

LAW OFFICES
GOLDBERG, GODLES, WIENER & WRIGHT
1229 NINETEENTH STREET, N.W.
WASHINGTON, D.C. 20036-2413

HENRY GOLDBERG
JOSEPH A. GODLES
JONATHAN L. WIENER
LAURA A. STEFANI
DEVENDRA ("DAVE") KUMAR

(202) 429-4900
TELECOPIER:
(202) 429-4912

e-mail:
general@g2w2.com
website: www.g2w2.com

HENRIETTA WRIGHT
THOMAS G. GHERARDI, P.C.
COUNSEL

THOMAS S. TYCZ*
SENIOR POLICY ADVISOR
*NOT AN ATTORNEY

August 3, 2006

ELECTRONIC SUBMISSION

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

Re: WC Docket No. 06-106
Ex Parte

Dear Ms. Dortch:

On August 2, 2006, Sasha Field and Tiffany Hornsby of TerreStar Networks Inc. ("TerreStar") and Henry Goldberg and the undersigned, who are counsel to TerreStar, met with the Commission staff who are copied on this letter to brief them on developments relating to TerreStar's 2 GHz mobile satellite service business. In the course of the discussions, the TerreStar representatives were asked about arguments advanced by Highland Capital Management, LP ("Highland") in filings relating to the above-referenced applications seeking to transfer control of licenses held by Mobile Satellite Ventures Subsidiary LLC ("MSV").

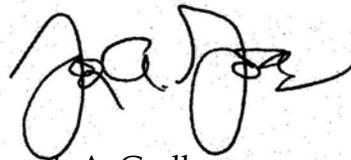
Highland has argued that the Commission, in evaluating whether the proposed transfer of control of MSV is in the public interest, should consider the impact of the transfer of control on TerreStar, alleging that such transfer would make it more difficult for TerreStar to obtain third party financing. In response, TerreStar's representatives explained that the ownership changes would improve TerreStar's financing prospects, not make them more difficult, because they would provide for a clear separation between MSV and TerreStar.

The Commission need look no further than the history of the proposed transaction for evidence that the ownership changes will benefit TerreStar. The parties

who will be affected most directly and substantially by the transaction – the principal shareholders of MSV and TerreStar – are on record in this proceeding as supporting the transaction. The only party objecting to the transaction – Highland – is a dissident minority shareholder that previously attempted to make its case against the transaction by launching a proxy fight for control of the board of Motient Corporation (“Motient”), a publicly-held company that is TerreStar’s controlling shareholder. Motient’s shareholders overwhelmingly rejected Highland’s proposed slate of directors. The Commission should attach more weight to the views of the public and other shareholders with the principal economic interest in the proposed transaction than to the objections of a dissident shareholder who is advancing arguments already rejected by the shareholders who would be most affected by them.

Please direct any questions regarding this matter to the undersigned.

Respectfully submitted,

A handwritten signature in black ink, appearing to read 'J. Godles', with a stylized flourish at the end.

Joseph A. Godles
Attorney for TerreStar Networks Inc.

cc: Robert Nelson, International Bureau
Cassandra Thomas, International Bureau
Karl Kensinger, International Bureau
Howard Griboff, International Bureau
Joann Lucanik, International Bureau
Steve Spaeth, International Bureau
Susan O’Connell, International Bureau
Neil Dellar, Office of General Counsel