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VINSON & ELKINS L.L.P.  
THE WILLARD OFFICE BUILDING  
1455 PENNSYLVANIA AVE., N.W.  
WASHINGTON, D.C. 20004-1008  
TELEPHONE (202) 639-6500  
FAX (202) 639-6604  
www.velaw.com

Gregory C. Staple  
Direct Dial 202-639-6744  
Direct Fax 202-879-8944  
gstaple@velaw.com

April 28, 2003

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Policy Branch  
International Bureau

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

Re: TMI Communications and Company Limited Partnership  
File No 189-SAT-LOI-97  
IBFS Nos. SAT-LOI-19970926-00161  
SAT-AMD-20001103-60158

Dear Ms. Dortch:

On April 28, 2003 the undersigned counsel for TMI Communications and Company Limited Partnership (TMI), Wharton B. Rivers, Jr., CEO of TerreStar Networks, Inc. (TerreStar), Jonathan D. Blake, Covington & Burling, Counsel for TerreStar, and Laurence D. Atlas, Vice President, Government Relations, Loral Space & Communications Ltd., met separately with Paul Margie, Legal Advisor, Office of Commissioner Michael Copps, and Sam Feder, Legal Advisor, Office of Commissioner Kevin J. Martin.

The meetings were requested by TMI and TerreStar to discuss the merits of the parties' March 10, 2003 Application for Review and Request for Stay of the International Bureau's February 7, 2003 Order canceling TMI's Letter of Intent (LOI) authorization to construct and operate a mobile service satellite (MSS) system in the 2 GHz band. The Bureau's Order also dismissed, as moot, an application to assign TMI's authorization to TerreStar.

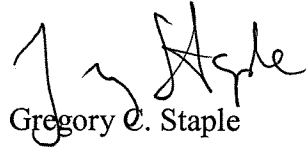
The parties' presentation was limited to matters presented in the aforementioned Application and Stay request and a later filed letter from Industry Canada stating that TMI had met the satellite manufacturing contract milestone contained in TMI's Canadian authorization. The representative of Loral, which has been contracted to manufacture the 2 GHz MSS system, also advised that the contract remained in effect and that the required critical design review was being completed in a timely fashion.

TMI also provided Mr. Margie and Mr. Feder with a copy of the attached "TMI Communications Chronology."

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Any questions regarding this filing should be directed to the undersigned.

Very truly yours,



Gregory C. Staple

Attachment

cc: Paul Margie  
Sam Feder  
Robert Power, TMI  
Jonathan Blake, Covington & Burling  
Wharton B. Rivers, Jr., TerreStar  
Laurence Atlas, Loral

**TMI Communications: Chronology of 2GHz MSS Letter of Intent (LOI) Authorization**

1997-2000

September 26, 1997 -- TMI files initial application for reservation of 2 GHz Mobile Satellite Service (MSS) spectrum to provide U.S. service

November 3, 2000 -- TMI files amendment to application to conform to 2 GHz MSS service rules adopted August 2000 which, *inter alia*, dispensed with any financial qualifications for applicants

January 12, 2001 -- TMI Agreement with Motient to combine existing U.S. and Canadian L-Band MSS assets and transfer related TMI 2 GHz Canadian and U.S. applications to JV or affiliate(s) of JV (e.g., TerreStar Networks, Inc.)

July 17, 2001 -- Bureau Order granting LOI Authorization to TMI with following milestones:

- July 17, 2002 -- Enter non-contingent satellite construction contract
- July 17, 2003 -- Complete Critical Design Review
- July 17, 2004 -- Begin Physical Construction of All Satellites
- July 17, 2006 -- Complete Construction Of One Satellite and Place in Orbit
- July 17, 2007 -- Certify Entire System Operational

August 9, 2001 -- FCC adopts NPRM seeking comment on flexible use of MSS spectrum (IB Dok. Nos. 01-185 et al)

November 21, 2001 -- Bureau Order and Authorization approving assignment of TMI and Motient L-band MSS authorizations to JV, now known as Motient Satellite Ventures LP (MSVPLP). TMI holds an approximately 40% interest in MSVLP and 26% in the managing general partner, MSVGP.

2002

February 20, 2002 -- TerreStar incorporated as wholly owned sub of MSVLP. The CEO of TMI's controlling entity, TMI Communications Inc. (TMI Inc.) is the founding Chairman; two other TMI Inc. officers are founding TerreStar Directors.

May 6, 2002 -- Industry Canada Grants Approval-In-Principle for TMI's 2 GHz MSS system with following milestones:

- June 15, 2002 -- Submission of final design specifications
- July 15, 2002 -- Signature of contract for the first of two satellites
- July 17, 2006 -- Placement of the satellite into its assigned orbital position

July 8, 2002 -- Industry Canada approves final design specifications

## TMI Chronology (cont.)

July 12, 2002 -- TMI contracts with TerreStar to deliver 2 GHz MSS satellite meeting U.S. and Canadian authorizations and retains “control over the satellite specifications and the design, construction and delivery of the satellite” so long as it holds its U.S. and Canadian authorizations

July 14, 2002 -- TerreStar enters into non-contingent satellite construction contract with Space Systems/Loral Inc. (Loral)

July 26, 2002 -- TMI files initial milestone certification with FCC and files TMI-TerreStar and TerreStar-Loral contracts with FCC

July 30, 2002 -- TMI notifies Industry Canada regarding July 15 milestone and files TMI-TerreStar and TerreStar-Loral contracts

August 27, 2002 -- Letter from TMI’s counsel to FCC (with copies to International Bureau) submitting a copy of Canadian approval-in-principle and confirming TMI’s ownership interest in TerreStar, all in response to an informal request from the International Bureau’s staff

October 4, 2002 -- International Bureau letter to TMI requesting additional information re TMI construction obligations and discrepancy between orbital slot authorized in LOI and that in Canadian approval-in-principle

October 15, 2002 -- TMI responds to Bureau’s letter

November 14, 2002 -- TMI files application to modify LOI authorization to conform orbital slot with Canadian approval-in-principle

November 14, 2002 -- Upon request, TMI and TerreStar executives, accompanied by counsel, meet with staff of International and Wireless Bureaus, and Office of General Counsel. TMI encouraged to file application to assign LOI to TerreStar.

December 11, 2002 -- TMI files application to assign LOI to TerreStar

December 11, 2002 -- Letter from AT&T Wireless, Cingular Wireless and Verizon Wireless (Wireless Carriers) asserting TMI has not met initial milestone condition

December 27, 2002 -- FCC Public Notice starts pleading cycle re TMI assignment application

TMI Chronology (cont.)

2003

January 27, 2003 – “Petition to Deny” LOI assignment docketed by Wireless Carriers

January 29, 2003 -- FCC and International Bureau adopt “package” of decisions:

\*\* To grant MSS operators flexibility to construct an Ancillary Terrestrial Component (by the Commission's R&O and MO&O in IB Dok. Nos. 01-185 et al, released February 10, 2003). In that Order, the FCC notes that during the pendency of the proceeding, TMI and Motient combined their MSS systems: “Due to the substantial commonality of interest among Motient, TMI and MSV, we will refer to the three parties collectively as MSV in this Order . . .” ¶6, n.13.

\*\* To reallocate 30 MHz of 2 GHz MSS spectrum for advanced wireless services with 16 MHz reallocated from spectrum previously assigned to three licenses cancelled by the International Bureau and 14 MHz formerly held in reserve ( by the Commission's 3rd R&O, 3rd NPRM and 2d M&O in ET Dok. Nos. 00-258 et al, released February 10, 2003).

\*\* To cancel the 2 GHz MSS licenses of Constellation, MCHI (Ellipso) and Globalstar (by two Bureau decisions released January 30, 2003 )

February 6, 2003 – TMI files Opposition to Petition to Deny and hand delivers same to International Bureau staff.

February 7, 2003 – Adoption of International Bureau Order (released February 10, 2003) canceling TMI’s LOI authorization and dismissing assignment application as moot, notwithstanding open pleading cycle regarding said application.

March 10, 2003 – TMI and TerreStar file Application for Review and Request for Stay of the Bureau’s February 7, 2003 Order.