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July 17, 2006

Via Electronic Filing
Ms. Marlene H. Dortch
Secretary
Federal Communications Commission
445 12th Street, SW
Washington, DC 20554

David S. Konczal
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**Re: *Ex Parte* Presentation
WC Docket No. 06-106
Applications for Consent to Transfer Control of Mobile Satellite Ventures
Subsidiary LLC from Motient Corporation and Subsidiaries to SkyTerra
Communications, Inc.**

Dear Ms. Dortch:

On July 14, 2006, Tom Davidson of Akin Gump Strauss Hauer & Feld, LLP, counsel for SkyTerra Communications, Inc. ("SkyTerra"); Amy Mehlman of Mehlman Capitol Strategies, Inc., consultant for Motient Corporation ("Motient"); and the undersigned, counsel for Mobile Satellite Ventures Subsidiary LLC ("MSV"); met with Aaron Goldberger, Legal Advisor to Commissioner Deborah Taylor Tate to discuss the above-referenced applications to transfer control of MSV from Motient to SkyTerra ("Transaction").

The parties distributed the attached document and provided an overview of the Transaction. The parties also discussed the importance of prompt approval of the Transaction to enable MSV to secure the financing needed to deploy its next-generation integrated satellite and terrestrial communications network expeditiously. The parties also discussed the potential for Highland Capital Management, LP ("Highland") to file a petition with the FCC regarding approval of the Transaction based on a private dispute involving unrelated matters not implicating the public interest and existing FCC precedent in such a situation.

Sincerely,

/s/David S. Konczal
David S. Konczal

cc: Aaron Goldberger

***Fact Sheet: Transfer of Control of Mobile Satellite Ventures Subsidiary, LLC to
SkyTerra Communications, Inc.***

Background

- Authorizations. Mobile Satellite Ventures Subsidiary, LLC (“MSV Sub”) holds the following FCC authorizations: (i) 2 space station licenses; (ii) 5 satellite earth station licenses; (iii) 3 Section 214 authorizations; and (iv) 1 experimental license.

- Operations. Mobile Satellite Ventures offers a full range of land, maritime, and aeronautical satellite services, including voice and data, using both its own U.S.-licensed MSS L-band satellite and a Canadian-licensed L band satellite licensed to Mobile Satellite Ventures (Canada) Inc. In May 2005, the FCC licensed MSV Sub to launch and operate a replacement L band MSS satellite at 101°W.L.

Current Ownership and Control – Figure 1

- Direct Ownership. The direct interests in MSV Sub are held by Mobile Satellite Ventures, LP, the general partner of which is Mobile Satellite Ventures GP, Inc. (the “MSV Partnerships”).

- Indirect Ownership. Five entities, in turn, hold interests in the MSV Partnerships: (i) Motient Corporation and subsidiaries (“Motient”); (ii) TMI Communications and Company (“TMI”); (iii) MSV Investors, LLC (“MSV Investors”); funds affiliated with Columbia Capital (“Columbia”); and funds affiliated with Spectrum Equity (“Spectrum”). Motient holds the single largest interest, equal to ~45.2%.

- SkyTerra’s Interest. SkyTerra Communications, Inc. (“SkyTerra”), a publicly-traded company, presently holds an 18.2% indirect interest in the MSV Partnerships through its 80% interest in MSV Investors.

- Control. No single party holds a controlling interest (equity or voting) in MSV Sub.

Transaction

- Share Exchanges. The transfer of control will occur through share exchanges. SkyTerra will obtain interests of Motient and other parties (all but TMI) in the MSV Partnerships in exchange for shares of SkyTerra’s common stock.

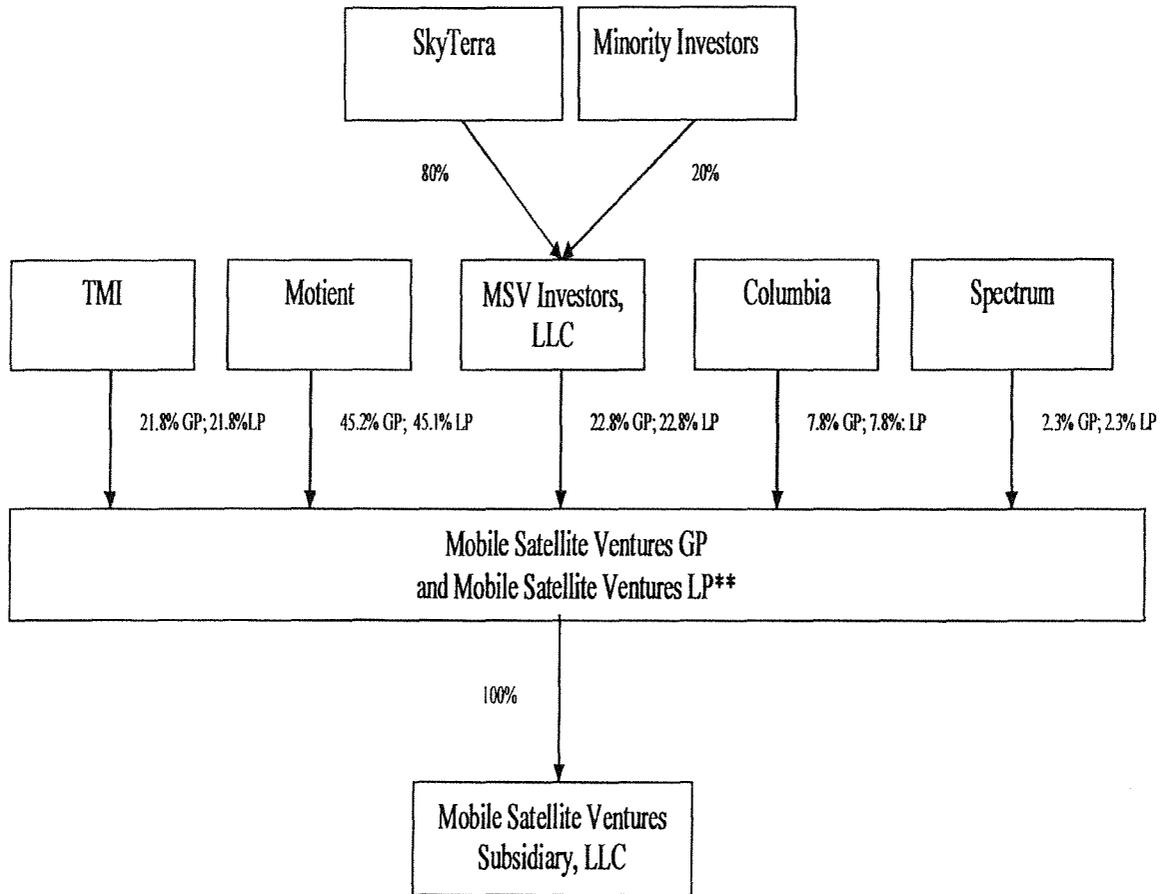
- Details of Motient Share Exchange. SkyTerra will obtain all of Motient's interest in MSV GP (voting interest) and the majority of Motient's interest in MSV LP (equity interest). SkyTerra may obtain Motient's remaining interest in MSV LP at a future date. Motient's interest in SkyTerra will be non-voting until it distributes the shares to its common stockholders. Because the acquisition of Motient's interest will trigger a transfer of control regardless of the other interests, Motient is the transferor.

Proposed Ownership and Control – Figure 2

- Direct Ownership. MSV Partnerships will continue to hold interests in MSV Sub.
- Indirect Ownership. MSV Investors, Columbia and Spectrum will hold no interest. TMI's interest will not change. SkyTerra will hold all other interests except Motient's retained non-voting interest in MSV LP.
- Details of SkyTerra's Interest and Control. As a result of the share exchanges, SkyTerra will hold an indirect, controlling interest in MSV Sub—78.2% voting (through its interest in MSV GP) and 58.8% equity (through its interest in MSV LP). No single shareholder will have a controlling interest in SkyTerra. No individual or entity other than the Apollo investment funds will hold a 10% or greater equity or voting interest in SkyTerra.

Figure 1

Current Ownership Structure of MSV Sub*

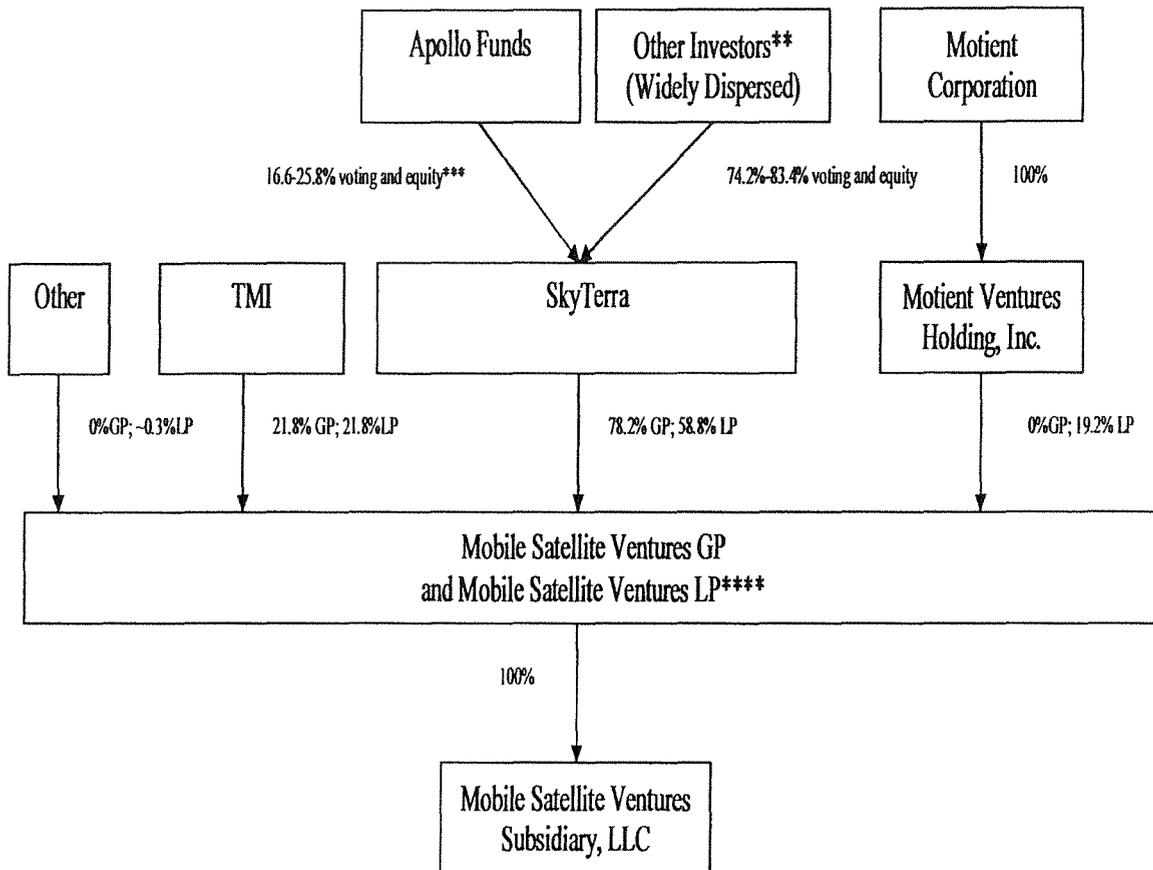


* Reported ownership percentages are undiluted.

** Mobile Satellite Ventures LP is the sole member of Mobile Satellite Ventures Subsidiary, LLC. Mobile Satellite Ventures GP is the general partner of Mobile Satellite Ventures LP. In some cases, a party may hold a different level of interest in the GP than it holds in the LP, as indicated.

Figure 2

Proposed Ownership Structure of MSV Sub*



* Reported ownership percentages are undiluted.

** No individual or entity other than the Apollo Funds will hold a 10% or greater equity or voting interest in SkyTerra. This group of widely-dispersed shareholders includes Motient Corporation, who will retain ~3.6 million non-voting shares of SkyTerra, equaling a 5.5% equity interest in SkyTerra.

*** Concurrently with the Initial Exchange, SkyTerra plans to redeem its outstanding preferred stock for common stock; this redemption is a condition to closing of the Initial Exchange. Because it is not known exactly how many shares of common stock the Apollo Funds will subscribe for in the rights offering, it is necessary to report the Apollo Funds' interest as a range.

**** Mobile Satellite Ventures LP is the sole member of Mobile Satellite Ventures Subsidiary, LLC. Mobile Satellite Ventures GP is the general partner of Mobile Satellite Ventures LP. In some cases, a party may hold a different level of interest in the GP than it holds in the LP, as indicated (e.g., SkyTerra holds a 78.2% GP interest but only a 58.8% LP interest).