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FCC APPLICATION FOR SPACE AND EARTH STATION:MOD OR AMD – MAIN FORM	FCC Use Only
FCC 312 MAIN FORM FOR OFFICIAL USE ONLY	

APPLICANT INFORMATION

Enter a description of this application to identify it on the main menu:
METs amendment – Foreign ownership filing (Feb 2008)

1-8. Legal Name of Applicant			
Name:	TerreStar Networks Inc.	Phone Number:	703-483-7800
DBA Name:		Fax Number:	
Street:	12010 Sunset Hills Road 9th Floor	E-Mail:	doug.brandon@terrestar.com
City:	Reston	State:	VA
Country:	USA	Zipcode:	20190 -
Attention:	Douglas Brandon		

9-16. Name of Contact Representative

Name:	Joseph A. Godles	Phone Number:	202-429-4900
Company:	Goldberg Godles Wiener & Wright	Fax Number:	202-429-4912
Street:	1229 19th St, NW	E-Mail:	jgodles@g2w2.com
City:	Washington	State:	DC
Country:	USA	Zipcode:	20036-2413
Attention:		Relationship:	Legal Counsel

CLASSIFICATION OF FILING

17. Choose the button next to the classification that applies to this filing for both questions a. and b. Choose only one for 17a and only one for 17b.

- a1. Earth Station
- a2. Space Station

- (N/A) b1. Application for License of New Station
- (N/A) b2. Application for Registration of New Domestic Receive-Only Station
- b3. Amendment to a Pending Application
- b4. Modification of License or Registration
- b5. Assignment of License or Registration
- b6. Transfer of Control of License or Registration
- b7. Notification of Minor Modification
- (N/A) b8. Application for License of New Receive-Only Station Using Non-U.S. Licensed Satellite
- (N/A) b9. Letter of Intent to Use Non-U.S. Licensed Satellite to Provide Service in the United States
- (N/A) b10. Other (Please specify)
- (N/A) b11. Application for Earth Station to Access a Non-U.S. satellite Not Currently Authorized to Provide the Proposed Service in the Proposed Frequencies in the United States.

TYPE OF SERVICE

<p>20. NATURE OF SERVICE: This filing is for an authorization to provide or use the following type(s) of service(s): Select all that apply:</p> <p><input type="checkbox"/> a. Fixed Satellite</p> <p><input checked="" type="checkbox"/> b. Mobile Satellite</p> <p><input type="checkbox"/> c. Radiodetermination Satellite</p> <p><input type="checkbox"/> d. Earth Exploration Satellite</p> <p><input type="checkbox"/> e. Direct to Home Fixed Satellite</p> <p><input type="checkbox"/> f. Digital Audio Radio Service</p> <p><input type="checkbox"/> g. Other (please specify)</p>	
<p>21. STATUS: Choose the button next to the applicable status. Choose only one.</p> <p><input checked="" type="radio"/> Common Carrier <input type="radio"/> Non-Common Carrier</p>	<p>22. If earth station applicant, check all that apply.</p> <p><input type="checkbox"/> Using U.S. licensed satellites</p> <p><input checked="" type="checkbox"/> Using Non-U.S. licensed satellites</p>
<p>23. If applicant is providing INTERNATIONAL COMMON CARRIER service, see instructions regarding Sec. 214 filings. Choose one. Are these facilities:</p> <p><input checked="" type="radio"/> Connected to a Public Switched Network <input type="radio"/> Not connected to a Public Switched Network <input type="radio"/> N/A</p>	
<p>24. FREQUENCY BAND(S): Place an 'X' in the box(es) next to all applicable frequency band(s).</p> <p><input type="checkbox"/> a. C-Band (4/6 GHz) <input type="checkbox"/> b. Ku-Band (12/14 GHz)</p> <p><input checked="" type="checkbox"/> c. Other (Please specify upper and lower frequencies in MHz.)</p> <p>Frequency Lower: Frequency Upper: (Please specify additional frequencies in an attachment)</p>	

TYPE OF STATION

25. CLASS OF STATION: Choose the button next to the class of station that applies. Choose only one.

- a. Fixed Earth Station
- b. Temporary–Fixed Earth Station
- c. 12/14 GHz VSAT Network
- d. Mobile Earth Station
- e. Geostationary Space Station
- f. Non–Geostationary Space Station
- g. Other (please specify)

26. TYPE OF EARTH STATION FACILITY:

- Transmit/Receive Transmit–Only Receive–Only N/A

"For Space Station applications, select N/A."

PURPOSE OF MODIFICATION

27. The purpose of this proposed modification is to: (Place an 'X' in the box(es) next to all that apply.)

- a -- authorization to add new emission designator and related service
- b -- authorization to change emission designator and related service
- c -- authorization to increase EIRP and EIRP density
- d -- authorization to replace antenna
- e -- authorization to add antenna
- f -- authorization to relocate fixed station
- g -- authorization to change frequency(ies)
- h -- authorization to add frequency
- i -- authorization to add Points of Communication (satellites & countries)
- j -- authorization to change Points of Communication (satellites & countries)
- k -- authorization for facilities for which environmental assessment and radiation hazard reporting is required
- l -- authorization to change orbit location
- m -- authorization to perform fleet management
- n -- authorization to extend milestones
- o -- Other (Please specify)

ENVIRONMENTAL POLICY

28. Would a Commission grant of any proposal in this application or amendment have a significant environmental impact as defined by 47 CFR 1.1307? If YES, submit the statement as required by Sections 1.1308 and 1.1311 of the Commission’s rules, 47 C.F.R. 1.1308 and 1.1311, as an exhibit to this application. A Radiation Hazard Study must accompany all applications for new transmitting facilities, major modifications, or major amendments. Yes No

ALIEN OWNERSHIP Earth station applicants not proposing to provide broadcast, common carrier, aeronautical en route or aeronautical fixed radio station services are not required to respond to Items 30–34.

29. Is the applicant a foreign government or the representative of any foreign government? Yes No

30. Is the applicant an alien or the representative of an alien? Yes No N/A

31. Is the applicant a corporation organized under the laws of any foreign government? Yes No N/A

32. Is the applicant 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? Yes No N/A

33. Is the applicant a 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 a foreign country?

Yes No N/A

34. If any answer to questions 29, 30, 31, 32 and/or 33 is Yes, attach as an exhibit an identification of the aliens or foreign entities, their nationality, their relationship to the applicant, and the percentage of stock they own or vote.

BASIC QUALIFICATIONS

35. Does the Applicant request any waivers or exemptions from any of the Commission's Rules?
If Yes, attach as an exhibit, copies of the requests for waivers or exceptions with supporting documents.

Yes No

36. Has the applicant or any party to this application or amendment had any FCC station authorization or license revoked or had any application for an initial, modification or renewal of FCC station authorization, license, or construction permit denied by the Commission? If Yes, attach as an exhibit, an explanation of circumstances.

Yes No

37. Has the applicant, or any party to this application or amendment, or any party directly or indirectly controlling the applicant ever been convicted of a felony by any state or federal court? If Yes, attach as an exhibit, an explanation of circumstances.

Yes No

38. Has any court finally adjudged the applicant, or any person directly or indirectly controlling the applicant, 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? If Yes, attach as an exhibit, an explanation of circumstances

Yes No

39. Is the applicant, or any person directly or indirectly controlling the applicant, currently a party in any pending matter referred to in the preceding two items? If yes, attach as an exhibit, an explanation of the circumstances.

Yes No

40. If the applicant is a corporation and is applying for a space station license, attach as an exhibit the names, address, and citizenship of those stockholders owning a record and/or voting 10 percent or more of the Filer's voting stock and the percentages so held. In the case of fiduciary control, indicate the beneficiary(ies) or class of beneficiaries. Also list the names and addresses of the officers and directors of the Filer.

41. By checking Yes, the undersigned certifies, that neither applicant nor any other party to the application is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance. See 47 CFR 1.2002(b) for the meaning of "party to the application" for these purposes.

Yes No

42a. Does the applicant intend to use a non-U.S. licensed satellite to provide service in the United States? If Yes, answer 42b and attach an exhibit providing the information specified in 47 C.F.R. 25.137, as appropriate. If No, proceed to question 43.

Yes No

42b. What administration has licensed or is in the process of licensing the space station? If no license will be issued, what administration has coordinated or is in the process of coordinating the space station?Canada

43. Description. (Summarize the nature of the application and the services to be provided). (If the complete description does not appear in this box, please go to the end of the form to view it in its entirety.)

Applicant submits the instant amendment to its pending application to provide updated foreign ownership information.

Pet Decl Rul

43a. Geographic Service Rule Certification

By selecting A, the undersigned certifies that the applicant is not subject to the geographic service or geographic coverage requirements specified in 47 C.F.R. Part 25.

A

By selecting B, the undersigned certifies that the applicant is subject to the geographic service or geographic coverage requirements specified in 47 C.F.R. Part 25 and will comply with such requirements.

B

By selecting C, the undersigned certifies that the applicant is subject to the geographic service or geographic coverage requirements specified in 47 C.F.R. Part 25 and will not comply with such requirements because it is not feasible as a technical matter to do so, or that, while technically feasible, such services would require so many compromises in satellite design and operation as to make it economically unreasonable. A narrative description and technical analysis demonstrating this claim are attached.

C

CERTIFICATION

The Applicant 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. The applicant certifies that grant of this application would not cause the applicant to be in violation of the spectrum aggregation limit in 47 CFR Part 20. All statements made in exhibits are a material part hereof and are incorporated herein as if set out in full in this application. The undersigned, individually and for the applicant, hereby certifies that all statements made in this application and in all attached exhibits are true, complete and correct to the best of his or her knowledge and belief, and are made in good faith.

44. Applicant is a (an): (Choose the button next to applicable response.)

- Individual
- Unincorporated Association
- Partnership
- Corporation
- Governmental Entity
- Other (please specify)

45. Name of Person Signing
Douglas Brandon

46. Title of Person Signing
Vice President, Regulatory Affairs

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WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND / OR IMPRISONMENT
(U.S. Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION AUTHORIZATION
(U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

E16. If the proposed antenna(s) do not operate in the Fixed Satellite Service (FSS), or if they operate in the Fixed Satellite Service (FSS) with non-geostationary satellites, do(es) the proposed antenna(s) comply with the antenna gain patterns specified in Section 25.209(a2) and (b) as demonstrated by the manufacturer's qualification measurements?	<input type="radio"/> Yes <input checked="" type="radio"/> No <input type="radio"/> N/A
E17. Is the facility operated by remote control? If YES, provide the location and telephone number of the control point.	<input type="radio"/> Yes <input checked="" type="radio"/> No

E18. Is frequency coordination required? If YES, attach a frequency coordination report as	<input type="radio"/> Yes <input checked="" type="radio"/> No
E19. Is coordination with another country required? If YES, attach the name of the country(ies) and plot of coordination contours as	<input type="radio"/> Yes <input checked="" type="radio"/> No
<p>E20. FAA Notification – (See 47 CFR Part 17 and 47 CFR part 25.113(c)) Where FAA notification is required, have you attached a copy of a completed FCC Form 854 and/or the FAA's study regarding the potential hazard of the structure to aviation?</p> <p>FAILURE TO COMPLY WITH 47 CFR PARTS 17 AND 25 WILL RESULT IN THE RETURN OF THIS APPLICATION.</p>	<input type="radio"/> Yes <input checked="" type="radio"/> No

POINTS OF COMMUNICATION

Satellite Name: OTHER OTHER If you selected OTHER, please enter the following:	
E21. Common Name: TerreStar-1	E22. ITU Name: CANSAT-24
E23. Orbit Location: 111.1 WL	E24. Country: USA

POINTS OF COMMUNICATION (Destination Points)

E25. Site Identifier:	
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E26. Common Name:	E27. Country:
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ANTENNA

Site ID	E28. Antenna Id	E29. Quantity	E30. Manufacturer	E31. Model	E32. Antenna Size<meters>	E41/42. Antenna Gain Transmint and/or Recieve (____ dBi at ____ GHz)	
						dBi at	

E28. Antenna Id	E33/34. Diameter Minor/Major (meters)	E35. Above Ground Level (meters)	E36. Above Sea Level(meters)	E37. Building Height Above Ground Level (meters)	E38. Total Input Power at antenna flange (Watts)	E39. Maximum Antenna Height Above Rooftop (meters)	E40. Total EIRP for al carriers(dBW)
	/						

FREQUENCY

E28. Antenna Id	E43/44. Frequency Bands (MHz)	E45. T/R Mode	E46. Antenna Polarization(H,V, L,R)	E47. Emission Designator	E48. Maximum EIRP per Carrier (dBW)	E49. Maximum ERIP Density per Carrier (dBW/4kHz)

E50. Modulation and Services (If the complete description does not appear in this box, please go to the end of the form to view it in its entirety.)

FREQUENCY COORDINATION

E28. Antenna Id	E51. Satellite Orbit Type	E52/53. Frequency Limits(MHz)	E54/55. Range of Satellite Arc Eastern/Western Limit	E56. Earth Station Azimuth Angle Eastern Limit	E57. Antenna Elevation Angle Eastern Limit	E58. Earth Station Azimuth Angle Western Limit	E59. Antenna Elevation Angle Western Limit	E60. Maximum EIRP Density toward the Horizon (dBW/4kHz)
			/					

REMOTE CONTROL POINT LOCATION

E61. Call Sign NOTE: Please enter the callsign of the controlling station, not the callsign for which this application is being filed.		E66. Phone Number	
E62. Street Address			
E63. City	E68. County	E67/68. State/Country /	E64. Zip Code

FCC NOTICE REQUIRED BY THE PAPERWORK REDUCTION ACT

The public reporting for this collection of information is estimated to average 2 hours per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the required data, and completing and reviewing the collection of information. If you have any comments on this burden estimate, or how we can improve the collection and reduce the burden it causes you, please write to the Federal Communications Commission, AMD–PERM, Paperwork Reduction Project (3060–0678), Washington, DC 20554. We will also accept your comments regarding the Paperwork Reduction Act aspects of this collection via the Internet if you send them to jboley@fcc.gov. PLEASE DO NOT SEND COMPLETED FORMS TO THIS ADDRESS.

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THE FOREGOING NOTICE IS REQUIRED BY THE PAPERWORK REDUCTION ACT OF 1995, PUBLIC LAW 104–13, OCTOBER 1, 1995, 44 U.S.C. SECTION 3507.

Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554

In the Matter of)
)
TerreStar Networks Inc.)
Petition for Declaratory Ruling)
Pursuant to Section 310(b)(4) of the)
Communications Act of 1934)

To: Chief, International Bureau

PETITION FOR DECLARATORY RULING

For the reasons stated below, it is respectfully requested that the Commission issue a declaratory ruling, pursuant to Section 310(b)(4) of the Communications Act of 1934, as amended,¹ permitting indirect foreign ownership of TerreStar Networks Inc. (“TerreStar”) in excess of 25%. In particular, TerreStar requests a declaratory ruling: (1) permitting foreign investors to hold the interests identified in this filing, consisting of up to 32.65% indirect foreign WTO equity ownership and up to 36.34% indirect foreign WTO voting ownership in TerreStar; and (2) permitting foreign investors to acquire, without having to seek further Commission approval, additional indirect interests in TerreStar of up to 25% equity ownership and up to 25% voting ownership, subject to standard conditions.

¹ 47 U.S.C. § 310(b)(4).

TerreStar holds a letter of intent authorization to provide mobile satellite service in the United States via TerreStar-1, a geostationary orbit satellite that will operate on 2 GHz frequencies.² TerreStar is filing this petition for declaratory ruling as an amendment to a pending application in which it has requested: (1) a blanket license authorizing the operation of mobile earth terminals (“METs”) that will communicate with TerreStar-1; and (2) an authorization for ancillary terrestrial component (“ATC”) facilities that will be operated in conjunction with TerreStar-1. TerreStar has proposed in the application to operate its METs and its ATC facilities on a common carrier basis.

Legal Standard

Section 310(b)(4) limits the ownership interests that foreign investors may have in any corporation that controls the licensee of a common carrier radio station. Under Section 310(b)(4), no more than 25% of the capital stock of the corporation controlling the licensee may be owned or voted by foreign citizens and their representatives, foreign governments and their representatives, and corporations organized under the laws of a foreign country.³ However, Section 310(b) authorizes the Commission to permit foreign investment in excess of this 25% limit if the Commission determines that the foreign investment is not inconsistent with the public interest.⁴

² See Order, DA 07-2028 (Int’l Bur., May 10, 2007); *TMI Communications and Company, Limited Partnership*, Order, 16 FCC Rcd 13808 (Int’l Bur. 2001); *TMI Communications and Company, Limited Partnership, and TerreStar Networks, Inc. Application for Review and Request for Stay*, Memorandum Opinion and Order, 19 FCC Rcd 12603 (2004).

³ *Id.*

⁴ *Id.*

The Commission has adopted a presumption that foreign investment by individuals or entities from WTO Member countries should be permitted without limit under Section 310(b)(4).⁵ It uses a “principal place of business” test to determine whether the nationality or “home market” of a foreign investor is a WTO Member.⁶

Discussion

TerreStar Corporation (“TerreStar Parent”),⁷ through its wholly-owned subsidiary Motient Ventures Holding Inc. (“MVHI”), owns 86% of TerreStar’s equity and has an 86% voting interest in TerreStar. TerreStar, TerreStar Parent, and MVHI all are Delaware corporations. Foreign investments in TerreStar Parent are subject to the foreign ownership limits of Section 310(b)(4), which governs foreign investments in companies that control common carrier licensees, because TerreStar Parent’s 86% voting interest in TerreStar is a controlling interest.

At the time TerreStar filed its MET application, which it later amended to include a request for ATC authority, TerreStar’s foreign ownership and TerreStar Parent’s foreign ownership were below the Section 310(b) limits (*i.e.*, TerreStar’s foreign ownership was below 20% and TerreStar Parent’s foreign ownership was below 25%). However, that is no longer the case with respect to TerreStar Parent.⁸ Accordingly,

⁵ See *Rules and Policies on Foreign Participation in the U.S. Telecommunications Market*, Report and Order and Order on Reconsideration, FCC 97-398, 12 FCC Rcd 23891, 23896 ¶ 9, 23913 ¶ 50, and 23940 ¶¶ 111-112 (1997) (“*Foreign Participation Order*”), Order on Reconsideration, FCC 00-339, 15 FCC Rcd 18158 (2000).

⁶ *Foreign Participation Order*, 12 FCC Rcd at 23941 ¶ 116 (citing *Market Entry and Regulation of Foreign-Affiliated Entities*, Report and Order, FCC 95-475, 11 FCC Rcd 3873, 3951 ¶ 207 (1995)).

⁷ TerreStar Corporation was formerly known as Motient Corporation.

⁸ Pursuant to Section 1.65 of the Commission’s rules, TerreStar previously notified the Commission that the foreign ownership of TerreStar Parent may now be in excess of 25%; stated that it was in the process of developing more complete ownership information; and indicated that it would file a petition for

TerreStar is requesting a declaratory ruling: (1) based on changes in TerreStar Parent's ownership that occurred between the filing of the MET/ATC applications and the filing of this petition for declaratory ruling; and (2) in anticipation of changes to TerreStar Parent's ownership that are expected to occur when TerreStar Parent exercises options to acquire various licenses that will operate in the 1.4 GHz band.⁹

TerreStar demonstrates herein that more than 75% of TerreStar Parent's equity and more than 75% of TerreStar Parent's voting interests are held by individuals or entities that are associated for purposes of Section 310(b)(4) either with the United States or with a WTO country. Under the Commission's policies, therefore, TerreStar's ownership is presumed to be consistent with the public interest.

Table 1 below shows the equity and voting ownership interests in TerreStar Parent held by certain companies and individuals (the "Named Shareholders"). Table 2 below shows the foreign equity and foreign voting percentage interests (aggregate and non-WTO) that are attributable to TerreStar Parent from the Named Shareholders.¹⁰ These percentage interests have been calculated by taking the foreign equity and foreign voting percentages of each Named Shareholder and multiplying them by the Named Shareholder's percentage interest in TerreStar Parent in accordance with the

declaratory ruling if warranted based on that information. *See* letter from Joseph A. Godles, counsel for TerreStar, to Marlene H. Dortch, FCC (July 13, 2007).

⁹ On February 5, 2008, EchoStar Corporation, TerreStar Parent and TerreStar entered into a spectrum agreement. This agreement provides for the lease to TerreStar of EchoStar Corporation's 1.4 GHz licenses with an option to acquire the special purpose company through which EchoStar Corporation holds these licenses in exchange for the issuance of 30 million shares of TerreStar Parent's common stock.

¹⁰ The figures shown in Table 1 and Table 2, and in this petition generally, are based on the ownership interests in TerreStar Parent that will exist once the 1.4 GHz options have been exercised.

Commission’s multiplier policies.¹¹ Following Tables 1 and 2, TerreStar provides information concerning the citizenship of each Named Shareholder and (in the case of Named Shareholders that are not individuals) the Named Shareholder’s owners for purposes of Section 310(b).

Table 1: Interests Held by Named Shareholders in TerreStar Parent

<u>Shareholder</u>	<u>% Voting Ownership</u>	<u>% Equity Ownership</u>
Harbinger Capital Partners Master Fund I, Ltd.	22.32%	23.06%
Harbinger Capital Partners Special Situations Fund, L.P.	8.76%	8.49%
EchoStar Corporation	25.55%	23.13%
Solus	5.73%	6.62%
Tudor	4.84%	4.39%
Intrepid	4.95%	4.48%
Goldman Sachs	3.92%	3.55%
BCE, Inc.	3.86%	3.49%
George W. Haywood	1.58%	1.43%
Total	81.51%	78.64%

¹¹ See *International Bureau Foreign Ownership Guidelines for FCC Common Carrier and Aeronautical Radio Licenses*, 19 FCC Rcd 22612 (2004).

Table 2: Foreign Ownership Interests in TerreStar Parent

<u>Shareholder</u>	<u>WTO Voting %</u>	<u>Non-WTO Voting %</u>	<u>WTO Equity %</u>	<u>Non-WTO Equity %</u>
Harbinger Capital Partners Master Fund I, Ltd. ¹²	22.21%	0.11%	18.45%	0.9%
Harbinger Capital Partners Special Situations Fund, L.P. ¹³	6.15%	0%	5.97%	0%
EchoStar Corporation	0.23%	0.03%	1.22%	0.17%
Solus	0%	0%	0%	0%
Tudor	4.46%	0%	4.04%	0%
Intrepid	3.03%	0%	2.73%	0%
Goldman Sachs	0.26%	1.17%	0.24%	1.06%
BCE, Inc.	0%	0%	0%	0%
George W. Haywood	0%	0%	0%	0%
Total	36.34%	1.31%	32.65%	2.13%

Information Concerning the Citizenship of the Named Shareholders and Their Owners

Harbinger. The Harbinger interests in TerreStar Parent are held by two funds: The first of the two funds, Harbinger Capital Partners Master Fund I, Ltd. (“Master Fund”), is a Cayman Islands Exempted Company. Because the Cayman Islands are a British Protectorate, they are deemed to be a WTO signatory. The second of the two funds, Harbinger Capital Partners Special Situations Fund, L.P. (“Special Fund”), is a Delaware limited partnership.

¹² The figures shown are “worst case” based on foreign ownership in TerreStar Parent *through* the Master Fund. The foreign ownership in TerreStar Parent *by* the Master Fund is all WTO, because the Master Fund is a Cayman Islands Exempted Company, and therefore is presumptively in the public interest.

¹³ The figures shown are “worst case” based on foreign ownership in TerreStar Parent *through* the Special Fund. The foreign ownership in TerreStar Parent *by* the Special Fund is zero, because the Special Fund is a Delaware limited partnership.

The Master Fund and the Special Fund recently filed a petition for declaratory ruling (the “Harbinger Petition”) seeking a determination under Section 310(b)(4) in connection with the funds’ current and proposed future investments in Mobile Satellite Ventures Subsidiary LLC.¹⁴ This filing, which TerreStar hereby incorporates by reference, provides detailed information concerning the funds’ ownership structure and the levels of WTO and non-WTO ownership that are associated with the funds.

The Master Fund has a 23.06% equity interest and a 22.32% voting interest in TerreStar Parent. Accordingly, the foreign ownership in TerreStar Parent *by* the Master Fund is 23.06% equity and 22.32% voting.

As shown in the Harbinger Petition, 83.90% of the voting shares of Master Fund are owned by a Cayman Islands entity; the remaining 16.10% of the voting shares are held by a Delaware limited partnership; and all of the direct and indirect holders of the Master Fund are either U.S. citizens or citizens of WTO signatories, except for five investors from the Bahamas holding in the aggregate limited partnership interests amounting to 0.49% in the Cayman Islands entity. Accordingly, the aggregate foreign ownership in TerreStar Parent *through* the Master Fund is 19.35% (83.90% x 23.06%) equity and 22.32% (100% x 22.32%) voting. The non-WTO foreign ownership in TerreStar Parent *through* the Master Fund is .09% (0.49% x 83.90% x 23.06%) equity and 0.11% (0.49% x 100% x 22.32%) voting.

¹⁴ Petition for Expedited Action for Declaratory Ruling, File No. ISP-PDR-20080111-00001, as amended on Jan. 16 and Jan. 17, 2008.

The Special Fund has an 8.49% equity interest and an 8.76% voting interest in TerreStar Parent. Since the Special Fund is a U.S. entity, there is no foreign ownership in TerreStar Parent *by* the Special Fund.

As shown in the Harbinger Petition, one of the limited partners of the Special Fund is a Cayman Islands limited partnership holding a 70.26% equity interest in the Special Fund. The Commission treats the Cayman Islands as a WTO signatory for purposes of Section 310(b). As also shown in the Harbinger Petition, all of the ownership interests of this limited partnership are held by U.S. citizens or citizens of WTO signatories, and the general partner of the limited partnership is a Delaware limited liability company that is ultimately controlled by a corporation organized under the laws of the United States. Accordingly, the foreign ownership in TerreStar Parent *through* the Special Fund is 5.97% ($70.26\% \times 8.49\%$) equity and 6.15% ($70.26\% \times 8.76\%$) voting.

EchoStar Corporation. EchoStar Corporation (“EchoStar”) is a publicly traded corporation organized under the laws of Nevada. Foreign individuals or entities hold about 6% of EchoStar’s equity. In particular, about 0.74% of EchoStar’s equity is attributable to non-WTO countries. Because of the super-voting shares held by Mr. Ergen and his family, all U.S. citizens, alien voting interests in EchoStar are more diluted. Specifically, foreign individuals or entities have a 1.04% voting interest in

EchoStar. In particular, a voting interest of about only 0.13% is attributable to non-WTO countries.¹⁵

Upon exercise of the 1.4 GHz option, EchoStar will have a 23.13% equity interest and a 25.55% voting interest in TerreStar Parent. Accordingly, the WTO foreign ownership in TerreStar Parent *through* EchoStar will be 1.22% (5.26% x 23.13%) equity and 0.23% (0.91% x 25.55%) voting. The non-WTO foreign ownership in TerreStar Parent *through* EchoStar will be 0.17% (0.74% x 23.13%) equity and 0.03% (0.13% x 25.55%) voting.

Solus Alternative Asset Management LP ("Solus"). Solus has a 6.62% equity interest and a 5.73% voting interest in TerreStar Parent. Solus is organized under the laws of the United States and has its principal place of business in the United States.¹⁶ Accordingly, the aggregate foreign ownership in TerreStar Parent *by* Solus is 0.00%.¹⁷

Tudor. The Tudor interest in TerreStar Parent is held by four Tudor funds: Tudor Proprietary Trading, LLC ("Tudor Proprietary"), Tudor BVI Global Portfolio L.P. ("Tudor BVI"), Altar Rock Fund LP ("Altar Rock"), and Raptor Global Portfolio Ltd. ("Raptor").

Tudor Proprietary has a 0.31% equity interest and a 0.34% voting interest in TerreStar Parent. Tudor Proprietary is organized under the laws of the United States

¹⁵ The information in this petition concerning EchoStar has been estimated by EchoStar based on data obtained from NASDAQ and filings with the Securities and Exchange Commission. The figures provided do not reflect shares held by brokers on behalf of foreign individuals or entities, which have not been surveyed, and may fluctuate over time as EchoStar's shares are traded on the public market.

¹⁶ The fund's world headquarters and tax jurisdiction are in the United States.

¹⁷ TerreStar lacks sufficient information to determine the aggregate foreign ownership in TerreStar Parent *through* Solus.

and has its principal place of business in the United States.¹⁸ Accordingly, the aggregate foreign ownership in TerreStar Parent *by* Tudor Proprietary is 0.00%.¹⁹

Tudor BVI has a 0.77% equity interest and a 0.85% voting interest in TerreStar Parent. Tudor BVI is organized under the laws of the Cayman Islands and has its principal place of business in either in the United States or the Cayman Islands.²⁰ For purposes of this filing, TerreStar has assumed on a worst case basis that the principal place of business is in the Cayman Islands. Accordingly, the aggregate foreign ownership in TerreStar Parent *by* Tudor BVI is 0.77% equity and 0.85% voting.²¹

Altar Rock has a 0.03% equity interest and a 0.04% voting interest in TerreStar Parent. Altar Rock is organized under the laws of the United States and has its principal place of business in the United States.²² Accordingly, the aggregate foreign ownership in TerreStar Parent *by* Altar Rock is 0.00%.²³

Raptor has a 3.27% equity interest and a 3.61% voting interest in TerreStar Parent. Raptor is organized under the laws of the Cayman Islands and has its principal place of

¹⁸ The fund's world headquarters and tax jurisdiction are in the United States. Paul Tudor Jones, II, a U.S. citizen, is the fund's indirect controlling equity holder. The fund's managers, Paul Tudor Jones, II, and James J. Pallotta, are both U.S. citizens.

¹⁹ TerreStar lacks sufficient information to determine the aggregate foreign ownership in TerreStar Parent *through* Tudor Proprietary.

²⁰ The fund's world headquarters is in the United States and its tax jurisdiction is the Cayman Islands. Tudor Investment Corporation ("TIC"), which is organized under the laws of the United States, provides investment advisory services to Tudor BVI. Paul Tudor Jones, II, a U.S. citizen, is the controlling shareholder of TIC. The fund's managers, Paul Tudor Jones, II, and James J. Pallotta, are both U.S. citizens.

²¹ TerreStar lacks sufficient information to determine the aggregate foreign ownership in TerreStar Parent *through* Tudor BVI.

²² The fund's world headquarters and tax jurisdiction are in the United States. Tudor Investment Corporation ("TIC"), which is organized under the laws of the United States, is the fund's general partner. Paul Tudor Jones, II, a U.S. citizen, is the controlling shareholder of TIC.

²³ TerreStar lacks sufficient information to determine the aggregate foreign ownership in TerreStar Parent *through* Altar Rock.

business in either in the United States or the Cayman Islands.²⁴ For purposes of this filing, TerreStar has assumed on a worst case basis that the principal place of business is in the Cayman Islands. Accordingly, the aggregate foreign ownership in TerreStar Parent *by* Raptor is 3.27% equity and 3.61% voting.²⁵

Intrepid. The Intrepid interest in TerreStar Parent is held by five Intrepid funds: Intrepid Capital Fund (QP), LP (“Intrepid QP”), Bluenose Capital Fund (QP), LP (“Bluenose QP”), Intrepid Capital Fund (Offshore) Ltd. (“Intrepid Offshore”), Intrepid Enhanced Alpha Master Fund, Ltd. (“Intrepid Enhanced”), and Bluenose Capital Fund (Offshore) Ltd. (“Bluenose Offshore”).

Intrepid QP has a 1.47% equity interest and a 1.63% voting interest in TerreStar Parent. Intrepid QP is organized under the laws of the United States and has its principal place of business in the United States.²⁶ Accordingly, the aggregate foreign ownership in TerreStar Parent *by* Intrepid QP is 0.00%.²⁷

Bluenose QP has a 0.27% equity interest and a 0.30% voting interest in TerreStar Parent. Bluenose QP is organized under the laws of the United States and has its

²⁴ The fund’s world headquarters is in the United States and its tax jurisdiction is the Cayman Islands. Tudor Investment Corporation (“TIC”), which is organized under the laws of the United States, provides investment advisory services to Tudor BVI. Paul Tudor Jones, II, a U.S. citizen, is the controlling shareholder of TIC. The fund’s managers, Paul Tudor Jones, II, and James J. Pallotta, are both U.S. citizens.

²⁵ TerreStar lacks sufficient information to determine the aggregate foreign ownership in TerreStar Parent *through* Raptor.

²⁶ The fund’s world headquarters and tax jurisdiction are in the United States. Steven Shapiro, a U.S. citizen, is the Manager of Intrepid Capital Advisors, LLC, a company organized under the laws of the United States that is the general partner of the fund.

²⁷ TerreStar lacks sufficient information to determine the aggregate foreign ownership in TerreStar Parent *through* Intrepid QP.

principal place of business in the United States.²⁸ Accordingly, the aggregate foreign ownership in TerreStar Parent *by* Bluenose QP is 0.00%.²⁹

Intrepid Offshore has a 0.88% equity interest and a 0.98% voting interest in TerreStar Parent. Intrepid Offshore is organized under the laws of the Cayman Islands and has its principal place of business in either in the United States or the Cayman Islands.³⁰ For purposes of this filing, TerreStar has assumed on a worst case basis that the principal place of business is in the Cayman Islands. Accordingly, the aggregate foreign ownership in TerreStar Parent *by* Intrepid Offshore is 0.88% equity and 0.98% voting.³¹

Intrepid Enhanced has a 1.53% equity interest and a 1.70% voting interest in TerreStar Parent. Intrepid Enhanced is organized under the laws of the Cayman Islands and has its principal place of business in either in the United States or the Cayman Islands.³² For purposes of this filing, TerreStar has assumed on a worst case basis that the principal place of business is in the Cayman Islands. Accordingly, the aggregate

²⁸ The fund's world headquarters and tax jurisdiction are in the United States. Steven Shapiro, a U.S. citizen, is the Manager of Intrepid Capital Advisors, LLC, a company organized under the laws of the United States that is the general partner of the fund.

²⁹ TerreStar lacks sufficient information to determine the aggregate foreign ownership in TerreStar Parent *through* Bluenose QP.

³⁰ The fund's world headquarters is in the United States and its tax jurisdiction is the Cayman Islands. Steven Shapiro, a U.S. citizen, is the Manager of Intrepid Fund Management, LLC, a company organized under the laws of the United States that is the investment manager of the fund.

³¹ TerreStar lacks sufficient information to determine the aggregate foreign ownership in TerreStar Parent *through* Intrepid Offshore.

³² The fund's world headquarters is in the United States and its tax jurisdiction is the Cayman Islands. Steven Shapiro, a U.S. citizen, is the Manager of Intrepid Fund Management, LLC, a company organized under the laws of the United States that is the investment manager of the fund.

foreign ownership in TerreStar Parent *by* Intrepid Enhanced is 1.53% equity and 1.70% voting.³³

Bluenose Offshore has a 0.32% equity interest and a 0.35% voting interest in TerreStar Parent. Bluenose Offshore is organized under the laws of the Cayman Islands and has its principal place of business in either in the United States or the Cayman Islands.³⁴ For purposes of this filing, TerreStar has assumed on a worst case basis that the principal place of business is in the Cayman Islands. Accordingly, the aggregate foreign ownership in TerreStar Parent *by* Bluenose Offshore is 0.32% equity and 0.35% voting.³⁵

³³ TerreStar lacks sufficient information to determine the aggregate foreign ownership in TerreStar Parent *through* Intrepid Enhanced.

³⁴ The fund's world headquarters is in the United States and its tax jurisdiction is the Cayman Islands. Steven Shapiro, a U.S. citizen, is the Manager of Intrepid Fund Management, LLC, a company organized under the laws of the United States that is the investment manager of the fund.

³⁵ TerreStar lacks sufficient information to determine the aggregate foreign ownership in TerreStar Parent *through* Bluenose Offshore.

Goldman Sachs Global Security Services ("Goldman Sachs"). Goldman Sachs is a separate business unit within and across Goldman, Sachs & Co. and Goldman Sachs International, each of which is a direct or indirect subsidiary of The Goldman Sachs Group, Inc. ("Goldman Sachs Parent"). Goldman Sachs Parent is a public company organized under the laws of the United States.³⁶

Goldman Sachs has a 3.55% equity interest and a 3.92% voting interest in TerreStar Parent. U.S. individuals and entities hold 63.51% of Goldman Sachs Parent's issued and outstanding shares.³⁷ Of the remaining 36.49%, at least 6.71% is attributable to individuals and entities from WTO countries, and TerreStar has assumed, on a worst case basis, that 29.78% is attributable to individuals and entities from non-WTO countries. Accordingly, the WTO foreign ownership in TerreStar Parent *through* Goldman Sachs is 0.24% (6.71% x 3.55%) equity and 0.26% (6.71% x 3.92%) voting. The non-WTO foreign ownership in TerreStar Parent *through* Goldman Sachs is 1.06% (29.78% x 3.55%) equity and 1.17% (29.78% x 3.92%) voting.

³⁶ The company's world headquarters is located in the United States. The majority of the company's tangible property, including production, transmission, billing, information, and control facilities, is located in the United States. And the company derives the greatest sales and revenues from its U.S. operations.

³⁷ The figures in this paragraph concerning ownership of Goldman Sachs are derived from filings with the Securities and Exchange Commission.

BCE, Inc. ("BCE"). BCE is a publicly-traded corporation organized under the laws of Canada. Only 0.1% of the company's shares are held by non-U.S., non-Canadian shareholders.³⁸ None of these interests is held, directly or indirectly, by citizens of non-WTO countries.³⁹ The Commission has found that BCE's principal place of business is Canada.⁴⁰

BCE has a 3.49% equity interest and a 3.86% voting interest in TerreStar Parent. Accordingly, non-Canadian, non-U.S. ownership in TerreStar Parent *through* BCE to the nearest thousandth is 0.00% (0.1% x 3.49%) equity and 0.00% (0.1% x 3.86%) voting.

George W. Haywood. George W. Haywood has a 1.43% equity interest in TerreStar Parent and a 1.58% voting interest. Mr. Haywood is a U.S. citizen. Accordingly, the aggregate foreign ownership in TerreStar Parent *by* Mr. Haywood is 0.00%.

³⁸ *Motient Corporation and Subsidiaries, Transferors, and SkyTerra Communications, Inc., Transferee*, Memorandum Opinion and Order and Declaratory Ruling, DA 06-1872 (Sept. 15, 2006) at n. 125. *See also* Petition for Declaratory Ruling filed by Mobile Satellite Ventures Subsidiary LLC, File No. ISP-PDR-20070314-00004 (March 14, 2007) at 13-14.

³⁹ *See* Petition for Declaratory Ruling filed by Mobile Satellite Ventures Subsidiary LLC, File No. ISP-PDR-20070314-00004 (March 14, 2007) at 13 n. 41.

⁴⁰ *See Motient Corporation and Subsidiaries, Transferors, and SkyTerra Communications, Inc., Transferee*, Memorandum Opinion and Order and Declaratory Ruling, DA 06-1872 (Sept. 15, 2006) at n. 119.

Conclusion

In view of the foregoing, the Commission should issue a declaratory ruling:

(1) permitting foreign investors to hold the interests identified in this filing, consisting of up to 32.65% indirect foreign WTO equity ownership and up to 36.34% indirect foreign WTO voting ownership in TerreStar; and (2) permitting foreign investors to acquire, without having to seek further Commission approval, additional indirect interests in TerreStar of up to 25% equity ownership and up to 25% voting ownership, subject to standard conditions.

Respectfully submitted,

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