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August 2, 2004

RECEIVED

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Ms. Marlene H. Dortch
Secretary
Federal Communications Commission
445 12th Street, S.W.
Washington, DC 20554

Federal Communications Commission
Office of Secretary

Re: TMI Communications and Company Limited Partnership
Request for Confidential Treatment
File No. 189-SAT-L03-97
IBFS Nos. SAT-LOI-19970926-00161
SAT-AMD-20001103-00158

Int'l Bureau

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Front Office

Dear Ms. Dortch:

Transmitted herewith on behalf of TMI Communications and Company Limited Partnership ("TMI") are copies of all amendments and agreements executed since July 26, 2002 (collectively, the "Amendments") to the satellite construction contract (the "Satellite Contract") between TerreStar Networks, Inc. ("TerreStar") and Space Systems/Loral Inc. ("Loral") for TMI's above referenced 2 GHz mobile satellite service ("MSS") system. On July 26, 2002, TMI previously submitted to the Bureau, in confidence, a copy of the underlying Satellite Contract.

TMI's authorization for its 2GHz MSS system was reinstated by the Commission's Memorandum Opinion and Order on June 21, 2004 ("Order")¹ on condition that TMI demonstrate to the International Bureau, within 30 days of the release date, that it has entered into a guarantee or similar agreement to cover TerreStar's payments to Loral under the Satellite Contract. The Order also adopted new construction milestone dates for TMI's system given that construction of the satellite system had been suspended following the Bureau's prior (February 2003) revocation of TMI's authorization.

Pursuant to the Order, on July 29, 2004, TMI's counsel hand delivered to the International Bureau a copy of a guarantee agreement covering TerreStar's payments under the Satellite Contract, as amended to reflect the new milestone dates in the reinstatement Order. The Satellite Contract amendments referred to in the guarantee are therefore being submitted herewith so as to expedite the Bureau's review of this agreement.

¹ FCC 04-144, released June 29, 2004

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Confidentiality Request

Pursuant to the Freedom of Information Act (FOIA),² and Sections 0.457 and 0.459 of the Commission's Rules,³ TMI requests that the following sections of the Amendments that contain proprietary and commercially sensitive financial or technical information be withheld from public inspection and be treated confidentially:

- Amendment No. 1, dated as of February 20, 2003 – the full text of Section A “Amendment”; and Attachment A (replacement Exhibit F);
- Amendment No. 2, dated as of May 13, 2003 – the full text of Section A “Amendment”; Attachment A (replacement Exhibit F); and replacement page 11 to the Satellite Contract;
- Amendment No. 3, dated as of August 25, 2003 – the full text of Section A “Amendment” from page 1 to page 5; Attachment A (replacement Exhibit F); and replacement pages 11 to 17 of the Satellite Contract;
- For each letter agreement dated from October 15, 2003 to June 9, 2004 – all bulleted paragraphs 1 and 2; and
- Amendment No. 4, dated as of July 26, 2004 – Article 2 c-g; Articles 3 to 9; and Attachment A (replacement Exhibit F).

To facilitate public access to the non-confidential portions of the Amendments, a second redacted version of the Amendments is enclosed and marked “FCC Public Inspection Copy”.

In support of its request for confidential treatment of the above listed sections of the Amendments, 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 sections of the Amendments listed above.
2. The Amendments are being submitted voluntarily by TMI in response to the Commission's Order reinstating TMI's 2 GHz MSS authorization.⁴ In the event that the Commission denies TMI's request for confidential treatment of the Amendments, TMI hereby requests that the Commission return the Amendments without consideration pursuant to Section 0.459(e) of the Commission's Rules.
3. The Amendments contain information regarding amounts due, payment terms, technical specifications, construction schedules, and unique commercial terms and conditions. This information constitutes trade secrets or sensitive commercial and financial information that

² 5 U.S.C. §552(b)(4).

³ 47 C.F.R. §§ 0.457, 0.459.

⁴ See FCC 04-144, released June 29, 2004.

“would customarily be guarded from competitors,”⁵ and is therefore exempted from disclosure under FOIA Exemption 4 and Section 0.457 of the Commission’s Rules.⁶

4. The Amendments concern TMI, TerreStar, and Loral’s implementation of a 2 GHz MSS system that will be subject to competition from a number of other MSS systems. The Commission has previously acknowledged that there are a number of other companies that offer MSS in North America.⁷ Disclosure of the redacted information will seriously inhibit the parties ability to remain competitive in the MSS industry.

5. Disclosure of the contract provisions that TMI seeks to keep confidential would cause substantial competitive harm to TMI’s business. The technical specifications and performance criteria for its proposed satellite, as well as the terms on which the satellite will be contracted and launched, 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 financial terms and unique 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 Amendments as well as the Satellite Contract require all parties to maintain confidentiality, and the Satellite Contract itself is marked proprietary to TMI, TerreStar and Loral and may not be further disclosed without the written permission of the parties.

7. Information regarding the redacted sections of the Amendments are not available to the public, and there has been no disclosure of such information to third parties.

8. TMI requests confidential treatment of the redacted sections of the Amendments 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. TMI also notes that other parties who have recently filed satellite contracts with the Commission have also requested confidential treatment of their contracts,⁸ and TMI is unaware of any of their requests being denied by the Commission.

⁵ 47 C.F.R. § 0.459(d)(2).

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

⁷ See *Motient Services, Inc. and TMI Communications and Company, LP*, 16 FCC Rcd 20469, ¶ 24 (IB 2001).

⁸ See *Letter from Cheryl A. Tritt, Counsel to ICO Satellite Services G.P. to Marlene H. Dortch, FCC Secretary*, dated December 17, 2003 (File No. 188-SAT-LOI-97); *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)); *Letter from Peter D. Shields, Counsel to Iridium 2GHz, LLC to Marlene H. Dortch, FCC Secretary*, dated April 5, 2004 (File Nos. 187-SAT-P/LA-97(96), SAT-LOA-1997092600147, et. al.).

Marlene H. Dortch

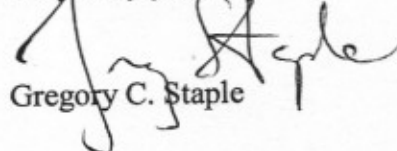
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For the foregoing reasons, TMI submits that the law requires confidential treatment of the portions of the Amendments TMI has identified above.

Please direct any questions regarding this filing to the undersigned.

Very truly yours,



Gregory C. Staple

Enclosures

cc: Mr. Roderick K. Porter, Deputy Bureau Chief, International Bureau
Steven Spaeth
Cassandra C. Thomas
William Bell
Karl Kensinger
Zie Rivers, TerreStar