

**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**

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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 eastern 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 KNL407 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.¹ **Chart 1** below illustrates the 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

<u>NAME</u>	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 %

¹ An application which for all practical purposes is the same containing only slight differences from this application was submitted to the FCC Wireless Telecommunications Bureau and the International Bureau on August 10, 2009. The International Bureau extensively vetted the Petition for Declaratory Ruling FCC File No. 0003926139 and ISP-PDR-20090806-00005. The Department of Justice, National Security Division and the Department of Homeland Security informed Applicant by the attached email, Exhibit 1, that the Application had been approved by that group in September 2009. Unfortunately, a Petition to Deny was filed against the application which resulted in an over year long delay of the application processing at the Wireless Telecommunications Bureau. The Applicant requested dismissal of the Application for business reasons in October 2010. It now has determined that it will refile.

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.”

Chart 1I below illustrates the current holdings of the Telemetrix common stock, with minor changes from those percentages above.

FOREIGN OWNERSHIP OF CAPITAL STOCK OF TELEMETRIX

<u>NAME</u>	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	3,982,837 Common	2.19 %
Wyse Investments, Inc. *	Cayman Islands, British West Indies corporation	16,225,000 Common	8.94%
Vintage Investments, Inc. *	Cayman Islands, British West Indies corporation	1,725,000 Common	.95 %
Man Prince Holdings LTD *	Alberta corporation with a Canadian citizen as the sole shareholder	15,725,000 Common	8.66%
Russell Rath	Canadian	1,000,000 Common	.55 %
Ionian Investments, Ltd. *	Cayman Islands, British West Indies corporation	750,000 Common	.41 %
Adara Investments, Inc. *	Cayman Islands, British West Indies corporation	750,000 Common	.41 %
Becker Capital Management, LLC *	Colorado limited liability company	15,725,042 Common	8.66 %
Larry L. Becker *	Canadian	0 Common	.00 %
Tower Gate Finance Limited	United Kingdom corporation	20,000,000 Common	11.02 %
Nyssen L.P.	United Kingdom limited partnership	47,000,000 Common	25.90 %
Total Foreign Ownership		123,020,379 Common	67.79 %
Total Non-foreign ownership		58,462,989 Common	32.21 %
Total Ownership		181,483,368 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 below:

CHART III

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

<u>NAME</u>	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 Canadian citizen members, equal shares.	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.²

² 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*”).

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.”³ Accordingly, the FCC accords a “rebuttable presumption” that foreign investment in U.S. common carrier licenses by investors in WTO countries “does not pose competitive concerns in the U.S. market.”⁴ 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.⁵

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

³ *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).

⁴ *Id.*

⁵ *Id.*

Commission uses a “principal place of business” test to determine the investor’s nationality or “home market.”⁶ 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.⁷ 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 owned and controlled 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 (25), Sarena (24), Dyanna (21) and Kyle (17), 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

⁶ *Id.*, at 19 FCC Rcd 22622.

⁷ *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)).

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. The country of organization for the LLB/GB Family Trust (the "Trust") is the Cook Islands. The Trust will have no involvement in the operation or control of the BCM, and is akin to a limited partner in a limited partnership. By definition within the BCM operating agreement (as well as state LLC law in the absence of provisions in the operating agreement), control is in the Manager, Larry L. Becker, a Canadian citizen. Larry L. Becker is in 100% unilateral control as the sole manager of Becker Capital Management, LLC and he still will be in 100% unilateral control as the sole "Manager" afterwards. Mr. Becker is the Director of the BCM. The Beneficiaries of the Trust are: Larry L. Becker; his wife, Gayle Becker; and their children, Laryssa, Sarena, Dyanna and Kyle. All of the Beneficiaries are Canadian citizens. The Trustee of the LLB/GB Family Trust is the Cook Islands Trust Ltd, P.O. Box 141, 1st Floor - CIDB Building, Rarotonga, Cook Islands. Cook Islands Trust Ltd (the corporate trustee) is owned 100% by Cook Islands Trust Corporation Ltd

(licensed in the Cook Islands and subject to regulation by the Cook Islands Financial Supervisory Commission). Cook Islands Trust Corporation Ltd in turn is owned 100% by CITL Holding Company Ltd. (“CITL”), CITL is incorporated in the Cook Islands, and carries on business from the Cook Islands. It in turn is owned 99.99% by Pi Limited and 0.01% by Mr. Bret Gibson, a citizen of New Zealand, Pi Limited is incorporated in the Republic of Seychelles, and is simply a holding company for the shares in CITL. It does not engage in any other business. Pi Limited is owned 100% by Mr. Samyak Veera a citizen of St. Kitts & Nevis. As discussed above, BCM was previously approved by FCC. It 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.

5. 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.

Therefore, it is shown that some members of the Becker Family Entities that have been previously approved by the Commission in the current parent company are now holders of the stock of the present Company. Telemetrix and Convey have complied with the FCC Rules and Regulations and been fit licensees. Thus, the Company shareholders have proven themselves to be qualified to be FCC licensees. Accordingly, Commission approval of this Application, and a grant of the simultaneously filed Petition for Declaratory Ruling (the “Petition”) requesting a ruling that foreign ownership in the Company in excess of the 25% limits in Section 310 of the Act will serve the public interest.

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.”⁸ 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.”⁹ As shown below, under either the voting or equity approach, the foreign interests in the Company does exceed the 25% statutory benchmark. However, because

⁸ *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)”)).

⁹ *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).

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.”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. 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.

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

¹⁰ *Id.*, at 19 FCC Rcd 22621.

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.¹¹

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."¹² But, those risks are only present in the "exceptional case."¹³ 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 concluded that the public interest would be served by permitting greater investment" by foreign investors from WTO countries.¹⁴ 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

¹¹ See *Guidelines*, at 19 FCC Rcd 22621.

¹² *Id.*

¹³ *Id.*

¹⁴ *Id.*

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.¹⁵

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.¹⁶

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. parent company that, in turn, controls a common carrier or aeronautical radio license."¹⁷ 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.¹⁸ Such was the case in *Pacific Telecom, Inc.* where the FCC

¹⁵ *In Re: America Sky Corporation and Ameritel Corporation*, DA 05-745, 20 FCC Rcd 6213 (2005).

¹⁶ Attached hereto as Exhibit 1.

¹⁷ *Guidelines*, at 19 FCC Rcd 22637.

¹⁸ *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*

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.¹⁹ 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.²⁰ As stated above, the Commission also twice approved the Becker Family Entities' indirect ownership in a common carrier license.²¹ Further, the Commission previously approved the Becker Family Entities' ownership interest of more 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

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.")

¹⁹ *Id.*, at 19 FCC Rcd 22639.

²⁰ *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).*

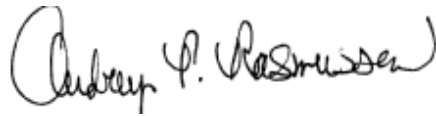
²¹ *See Telexport Transmissions Holdings, Inc. supra, and Telexport Transmissions Holdings, Inc. supra.*

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 10th day of June, 2011.



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