

James Ball

From: James Ball
Sent: Wednesday, April 23, 2008 10:09 AM
To: 'jgodles@g2w2.com'
Cc: Howard Griboff; Jodi Cooper; Susan OConnell; Francis Gutierrez; Arthur Lechtman; John Giusti
Subject: Request for Additional Foreign Ownership Information
Attachments: TerreStar Questions (041108c).doc

Mr. Godles:

We request additional ownership information for certain investors of TerreStar Networks, Inc. (TerreStar) and TerreStar Corporation to support TerreStar's petition for a declaratory ruling under section 310(b)(4) of the Communications Act, as amended (File No. ISP-PDR-20080229-00004). The record does not currently include sufficient information to demonstrate that investors from WTO member countries hold at least 75% of the equity and voting interests in TerreStar.

Attached is a Word document with our questions. Please provide responses to these questions as soon as possible.



TerreStar
Questions (041108c).

Please contact Francis Gutierrez (202-418-7370) or Jodi Cooper (202-418-2064) if you have questions and to let us know the company's progress in obtaining the necessary information.

James Ball
Division Chief
Policy Division, International Bureau
U.S. Federal Communications Commission
202-418-0427

TerreStar Networks Inc. (TerreStar) PDR Additional Information Request
ISP-PDR-20080229-00004

1. Please provide separate organizational charts showing:

- (a) the current ownership of TerreStar and TerreStar Corporation *by* U.S. and foreign investors;
- (b) the current ownership of TerreStar and TerreStar Corporation *through* U.S. and foreign investors;
- (c) the ownership of TerreStar and TerreStar Corporation *by* U.S. and foreign investors once the 1.4 GHz options have been exercised; and
- (d) the ownership of TerreStar and TerreStar Corporation *through* U.S. and foreign investors once the 1.4 GHz options have been exercised.

The organizational charts should identify all investor groups and other entities in the vertical ownership structure of TerreStar Networks, Inc. The charts should also identify each group or entity's equity and voting interest in the company positioned in the next lower tier of the ownership structure.

2. Please provide the following information in Excel charts to confirm TerreStar's calculations contained in Table 2 of TerreStar's petition for declaratory ruling:

- (a) the foreign equity and voting interests in TerreStar Corporation held *by* companies and individuals referred to by TerreStar as the "Named Shareholders" and
- (b) the foreign equity and voting interests in TerreStar Corporation held *through* the "Named Shareholders".
- (c) the foreign equity and voting interests in TerreStar Corporation held *by* and *through* shareholders that are not named in TerreStar's petition for declaratory ruling.

Any representation or treatment of indirect investment in TerreStar Corporation as U.S., WTO, or non-WTO should be properly supported by a principal place of business showing. For purposes of determining the investors' principal places of business for this and the other questions contained in this information request, please use the five factor test specified in the *Foreign Carrier Entry Order*, 11 FCC Rcd 3873, 3951, ¶ 207 (1995). *See* Foreign Ownership Guidelines, 19 FCC Rcd 22612, 22623 (2004). *See also* File No. ISP-PDR-20070314-00004.

3. Please identify the investors that collectively hold the remaining 14 percent of TerreStar Networks Inc. and their individual shareholdings (equity and voting) in TerreStar Networks Inc. Additionally, please provide the citizenship or the principal place of business of each investor (and its parent, if any).

4. Please provide a principal place of business showing for TerreStar Corporation and Motient Ventures Holding Inc.

5. Please explain the control structure of TerreStar Corporation, including a statement whether any individual or group of individuals have *de facto* control of the company through, *e.g.*, control of the board of directors. Please also confirm our understanding that the shareholders of TerreStar Networks Inc. and TerreStar Corporation have voting interests that are equal to their equity interests in each company.

6. Please state whether the laws of the countries where TerreStar Corporation's foreign shareholders are organized require reporting to regulatory authorities (and notification to TerreStar Corporation) when an individual or entity has acquired an interest in equity securities of the company that exceed a given threshold. If so, please specify the threshold(s) and the nature of the interest in the securities that trigger the reporting requirement.

7. Please provide a principal place of business showing for EchoStar and explain the basis for EchoStar's calculations of U.S., other WTO, and non-WTO ownership of EchoStar's shares. For example, please explain how EchoStar determined, as stated on page 9, that "a voting interest of about only 0.13% is attributable to non-WTO countries." Additionally, to the extent the information is available, please provide the number of EchoStar's shares that are currently held by brokers on behalf of foreign individuals or entities. Further, please provide an estimate of the maximum amount of shares that EchoStar expects will be held by such brokers as well as the basis for this estimate. (This question relates to footnote 15 on page 9, which states, "[t]he 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.")

8. With respect to Solus Alternative Asset Management LP, please provide the citizenship of its controlling principal(s).

9. With respect to Solus Alternative Asset Management LP, the four Tudor Funds, and the five Intrepid Funds, please state whether each such fund is a private equity fund, a management investment company (e.g., closed end fund or mutual fund), or a company holding shares for the accounts of other individuals or entities. If the latter, please provide the citizenship or principal place of business of these account holders and their respective percentage equity and voting interests in TerreStar Corporation.

10. Please explain the basis for the principal place of business information provided in the petition for Solus Alternative Asset Management LP, the four Tudor Funds, the five Intrepid Funds, and Goldman Sachs.