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December 7, 2015

Marlene H. Dortch, Secretary  
Federal Communications Commission  
445 12<sup>th</sup> Street, SW  
Washington, DC 20554

**Re: File No. ISP-PDR-20140912-00011**

Dear Ms. Dortch,

2014 AWS Spectrum Bidco Corporation (“Bidco” or “Applicant”), through counsel, hereby submits the following information to supplement the pending Amended Petition for Declaratory Ruling (“Petition”) in the above-referenced proceeding.<sup>1</sup> Bidco has worked diligently with its interest holders to satisfy the International Bureau’s request for additional information, and this filing completes Bidco’s response to the Bureau’s request.

The limited partnership interests held in Highland Crusader Offshore Partners, L.P. by Highland Crusader Fund, L.P., Highland Crusader Fund, Ltd., and Highland Crusader Fund II, Ltd. are uninsulated. Accordingly, pursuant to section 1.992 of the Commission’s rules (47 C.F.R. § 1.992), each of these three entities is deemed to have a 17.34% voting interest in TerreStar Corporation (“TerreStar”). Because the International Bureau staff imputes to TerreStar an indirect voting interest in 2014 AWS Spectrum

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<sup>1</sup> See Amended Petition for Declaratory Ruling of 2014 AWS Spectrum Bidco Corporation, IBFS File No. ISP-PDR-20140912-00011 (March 10, 2015), as supplemented July 24, 2015. Bidco also submits the attached revised Highland diagram to replace page B-2 of the previously filed Exhibit B, along with the attached revised narrative ownership description of Highland Crusader Offshore Partners, L.P. to replace section B.1 of the previously filed Exhibit A. The percentages of equity ownership discussed herein are based on ownership information as of March 10, 2015, the date of the most recently filed Amended Petition for Declaratory ruling, and, in order to remain consistent with our previous filings and the International Bureau staff’s questions, do not reflect minor adjustments to ownership percentages occurring since then as a result of routine income allocations, conversions of debt to equity, or subscriptions to and redemptions from underlying feeder funds. Any adjustments in the precise percentages of equity held by various entities due to such non-substantive transactions do not result in any material change in ownership or transfer of control.

Partnership, LP (“Spectrum Partnership”),<sup>2</sup> Bidco seeks specific approval for Highland Crusader Fund, Ltd. The information required by 47 C.F.R. § 1.991(i)/(j) is as follows:

Name: Highland Crusader Fund, Ltd.

Interest Held: 0.67% indirect equity interest in Spectrum Partnership;  
imputed 17.17% indirect voting interest in Spectrum  
Partnership

Place of Organization: Bermuda

Type of Business Organization: Corporation

Principal Business: Investment fund<sup>3</sup>

Moreover, one limited partner in Highland Crusader Fund, L.P. is unincorporated. The information required by 47 C.F.R. § 1.991(f)/(g) for that limited partner is as follows:

Name: Baylor University

Interest Held: 0.05% indirect equity interest in Spectrum Partnership;  
imputed 17.17% indirect voting interest in Spectrum  
Partnership

Place of Organization: Texas, United States

Type of Business Organization: Texas nonprofit corporation

Principal Business: Education

Please let us know if you have any additional questions.

Respectfully submitted,

*/s/ Regina M. Keeney*

Regina M. Keeney

*Counsel to 2014 AWS Spectrum Bidco Corporation*

Attachments

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<sup>2</sup> Bidco previously clarified that TerreStar’s equity interest in Spectrum Partnership is insulated. See Bidco’s July 24, 2015 letter supplementing File No. ISP-PDR-20140912-00011.

<sup>3</sup> Information regarding the individual and entities that hold, directly and indirectly, 10% or more of the equity and/or voting interests, or a controlling interest, in Highland Crusader Fund, Ltd. is described in narrative form in the attached revised Section B.1 of Exhibit A.

## EXHIBIT A

### NARRATIVE OWNERSHIP DESCRIPTION

#### **B. TerreStar Corporation**

##### **1. Highland Crusader Offshore Partners, L.P.**

Highland Crusader Offshore Partners, L.P., a Bermuda limited partnership, holds a 17.17% indirect equity interest in Spectrum Partnership.

Voting Interests. The general partner of Highland Crusader Offshore Partners, L.P. is Highland Crusader Fund GP, L.P., a Delaware limited partnership. In turn, the general partner of Highland Crusader Fund GP, L.P. is Highland Crusader GP, LLC, a Delaware limited liability company. Highland Crusader GP, LLC is wholly owned by Highland Capital Management, L.P., a Delaware limited partnership. The general partner of Highland Capital Management, L.P. is Strand Advisors, Inc., a U.S. corporation, which is wholly owned by James Dondero, a U.S. citizen. As a result, James Dondero has an ultimate, indirect 100% voting interest in Highland Crusader Offshore Partners, L.P.

Equity Interests. Three limited partners jointly hold 100% of the equity in Highland Crusader Offshore Partners, L.P.<sup>1</sup>

- First, Highland Crusader Fund, Ltd., a Bermuda corporation, holds an uninsulated 3.89% equity interest in Highland Crusader Offshore Partners, L.P. The voting shares in Highland Crusader Fund, Ltd. are held by Highland Capital Management, L.P., a Delaware limited partnership. As described above, the voting interests in Highland Capital Management, L.P. ultimately are held by James Dondero, a U.S. citizen. James Dondero, therefore, holds an indirect 100% voting interest in Highland Crusader Fund, Ltd.<sup>2</sup>
- Second, Highland Crusader Fund II, Ltd., a Bermuda corporation, holds an uninsulated 77.57% equity interest in Highland Crusader Offshore Partners, L.P. Highland Crusader Fund II, Ltd., therefore, indirectly holds 13.32% of the equity in Spectrum Partnership. The equity interest in Highland Crusader Fund II,

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<sup>1</sup> Highland Crusader Offshore Partners, L.P. and its three limited partners are together the “Highland Funds.”

<sup>2</sup> See discussion *infra* regarding additional interests in Highland Crusader Fund, Ltd.

Ltd. is held by numerous shareholders, none of which holds 10% or more of the equity directly in Highland Crusader Fund II, Ltd. or indirectly in Highland Crusader Offshore Partners, L.P. Similarly, none of the shareholders is a foreign individual or entity holding more than 5% of the equity in Spectrum Partnership. The voting shares in Highland Crusader Fund II, Ltd. are held by Highland Capital Management, L.P., a Delaware limited partnership. As described above, the voting interests in Highland Capital Management, L.P. ultimately are held by James Dondero, a U.S. citizen. James Dondero, therefore, holds an indirect 100% voting interest in Highland Crusader Fund II, Ltd.<sup>3</sup>

- Finally, Highland Crusader Fund, L.P., a Delaware limited partnership, holds an uninsulated 18.54% equity interest in Highland Crusader Offshore Partners, L.P. This equity interest is distributed among numerous limited partners, none of which holds 10% or more of the equity indirectly in Highland Crusader Offshore Partners, L.P. or is foreign and holds more than 5% of the equity in Spectrum Partnership. With respect to voting interests, Baylor University holds a 1.51% uninsulated limited partnership interest in Highland Crusader Fund, L.P. Baylor University is a nonprofit corporation organized in Texas and is governed by the thirty voting individuals on its Board of Regents, none of whom holds a disclosable interest in Highland Crusader Offshore Partners, L.P. or Spectrum Partnership. The voting shares in Highland Crusader Fund, L.P. are held indirectly by Highland Capital Management, L.P., a Delaware limited partnership. As described above, the voting interests in Highland Capital Management, L.P. ultimately are held by James Dondero, a U.S. citizen.

Additional Interests Provided Pursuant to Section 1.991(j)(2)(ii). A committee representing investors in the Highland Funds (the “Redeemer Committee”) was established pursuant to a court-approved plan of distribution. The Redeemer Committee has a variety of rights with respect to non-U.S. entities Highland Crusader Fund, Ltd., Highland Crusader Fund II, Ltd., and Highland Crusader Offshore Partners, L.P. These collective rights do not give any individual Redeemer Committee member control over any of these three funds, and none of the Redeemer Committee members, other than Baylor University, holds an interest in these funds that is disclosable. Out of an abundance of caution, however, to the extent these rights could be viewed as providing the Redeemer Committee members with collective control over any of these funds, Bidco hereby identifies the name and place of legal organization for each Redeemer Committee member, pursuant to 47 C.F.R. § 1.991(j)(2)(ii):

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<sup>3</sup> See discussion *infra* regarding additional interests in Highland Crusader Fund II, Ltd.

- Army and Air Force Exchange Service—United States
- Baylor University—United States
- Concord Management, LLC—United States
- FRM Investment Management Limited—Guernsey
- Grosvenor Capital Management, LP—United States
- UBS Hedge Fund Solutions LLC (fka UBS Alternative and Quantitative Investments LLC)—United States
- Zoulde Pty Limited—Australia

# Highland Diagram

