non-U.S.		

¹ William W. Becker, a Canadian citizen residing in the Cayman Islands, British West Indies, has the power to vote and dispose of the shares of Telemetrix's capital stock held by Hartford Holdings, Ltd.

² William W. Becker, a Canadian citizen residing in the Cayman Islands, British West Indies, has the power and authority to vote and dispose of the shares of Telemetrix's capital stock held by Wyse Investments, Ltd.

³ Larry E. Becker, a Canadian citizen residing in Niwot, Colorado, through Bluejay Investments, Ltd., a Cayman Islands, British West Indies corporation, has the power and authority to vote and dispose of the shares of Telemetrix's capital stock held by Vintage Investments, Ltd.

⁴ Larry E. Becker through Bluejay Investments, Ltd., a Cayman Islands, British West Indies corporation, has the power and authority to vote and dispose of the shares of Telemetrix's capital stock held by Ionian Investments, Ltd.

⁵ Lorn Becker, a Canadian citizen, through Bluejay Investments, Ltd., a Cayman Islands, British West Indies corporation, has the power and authority to vote and dispose of the shares of Telemetrix's capital stock held by Adara Investments, Ltd.

⁶ Becker Capital Management, LLC is a Colorado limited liability company controlled by William W. Becker, Larry E. Becker, and Norm Becker, sons of William W. Becker, all of whom are Canadian citizens. Therefore, Telemetrix, Inc. attributes Becker Capital Management, LLC's ownership in Telemetrix under the Commission's rules and guidelines pertaining to foreign ownership as foreign ownership under Section 310 of the Act.

⁷ Larry E. Becker is a Canadian citizen who resides in Niwot, Colorado.

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On August 1, 2003; Telemetrix filed an Application with the Commission (File No. 0001912063) for consent to transfer control of Telemetrix from Hartford Holdings to Michael J. Tracy, a resident of the State of Nebraska and a citizen of the United States, and Tracy Broadcasting Corporation ("TBC"), a Nebraska corporation controlled by Tracy. The Commission granted this Application on October 26, 2003. As a result of this transfer of control, Tracy and TBC took control of Telemetrix from Hartford Holdings.

In the instant Application and, as explained more fully in Exhibit No. 2 entitled "Description of the Transaction and How the Transfer of Control will be Accomplished," Telemetrix has recently attracted additional capital from two of its existing shareholders, Hartford Holdings and Becker Capital Management, LLC, a Colorado limited liability company ("BCM"), which is controlled by William W. Becker and his sons Larry E. Becker and Lorn Becker, all of whom are Canadian citizens, and Nyssen LD ("Nyssen") which is a United Kingdom limited partnership owned and controlled by British subjects. As a result of the proposed infusion of additional capital into Telemetrix, and upon Commission approval, the control of Telemetrix will shift from Tracy and TBC to: (1) Hartford Holdings, which, as stated above, controlled Telemetrix prior to October 26, 2003; (2) BCM which, as stated above, is controlled by Mr. Becker and his two sons, Larry E. Becker and Lorn Becker, also Canadian citizens; (3) Tower Gate Finance Limited ("TGF"), a United Kingdom corporation owned by Tower Gate PLC, a United Kingdom corporation controlled by Matthew Hudson who is a British subject; and (4) Nyssen LP ("Nyssen"), a United Kingdom limited partnership, controlled by Mr. Hudson and his wife Katherine Hudson, also a British subject.

EXHIBIT NO. 1

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These entities will hold the following percentage of ownership of Telemetrix capital stock, upon Commission approval of this Application, and a grant of a simultaneously filed Petition for Declaratory Ruling (the "Petition") requesting a ruling that foreign ownership in Telemetrix in excess of the 25% limits in Section 310 of the Act will serve the public interest:

Name of Entity	Percentage of Ownership of Telemetrix
Hartford Holdings Ltd. (and Affiliates)	10.46%
Becker Capital Management, LLC	23.14%
Tower Gate Finance Ltd.	11.09%
Nyssen LP	26.07%
Total	70.76%

Based on the showing in Exhibit No. 2 to the Application, and in the Petition which is incorporated herein by reference, Telemetrix respectfully submits that a waiver of § 20.5(a) of the Commission Rules, 47 C.F.R. § 20.5(a), will serve the public interest.

BEFORE THE
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554

PETITION OF TELEMETRIX INC. FOR A DECLARATORY RULING UNDER
SECTION 310(b)(4) OF THE COMMUNICATIONS ACT OF 1934, AS AMENDED

Michael L. Glaser
Chris R. Strohmenger
SHUGHART, THOMSON & KILROY, P.C.
1050 Seventeenth Street, Suite 2300
Denver, CO 80265
303-572-9300
303-572-7883 Facsimile

Attorneys for Telemetrix Inc.

**BEFORE THE
FEDERAL COMMUNICATIONS COMMISSION
—Washington, D.C. 20554**

**PETITION OF TELEMETRIX INC. FOR A DECLARATORY RULING UNDER
SECTION 310(b) OF THE COMMUNICATIONS ACT OF 1934, AS AMENDED**

Telemetrix Inc. (“Telemetrix” or the “ Company”), pursuant to Section 1.2 of the Commission’s Rules and Regulations, 47 C.F.R. § 1.2, hereby requests a declaratory ruling from the Federal Communications Commission (the “FCC” or “Commission”) that a proposed transaction resulting in foreign ownership in Telemetrix exceeding the twenty-five percent (25%) benchmark set forth in Section 310(b)(4) of the Communications Act of 1934, as amended, 47 U.S.C. § 310(b)(4), will serve the public interest. In support of this request, the following is respectfully submitted:

I. BACKGROUND

Telemetrix is a publicly held telecommunications company incorporated under the laws of the State of Delaware, and whose shares are currently traded on the “Pink Sheets”. Telemetrix is in the business of providing wireless paging, personal communications and data telemetry telecommunications services to mobile subscribers, as well as providing hardware, software and network service solutions to other wireless companies, through its wholly owned subsidiary, Tracy Corporation II (“Tracy II”). Tracy II holds twenty eight (28) licenses issued by the Commission in the Commercial Mobile Radio Service. Specifically, Tracy II holds one Personal Communications Service (“PCS”) license for Basic Trading Area (“BTA”) 411 (the “BTA 411 License”), having call sign KNLF407, and which serves the geographic area of Scottsbluff, Nebraska and western Wyoming. Tracy II also holds twenty seven (27) paging and mobile telephone licenses serving various locations in Western Nebraska, Eastern Wyoming and Northeastern Colorado. A list of the 28 CMRS licenses which Tracy II holds, including their call signs and geographic locations, is attached as Exhibit 1.

Telemetrix was formed in 1999 as the successor to Arnox Corporation ("ARNOX"), whose shares were traded over-the-counter operated by the National Association of Securities Dealers ("NASD) through the Automated Quotation System ("NASDAQ"). Telemetrix acquired Tracy II through a reorganization of ARNOX in 1999, after the Commission approved a transfer of control of Tracy II. *See* Application Number 0000011145, as amended, and, granted in August 1999. In that Application, the Commission approved foreign ownership in Telemetrix in excess of the 25% benchmark in Section 310(b)(4) of the Communications Act and, specifically, that the public interest would be served by more than fifty-three percent (53%) ownership in Telemetrix by Hartford Holdings Ltd. ("Hartford Holdings"), a Cayman Islands, British West Indies, corporation controlled by William W. Becker, a Canadian citizen and resident of Georgetown, Grand Cayman Island, British West Indies. As that Application disclosed, the Commission has twice previously approved Mr. Becker's indirect ownership of sixty percent (60%) in a Commission common carrier license in Teleport Transmission Holdings, Inc., 9 FCC Red 6430 (1994), and in Teleport Transmission Holdings, Inc., 8 FCC Red 3063 (1993).

As stated above, Telemetrix is a publicly held company whose shares are currently traded on the "Pink Sheets." From 1999 until 2002, Telemetrix's shares were traded on the electronic bulletin board operated by the NASD. Because Telemetrix failed to file certain of its reports timely with the U.S. Securities and Exchange Commission ("SEC") in 2002, Telemetrix's shares were delisted from the electronic bulletin board and, as stated above, are currently traded on the Pink Sheets.

Telemetrix has recently attracted new capital from certain of its existing shareholders, including Hartford Holdings, which are non-U.S. citizens, and from one of its lenders, Nyssen LP ("Nyssen"), which is a non-U.S. limited partnership. In addition, a non-U.S. investment banking company, which performed financial services for Telemetrix, has agreed to convert fees due it from

Telemetrix into Telemetrix common stock. To finalize the investment of this new capital into the Company, Telemetrix must undergo a series of transactions which will result in an increase in its foreign ownership well above the twenty-five percent (25%) benchmark set forth in Section 310(b)(4) for foreign ownership in Telemetrix and above the level which the Commission has already approved for Telemetrix. Accordingly, Telemetrix seeks approval in this Petition for a level of such foreign ownership which will total 70.76%. Telemetrix submits that such foreign ownership will serve the public interest, and that the Commission's refusal or revocation of the licenses held by Tracy II, because of such ownership, will not serve the public interest.

Simultaneously with the filing of this Petition, Telemetrix, Michael J. Tracy ("Tracy"), a Telemetrix shareholder who currently controls Telemetrix through 42.47% of his direct ownership of Telemetrix common stock, and his ownership through Tracy Broadcasting Corporation ("TBC") of 17.85% of Telemetrix's common stock, as well as the proposed foreign investors who will inject new capital into Telemetrix, have filed an application (FCC Form 603) for Commission consent to a transfer of control of Telemetrix from Tracy and TBC to such foreign investors. The proposed transfer is a result of an Agreement entered into by certain of Telemetrix's shareholders, including existing non-U.S. shareholders, Telemetrix, and two new foreign investors, whereby the non-U.S. shareholders of Telemetrix and the new foreign investors have agreed to purchase additional shares of newly authorized Telemetrix common stock, in a series of transactions. Moreover, under this Agreement, Telemetrix shareholders who have the right to receive Telemetrix preferred shares have agreed to convert their preferred shares into newly authorized Telemetrix common stock. A copy of the Agreement is attached as Exhibit 2. The result of these proposed transactions will be that Telemetrix's current controlling shareholders, Tracy and TBC, as well as other shareholders in Telemetrix who are U.S. citizens, will have their shareholdings diluted, and control of Telemetrix

will be transferred to certain existing non-U.S. Telemetrix shareholders, and to new investors in Telemetrix who are non-U.S. citizens, by reason of their newly-purchased Telemetrix shares.

II. DESCRIPTION OF THE PROPOSED TRANSACTION AND THE RESULTING FOREIGN OWNERSHIP IN TELEMETRIX

Tracy and TBC currently control Telemetrix and have filed an Application simultaneous with this Petition requesting Commission consent to a transfer of control of Telemetrix to: (1) Hartford Holdings, a Cayman Islands, British West Indies corporation, controlled by William W. Becker, a Canadian citizen; (2) Becker Capital Management LLC ("BCM"), a Colorado limited liability company whose controlling members are William W. Becker, and his sons, Larry L. Becker and Lorn Becker, all of whom are Canadian citizens; (3) Tower Gate Finance Ltd. ("TGF"), a United Kingdom financial services corporation controlled by Tower Gate PLC, a United Kingdom corporation controlled, in turn, by Matthew Hudson, a British subject; and (4) Nyssen, a United Kingdom limited partnership which is controlled by Mr. Hudson, and his wife, Katherine Hudson, also a British subject.

Tracy and TBC obtained control of Telemetrix by reason of their acquisition of 42.47% and 17.85% in Telemetrix's common stock, as disclosed in Application No. 0001912063, and granted by the Commission on October 26, 2003. As the Commission files will show, Tracy owns and controls TBC.

A. Summary of the Proposed Transaction

Telemetrix has recently attracted new and additional capital from two of its existing shareholders, Hartford Holdings and BCM, and from an existing lender, Nyssen, which desires to convert a loan made to Telemetrix into Telemetrix's common stock. In order to effectuate this investment, Telemetrix's shareholders must first vote to increase Telemetrix's authorized common stock from 25 million to 500 million shares. Telemetrix must then issue shares of the newly

authorized common stock to: (1) certain of Telemetrix's shareholders upon their conversion of their preferred shares; (2) Hartford Holdings and BCM for their additional investment into the company; (3) BCM for the conversion of a loan made to Telemetrix into shares; (4) TGF for the conversion of fees Telemetrix owes to it for financial services performed; and (5) Nyssen for the conversion of a loan made to Telemetrix and also for its investment of additional capital into the company.

As a result, control of Telemetrix and Tracy II will shift from Tracy and TBC to: (1) Hartford Holdings, whose ownership of common stock in Telemetrix will increase; (2) BCM, whose ownership of common stock in Telemetrix will increase; (3) TGF, which will become a new shareholder in Telemetrix; and (4) Nyssen, which will become a new shareholder in Telemetrix.

The actual transfer of control will be accomplished in the steps described below.

B. Detailed Description of the Transaction

First, Telemetrix's existing shareholders will vote to increase the number of authorized common shares from 25 million to 500 million. Second, Telemetrix shareholders who entered into exchange agreements with the Company for exchange of certain of their common shares for preferred shares, as reported in Application No. 0001912063 and approved by the Commission on October 26, 2003, will convert their preferred shares into newly authorized Telemetrix common stock at the conversion rate of 200 shares of common stock for 1 share of preferred stock. As a result of this conversion, Telemetrix will have 66,058,368 shares of common stock outstanding, and Telemetrix's non-U.S. ownership will hold 13,365,836 of its shares, totaling 20.2%. There will be no preferred shares outstanding after this conversion.

Chart 1 below illustrates the precise holdings of Telemetrix's common stock after this second step of the proposed transaction.

CHART 1

Shareholder	Number of Telemetrix Common Shares Held	Percentage of Telemetrix Ownership
Non-US Shareholder		
William W. Becker	87,500	.13
Christine Becker	50,000	.08
Hartford Holdings Ltd	3,962,004	5.99
Wyse Investments Ltd.	500,000	.76
Adara Investments Ltd	750,000	1.14
Ionian Investments Ltd.	750,000	1.14
Vintage Investments Ltd	1,725,000	2.61
Becker Capital Management LLC	5,458,832	8.26
Larry L. Becker	62,500	.09
Total Non-U.S. Shareholders	13,345,836	20.2%
US Shareholders		
Michael J. Tracy	42,594,678	64.48
Other U.S. Shareholders	10,117,854	15.32
Total U.S. Shareholders	66,058,368	100%

Next, BCM will convert an existing promissory note which it holds from Telemetrix in the amount of \$36,175 into newly authorized Telemetrix common stock at the conversion rate of \$.001 per share as provided for under the terms of the note, resulting in the issuance of 36,175,000 new common shares simultaneously to BCM. Nyssen will convert a demand promissory note for \$1,600,000 that it holds from Telemetrix into newly authorized Telemetrix common stock at the conversion rate of \$.04 per share, resulting in 40 million new common shares to Nyssen. TGF will also convert \$800,000 in fees due for financial services performed for Telemetrix into newly authorized Telemetrix common stock at a conversion rate of \$.04 per share, resulting in 20 million new common shares to TGF.

Last, Hartford Holdings and BCM will inject \$300,000 in new capital in Telemetrix in two rounds. In round one, Hartford Holdings and BCM will invest \$200,000 in Telemetrix at \$.02 cents per share for 10 million newly authorized shares of Telemetrix common stock. In round two, Hartford Holdings and BCM will invest \$100,000 in Telemetrix at \$.10 per share for 1 million newly

authorized shares of Telemetrix common stock. Simultaneously, Nyssen will invest \$300,000 in Telemetrix in two rounds. In round one, Nyssen will invest \$100,000 for newly authorized Telemetrix common stock at \$.02 per share for 5 million common shares. In round two, Nyssen will invest \$200,000 in Telemetrix at \$.10 per share for 2 million newly authorized common shares of Telemetrix stock.

Upon the completion of the third and fourth transactions, foreign ownership in Telemetrix will be 70.76% as shown in Chart 2 below.

CHART 2

FOREIGN OWNERSHIP OF CAPITAL STOCK OF TELEMETRIX UPON COMPLETION OF INVESTMENT TRANSACTIONS

NAME	COUNTRY CITIZENSHIP OR STATE OR COUNTRY OF ORGANIZATION	NUMBER OF SHARES COMMON/PREFERRED	PERCENT OF OWNERSHIP
William W. Becker*	Canadian	87,500 Common	.05 %
Christine Becker*	British	50,000 Common	.03 %
Hartford Holdings, Ltd.*	Cayman Islands, British West Indies corporation	14,962,004 Common	8.30 %
Wyse Investments, Inc.*	Cayman Islands, British West Indies corporation	500,000 Common	.28 %
Vintage Investments, Inc.*	Cayman Islands, British West Indies corporation	1,725,000 Common	.96 %
Ionian Investments, Ltd.*	Cayman Islands, British West Indies corporation	750,000 Common	.42 %
Adara Investments, Inc.*	Cayman Islands, British West Indies corporation	750,000 Common	.42 %
Becker Capital Management, LLC*	Colorado limited liability company	41,634,332 Common	23.10 %
Larry L. Becker*	Canadian	62,500 Common	.04 %
Tower Gate Finance Limited*	United Kingdom corporation	20,000,000 Common	11.09 %
Nyssen L.P.*	United Kingdom limited partnership	47,000,000 Common	26.07 %
Total Foreign Ownership*		127,521,336 Common	70.76 %
Total Non-foreign ownership*		52,702,032 Common	29.24 %
Total Ownership*		180,223,368 Common	100.00%

* Each of these persons or entities is collectively referred to as the "Becker Entities."

Moreover, as the Chart shows, control of Telemetrix will be transferred from Tracy and TBC to Hartford Holdings, BCM, TGF and Nyssen. As stated above and as shown in this Chart, total non-U.S. ownership in Telemetrix will equal 70.76% of Telemetrix's capital stock.

For the reasons set forth in the simultaneously-filed Application for Commission consent to transfer control of Telemetrix and those that follow, Telemetrix respectfully submits that 70.76% foreign ownership in Telemetrix will serve the public interest.

III. THE PROPOSED FOREIGN OWNERSHIP IN TELEMETRIX WILL SERVE THE PUBLIC INTEREST

The FCC should find that the proposed foreign ownership in Telemetrix of 70.76% will serve the public interest. Each of the foreign investors in Telemetrix is a citizen of a Member Country of the World Trade Organization ("WTO"). Moreover, the increase in foreign ownership in Telemetrix will not adversely affect competition or national security interests. Finally, the Commission has previously approved foreign ownership in Telemetrix in excess of fifty percent (50%), as described above on page 3 and below at page 16.

A. Indirect Foreign Interests Will Be Owned By Investors from World Trade Organization Member Countries

In its *Foreign Participation Order*, the FCC "unanimously concluded that the public interest would be served by permitting greater investment by individuals and entities from WTO Member countries in U.S. common carrier and aeronautical licensees."² Accordingly, the FCC accords a "rebuttable presumption" that foreign investment in U.S. common carrier licenses by investors in

² *Foreign Ownership Guidelines for FCC Common Carrier and Aeronautical Radio Licenses, Initial Authorizations and Transfers of Control and Assignments of Common Carrier and Aeronautical Radio Licenses*, November 17, 2004, DA 04-3610 (the "Guidelines"), at p. 10 (quoting *Rules and Policies on Foreign Participation in the U.S. Telecommunications Market; Market Entry and Regulation of Foreign-Affiliated Entities*, Report and Order on Reconsideration, 12 FCC Rcd 23891, 23896, ¶ 9, 23913, ¶ 50, and 23940, ¶¶ 111-12 (1997) ("*Foreign Participation Order*"), modified by *Order on Reconsideration*, 15 FCC Rcd 18158 (2000).

WTO countries “does not pose competitive concerns in the U.S. market.”³ When a showing of risk to competition is made, or when, in the “exceptional case,” an application poses a “very high risk to competition,” the FCC may impose certain conditions on the licensee or even deny the application.⁴

In determining whether a foreign investor is based in a WTO Member country and, therefore, accorded greater investment opportunities under Section 310(b)(4) of the Act, the Commission uses a “principal place of business” test to determine the investor’s nationality or “home market.”⁵ This “principal place of business test” analyzes five factors including: (1) the country of its incorporation, organization, or charter; (2) the nationality of all investment principals, officers, and directors; (3) the country in which its world headquarters is located; (4) the country in which the majority of its tangible property, including production, transmission, billing, information, and control facilities, is located; and (5) the country from which it derives the greatest sales and revenues from its operations.⁶ As shown below after analyzing these five factors, each of the foreign investors in Telemetrix resides or maintains its “home market” and “principal place of business” in WTO Member Countries. Accordingly, these foreign investors are entitled to a rebuttable presumption that their respective investment in Telemetrix and resulting control of common carrier licenses held by Tracy II will not pose any security threat or competitive concerns in the U.S. telecommunications market.

³ *Id.*

⁴ *Id.*

⁵ *Id.*, at 11.

⁶ *Id.*, at 12 (citing *Foreign Participation Order*, 12 FCC Rcd at 23941-42, ¶ 116 (citing *Foreign Carrier Entry Order*, 11 FCC Rcd at 3951, ¶ 207)).

1. **Hartford Holdings Ltd.**

Hartford Holdings is a Cayman Islands, British West Indies corporation, controlled by William W. Becker. Hartford Holdings is headquartered in Georgetown, Grand Cayman Island, British West Indies and has a majority of its tangible property located there. Hartford Holdings derives its revenues from its operations in Georgetown, Grand Cayman Islands, British West Indies. The British West Indies is part of the United Kingdom, a WTO country. William W. Becker is a citizen of Canada, a WTO country.

2. **Becker Capital Management LLC.**

Becker Capital Management ("BCM") is a Colorado limited liability company whose controlling members are William W. Becker, and his sons, Larry L. Becker and Lorn Becker, all of whom are Canadian citizens. BCM is headquartered in Longmont Colorado, and has a majority of its tangible property in Longmont, Colorado. As a capital management company, BCM manages its investments from Longmont, Colorado. As stated above, Canada is a WTO country.

3. **Tower Gate Finance Limited.**

Tower Gate Finance Limited ("TGF") is a investment banking company formed under the laws of the United Kingdom. The company is headquartered in London, England, United Kingdom, and its officers, directors and managers are either British subjects or citizens of South Africa. Tower Gate Finance is a wholly-owned subsidiary of Tower Gate PLC, which is also organized under the laws of the United Kingdom, and whose principal owner is Matthew Hudson who, as previously stated, is a British subject. TGF has the majority of its assets located in London, and derives its greatest revenues from its operations in London. The United Kingdom and South Africa are both members of the WTO.

4. Nyssen LP

Nyssen is a limited partnership formed under the laws of the United Kingdom. Nyssen is owned and controlled by Matthew Hudson and his wife, Katherine Hudson, both of whom are British subjects. Nyssen is headquartered in London, England, United Kingdom. The majority of its tangible property is located in London, England, United Kingdom. Nyssen derives its revenues from its operations located in London, England, United Kingdom, a member country of the WTO.

B. Calculation of Indirect Foreign Interests Exceeds 25% Benchmark

In calculating the ownership of each foreign investor under Section 310(b), the FCC uses a “two-pronged test, one pertaining to voting interests and the second to ownership interests.”⁷ Under either approach, if the foreign interest exceeds the 25% benchmark set forth in Section 310(b)(4), the FCC must decide whether the “public interest will be served by the refusal or revocation of such license.”⁸ As shown below, under either the voting or equity approach, the foreign interests in Telemetrix after approval of the proposed foreign ownership transaction will exceed the 25% statutory benchmark. However, because the foreign interests in Telemetrix will be owned by investors from WTO countries, these foreign investors are given “the benefit of a rebuttable presumption that foreign investment from these countries does not pose competitive concerns in the U.S. market.”⁹

⁷ *Guidelines*, at 14 (citing *BBC License Subsidiary L.P.*, Memorandum Opinion and Order, 10FCC Rcd 10968, 10973-74, ¶¶ 22, 25 (1995) (“*BBC License Subsidiary*”) (citing Section 310(b)(4) and *Wilner & Scheinder I*, 103 FCC2d 511, 519 n.37 (1985) and noting that the plain language of Section 310(b) “limits the amount of capital stock which can be ‘owned...or voted’ by aliens. 47 U.S.C. § 310(b)(3),(4)(emphasis added)”).

⁸ *Guidelines*, at 15. See *Application of General Electric Capital Corporation, Transferors, and SES Global, S.A., Transferees, for Consent to Transfer Control of Licenses and Authorizations Pursuant to Sections 214(a) and 310(d) of the Communications Act and Petition for Declaratory Ruling Pursuant to Section 310(b)(4) of the Communications Act*, Order and Authorization, DA 01-2100 ¶ 42 (rel. Oct. 2, 2001).

⁹ *Id.*, at 10.

1. **Calculation of Foreign Interests Under the FCC's Voting Interests Test**

Under the voting interests test, the FCC calculates the total voting interests of each foreign investor. Upon consummation of the transactions described in this Petition and in this simultaneously filed Application for Commission consent to transfer control of Telemetrix, the voting interest of each foreign investor in Telemetrix will be 70.76%, as set forth in Chart 2 above. Under Telemetrix's Articles of Incorporation, each of its common shareholders is entitled to one vote per share, and Telemetrix's shareholders have no preemptive voting rights.

Under the Agreement between certain shareholders of Telemetrix, TGF and Nyssen, Hartford Holdings, Christine Becker (wife of William W. Becker), Wyse Investments, Vintage Investments, Becker Capital Management, Ionian Investments, Adara Investments (Wyse, Vintage, Roman and Adara are affiliated with Mr. William W. Becker), Tracy and TBC, and Michael Glaser, also a significant shareholder in Telemetrix, have agreed to vote their shares of stock in Telemetrix to elect a Board of Directors consisting of William Becker as Chairman and interim Chief Executive Officer, Larry L. Becker, Piers Linney, Chief Executive Officer of TGF, and Chris Fitzsimmons, also an officer of TGF. In addition, majority shareholders of Telemetrix have agreed that Hartford Holdings and the Becker Entities, which are referenced above and in Chart 2 on page 9, shall have the right to appoint two Directors at any time, and that TGF and Nyssen shall have the right to appoint two Directors of Telemetrix at any time, for as long as either group, individually and respectively, holds in excess of twenty-five percent (25%) of the common stock of Telemetrix. Moreover, the Becker Entities and TGF/Nyssen shall be entitled, respectively, to appoint only one Director for as long as they hold in excess of fifteen percent (15%) of Telemetrix's common stock, and up to twenty-five percent (25%) of Telemetrix's common stock. For the first 12 months, and provided the Becker Entities and TGF/Nyssen hold more than twenty-five percent (25%) of Telemetrix's common stock, either the Becker Entities or TGF/Nyssen shall have the right to request that their two Directors

represent at least fifty percent (50%) of the Board of Directors of Telemetrix. Finally, the Becker Entities, Tracy and TBC, Glaser, Nyssen and TGF agree to vote all the shares held by them to ensure that Messrs. Linney and Fitzsimmons are always appointed to the Board of Directors of Telemetrix if the Becker Entities or TGF/Nyssen wish to have appointees on the Board. This voting Agreement as to the appointment of Messrs. Linney and Fitzsimmons shall cease as a group, once either the Becker Entities or TGF/Nyssen, respectively, cease to hold in excess of fifteen percent (15%) of Telemetrix's common stock.

2. **Equity Interests**

The equity interest of each of the foreign investors in Telemetrix will be 70.76%, as set forth in Chart 2 on page 9.

C. **Control of Telemetrix By Foreign Investors**

1. ***De Jure Control***

As indicated by the foreign ownership interest as described above and disclosed in Chart 2, the foreign investors as a group will hold *De Jure* control of Telemetrix.

2. ***De Facto Control***

As also described above and in Chart 2, *De Facto* control of Telemetrix will be in its Board of Directors, who will consist of William W. Becker and his son, Larry L. Becker, who together represent the Becker Entities, and Piers Linney and Chris Fitzsimmons, who together represent TGF/Nyssen. Both Beckers are Canadian citizens, and Messrs. Linney and Fitzsimmons are British subjects.

Because Telemetrix's foreign investors are citizens or residents of WTO member countries, Telemetrix is entitled to a strong presumption that the proposed foreign ownership in Telemetrix in excess of 25% as specifically set forth in Chart 2, is consistent with the public interest.¹⁰

**IV. THERE IS NO EVIDENCE TO REBUT THE PRESUMPTION THAT
TELEMETRIX'S PROPOSED FOREIGN OWNERSHIP IS CONSISTENT WITH
PUBLIC INTEREST**

Under Commission precedent, the only way to rebut the strong presumption that indirect foreign investment in common carrier licenses is consistent with the public interest is to show there is "a very high risk to competition in the U.S. market and that the FCC's safeguards and conditions imposed by the FCC would be ineffective."¹¹ But, those risks are only present in the "exceptional case."¹² The instant application is not an "exceptional case."

To the contrary. As described above, the indirect foreign interests in Telemetrix will be held by investors from WTO Member countries. In such cases, the FCC has "unanimously concluded that the public interest would be served by permitting greater investment" by foreign investors from WTO countries.¹³ Accordingly, it is presumed that there is no harm to competition in the U.S. market. There is no evidence to rebut this presumption.

Moreover, the Commission previously approved foreign ownership in Telemetrix in excess of the twenty-five percent (25%) statutory limit in Section 310(b)(4) in 1999, shortly after Telemetrix was formed. Indeed, at that time, the Commission approved Hartford Holdings' foreign ownership in Telemetrix of 53.54%. The Commission reviewed this foreign ownership again in 2003 when it approved Telemetrix's application for a transfer of control from Hartford Holdings to

¹⁰ See *Guidelines*, at 10.

¹¹ *Guidelines*, at 10.

¹² *Id.*

¹³ *Id.*

Tracy and TBC. See Application No. 0001912063, granted October 26, 2003. The Commission also previously approved Mr. Becker's 60% indirect ownership of common carrier license in 1993 and 1994.¹⁴ Although Hartford Holdings' ownership interest in Telemetrix will be below the level, and its ownership in Telemetrix, when combined with the other Becker-related entities, will fall below 50%, William W. Becker and his son Larry L. Becker will maintain negative *de facto* control over Telemetrix by virtue of their positions as two of the four directors of Telemetrix. Likewise, Piers Linney and Chris Fitzsimmons, representing TGF and Nyssen, will maintain negative *de facto* control over Telemetrix by virtue of their positions as two of the four directors of Telemetrix. There is no evidence, however, to suggest that Hartford Holdings and BCM, or TGF and Nyssen or their respective foreign representatives on Telemetrix's Board pose a threat to national security or competition.¹⁵

V. THE FEDERAL COMMUNICATIONS COMMISSION HAS PREVIOUSLY APPROVED SIMILAR LEVELS OF DIRECT FOREIGN OWNERSHIP IN COMMISSION LICENSES

The *Guidelines* make clear that so long as a Petition for Declaratory Ruling requests foreign ownership in excess of the 25% statutory limit in Section 310(b)(4) of the Act is supported by adequate documentation, and "absent countervailing public interest concerns, the Commission will permit up to and including 100% foreign ownership and control of a U.S. parent company that, in turn, controls a common carrier or aeronautical radio license."¹⁶ Commission precedent also demonstrates that where, as here, foreign indirect ownership exceeds 25%, and in some cases reaches 100% of the voting and equity interests, so long as the foreign interests are held by investors

¹⁴ See *Teleport Transmissions Holdings, Inc.*, *supra* p. 3, and *Teleport Transmissions Holdings, Inc.*, *supra* p. 3.

¹⁵ *In Re: America Sky Corporation and Ameritel Corporation*, FCC Public Notice DA 65-745, March 22, 2005.

¹⁶ *Guidelines*, at 26

belonging to Member countries of the WTO, the Section 310(b)(4) application will be approved.¹⁷ Such was the case in *Pacific Telecom, Inc.* where the FCC approved 100% indirect foreign ownership, of both voting and equity interests, of a holding company of an FCC license by a foreign entity having its principal place of business in the Philippines, a WTO country.¹⁸ The instant Petition does not seek approval of 100% indirect foreign ownership in Telemetrix; rather, the transfer of control will result in a smaller indirect foreign ownership of approximately 70.76%.

The FCC has recently approved similar percentages of ownership by foreign entities, and in some cases foreign governments.¹⁹ As stated above, the Commission previously approved Hartford Holdings' ownership interest of more than 50% in Telemetrix in 1999, and reviewed this ownership again in October 2003, when it granted Telemetrix's application for transfer of control from Hartford to Tracy and TBC. In each case the Commission found that such foreign ownership serves the public interest. Based upon the facts presented here, no other conclusion can be reached. The Commission also twice approved William W. Becker's 60% indirect ownership in a common license.²⁰

¹⁷ See *Bell Atlantic New Zealand Holdings, Inc., and Pacific Telecom, Inc., Applications for Consent to Transfer Control of a Submarine Cable Landing License, International Domestic Section 214 Authorizations, a Cellular Radiotelephone License, Common Carrier and Non-Common Carrier Satellite Earth Station Licenses, and a Petition for Declaratory Ruling Pursuant to Section 310(b)(4) of the Communications Act*, Order and Authorization, 18 FCC Rcd 23140m 23151-23152 (¶ 23) rel. Nov. 6, 2003 ("Pacific Telecom Order") ("In the Foreign Participation Order, the Commission concluded that the public interest would be served by permitting greater investment by individuals or entities from World Trade Organization ("WTO") Member countries in U.S. common carrier and aeronautical fixed and en route licenses.")

¹⁸ *Id.*, at ¶ 28

¹⁹ See *Lockheed Martin Global Telecommunications, et al, Applications for Assignment of Section 214 Authorizations, Private Land Mobile Radio Licenses, Experimental Licenses, and Earth Station Licenses and Petition for Declaratory Ruling Pursuant to Section 310(b)(4) of the Communications Act*, FCC01-369 at ¶ 36 (rel. Dec. 18, 2001); *Applications of VoiceStream Wireless Corporations, PowerTel, Inc., Transferors, and Deutsche Telekom AG ("DT"), Transferee, for Consent to Transfer Control of Licenses and Authorizations Pursuant to Sections 214 and 310(d) of the Communications Act and Petition for Declaratory Ruling Pursuant to Section 310 of the Communications Act, et al*, 16 FCC Red 9779, 9810, 9845 (¶¶ 48, 49, 125) (rel. Apr. 27, 2001).

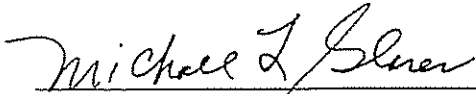
²⁰ See *Teleport Transmissions Holdings, Inc. supra* at p. 3, and *Teleport Transmissions Holdings, Inc. supra* at p. 3.

Accordingly, recent Commission precedent, coupled with the Commission's past approval of foreign ownership in Telemetrix and the rebuttable presumption that WTO member investors do not pose security concerns, demonstrates that Telemetrix's proposed foreign ownership of 70.76% is not novel and does not pose any security or competitive concerns.

VI. CONCLUSION

For the foregoing reasons, Telemetrix submits that there are no concerns which overturn the rebuttable presumption that the indirect foreign interests described in this Petition and in the simultaneously-filed Application for transfer of control will serve the public interest. Accordingly, Telemetrix respectfully requests that the Commission issue a declaratory ruling that the 70.76% foreign ownership of Telemetrix serves the public interest

Respectfully submitted this 31st day of March, 2005



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Exhibit 1

List of Licenses

Held by

Tracy Corporation II

87) Call Sign	88) Radio Service	89) Location Number	90) Path Number (Microwave only)	91) Lower or Center Frequency (MHz)	92) Upper Frequency (MHz)	93) Constructed Yes / No
KKB747	CD					Yes
KKB758	CD					Yes
KNKC378	CD					Yes
KNKC487	CD					Yes
KNKD921	CD					Yes
KNKD929	CD					Yes
KNKJ341	CD					Yes
KNKJ592	CD					Yes
KNKK867	CD					Yes
KNKM472	CD					Yes
KNLQ933 *	CD					Yes
KUC851	CD					Yes
WQZ672	CD					Yes
WQZ989	CD					Yes
WQZ990	CD					Yes
WPOR718	CF					Yes
WPOS923	CF					Yes
WPOS924	CF					Yes
KNLF407	CW					Yes
KNNI754	IG					Yes
WNUD403	IK					Yes
WNVN526	IK					Yes
WNXL659	IK					Yes
WXP464	IK					Yes

* Tracy Corporation II is not seeking a renewal of this license

WNYG431	IK					Yes
WPAX827	IK					Yes
WPAX828	IK					Yes
WPBN542	IK					Yes

Exhibit 2

November 30, 2004

**Agreement Between Certain
Telemetrix Shareholders and
Tower Gate Finance Ltd. and
Nyssen LP**

Binding agreement between the undersigned shareholders of
Telemetrix, Inc.

Definitions

Michael Glaser	"MG"
Michael Tracy	"MT"
MT and MT entities owning shares	"MT Ents"
Nyssen LP	"Nyssen"
Tower Gate Finance Limited	"TGF"
WB, LB and Becker entities owning shares	"Becker Ents"
together defined as	"the Shareholders"

William Becker	"WB"
Larry Becker	"LB"
Telemetrix, Inc.	"TLXT" or "the Company"
Matthew Hudson	"MH"
Piers Linney	"PL"

1. Shareholder Agreement Terms

1.1 Parties

The parties shall be those shareholders that sign below, who are intended to be Becker Ents, MG, MT Ents, Nyssen, TLXT, and TGF. Where applicable, the parties agree to disclose all of their direct and indirect interests in the share capital of the Company. If any party does not sign, the agreement shall be binding amongst those that have signed, but any provisions relating to any party or party that has not signed shall not be binding between the signing parties and shall remain open for negotiation.

1.2 Board Structure

Interim board: Beckers Ents, MG and MT hereby agree to vote to put in place the following interim board ("the Interim Board") upon, if it is required, approval of foreign ownership by the Federal Communications Commission. The parties agree that WB shall act as interim CEO until a full time CEO is hired. However the Chairman or CEO shall not have a casting vote, or any more influence than any other board member. Hence the four man board need to agree all matters by majority.

- WB (Chairman and interim CEO)
- LB
- PL
- MH

This board structure shall be put in place for TLXT and all subsidiary companies.

Ongoing board: Becker Ents shall have the right to appoint two directors at any time (initially being WB and LB) and Nyssen/TGF shall have the right to appoint two directors at any time (initially being PL and MH) (together the "Investor Directors") for as long as either group individually and respectively holds in excess of 25% of the common stock of the Company (calculated on an as-converted basis including conversion of any outstanding debt in the company where the conversion price is known). Each group shall be entitled respectively to appoint only one director for as long as they hold in excess of 15% of the common stock and up to 25% of the common stock. For the first 12 months and provided Becker Ents or Nyssen/TGF hold more than 25% of the common stock of the Company, either Becker Ents or Nyssen/TGF shall have the right to request that their two directors represent at least 50% of the board.

This provisions in the paragraph above relating to board composition, shall relate to TLXT and all of its subsidiaries, provided that the qualification percentages shall be calculated by reference to holdings of common shares in TLXT.

Becker Ents, MT, MG, Nyssen and TGF hereby agree to vote all shares held by them to ensure that the Investor Directors are always appointed in accordance with this agreement if Becker Ents or Nyssen and TGF wish to have appointees on the board.

The above agreement as to the appointment of Investor Directors shall cease as regards a group once either Becker Ents or Nyssen/TGF respectively, ceases to hold in excess of 15% of common stock in the Company.

However, the right to appoint Investor Directors shall not cease prior to the conversions mentioned below taking place and the funding of the loans set forth in section 3 below.

As well as the Investor Directors, other directors will be appointed in due course in good faith on the basis that their appointment is in the best interests of the Company.

1.3 Increasing Authorised Share Capital

Authorised Share Capital: Becker Ents, MT Ents, MG, MT hereby agree that the authorised share capital shall be increased to an amount not to exceed 500M common shares by written resolution and hereby agree to, immediately upon production from the board, sign such resolution and any other documents to give effect thereto.

The Shareholders hereby agree to take all actions reasonably necessary and in accordance with the applicable laws, statutes and rules regulating such transactions to facilitate issuance of all shares are converted pursuant to this agreement.

1.4 Historic Conversions

Conversions: Upon approval of foreign ownership by the Federal Communications Commission, if Section 310(b) limits apply, Nyssen and TGF shall request that the board resolves to convert amounts owed as follows:

Nyssen:	\$1.6M to be converted at \$0.04 per share into 40M new shares
TGF:	\$0.5M fee converted at \$0.04 per share into 20M new shares
LB:	\$36,175 at \$0.001 (par) in accordance with LB's loan note

LB will receive 36,175,000 common shares on conversion of his loan note.

All MT Ents interests, except his \$467,000 loan note, shall aggregate to no more than 42,594,678 common shares. MT Ents will be given a new note for \$467,000 which will provide that the maturity date shall be for twenty four (24) months from December 31, 2004 and that if the loan note is not repaid by such date, at the option of the holder it may be converted into equity at \$0.02 per share. The loan note shall bear simple interest at 10% per annum from December 31, 2004.

MG and Becker Ents agree that all of their preferred shares (if issued) shall be converted into common shares at equal value and the each shall request that the board takes action to effect such conversions. MT agrees that any shares issued to MT Ents without board approval shall be cancelled immediately.

MT is owed \$55,850 for expenses, back rent on building, tower site and edgar filings thru December 31, 2004. MT agrees to accept this being paid off by the Company at the rate of \$5,000 per month. Other than these amounts, each of the parties agree that no other amounts are due to them and to the extent that there is anything is owed to them by the Company it is hereby waived by the parties.

1.5 Litigation and disputes

Any litigation or proposed litigation between the parties will cease immediately. Telemetrix shall dismiss its complaint against Nyssen / TGF without prejudice forthwith. Telemetrix shall dismiss its complaint against MT, WB and MG without prejudice forthwith. On completion of the conversions and issues of shares as set out in this agreement to Nyssen and TGF, Nyssen agrees to assign/transfer ownership of the Telos switch back to the Company.

2. Interim Board Matters

The Interim Board shall consider and if thought fit approve:

2.1 Management Team and Employees

That the status of each employee is to be reviewed by WB who shall make recommendations to the board and the employment status of all employees that are to be retained is to be confirmed by letter as soon as possible.

That management required to service existing contracts or to close potential contracts shall be retained to ensure that revenues are pursued.

The board shall be asked to ensure that a clear and unequivocal operational management and reporting structure in place.

That the board shall confirm in writing to each of Kealy, Dineley, Girdler, Hull, Sullivan (and any other employees connected to them) that, other than in respect of any theft or financial fraud, that any current or proposed claims against them are dropped by the Company and will not be pursued in the future.

That the board shall confirm in writing to MT that, other than in respect of theft or fraud, all current claims against him are dropped and all claims relating to actions prior to the date of this agreement which may be considered in the future are waived in full and will not be prosecuted by or on behalf of the Company, in exchange for which immediately upon signing this agreement, MT agrees to resign as an employee of the company and an officer thereof. The new board shall agree consultancy terms with MT in so far as his services are required on an ongoing basis. PL shall be appointed to the board until FCC approval (if required) is granted in respect of the appointment of the Interim Board as set out in Section 1.2 of this agreement.

WB agrees not to vote on any board decisions without Nyssen's consent until the Interim Board set out in Section 1.2 has been duly appointed, following, if it is required, approval of foreign ownership by the Federal Communication Commission.

MT Ents agree that, other than in respect of theft or fraud, all current claims against Nyssen, TGF, TLXT and its subsidiaries (other than the \$467,00 note and the \$55,850 expenses due to MT from TLXT as set out above in Section 1.4) are dropped and all claims relating to actions prior to the date of this agreement which may be considered in the future against the above or Becker Ents are waived in full and will not be prosecuted.

The parties agree that Shareholders or directors can be remunerated for their time and efforts as the board may determine from time to time.

2.2 Insurance

That the Company be immediately required to put in place appropriate insurance to protect directors and officers.

2.3 Board Meeting Frequency

That the board shall meet (in person or by telephone) every month when the performance of the business against the business plan (see below) shall be reviewed.

2.4 Option Scheme

That an option scheme of 10% of the fully diluted share capital shall be put in place as soon as possible to incentivise existing and new management.

2.5 Business Location

That, in due course and cost permitting, all business activities and assets are to be migrated to a location agreed to by the board. The interim board shall also decide where the corporate headquarters are to be located.

The Company's board or its representatives will notify MT and Tracy Broadcasting within 10 days of the date of signing of this agreement if it wishes to accept the terms of the lease(s) or rental agreements relating to the the properties owned by MT or MT Ents as set out in the paragraph below. It is noted that as of the time of this agreement, the Company is in default of all existing lease agreements for non-payment, the proper notification of cancellation have been received by the Company and the Company is now operating on a month to month rental basis. Further the board understands that the Company had been notified to vacate the property as of December 31, 2004 and that MT or MT Ents are under no obligation to enter into any further agreements with the Company or extend existing month to month agreements past December 31, 2004.

However, as per Section 1.4 of the Agreement, the Company has agreed to repayment of MT and MT Ents outstanding expenses and back rents. Based on this Agreement, MT (or MT Ents as the case may be) hereby agrees to extend the tower agreement (\$1,500 per month non-inclusive) and rental on the current office building in Nebraska (\$3,000 per month non-inclusive) on a month by month basis with a thirty day notice provided by the Company to cancel to 31st December 2005 assuming the payments are made on a timely basis.

2.6 Bank Accounts

That the main bank account shall be held near to the headquarters location. Other accounts (i.e. Nebraska) will be held for as long as they are required.

That the bank mandate is reviewed and approved by the new board and that payments over (or a series of connected payments amounting to) \$25,000 shall require board approval.

2.7 Business Plan and Reporting

The Shareholders shall request that the board and management prepare a business plan, including financials against which performance shall be measured on a monthly basis. This shall be done with the assistance of TGF.

The business plan shall be reviewed every 3 months by the board and TGF although performance shall be reviewed each month at board meetings.

2.8 FCC/SEC Approvals

That the board shall immediately take advice on the required FCC / SEC filings and/or authorities required to effect the contents of this agreement and shall immediately seek any consents that are required.

That appropriate announcements are made to the market immediately and in due course once the re-organisation has taken place.

That all SEC / FCC filings shall be brought up to date and that, importantly, a filing is made with the SEC detailing the fact that the disputes have been settled.

2.9 Balance Sheet

That the internal accountant, CFO and, if necessary, auditors be requested to provide a detailed report on the balance sheet so that it can be cleaned up.

3. Ongoing Financing and Final Share Capital

TLXT requires immediate access to new finance to avoid insolvency. It will then require further financing until the business is profitable and its accounts are cleaned up before a new equity financing can be attempted. Nyssen and Becker Ents shall be under no obligation to invest any sum whilst MT is a director of the Company.

3.1 Emergency Financing

On the agreement to legally binding documentation, including appropriate ^{and} shareholder resolutions and filings, WB and his affiliates shall provide \$200,000 of emergency new finance at 2 cents per share, equating to a further issue of 10,000,000 common shares. Nyssen ^{will} agree to provide \$100,000 of emergency funding at 2 cents per share resulting in the issue of a further 5,000,000 common shares and \$100,000 at 10 cents per share resulting in the issue of 1,000,000 common shares.

3.2 Medium Term Financing

The Shareholders shall propose to the board that it should see whether it can refinance the Telos switch. However, the parties agree that due to the company's financial state (and recent SEC filings) this may prove to be difficult.

Provided that the conversions, share issuances, board changes and other matters set out in this agreement are completed and there is a business case agreed by the board, Nyssen shall invest a further \$100,000 at 10 cents per share resulting in the issue of 1,000,000 common shares and WB Ents shall also invest a further \$100,000 at 10 cents per share resulting in the issue of 1,000,000 common shares.

It shall be proposed to the board in due course that it should consider whether any additional funding should be sought from third party equity sources or from Nyssen or WB Ents.

3.3 Final Share Capital

Following completion of the matters in this agreement, the parties agree that the share capital shall be as follows:

Telemetrix Share Structure

Debt Conversion - LS converts existing debt of \$1.001 cents per share as per terms of \$20,000 note.
 Immediate Financing - Becker Group invests \$200,000 @ 1.02 cents per share.
 Nyssen Group invests \$100,000 @ 1.02 cents per share and \$100,000 @ 1.10 cents per share.
 Medium Term Financing - Nyssen & Becker Group invests \$300,000 @ 1.10 cents per share as part of offering.
 Additional Financing - Next round raised on 3rd party financing @ 1.10 per share or higher
 alternatively continued financing from Becker and Nyssen Group @ 1.10 per share or higher.

Investors	Share Number before debt conv	% ownership before debt conv	Share Number after debt convert	\$ Invested	Additional Shares	Total Share Number	% ownership
William Becker WB Funding @ 10.00 WB Funding @ 10.10	7,924,504	6.21%	7,924,504	\$ 200,000 \$ 100,000	10,000,000 1,000,000	<u>18,924,504</u>	10.44%
Michael Tracy	42,504,870	33.70%	42,504,870			42,504,870	23.51%
Larry Becker LB Debt \$34.5K @ 0.1 cents	5,521,322	4.38%	5,521,322			<u>41,986,332</u>	23.12%
Michael Glazer	6,791,754	5.30%	6,791,754			6,791,754	3.77%
Nyssen Group Nyssen Funding @ 10.00 Nyssen Funding @ 10.10	60,000,000	47.69%	60,000,000	\$ 100,000 \$ 200,000	5,000,000 2,000,000	<u>67,000,000</u>	37.17%
Other	3,325,000	2.64%	3,325,100			3,325,100	1.85%
Total Shares	<u>126,058,358</u>	<u>100.00%</u>	<u>162,131,358</u>	\$ 800,000	13,000,000	<u>180,231,358</u>	<u>100.0%</u>

The parties agree to work together in good faith to effect the above structure as soon as possible.

4. Other Matters

4.1 Immediate Contract Recovery Plan

The Shareholders shall recommend to the board that it shall review all pending contracts and ensure that resources are available to secure profitable contracts, especially the Flash contract.

The Shareholders shall recommend to the board that current and outgoing employees may be incentivised to get the Flash contract signed.

The parties shall work together in good faith to secure the existing customer contracts. The parties also agree to investigate a customer relationship or merger with Skypatrol and recommend that the board does so too.

4.2 Timing

The parties agree to work in good faith to execute the above matters as soon as possible and to seek the agreement of all intended parties, including Beckers, Nyssen, TGF, MG and MT Ents. Assuming that the interim board changes will not require a shareholder vote, the interim board is to be appointed within two days of execution of this agreement.

The board shall review all legal costs of the parties and agree what proportion the company will pay.

Delaware State Law shall apply to this agreement.

WAA

This Agreement may be executed in one or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

Dated: 30th November 2004

Agreed to by:

William Becker

Christine Becker

William Becker
President
Hartford Holdings Ltd.

William Becker
Authorized Representative
Wyse Investments Ltd.

Larry Becker


Larry Becker
Its Authorized Representative
BGI Investments Inc.

Larry Becker
Its Authorized Representative
Becker Capital Management LLC

Larry Becker
Its Authorized Representative
Vintage Investments Ltd.

Lorn Becker
Its Authorized Representative
BGC Holdings Limited

Lorn Becker
Its Authorized Representative
Ardara Investments LLC



Matthew Hudson
as director of Nyssen Limited
being the GP of Nyssen LLP

Piers Linney
For and on behalf of
Tower Gate Finance Limited

WA

Michael Glaser

Telemetrix Inc.
Authorized Representative

Michael Tracy

Michael Tracy
For and on behalf of
Tracy Broadcasting Corporation

Michael Tracy
For and on behalf of

MLA

This Agreement may be executed in one or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

Dated: 30th November 2004

Agreed to by:

William Becker

Christine Becker

William Becker
President
Hartford Holdings Ltd.

William Becker
Its Authorized Representative
Wyse Investments Ltd.

Larry Becker

Larry Becker
Its Authorized Representative
BGCI Investments Inc.


Larry Becker
Its Authorized Representative
Becker Capital Management LLC

Its Authorized Representative
Vintage Investments Ltd.

Its Authorized Representative
Ionian Investments Ltd.

Its Authorized Representative
Ardara Investments Ltd.

Matthew Hudson
as director of Nyssen Limited
being the GP of Nyssen LLP



Piers Linney
For and on behalf of
Tower Gate Finance Limited


Michael Glaser


Telemetrix Inc.
Its Authorized Representative

Michael Tracy
For and on behalf of
Tracy Broadcasting Corporation

Michael Tracy

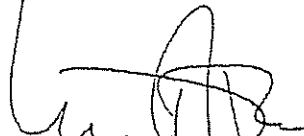
MLG

Michael Glaser



Michael Tracy
For and on behalf of
Tracy Broadcasting Corporation

Telemetrix Inc.
Its Authorized Representative



Michael Tracy

This Agreement may be executed in one or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

Dated: 30th November 2004

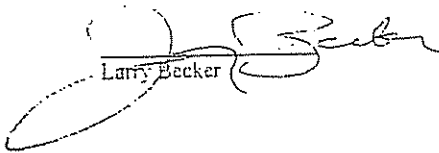
Agreed to by:

William Becker

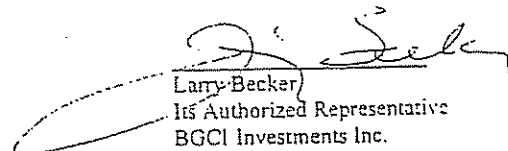
Christine Becker

William Becker
President
Hartford Holdings Ltd.

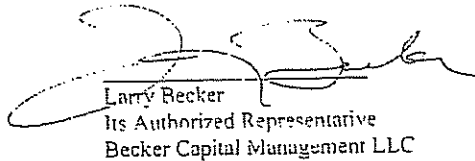
William Becker
Its Authorized Representative
Wyse Investments Ltd.



Larry Becker



Larry Becker
Its Authorized Representative
BGCI Investments Inc.



Larry Becker
Its Authorized Representative
Becker Capital Management LLC

Its Authorized Representative
Vintage Investments Ltd.

Its Authorized Representative
Ionian Investments Ltd.

Its Authorized Representative
Ardara Investments Ltd.

Matthew Hudson
as director of Nyssen Limited
being the GP of Nyssen LLP

Piers Linney
For and on behalf of
Tower Gate Finance Limited

This Agreement may be executed in one or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

Dated: 30th November 2004

Agreed to by:

William Becker

Christine Becker

William Becker
President
Hartford Holdings Ltd.

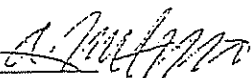
William Becker
Its Authorized Representative
Wyse Investments Ltd.

Larry Becker

Larry Becker
Its Authorized Representative
BGLI Investments Inc.

Larry Becker
Its Authorized Representative
Becker Capital Management LLC

Its Authorized Representative
Vintage Investments Ltd.

w. use 

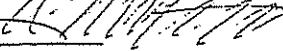
Its Authorized Representative
Ionian Investments Ltd.

.....
**For and on behalf of
Bluejay Investments Ltd.
Director**

Matthew Hudson
as director of Nyssen Limited
being the GP of Nyssen LLP

w. use 

.....
**For and on behalf of
Bluejay Investments Ltd.
Director**

w. use 

Its Authorized Representative
Ardara Investments Ltd.

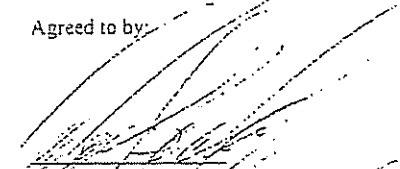
.....
**For and on behalf of
Bluejay Investments Ltd.
Director**

Piers Linney
For and on behalf of
Tower Gate Finance Limited

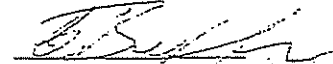
This Agreement may be executed in one or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

Dated: 30th November 2004

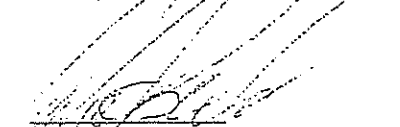
Agreed to by:



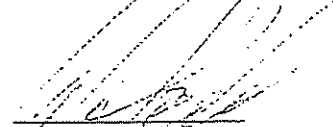
William Becker



Christine Becker



William Becker
President
Hartford Holdings Ltd.



William Becker
Its Authorized Representative
Wyse Investments Ltd.

Larry Becker

Larry Becker
Its Authorized Representative
BGC1 Investments Inc.

Larry Becker
Its Authorized Representative
Becker Capital Management LLC

Its Authorized Representative
Vintage Investments Ltd.

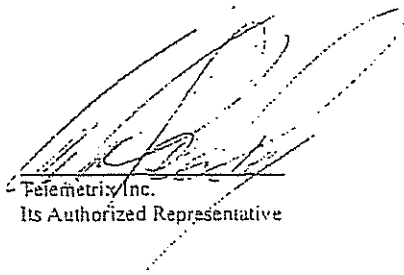
Its Authorized Representative
Ionian Investments Ltd.

Its Authorized Representative
Ardara Investments Ltd.

Matthew Hudson
as director of Nyssen Limited
being the GP of Nyssen LLP

Piers Linney
For and on behalf of
Tower Gate Finance Limited

Michael Glaser



Telemetry, Inc.
Its Authorized Representative

Michael Tracy
For and on behalf of
Tracy Broadcasting Corporation

Michael Tracy

EXHIBIT NO. 4

NAME OF TRANSFEREE CONTACT REPRESENTATIVE

The representatives of the transferees are:

Michael L. Glaser, Esq.
Shughart Thomson & Kilroy
1050 17th Street
Denver, CO 80265
303-572-9300
303-572-7883 (fax)
mglaser@stklaw.com

Christopher R. Strohmenger, Esq.
Shughart Thomson & Kilroy
1050 17th Street
Denver, CO 80265
303-572-9300
303-572-7883 (fax)
cstrohmenger@stklaw.com

Mr. Glaser and Mr. Strohmenger represent both the transferor and transferees in this transaction.

They may be contacted at the above-referenced telephone numbers, fax numbers, and e-mail addresses.

EXHIBIT NO. 3

Page 1

TRANSFeree INFORMATION

The Transferees are as follows:

Hartford Holdings Limited, a Cayman Islands, British West Indies corporation ("Hartford Holdings")
P.O. Box 143
Georgetown
Grand Cayman Island
British West Indies
Attn.: William W. Becker
345-945-4048
345-945-0600 (fax)

Becker Capital Management, LLC, a Colorado limited liability company ("BCM")
(physical address)
7105 LaVista Place
Longmont, CO 80503
(mailing address)
P.O. Box 667
Niwot, CO 80544
303-652-3279
Attn.: Larry E. Becker

Tower Gate Finance Ltd., a United Kingdom corporation ("TGF")
International House
1 St. Katharine's Way
London, United Kingdom
E1W 1UN
+442074818002
Attn.: Piers Linney

Nyssen LP, a United Kingdom limited partnership ("Nyssen")
International House
1 St. Katharine's Way
London, United Kingdom
E1W 1UN
+442074818002
Attn.: Matthew Hudson

As a result of the consummation of the transactions as explained in Exhibit No. 2: (1) Hartford Holdings, a Cayman Islands, British West Indies corporation, controlled by William W. Becker, a Canadian citizen, and entities affiliated with Mr. Becker's family, except for BCM, will own and

EXHIBIT NO. 3

Page 2

control 18,824,504 shares of common shares of stock of Telemetrix, or 10.46% of total number of the issued shares of common stock of Telemetrix; (2) BCM, a Colorado limited liability company, whose members are William W. Becker, Larry E. Becker, and Lorn Becker, sons of William W. Becker, all of whom are Canadian citizens, and who will own and control 41,696,332 shares of the issued and outstanding shares of common stock of Telemetrix, or 23.14%; (3) TGF, a wholly-owned subsidiary of Tower Gate PLC, a United Kingdom corporation ("Tower Gate") whose controlling shareholder is Matthew Hudson, a British subject, will own and control 20 million shares of the issued and outstanding shares of common stock of Telemetrix, or 11.09%, and (4) Nyssen, a United Kingdom limited partnership, controlled by Matthew Hudson and his wife, Katherine Hudson, a British subject, will own and control 47million shares of the issued and outstanding shares of common stock for Telemetrix, or 26.07%.

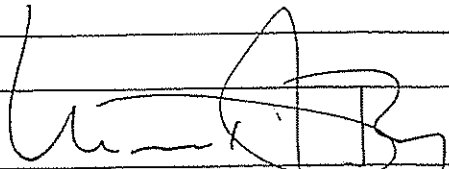
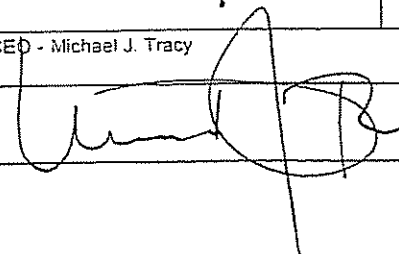
78) Race, Ethnicity, and Gender of Assignee/Transferee (Optional):

Race:	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:			

Fee Status

79) Is the applicant exempt from FCC application fees?	(N) Yes No
80) Is the applicant exempt from FCC regulatory fees?	(N) Yes No

Assignor/Transferor Certification Statements

1) The Assignor or Transferor certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for <i>pro forma</i> assignments and transfers by telecommunications carriers. See <i>Memorandum Opinion and Order</i> , 13 FCC Rcd. 6293 (1998).			
2) The Assignor or Transferor certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith			
Typed or Printed Name of Party Authorized to Sign			
81) First Name: Michael	MI: J	Last Name: Tracy	Suffix: Mr.
82) Title:			
Signature: 			83) Date: 3/23/05
81) First Name: Tracy Broadcasting Corporation	MI:	Last Name:	Suffix: .
82) Title: President & CEO - Michael J. Tracy			
Signature: 			83) Date: 3/23/05

**SUPPLEMENT TO PETITION OF TELEMETRIX INC. FOR A
DECLARATORY RULING UNDER SECTION 310(b) OF THE
COMMUNICATIONS ACT OF 1934 AS AMENDED**

Telemetrix Inc. ("Telemetrix"), pursuant to Section 1.2 of the Commission's Rules and Regulations, 47 C.F.R. §1.2, hereby supplements its petition for a declaratory ruling from the Commission filed in connection with its application for transfer of control of Telemetrix, FCC Form 603, File Number 002156736), that a proposed transaction resulting in foreign ownership in Telemetrix exceeding the twenty-five percent (25%) benchmark set forth in Section 310(b)(4) of the Communications Act of 1934, as amended, 47 U.S.C. § 310(b)(4), will serve the public interest. In support of this supplement, the following is respectfully submitted:

A. Telemetrix submits the following additional information concerning the proposed transferees:

1. **Hartford Holdings Ltd.** Hartford Holdings Ltd. is solely owned by William W. Becker.
2. **Becker Capital Management LLC.** Becker Capital Management LLC ("BCM") is owned by William W. Becker, and his sons, Larry L. Becker and Lorn Becker, all of whom are Canadian citizens. BCM has no other stockholders.
3. **Tower Gate Finance Ltd.** Tower Gate Finance Ltd. ("TGF") is a wholly-owned subsidiary corporation of Tower Gate Limited, a corporation formed under the laws of the United Kingdom. The specific ownership interests in Tower Gate Limited is set forth in Exhibit 1 attached.
4. **Nyssen LP.** Nyssen LP is wholly owned by Matthew Hudson and his wife, Katherine Hudson. There are no other investors in Nyssen LP.

B. Telemetrix supplements information concerning the following current foreign investors in Telemetrix.

1. **Wyse Investments Ltd.** Wyse Investments Ltd. ("Wyse") is a Cayman Islands corporation, headquartered in Georgetown, Grand Cayman Islands. The entity is a trust for the benefit of the minor grandson of William W. Becker. Mr. Becker's grandson is a British subject. The contact person for Wyse is William W. Becker, P.O. Box 143, Georgetown, Grand Cayman Islands, British West Indies; telephone 345/945-4048.
2. **Vintage Investments Ltd.** Vintage Investments Ltd. ("Vintage") is a Cayman Islands corporation, headquartered in Georgetown, Grand Cayman Islands, British West Indies. The contact person for Vintage is Allen Milgate. The sole investor in Vintage is Marguerite Becker, former wife of William W. Becker. There are no other investors in Vintage. Marguerite Becker is a Canadian citizen.

3. **Ionian Investments Ltd.** Ionian Investments Ltd. ("Ionian") is a Cayman Islands corporation headquartered in Grand Cayman Islands, British West Indies. The entity is a trust in which 750,000 shares of Telemetrix common stock have been placed for the benefit of Larry L. Becker, son of William W. Becker. Larry L. Becker is a Canadian citizen. The trust holds no other assets and is maintained by the Harbor Trust Co. Ltd., located in Georgetown, Grand Cayman Islands, British West Indies. Mr. Alan Milgate is the contact person Ionian.

4. **Adara Investments Ltd.** Adara Investments ("Adara") is a Cayman Islands corporation headquartered in Georgetown, Grand Cayman Islands, British West Indies. The entity is a trust in which 750,000 shares of Telemetrix common stock have been placed for the benefit of Lorn Becker, son of William W. Becker. Lorn Becker is a Canadian citizen. The sole beneficiary of the trust is Lorn Becker, son of William W. Becker. The trust holds no other assets and is maintained at the Harbor Trust Co., Ltd., Grand Cayman Islands, British West Indies. The contact person is Alan Milgate.

C. Attached as Exhibit 2 is a chart depicting the ownership in Telemetrix before the proposed transaction described in Application No. 0002156736, and in Telemetrix's petition for a declaratory ruling. Attached as Exhibit 3 is a chart depicting the ownership in Telemetrix after consummation of the proposed transaction described in Application No. 0002156736, and in Telemetrix's petition for a declaratory ruling.

EXHIBIT 1

TGF is a wholly-owned subsidiary corporation of Tower Gate Limited, a United Kingdom corporation. A list of investors in Tower Gate Limited is attached as Schedule A.

Schedule A:

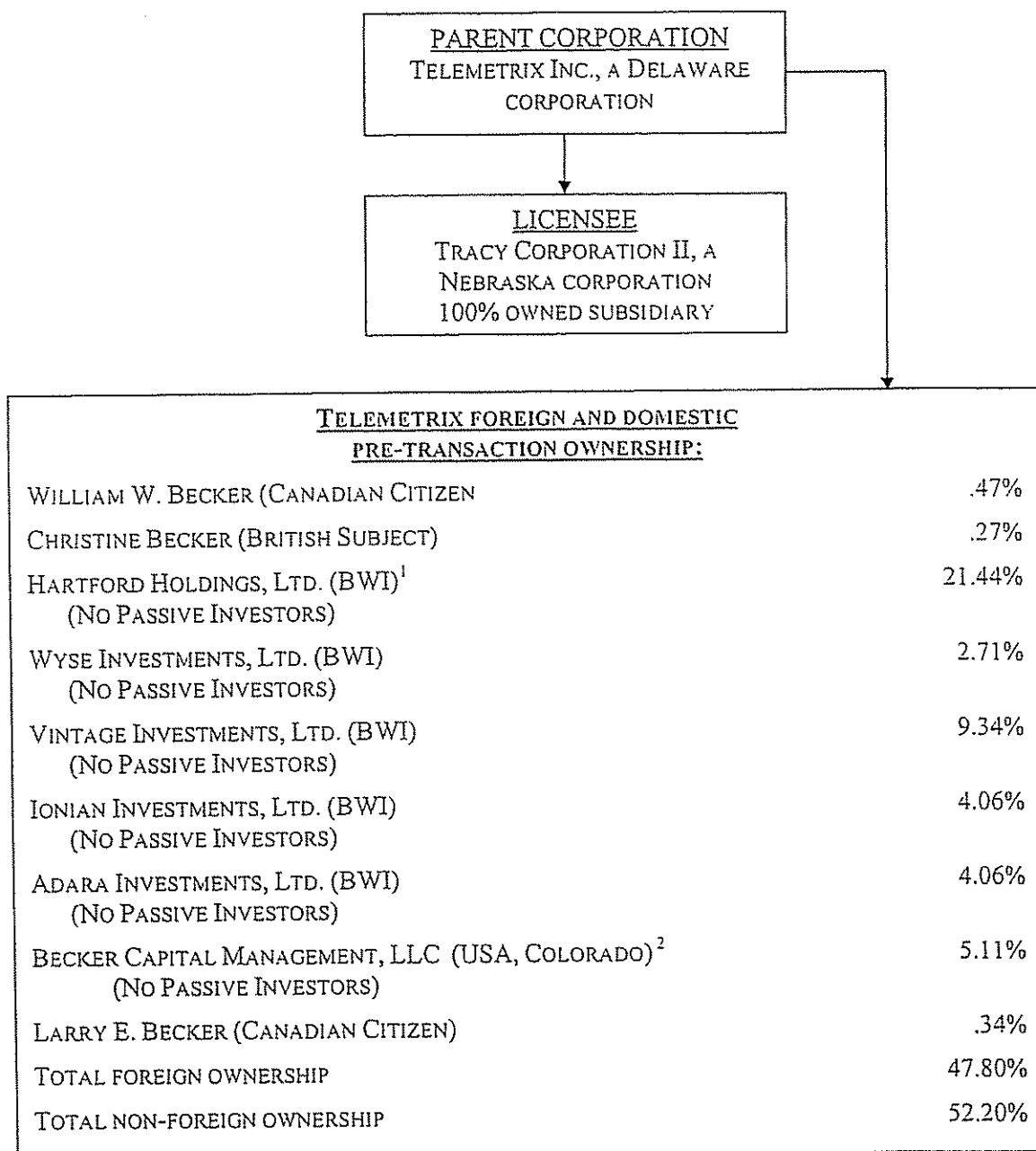
Section 1: Tower Gate Limited Shareholder Information Including Nationality

Member	A / E Shares	B Shares	C Shares	D Shares	F Shares	Nationality or headquarters	Holding
M Hudson Hersley Court Narrow Lane Hersley Gloucester GL5 9PW		12,425,020	4,915,000	750,000	125,000,000	UK	92.4%
Capge Limited 22 Victoria Street Hamilton HM-12 Bermuda					1,530,000	Bermuda	1.0%
Solligman New Technologies Fund 100 Park Avenue New York 10017	1,562,903					US	1.0%
Solligman Investment Opportunities (Master Fund) 100 Park Avenue New York 10017	235,339					US	0.2%
Solligman New Technologies Fund 100 Park Avenue New York 10017	202,053					US	0.1%
Bank of Scotland 5th Floor, New Aberdeen House 11 Earl Grey Street Edinburgh EH3 9BN	1,000,000			3,444,000		UK	2.5%
Aberdeen Murray Johnston (Aberdeen City Council Superannuation Fund) C/O State Street Bank and Trust Co Limited 525 Ferry Rd Edinburgh EH5 2AW	500,000			861,000		UK	0.9%
Foreign & Colonial (J.P. Morgan Chase Bank) Chaceside Bournemouth Dorset, BH7 7DA	300,000					UK	0.2%
Murray Capital C/O James Murray 1775 York Ave Suite 25B New York NY 10125	37,400			201,006		US	0.3%
S Strickland 14 Stanwich Lane Greenwich CT 06830	25,574			88,077		US	0.1%
InCallis International C/O G.E. Morns 437 Madison Avenue 39 th Floor New York NY 10022	17,480			110,201	250,000	US	0.2%
C Fitzsimmons 38 Frogge Street Ickleton Saffron Walden CB10 1SH			530,000			UK	0.4%
Bell Lawrie (Smiths Nominees) 48 St. Vincent Street Glasgow G2 5TS	5,000			17,220		UK	0.01%

Patrick Keaty and Anna Plakareva 53 East 74th Street 24R New York NY 10021				117,413		US	0.1%
Charles H Woodworth Jnr TPS Financial Services 1099 Wall Street West Lynchhurst New Jersey 07071 USA				107,446		US	0.1%
John Harrison Old Zacks Cottage Chartridge Lane Chesham Bucks HP5 2TF				100,000		UK	0.1%
D Simpson Evington Solance Centre Evington Glasgow East Lothian EH22 1EH				100,000		UK	0.1%
R Spillmann Empire Capital Leasing 1855 26th Street Suite A-4A Corona CA 92879				75,000		US	0.05%
J Harrington III 5 Sheffield West Winchester MA 01890 USA				25,000		US	0.02%
P Linnay 33 Cannon Court 5 Brewery Yard Clerkenwell London EC1V 4JQ			80,000	40,000		UK	0.1%
D McAtamney 15 - 40 147th Street Whitestone New York NY 11357				12,500		US	0.01%
P MacGurr Rahnm Hayat MacGuira & Khalifa (USA) Inc. 430 Lexington Ave 27th Floor New York NY 10170				12,500		US	0.01%
TOTAL	3,936,464	12,425,020	5,575,000	6,181,368	126,780,900		100%
TOTAL ISSUED SHARES					154,077,742		

TELEMETRIX INC. FLOW CHART OF FOREIGN OWNERSHIP INFORMATION BEFORE PROPOSED TRANSACTION

Chart 1

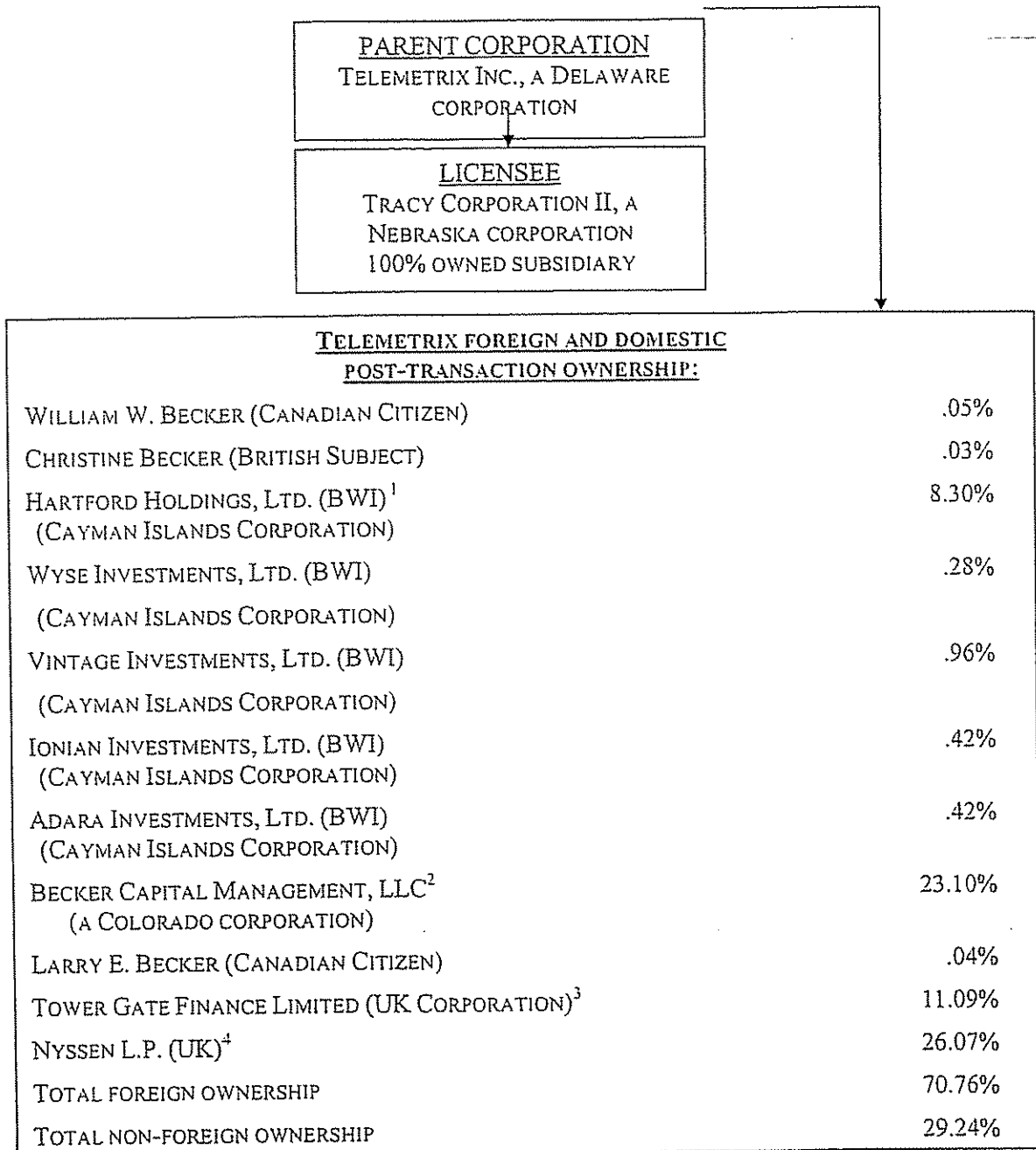


¹ BWI = Cayman Islands, British West Indies

² Becker Capital Management, LLC is a Colorado limited liability company owned by William W. Becker, Larry E. Becker, and Lorn Becker, sons of William W. Becker, all of whom are Canadian citizens. Therefore, Telemetrix Inc. attributes Becker Capital Management, LLC's ownership in Telemetrix under the Commission's rules and guidelines pertaining to foreign ownership as foreign ownership under Section 310 of the Act.

**TELEMETRIX INC. FLOW CHART OF FOREIGN OWNERSHIP AFTER
CONSUMMATION OF PROPOSED TRANSACTION**

Chart 2



1 BWI = Cayman Islands, British West Indies

2 Becker Capital Management, LLC is a Colorado limited liability company owned by William W. Becker, Larry E. Becker, and Lorn Becker, sons of William W. Becker, all of whom are Canadian citizens. Therefore, Telemetrix Inc. attributes Becker Capital Management LLC's ownership in Telemetrix under the Commission's rules and guidelines pertaining to foreign ownership as foreign ownership under Section 310 of the Act.

3 Tower Gate Finance Ltd. ("TGF") is a corporation formed under the laws of the United Kingdom. TGF's ownership is shown in Attachment A to this chart.

4 Nyssen LP ("Nyssen") is a limited partnership formed under the laws of the United Kingdom. Nyssen is owned by Matthew Hudson and his wife, Katherine Hudson, both of whom are British subjects.