

EXHIBIT 1

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A Professional Corporation

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July 24, 2006

Ms. Sigal Mandelker
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Criminal Division
United States Department of Justice
950 Pennsylvania Avenue, N.W.
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Ms. Elaine N. Lammert
Deputy General Counsel
Federal Bureau of Investigation
935 Pennsylvania Avenue, N.W.
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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 Control 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. Summary of the Proposed Transaction

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

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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.

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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.

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



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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

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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.

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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.

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