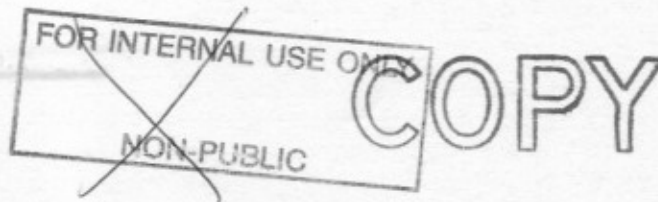


Vinson & Elkins

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Tel 202.639.6744 Fax 202.879.8944



"FCC Public Inspection Copy"

April 11, 2005

Marlene H. Dortch
Secretary
Federal Communications Commission
445 Twelfth Street, S.W.
Washington, DC 20554

RECEIVED

APR 11 2005

Federal Communications Commission
Office of Secretary

Re: TMI Communications and Company Limited Partnership
March 2005 Milestone Certification
File Nos. SAT-LOI-19970926-00161;
SAT-AMD-20001103-60158;
SAT-MOD-20021114-00237

Received

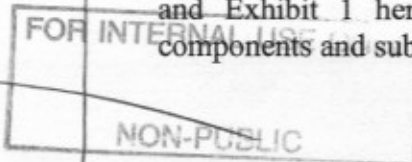
APR 13 2005

Policy Branch
International Bureau

Dear Ms. Dortch:

Transmitted herewith, on behalf of TMI Communications and Company Limited Partnership (TMI), pursuant to Section 25.143(e)(3) of the Commission's rules, is a Certification, dated April 8, 2005, stating that TMI has met the March 2005 milestone contained in TMI's 2 GHz Mobile Satellite Service (MSS) authorization, as amended, (see *Memorandum Opinion and Order*, FCC 04-144, released June 29, 2004, ¶59). This milestone requires TMI to "begin physical construction of [its] satellite" (hereafter "Begin Physical Construction" or "BPC" milestone).

In addition, to support the BPC milestone showing and subject to the confidentiality request stated below, TMI is submitting copies of a statement and photos from Space Systems/Loral Inc. (SSL), the manufacturer of TMI's 2 GHz MSS system, and an affidavit from TMI's affiliate, TerreStar Networks Inc. (TerreStar), the counterparty to the satellite contract. SSL's statement documents, under penalty of perjury, the work program that it has carried out as of March 31, 2005 to meet the BPC milestone. Among other things, SSL states that it has produced and procured specified hardware for the satellite, and details various subcontracts for over a dozen subcomponents and assemblies totaling almost \$6 million. According to SSL, many of these subcontracts were let prior to March 2005 including, for example, the subcontracts for the satellite's 5 lb thruster, the reaction wheel assembly and the earth sensor. SSL advises that the subcontracting work for such parts has already commenced and Exhibit 1 hereto includes copies of SSL's photos for the three aforementioned components and subassemblies as they will appear when manufacturing is completed.



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The TerreStar affidavit confirms that it has paid, -- and SSL's letter separately confirms that it has received -- all of the monies due and owing under the manufacturing contract at the BPC milestone date for the 2 GHz MSS satellite.

Subject to the aforesated confidentiality request, TMI is also transmitting a copy of the most recent January 25, 2005 amendment to the SSL - TerreStar satellite manufacturing contract.

Confidentiality Request

Pursuant to the Freedom of Information Act (FOIA),¹ and Sections 0.457 and 0.459 of the Commission's Rules,² TMI requests that SSL's March 31, 2005 letter, SSL's photos in Exhibit 1 and the January 2005 amendment to the SSL-TerreStar contract be withheld from public inspection and be treated confidentially because they contain sensitive proprietary financial or technical information.

To facilitate public access to the non-confidential portions of this filing, a second redacted cover letter is enclosed and marked "FCC Public Inspection Copy".

In support of its request for confidential treatment and pursuant to the requirements under Section 0.459(b) of the Commission's Rules, TMI states the following:

1. TMI seeks confidential treatment of the March 31, 2005, SSL letter to TerreStar, the SSL photos of satellite components and subassemblies, and the January 25, 2005, amendment to the SSL-TerreStar manufacturing contract.

2. These documents are being submitted voluntarily by TMI to demonstrate its compliance with the third construction milestone adopted in the Commission's Order reinstating TMI's 2 GHz MSS authorization.³ In the event that the Commission denies TMI's request for confidential treatment, TMI hereby requests that the Commission return said documents without consideration pursuant to Section 0.459(e) of the Commission's Rules.

3. The documents contain information regarding technical specifications, construction schedules, and unique commercial terms and conditions. This information constitutes trade secrets or sensitive commercial and financial information that "would

¹ 5 U.S.C. §552(b)(4).

² 47 C.F.R. §§ 0.457, 0.459.

³ See *Memorandum Opinion and Order*. FCC 04-144, *supra*

customarily be safeguarded from competitors,"⁴ and is therefore exempted from disclosure under FOIA Exemption 4 and Section 0.457 of the Commission's Rules.⁵

4. The documentation concerns TMI's implementation of a 2 GHz MSS system that will be subject to competition from other MSS systems. The Commission has previously acknowledged that there are a number of other companies that offer MSS in North America.⁶ Disclosure of the information will seriously inhibit TMI's ability to remain competitive in the MSS industry.

5. The contract payments, work schedule, technical specifications, manufacturing photos and performance criteria for its proposed satellite are commercially sensitive and ordinarily would not be disclosed to third parties. If disclosed, this information would allow competing 2 GHz MSS licenses to use this information to their competitive advantage. For example, knowledge of unique contract terms and technical specifications could allow competitors to obtain more favorable terms from other manufacturers. Further, disclosure would harm TMI in future negotiations with satellite construction firms by allowing them to extract more favorable terms.

6. The manufacturing contract between Loral and TerreStar requires all parties to maintain confidentiality and the contract itself is marked proprietary to the parties and TMI, and may not be further disclosed without the written permission of the parties.

7. Information regarding the SSL-TerreStar contract, as amended, and SSL's March 31, 2005, progress report to TerreStar are not available to the public, and there has been no prior disclosure of such information to third parties.

8. TMI requests confidential treatment of all documents for an indefinite period. As previously discussed, release of this information at any time in the future would cause substantial competitive harm to TMI.

9. Other parties holding a 2 GHz MSS authorization have filed analogous documents (e.g., CDR Reports and payload system CDR) to demonstrate compliance with a satellite construction milestone and have also requested confidential treatment.⁷ To TMI's knowledge, all of these requests have been granted.

⁴ 47 C.F.R. § 0.459(d)(2).

⁵ 5 U.S.C. § 552(b)(4); 47 C.F.R. § 0.457(d).

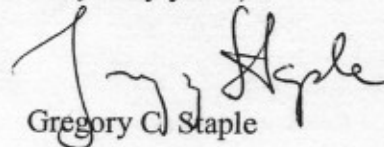
⁶ See *Motient Services, Inc. and TMI Communications and Company, LP*, 16 FCC Rcd 20469, ¶ 24 (Int'l. Bur. 2001).

⁷ See e.g., *Letter from Joseph P. Markoski and Bruce A. Olcott, Counsel for The Boeing Company to Marlene H. Dortch, FCC Secretary, dated April 5, 2004 (File Nos. 179-SAT-P/LA-97(16), 90-SAT-AMEND-98(20))*;

For the foregoing reasons, TMI submits that the law requires confidential treatment of the portions of the Amendments TMI has identified above.

Please direct any questions regarding this filing to the undersigned.

Very truly yours,



Gregory C. Staple

Enclosures

cc: Cassandra C. Thomas
Fern Jarmulnek
Gardner Foster

388056_1.DOC

Letter from Peter D. Shields, Counsel to Iridium 2GHz, LLC to Marlene H. Dortch, FCC Secretary, dated December 18, 2003 (File Nos. 187-SAT-P/LA-97(96), SAT-LOA-1997092600147, et. al.); Letter from Brian D. Weimer, Counsel to Celsat, to Marlene H. Dortch, FCC Secretary, dated December 18, 2003 (File Nos. 26/27/28-DSS-P-94 et. al).

April 8, 2005

CERTIFICATION

TMI Communications and Company Limited Partnership (TMI) hereby certifies that, upon information and belief, on March 31, 2005, TMI met the Begin Physical Construction (BPC) milestone established for TMI's 2 GHz Mobile Satellite Service (MSS) system in the FCC's authorization, as amended. See *Memorandum Opinion and Order*, FCC 04-144, released June 29, 2004.

As the FCC is aware, TMI's 2 GHz MSS system is being constructed on TMI's behalf by its affiliate, TerreStar Networks Inc. (TerreStar) pursuant to a satellite manufacturing contract with Space Systems/Loral Inc (SSL). On July 29, 2004, TMI executed a contract with SSL guaranteeing TerreStar's payments under the aforementioned contract, subject to certain terms and conditions. TMI hereby certifies that said payment-guarantee contract with SSL was in effect as of March 31, 2005, and remains in effect as of the date hereof.

I declare that the statements made in this Certification are true and correct.



Ted H. Ignacy
Vice President, Finance
TMI Communications, Inc.,
General Partner of TMI Communications
and Company Limited Partnership

I, Siobhan M. Devlin, a Notary Public for the Province of Ontario, hereby certify that Ted H. Ignacy signed this letter before me on the 8th day of April 2005.

