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

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

Audrey P. Rasmussen
David L. Hill
HALL, ESTILL, HARDWICK, GABLE,
GOLDEN & NELSON, P.C.
1120 20th Street, N.W.
Suite 700, North Building
Washington, D.C. 20036-3406
(202) 973-1210
(202) 973-1212 (Facsimile)

Attorneys for Green Eagle
Communications, Inc.

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

Green Eagle Communications, Inc. (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 assignment of two FCC licenses to a wholly owned subsidiary of the Company, with indirect foreign ownership 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

The Company is incorporated under the laws of the State of Delaware. It is proposed to be in the business of providing wireless 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, Green Eagle Networks Inc. (the "Subsidiary"), also a Delaware corporation. It is proposed that the Subsidiary will be assigned two (2) FCC licenses issued by the Commission in the Commercial Mobile Radio Service. Specifically, these are two Personal Communications Service ("PCS") licenses for the Basic Trading Area ("BTA") 411 (the "BTA 411 Licenses"), call signs KNLF407 and KNLH752, which serve the geographic area of Scottsbluff, Nebraska and western Wyoming.

Some of the shareholders of the Company are members of the Becker family (the "Becker Family Entities") who are also shareholders in Telemetrix, Inc. and whose wholly owned subsidiary, Convey Communications, Inc. ("Convey"), currently holds the licenses for KNLF407 and KNLH752. With respect to the Telemetrix history: in a 1999 FCC application, File Number 0000011145, the Commission approved foreign ownership in Telemetrix in excess of the 25% benchmark in Section 310(b)(4) of the Communications Act and held 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. Mr. Becker is the father of Larry L. and Lorn Becker discussed below. 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 Rcd 6430 (1994), and in Teleport Transmission Holdings, Inc., 8 FCC Rcd 3063 (1993).

In 2006, Telemetrix attracted new capital from certain of its existing shareholders, including Hartford Holdings, which were non-U.S. citizens who were members of the Becker Family Entities, 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, agreed to convert fees due it from Telemetrix into Telemetrix common stock. Because of that, Telemetrix proposed 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. Telemetrix sought Commission approval for this transaction under FCC File Number

0002156736 which also included a Petition for Declaratory Ruling requesting a level of such foreign ownership at 70.76%. This application was granted in September 2006 and was consummated in November 2006.

At that time, control of Telemetrix was transferred to certain existing non-U.S. shareholders, and to new non-U.S. citizens investors as follows: (1) Hartford Holdings; (2) Becker Capital Management LLC ("BCM"), a Colorado limited liability company, which is one of the Becker Family Entities described below in the transaction; (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. Thus, some of the shareholders for the Company are the same as those already approved by the FCC in the earlier transaction, in particular, BCM and Larry L. Becker. **Chart 1** below illustrates the current holdings of Telemetrix's stock following the grant of 2006 Request for Declaratory Ruling by the FCC:

CHART 1

FOREIGN OWNERSHIP OF CAPITAL STOCK OF TELEMETRIX

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 %

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

II. DESCRIPTION OF THE PROPOSED TRANSACTION AND THE FOREIGN OWNERSHIP IN THE COMPANY

A. The Proposed Transaction

As stated above, the Company proposes the assignment of the licenses held indirectly by Telemetrix, and directly through its subsidiary, Convey. As stated above, the Company has an ownership structure which includes some of the shareholders of the Company who are also shareholders in Telemetrix, Inc. Control of Green Eagle Communications Inc. will be held by the Becker Family Entities, as follows: (1) : BCM, whose ownership interest is 13.22 %, with the LLB/GB Family Trust as the sole member of BCM, and under 100% unilateral control by Larry L. Becker as the sole manager; (2) Man Prince Holdings and Man Prince Holdings 2 at 20.00 % and 4.98 % respectively, which are solely owned and controlled by Lorn Becker, brother of Larry L. Becker; (3) KDSL Investments LLC solely owned and controlled by Larry L. Becker's four children at 12.13 %; and (4) GAH Investments LLC, wholly owned and controlled by Gayle Becker, the wife of Larry L. Becker, at 19.67 %. CEM & Associates is wholly owned and controlled by a United States Citizen, Charles Miller, as the sole member, at 30.00 %.

B. The Structure of The Company

The foreign ownership in the Company is 70.00 % as shown in **Chart 2** below.

CHART 2

FOREIGN OWNERSHIP OF CAPITAL STOCK OF GREEN EAGLE COMMUNICATIONS, INC.

NAME	COUNTRY CITIZENSHIP OR STATE OR COUNTRY OF ORGANIZATION	NUMBER OF SHARES COMMON/PREFERRED	PERCENTAGES OF OWNERSHIP AND VOTING RIGHTS
KDSL Investments LLC *	Colorado LLC with four members with equal shares who are Canadian citizens.	121,287 Common	12.13 %
GAH Investments LLC*	Colorado LLC with the sole member a Canadian citizen.	196,746 Common	19.67 %
Becker Capital Management, LLC *	Colorado LLC, with the LLB/GB Family Trust as the sole member, and controlled 100% by a Canadian citizen.	13,000 Common 119,172 Series A Preferred	13.22 %
Man Prince Holdings *	Alberta corporation with a Canadian citizen as the sole shareholder	200,000 Common	20.00 %
Man Prince Holdings 2*	Alberta corporation with a Canadian citizen as the sole shareholder	49,836 Common	4.98 %
CEM & Associates	Colorado LLC, with a US Citizen as the sole owner	300,000 Common	30.00 %
Total Foreign Ownership *		580,869 Common 119,172 Preferred	70.00 %
Total Non-foreign ownership		300,000 Common	30.00 %
Total Ownership		Total: 1,000,041	100 %

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

For the reasons set forth in the simultaneously-filed application for FCC consent to assign the licenses from Convey to the Subsidiary, the Company respectfully submits that

70.00% foreign ownership will serve the public interest. It further requests, in keeping with FCC policy, that this declaratory ruling be granted with the foreign ownership "allowance" up to 95 % foreign ownership which can be increased without Commission approval, in anticipation of additional foreign ownership, should the shareholders increase their holdings or to accommodate other changes in the foreign ownership.[1]

III. THE ASSIGNMENT WILL SERVE THE PUBLIC INTEREST

The FCC should find that the foreign ownership in the Company of 70.00 %, with up to 95 % foreign ownership to allow flexibility, will serve the public interest. Each of the foreign investors in the Company is a citizen of a Member Country of the World Trade Organization ("WTO"). Moreover, the foreign ownership in the Company will not adversely affect competition or national security interests, since there are only two regional licenses in this transaction. Finally, as described above, the Commission has previously approved foreign ownership and control with some of the same Becker Family Entities in Telemetrix in excess of seventy percent (70%), as described above.

A. Indirect Foreign Interests Are 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

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1 See *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 License, November 17, 2004, DA 04-3610, 19 FCC Rcd 22612, 22637 (2004) (the *"Guidelines")*.

2 *Guidelines*, 19 FCC Rcd 22621 (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).

investors in 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 the Company resides or maintains its "home market" and "principal place of business" in either the United States or WTO Member Countries. Accordingly, these foreign investors are entitled to a rebuttable presumption that their respective investment in the Company and resulting assignment of common carrier licenses held by Convey will not pose any security threat or competitive concerns in the U.S. telecommunications market.

1. KDSL Investments LLC.

KDSL Investments LLC is a Colorado limited liability holding company, controlled and

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3 *Id.*

4 *Id.*

5 *Id.*, at 19 FCC Rcd 22622.

6 *Id.*, at 19 FCC Rcd 22623 (citing *Foreign Participation Order,* 12 FCC Rcd at 23941-42, ¶ 116 (citing *Foreign Carrier Entry Order*, 11 FCC Rcd at 3951, ¶ 207)).

owned by the children of Larry L. Becker. Mr. Becker, who resides in Colorado and is a citizen of Canada, was approved to be a shareholder in the above referenced Telemetrix transaction. Mr. Becker has therefore been an indirect shareholder in an FCC licensee for several years. It is presumed that his children also benefit from his knowledge of the FCC rules and regulations. Mr. Becker is the Director of the LLC. Mr. Becker's children, Laryssa (23), Sarena (22), Dyanna (19) and Kyle (15), also reside in Colorado and are citizens of Canada, a WTO country. They each hold 25% of the LLC. KDSL Investments LLC is headquartered in Boulder, Colorado, where all of its tangible property is located and where its sales and revenues are derived.

2. GAH Investments LLC.

GAH Investments LLC is a Colorado limited liability holding company, solely owned and controlled by the spouse of Larry L. Becker, Gayle Becker. Gayle Becker resides in Colorado and is a citizen of Canada, a WTO country. It is presumed that Gayle Becker also has knowledge of the FCC rules and regulations, on the basis of Mr. Becker's involvement and her assistance with Telemetrix. Mr. Becker is a Director. GAH Investments LLC is headquartered in Boulder, Colorado, where all of its tangible property is located and where its sales and revenues are derived.

3. Becker Capital Management LLC.

Becker Capital Management LLC ("BCM") is a Colorado limited liability holding company, with the LLB/GB Family Trust as the sole member, and controlled 100% by Larry L. Becker, who is a Canadian citizen. Mr. Becker is the Director of the LLC. Previously approved by FCC, BCM is headquartered in Boulder, Colorado, and has the majority of its tangible property in Boulder, Colorado, where its sales and revenues are derived.

4. Man Prince Holdings.

Man Prince Holdings is a holding company formed under the laws of Canada. The company is headquartered in Edmonton, Alberta, Canada, where all of its tangible property is located and its sales and revenues are derived, and is 100 percent owned and controlled by Lorn Becker. Mr. Becker, the brother of Larry L. Becker, is a member of the Becker Family Entities. As stated above, Lorn Becker is a Canadian citizen, residing in Edmonton, Alberta, Canada and Canada is a member of the WTO.

5. Man Prince Holdings 2.

Man Prince Holdings 2 is a holding company formed under the laws of Canada. The company is headquartered in Edmonton, Alberta, Canada, where all of its tangible property is located and its sales and revenues are derived, and is 100 percent owned and controlled by Lorn Becker. As stated above, Mr. Becker is a member of the Becker Family Entities. Lorn Becker is a Canadian citizen, residing in Edmonton, Alberta, Canada and Canada is a member of the WTO.

6. CEM & Associates.

CEM Associates is a Colorado limited liability holding company whose sole and controlling owner is a US Citizen, Charles Miller. CEM is headquartered in Boulder, Colorado, where all of its tangible property is located and its sales and revenues are derived.

B. <u>Calculation of Indirect Foreign Interests Exceeds 25% Benchmark</u>

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

[7] *Guidelines,* at 19 FCC Rcd 22625 (citing *BBC License Subsidiary L.P.*, Memorandum Opinion and Order, 10 FCC Rcd 10968, 10973-74, ¶¶ 22,25 (1995)(*"BBC License Subsidiary"*)(citing Section 310(b)(4) and *Wilner & Scheinder I,* 103 FCC 2d 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)")).

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 the Company does exceed the 25% statutory benchmark. However, because the foreign interests in the Company are 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]

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. Currently, the voting and equity interests of each foreign investor in the Company is 70.00 %, as set forth in Chart 2 above. Each of the common shareholders is entitled to one vote per share. The preferred shareholder is also entitled to one vote per share. Preferred shares are convertible into common shares at the option of the owner and are entitled to votes equal to the "as if" converted common shares, per the Certificate of Organization. The Company's shareholders have no preemptive voting rights. Preferred shareholders have preferential status in the event of liquidation.

At this time, both the Company and its Subsidiary have one Director, which is Larry L. Becker. Mr. Becker is also President, Secretary and Treasurer of each. As stated above, he is a Canadian citizen and resides in the United States.

2. Equity Interests

The equity interest of the foreign investors in the Company is 70.00 %, see Chart 2.

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8 *Guidelines*, at 19 FCC Rcd 22626. *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, 16 FCC Rcd 17575 ¶ 42 (2001).

9 *Id.*, at 19 FCC Rcd 22621.

C. Control of the Company By Foreign Investors

1. *De Jure* Control

As shown by the foreign ownership interest described above and disclosed in Chart 2, the foreign investors, the Becker Family Entities as a group, holds *De jure* control of the Company.

2. *De Facto* Control

As also described above, *De Facto* control of the Company is in its Board of Directors, which at present has one member, Larry L. Becker. As discussed above, Mr. Becker is a Canadian citizen, residing in the United States.

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

IV. THERE IS NO EVIDENCE TO REBUT THE PRESUMPTION THAT THE COMPANY'S FOREIGN OWNERSHIP IS CONSISTENT WITH THE 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 the Company are held by investors from WTO Member countries. In those cases, the FCC has "unanimously

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10 See *Guidelines*, at 19 FCC Rcd 22621.

11 *Id.*

12 *Id.*

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 for some of the same shareholders in Telemetrix in excess of the twenty-five percent (25%) statutory limit in Section 310(b)(4). In 2006, the Commission approved a Telemetrix transaction which included certain of the Company's shareholders under FCC File Number 0002156736 and a Petition for Declaratory Ruling requesting a level of such foreign ownership totaling 70.76%. Here, the Becker Family Entities control the Company with 70.00 % and Larry L. Becker maintains *de facto* control over the Company by virtue of his position as the director of the Company and its Subsidiary. There is no evidence, however, to suggest that Mr. Becker or any of the Becker Family Entities pose a threat to national security or competition. [14]

Further, the Company affirms that it will adhere to the Commitments agreed to by Telemetrix Inc. by Letter dated July 24, 2006 to the United States Department of Justice, United States Department of Homeland Security and Federal Bureau of Investigation.[15]

V. THE FEDERAL COMMUNICATIONS COMMISSION HAS PREVIOUSLY APPROVED SIMILAR LEVELS OF 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.

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13 *Id.*

14 *In Re: America Sky Corporation and Ameritel Corporation,* DA 05-745, 20 FCC Rcd 6213 (2005).

15 Attached hereto as Exhibit 1.

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 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 the Company rather, the assignment of licenses will result in an indirect foreign ownership of approximately 70.00 %.

The FCC has in the past approved similar percentages of ownership by foreign entities, and in some cases foreign governments.[19] As stated above, the Commission also twice approved the Becker Family Entities' indirect ownership in a common carrier license.[20] Further, the Commission previously approved the Becker Family Entities' ownership interest of more

16 *Guidelines*, at 19 FCC Rcd 22637.

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 23140, 23151-23152 (¶23)(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 19 FCC Rcd 22639.

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, FCC 01-369 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 Rcd 9779, 9810, 9845 (¶¶ 48, 49, 125)(rel. Apr. 27, 2001).

20 See *Teleport Transmissions Holdings, Inc. supra*, and *Teleport Transmissions Holdings, Inc. supra.*

than 50% in Telemetrix in 1999, and reviewed this ownership again in 2006, when it granted the Telemetrix application for transfer of control. 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.

Accordingly, recent Commission precedent, coupled with the Commission's past approval of foreign ownership by the Becker Family Entities and the rebuttable presumption that WTO member investors do not pose security concerns, demonstrates that the Company's foreign ownership of 70.00 % is not novel and does not pose any security or competitive concerns.

VI. CONCLUSION

For the foregoing reasons, the Company 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 assignment of licenses will serve the public interest. Accordingly, the Company respectfully requests that the Commission issue a declaratory ruling that the 70.00% foreign ownership of the Company serves the public interest.

Respectfully submitted this 6th day of August, 2009.

Audrey P. Rasmussen

Audrey P. Rasmussen
David L. Hill
Hall, Estill, Hardwick, Gable, Golden & Nelson, P.C..
1120 20th Street, N.W., Suite 700 North
Washington, D.C. 20036-3406
(202) 973-1210
(202) 973-1212 (Facsimile)

Attorneys for Green Eagle Communications, Inc.

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EXHIBIT 1

The Law Firm Of

SHUGHART THOMSON & KILROY

A Professional Corporation

Michael L. Glaser
mglaser@stklaw.com
Direct Dial (720) 931-8133
Direct Fax 720/228-2285
Fax (303) 572-7883

July 24, 2006

Ms. Sigal Mandelker
Deputy Assistant Attorney General
Criminal Division
United States Department of Justice
950 Pennsylvania Avenue, N.W.
Washington, D.C. 20530

Ms. Elaine N. Lammert
Deputy General Counsel
Federal Bureau of Investigation
935 Pennsylvania Avenue, N.W.
Washington, D.C. 20530

Mr. Stewart A. Baker
Assistant Secretary for Policy
United States Department of Homeland Security
3801 Nebraska Avenue, N.W.
Washington, D.C. 20528

Re: Pending Transfer of C ontrol Application of Telemetrix Inc. before the Federal Communications Commission

Dear Ms. Mandelker, Mr. Baker, and Ms. Lammert:

This letter outlines the commitments made by Telemetrix Inc. ("the Company"), to the U.S. Department of Justice ("DOJ"), including the Federal Bureau of Investigation ("FBI"), and to the U.S. Department of Homeland Security ("DHS"), in order to address national security, law enforcement, and public safety concerns raised with regard to the Company's application to the Federal Communications Commission ("FCC") for transfer of control of authority pursuant to Section 214 of the Communications Act of 1934, as amended.

I. Description of the Transaction

A. <u>Summary of the Proposed Transaction</u>

Telemetrix has recently attracted new and additional capital from two of its existing shareholders, Hartford Holdings Ltd. ("Hartford Holdings") and Becker Capital Management ("BCM"), and from an existing lender, Nyssen LP ("Nyssen"), each of which desires to convert loans made to Telemetrix into Telemetrix's common stock. In order to implement the conversion of this Company debt into Company equity, Telemetrix's shareholders must first vote to increase Telemetrix's authorized common stock from 25 million to 750 million shares. Secondly, Telemetrix must then issue shares of the newly authorized common stock to: (1) certain of Telemetrix's shareholders upon their conversion of promissory notes they hold for loans to the Company into Telemetrix common stock; (2) Hartford Holdings and BCM for their additional investment into the company upon conversion of a promissory note into Telemetrix common stock; (3) BCM for the conversion of a loan made to Telemetrix into shares; (4) Tower Gate Finance ("TGF") for the conversion of fees Telemetrix owes to it for financial services performed into Telemetrix common stock; and (5) Nyssen for the conversion of a loan made to Telemetrix and also for its investment of additional capital into the company into Telemetrix common stock.

As a result, control of Telemetrix and Tracy Corporation II, an FCC license holder ("Tracy II")will shift from Tracy and Tracy Broadcast Corporation ("TBC") which now have control of Telemetrix 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. Tracy owns and controls TBC.

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 at Telemetrix's annual meeting to increase the number of authorized common shares from 25 million to 750 million. Second, Telemetrix shareholders who entered into exchange agreements with the Company for exchange of promissory notes into common shares, as reported in Application No. 0001912063 and approved by the Federal Communications Commission ("FCC") on October 26, 2003. 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%.

Chart 1 below illustrates the precise holdings of Telemetrix's common stock after this 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, 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.

Last, 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.

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

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. The amount of foreign ownership exceeds the twenty-five percent (25%) benchmark set forth in Section 310(e)(a) of the Communications Act of 1934, as amended. 47 U.S.C. §310(b)(4) and, therefore, requires prior FCC approval.

II. Commitments

The Company agrees that, for all customer billing records, subscriber information, and any other related information used, processed, or maintained in the ordinary course of business relating to communications services offered to U.S. persons

("U.S. Records"), the Company will store such U.S. Records exclusively in the United States. For these purposes, U.S. Records shall include information subject to disclosure to a U.S. Federal or state governmental entity under the procedures specified in Sections 2703(c) and (d) and Section 2709 of Title 18 of the United States Code. The Company agrees to ensure that U.S. Records are not made subject to mandatory destruction under any foreign laws. The Company agrees to take all practicable measures to prevent unauthorized access to, or disclosure of the content of, communications or U.S. Records, in violation of any U.S. Federal, state, or local laws or of the commitments set forth in this letter.

The Company agrees that it will not, directly or indirectly, disclose or permit disclosure of or access to U.S. Records, or to any information (including the content of communications) pertaining to a wiretap order, pen/trap order, subpoena or other lawful demand by a U.S. law enforcement agency for U.S. Records, to any person if the purpose of such disclosure or access is to respond to the legal process or request on behalf of a non-U.S. government without first satisfying all pertinent requirements of U.S. law and obtaining the express written consent of the DOJ and DHS or the authorization of a court of competent jurisdiction in the United States. The term "non-U.S. government" means any government, including an identified representative, agent, component or subdivision thereof, that is not a local, state or Federal government in the United States. Any such requests or legal process submitted by a non-U.S. government to the Company shall be referred to the DOJ and DHS as soon as possible, and in no event later than five (5) business days after such request or legal process is received by or known to the Company, unless the disclosure of the request or legal process would be in violation of U.S. law or an order of a court in the United States.

The Company's Procedures and Policies drafted to meet its CALEA Systems Security and Integrity obligations are consistent with the procedures and policies of other regional wireless commercial mobile radio service providers. One or more senior staff persons ("Contact Person") familiar with the Company's operations has been designated. The Contact Person can be reached 24 hours per day, 7 days per week at the following telephone number: 303/652-3279 x 222 or 303/517-1999. The current Contact Person is Larry L. Becker. The Company has established procedures to ensure that all requests from law enforcement agencies ("LEAs") to conduct electronic surveillance, either interception of communications or access to call-identifying information, are reviewed and approved by the Contact Person to ensure that the legal authorization presented to the Company by an LEA is consistent with applicable state or federal law and thereafter ensure that the Company's staff undertake the necessary steps to assist law enforcement in implementing the electronic surveillance at or through access to the Company's facilities consistent with the search warrant or other legal authorization. The Company agrees that, upon closing of the underlying transaction, the Contact Person will continue to be an officer or employee of the Company located in the United States. In the event of any post closing changes in such designation, in addition to filing an amendment with the FCC pursuant to 47 C.F.R. 64.2105(a), the Company will notify the FBI, DOJ, and DHS in writing of the new Contact Person, and thereafter shall promptly notify the FBI, DOJ, and DHS of any further change in such designation. Any subsequent Contact Person shall be a resident U.S. citizen, and the Company shall cooperate with any request by a U.S. government authority that a background check or security clearance process be completed for a designated Contact Person.

The Company agrees that it will notify the FBI, DOJ, and DHS promptly if there are material changes in any of the facts as represented in this letter or in the event that the Company acquires ownership of another telecommunications carrier. All notices to be provided to the FBI, DOJ, or DHS shall be directed to the named addressees of this letter.

The Company agrees that, in the event the commitments set forth in this letter are breached, in addition to any other remedy available at law or equity, the DOJ, FBI, or DHS may request that the FCC modify, condition, revoke, cancel, or render null and void any relevant license, permit, or other authorization granted by the FCC to the Company or any successor-in-interest to the Company.

Nothing in this letter is intended to excuse the Company or its subsidiaries from any obligation it may have to comply with U.S. legal requirements for the retention, preservation, or production of information, records or data, or from any applicable requirements of the Communications Assistance for Law Enforcement Act, 47 U.S.C. 1001, et. seq., nor shall it constitute a waiver of: (a) any obligation imposed by any U.S. Federal, state or local laws on the Company or its subsidiaries, (b) any enforcement authority available under any U.S. or state laws, (c) the sovereign immunity of the United States, or (d) any authority the U.S.

government may possess (including without limitation authority pursuant to International Emergency Economic Powers Act) over the activities of the Company or its subsidiaries located within or outside the United States. Nothing in this letter is intended to or is to be interpreted to require the parties to violate any applicable U.S. law. Likewise, nothing in this letter limits the right of the United States Government to pursue criminal sanctions or charges against the Company or its subsidiaries, and nothing in this letter provides the Company or its subsidiaries with any relief from civil liability.

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We understand that, upon execution of this letter by an authorized representative or attorney for the Company, the DOJ, FBI, and DHS shall notify the FCC that the DOJ, FBI, and DHS have no objection to the FCC's grant of the Company's application filed with the FCC.

Very truly yours,

Michael L. Glaser

MLG/dsg

cc: Susan O'Connell, Esq. - FCC
Kathleen Collen, Esq. - FCC