

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554**

In the Matter of)	
)	
TerreStar Networks Inc.)	IB File Nos.
)	
Application for authority operate up to two million (2,000,000) portable handset mobile earth terminals, including an Ancillary Terrestrial Component, to communicate with the TerreStar-1 satellite (Call Sign E060430))	SES-LIC-20061206-02100, SES-AMD-20061214-02179, SES-AMD-20070309-00336, SES-AMD-20070508-00582, SES-AMD-20070723-00978, SES-AMD-20070907-01253, SES-AMD-20080229-00217, SES-AMD-20091117-01464, SES-STA-20090604-00689
)	
TerreStar License Inc.)	
)	
Application for authority to operate a network of 15 technically identical calibration earth stations, at fixed locations which point to the TerreStar-1 satellite and dynamically calibrate the channel responses of the satellite beams (Call Sign E090061))	SES-LIC-20090403-00405, SES-STA-20091102-01410
)	
TerreStar Corporation)	
)	
Petition pursuant to Section 310(b)(4) of the Communications Act of 1934, as amended, permitting indirect foreign ownership of TerreStar Networks Inc. in excess of 25%)	ISP-PDR-20080229-00004
)	

PETITION TO ADOPT CONDITIONS

The United States Department of Justice (“DOJ”) and the United States Department of Homeland Security (“DHS”) (collectively, the “Agencies”) respectfully submit this Petition to Adopt Conditions pursuant to section 1.41 of the rules of the Federal Communications

Commission (“Commission”).¹ By this Petition, the Agencies advise the Commission that they have no objection to grant of the captioned applications, provided that the Commission conditions its grants on compliance by the applicants with the attached agreement, executed December 18, 2009, between the Agencies, on the one hand, and TerreStar Corporation, TerreStar Networks Inc., and their affiliates, on the other hand (the “Agreement”). The terms of the Agreement have also been acknowledged by Harbinger Capital Partners Master Fund I, Ltd., and Harbinger Capital Partners Special Situations Fund, L.P.

In the above-captioned matters, TerreStar Corporation, TerreStar Networks Inc., and TerreStar License Inc. seek a blanket authorization for the operation of mobile earth terminals that will communicate with the TerreStar-1 satellite; an authorization for Ancillary Terrestrial Component; an authorization to operate a network of 15 calibration earth stations; and a declaratory ruling allowing foreign ownership in excess of 25 percent.

As the Commission is aware, the Agencies have taken the position that their ability to satisfy their obligations to protect the national security, enforce the laws, and preserve the safety of the public could be impaired to the extent that foreign entities own or operate a part of the U.S. telecommunications system or foreign-located facilities are used to provide domestic telecommunications services to U.S. customers. After discussions with the applicants’ representatives in connection with the above-referenced applications, the Agencies have concluded that the commitments undertaken in the Agreement will help ensure that the Agencies and other entities with responsibility for enforcing the law, protecting the national security, and preserving public safety can proceed in a legal, secure, and confidential manner to satisfy these responsibilities. Accordingly, the Agencies hereby advise the Commission that they have no

¹ 47 C.F.R. § 1.41.

objection to the Commission granting the above-referenced applications, provided that the Commission conditions its consent on compliance by the applicants with the commitments set forth in the Agreement. Such a condition could read as follows:

IT IS FURTHER ORDERED that this authorization and any licenses related thereto are subject to compliance with the provisions of the Agreement attached hereto between TerreStar, on the one hand, and the Department of Justice (“DOJ”) and the Department of Homeland Security (“DHS”), on the other hand, dated December 18, 2009, which Agreement is intended to enhance the protection of U.S. national security, law enforcement, and public safety. Nothing in this Agreement is intended to limit any obligation imposed by Federal law or regulation.

The Agencies are authorized to state that the applicants consent to the grant of this Petition.

Respectfully submitted,

/S/ Greg Pinto
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December 22, 2009