

**Before the
Federal Communications Commission
Washington, D.C. 20554**

In the matter of)
)
Motient Corporation and subsidiaries,) File No. _____
 Transferors,)
)
SkyTerra Communications, Inc.,)
 Transferee,)
)
Application for Authority to Transfer Control of)
Mobile Satellite Ventures Subsidiary LLC and)
MSV International, LLC)

Application for Consent to Transfer of Control

SkyTerra Communications, Inc. (“SkyTerra” or “Transferee”) and Motient Corporation and subsidiaries (“Motient” or “Transferor” and with SkyTerra, the “Applicants”) hereby submit this application for Federal Communications Commission (“Commission”) consent to the transfer of control of Mobile Satellite Ventures Subsidiary LLC and MSV International, LLC (together, the “MSV Licensees” or “MSV”) to SkyTerra. As discussed herein, grant of this application will serve the public interest by facilitating MSV’s launch of its next-generation satellites and development of its integrated satellite and terrestrial communications network to all Americans, wherever they live, and the emergency response community.

I. Description of the Parties

Mobile Satellite Ventures Subsidiary LLC (“MSV Sub”). MSV Sub is the entity licensed by the Commission in 1989 to construct, launch, and operate a United States Mobile Satellite Service (“MSS”) system in the L band.¹ MSV Sub’s licensed satellite (AMSC-1 or MSAT-2) was launched in 1995, and MSV began offering service in 1996. MSV Sub also is the successor to TMI Communications and Company, Limited Partnership (“TMI”) with respect to TMI’s provision of L band MSS in the United States. Today, MSV offers a full range of land, maritime, and aeronautical satellite services, including voice and data, using both its own U.S.-licensed satellite and the Canadian-licensed L band satellite (MSAT-1) licensed to Mobile Satellite Ventures (Canada) Inc. In May 2005, the Commission licensed MSV Sub to launch and operate a replacement L band MSS satellite at 101°W.L. (called “MSV-1”).²

MSV International, LLC (“MSVI”). MSVI is the entity licensed by the Commission in January 2005 to launch and operate an L band MSS satellite at 63.5°WL (called “MSV-SA”) to provide MSS in South America.³

Mobile Satellite Ventures LP (“MSV LP”) and *Mobile Satellite Ventures GP Inc.* (“MSV GP”). Both MSV Licensees are U.S. limited liability companies and wholly owned subsidiaries of Mobile Satellite Ventures LP (“MSV LP”), a U.S. limited partnership. The general partner of MSV LP is Mobile Satellite Ventures GP Inc. (“MSV GP”). As discussed in Exhibits A and B,

¹ *Order and Authorization*, 4 FCC Rcd 6041 (1989); *remanded by Aeronautical Radio, Inc. v. FCC*, 928 F.2d 428 (D.C. Cir. 1991); *Final Decision on Remand*, 7 FCC Rcd 266 (1992); *aff’d*, *Aeronautical Radio, Inc. v. FCC*, 983 F.2d 275 (D.C. Cir. 1993); *see also AMSC Subsidiary Corporation, Memorandum Opinion and Order*, 8 FCC Rcd 4040 (1993).

² *See Mobile Satellite Ventures Subsidiary LLC, Order and Authorization*, DA 05-1492 (May 23, 2005) (“MSV-1 Order”).

³ *See Mobile Satellite Ventures Subsidiary LLC, Order and Authorization*, DA 05-50 (January 10, 2005) (“MSV-SA Order”).

MSV LP and MSV GP currently are owned and controlled by five entities, none of whom has a controlling interest: Motient; TMI; MSV Investors, LLC (“MSV Investors”); funds affiliated with Columbia Capital (“Columbia”); and funds affiliated with Spectrum Equity (“Spectrum”).⁴

SkyTerra Communications, Inc. SkyTerra is a publicly-traded U.S. corporation with indirect interests in MSV LP and TerreStar Networks, Inc. (“TerreStar”).⁵ In February 2006, SkyTerra distributed to its security holders all of the common stock of Hughes Communications, Inc., formerly a wholly-owned subsidiary, which held SkyTerra’s interests in Hughes Network Systems and all of SkyTerra’s other businesses, other than its MSV Investors, LLC subsidiary. Presently, SkyTerra holds an ultimate 18.2% indirect interest in MSV LP, and an ultimate 14.7% interest in TerreStar, through its 80%-owned subsidiary, MSV Investors LLC.⁶

II. Description of the Transaction

Upon Commission approval, SkyTerra will obtain a controlling interest in the MSV Licensees by acquiring a majority equity interest in MSV LP and a majority voting interest in MSV GP. SkyTerra will obtain these interests through share exchanges with existing interest-holders of MSV LP and MSV GP. Specifically, SkyTerra has entered into an Exchange Agreement with Motient and its wholly-owned subsidiary, Motient Venture Holdings, Inc. (“MVH”), pursuant to which SkyTerra will obtain the vast majority of Motient’s interests in MSV LP and all of Motient’s interest in MSV GP in exchange for non-voting common stock of SkyTerra (the “Motient Exchange”). Motient then will distribute over 85% of the SkyTerra

⁴ These five entities also are considered limited partners of MSV LP.

⁵ TerreStar is pursuing plans to develop, build and operate a satellite system in the 2 GHz band.

⁶ Upon closing of a separate transaction, SkyTerra will hold its interest in TerreStar directly, instead of through MSV Investors, and SkyTerra’s interest in TerreStar will decrease to 11.7%.

stock received in the Initial Exchange to its common stockholders. Upon distribution to Motient's common stockholders, the SkyTerra stock will be converted from non-voting stock to voting stock. Through similar exchange agreements, SkyTerra will obtain the interests in MSV LP and MSV GP held by Columbia, Spectrum, and MSV Investors,⁷ also in exchange for SkyTerra common stock (the "Investor Exchange" and, together with the Motient Exchange, the "Initial Exchange").⁸ As a result of the Initial Exchange, SkyTerra will obtain 78.2% of the voting interest in MSV GP and 58.8% of the economic interest in MSV LP.⁹ Figure 2 depicts the proposed ownership structure of MSV after the Initial Exchange.¹⁰ After the Initial Exchange, no single shareholder will have a controlling interest in SkyTerra.¹¹

⁷ SkyTerra currently is an 80% owner of MSV Investors. SkyTerra will acquire the remaining 20% minority interest in MSV Investors in return for shares of SkyTerra common stock.

⁸ Motient also will have the right to exchange its remaining non-voting interest in MSV LP for additional shares of non-voting common stock of SkyTerra at a future date ("Future Exchange"). The Future Exchange, if it occurs, will not affect the control of SkyTerra or the MSV Licensees because SkyTerra's voting interest in MSV GP will remain 78.2% while its economic interest in MSV LP will increase to 78.0%.

⁹ These interest levels could increase if TMI or other interest holders also exchange their interests in MSV LP and MSV GP for SkyTerra stock.

¹⁰ The current officers and directors of MSV are listed in Exhibit D. MSV will inform the Commission of any changes in the board of directors of MSV that result from the proposed transactions.

¹¹ The current directors of SkyTerra, Andrew D. Africk, Jeffrey M. Killeen, William F. Stasior, Aaron J. Stone and Michael D. Weiner, currently are expected to remain on the board of SkyTerra following the Initial Exchange, along with an additional director, to be designated by Motient, subject to SkyTerra's approval, being added as of the Initial Exchange. SkyTerra also may add one additional director. Specifically, the Motient Exchange Agreement states as follows: "One director proposed by Motient and acceptable to SkyTerra in its sole and absolute discretion shall have been appointed to the SkyTerra board of directors effective as of the Initial Closing and the board of directors of SkyTerra shall consist of no more than seven (7) persons."

III. Licenses and Authorizations

MSV Sub and MSVI request Commission approval for the transfer of control of the following space station and earth station licenses (and related Ancillary Terrestrial Component licenses), domestic and international Section 214 authorizations,¹² and experimental licenses held by MSV Sub and MSVI to SkyTerra:

Licensee	Authorization
	Space Station
MSV Sub	AMSC-1
MSV Sub	S2358
MSVI	S2487
	Earth Station
MSV Sub	E930124
MSV Sub	E940374
MSV Sub	E930367
MSV Sub	E980179
MSV Sub	E990133
	Section 214 Authorizations
MSV Sub	Domestic 214
MSV Sub	ITC-95-196
MSV Sub	ITC-95-280
	Experimental License
MSV Sub	WD2XNL

The MSV Licensees will remain the licensees of these authorizations upon consummation of the proposed transaction.

In addition, MSV Sub currently has on file additional applications and pleadings. Moreover, during the Commission's consideration of this application and the period required for the consummation of the proposed transaction following approval (the "Interim Period"), MSV Sub and MSVI may file additional applications or petitions, and the Commission may grant

¹² Attached hereto as Exhibit E and in the accompanying Form 214 is the information required by Part 63 of the Commission's rules for authority to transfer control of MSV Sub in its capacity as holder of domestic and international Section 214 authorizations.

currently pending applications or petitions. Accordingly, the Applicants request that the Commission, in acting upon this Application, include authority for the transfer of control to SkyTerra of (i) all authorizations issued to MSV Sub or MSVI during the Interim Period; and (ii) all applications (including applications for STA), petitions, or other filings that are pending at the time of consummation of the proposed transfer of control. Following the closing of the proposed transaction, MSV Sub and MSVI will supplement their pending applications as required under the Commission's rules, 47 C.F.R. § 1.65, to reflect the new ownership structure.

IV. The Transaction Will Serve the Public Interest

Grant of this application will serve the public interest by facilitating MSV's development of its integrated satellite and terrestrial communications network that will provide ubiquitous, transparent, and seamless broadband service throughout North America to conventional handsets. MSV recently announced that it has entered into a contract with Boeing Satellite Systems, Inc. for the construction and delivery of three next-generation, transparency-class L band satellites to serve the Western Hemisphere.¹³ The satellites will be the largest and the most powerful commercial satellites ever built. Each satellite's primary antenna will be twice as large as any previous commercial satellite, and the satellites will have significantly more power available over the U.S. compared to any other MSS system providing or seeking to provide service to the United States. The satellites will be used to provide advanced broadband services to devices that are virtually identical to cell phone handsets in terms of aesthetics, cost, and functionality. The result will be an increase in competition for wireless broadband services, new advanced services for rural and remote users, and a truly ubiquitous wireless broadband network

¹³ See MSV Press Release, "Mobile Satellite Ventures Engages Boeing to Develop Next Generation Satellites" (dated January 11, 2006) (available at: http://www.msvlp.com/pr/news_releases_view.cfm?id=80).

for first responders and disaster management personnel. MSV is ahead of the Commission's milestone schedule and is planning to launch these satellites beginning in 2009. Moreover, MSV plans to augment its existing MSS offerings by incorporating an Ancillary Terrestrial Component ("ATC") into its current-generation MSS satellites.

As a result of the proposed transaction, MSV will be controlled by a publicly traded company, SkyTerra, thereby enabling MSV to more easily attract capital and to engage in arrangements with potential strategic partners that are essential to MSV's ability to deploy its next-generation network. Moreover, SkyTerra, the prospective new controlling entity in MSV, has significant experience in the satellite and telecommunications industries which will benefit MSV in its continued development of a next-generation system. For example, as stated above, SkyTerra formerly held a controlling interest in HNS, a leading provider of satellite-based communications networks and services to both the enterprise and consumer markets. SkyTerra will draw upon its experience with HNS in its management and control of MSV.

V. Foreign Ownership

In a November 21, 2001 decision ("2001 Order"), the Commission approved of the MSV Licensees' indirect foreign ownership in excess of 25% based on the interests held by TMI, a Canadian entity.¹⁴ Specifically, the 2001 Order permitted the MSV Licensees to be owned indirectly by TMI and/or BCE Inc. and their Canadian shareholders in an amount up to and including an equity and/or voting interest of 40%.¹⁵ In addition, the 2001 Order stated that further Commission approval would not be required unless foreign individuals or entities other

¹⁴ See Motient Services Inc., TMI Communications and Company LP, and Mobile Satellite Ventures LLC, *Order and Authorization*, File No. SAT-ASG-20010302-00017 et al. (DA 01-2732) (Nov. 21, 2001).

¹⁵ *Id.* at ¶22.

than TMI were to acquire (individually and/or in the aggregate) a greater than 25% indirect equity and/or voting interest in the MSV Licensees.¹⁶ As a result of the proposed transaction, the foreign ownership of the MSV Licensees attributable to TMI will not increase above the already-approved 40% level and foreign ownership of the MSV Licensees attributable to non-TMI interest-holders will not exceed 25%. Accordingly, no declaratory ruling regarding foreign ownership is necessary in order for the Commission to approve the proposed transaction.

VI. Figures and Exhibits

The following figures and exhibits are attached:

Figure 1 - Present Ownership Structure of MSV

Figure 2 - Proposed Ownership Structure of MSV after Initial Exchange

Exhibit A - Current and Proposed Ownership and Voting Rights in MSV GP

Exhibit B - Current and Proposed Equity Interests in MSV LP

Exhibit C – MSV Interest-Holders: Address, Citizenship, Business and Interest

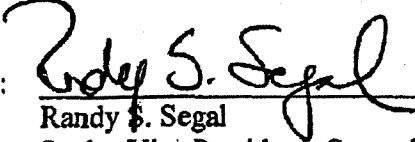
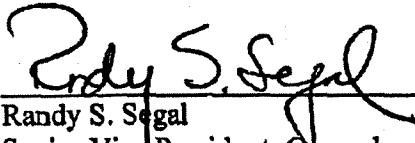
Exhibit D – Officers and Directors of MSV

Exhibit E – Information Required by Part 63 of the Commission’s Rules for Transfer of Control of Domestic and International Section 214 Authorizations

¹⁶ *Id.*


VII. Conclusion

For the foregoing reasons, the Applicants request Commission consent to the transfer of control of the MSV Licensees to SkyTerra.

<p>Mobile Satellite Ventures Subsidiary LLC</p> <p>By: <u></u> Randy S. Segal Senior Vice President, General Counsel, and Secretary</p>	<p>SkyTerra Communications, Inc.</p> <p>By: _____ Robert Lewis Senior Vice President and General Counsel</p>
<p>MSV International, LLC</p> <p>By: <u></u> Randy S. Segal Senior Vice President, General Counsel, and Secretary</p>	<p>Motient Corporation</p> <p>By: _____ Christopher W. Downie Executive Vice President, Chief Operating Officer, and Treasurer</p>

VII. Conclusion

For the foregoing reasons, the Applicants request Commission consent to the transfer of control of the MSV Licensees to SkyTerra.¹⁷

Mobile Satellite Ventures Subsidiary LLC	SkyTerra Communications, Inc.
By: <u>Randy S. Segal</u> Senior Vice President, General Counsel, and Secretary	By: <u>Robert Lewis</u> Senior Vice President and General Counsel
MSV International, LLC	Motient Corporation
By: <u>Randy S. Segal</u> Senior Vice President, General Counsel, and Secretary	By:  <u>Christopher W. Downie</u> Executive Vice President, Chief Operating Officer, and Treasurer

¹⁷ The transfer of control to SkyTerra will result from SkyTerra's acquisition of the interests in MSV LP and MSV GP held by Motient, Columbia, Spectrum, and MSV Investors. Motient presently does not hold a controlling interest in MSV LP and MSV GP. However, but for SkyTerra's acquisition of Motient's interests, a transfer of control would not occur. Accordingly, only Motient is listed as a transferor.

VII. Conclusion

For the foregoing reasons, the Applicants request Commission consent to the transfer of control of the MSV Licensees to SkyTerra.

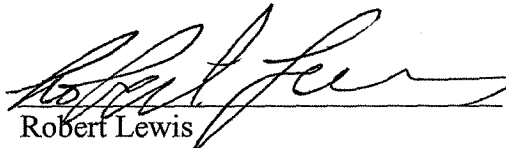
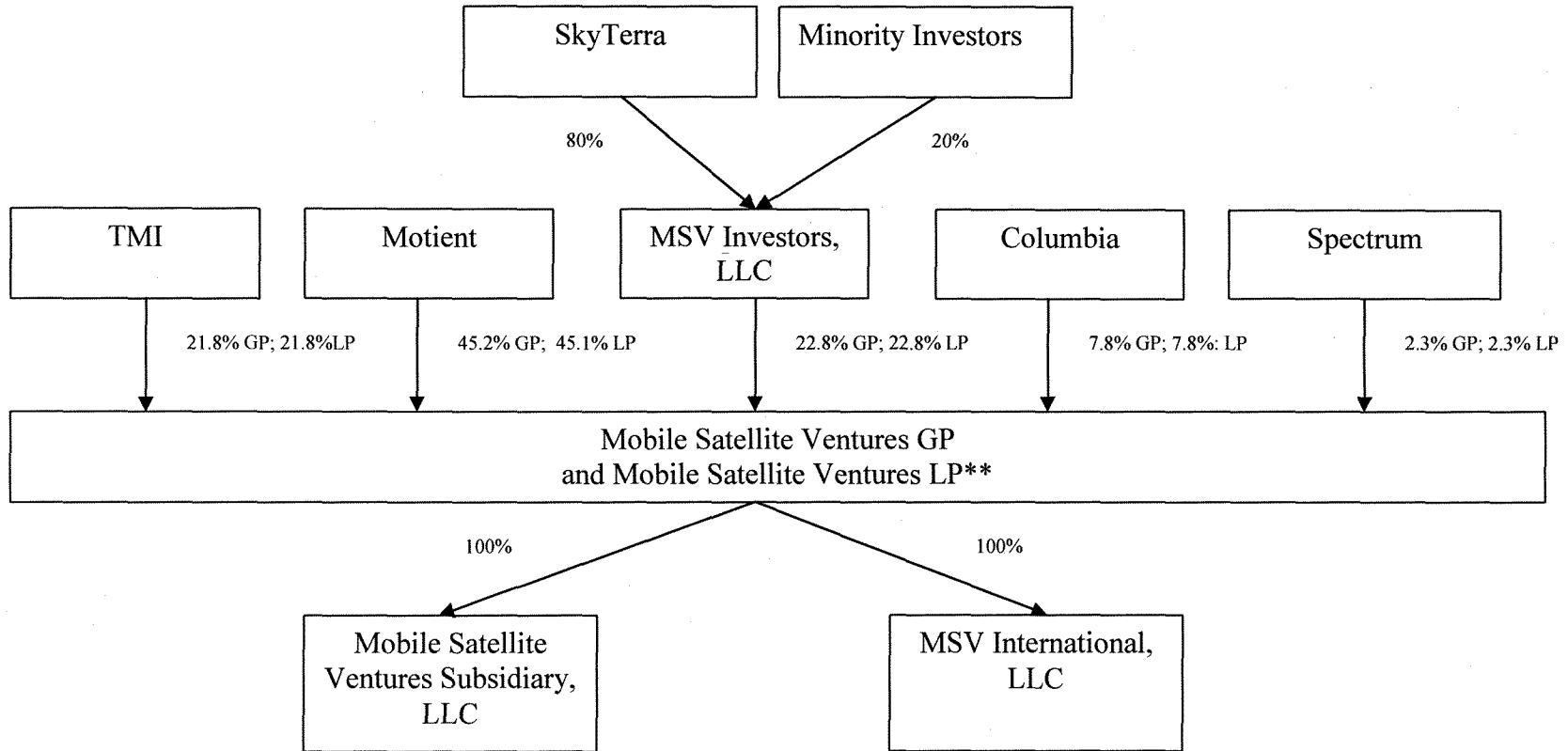
<p>Mobile Satellite Ventures Subsidiary LLC</p> <p>By: _____ Randy S. Segal Senior Vice President, General Counsel, and Secretary</p>	<p>SkyTerra Communications, Inc.</p> <p>By:  Robert Lewis Senior Vice President and General Counsel</p>
<p>MSV International, LLC</p> <p>By: _____ Randy S. Segal Senior Vice President, General Counsel, and Secretary</p>	<p>Motient Corporation</p> <p>By: _____ Christopher W. Downie Executive Vice President, Chief Operating Officer, and Treasurer</p>

Figure 1

Present Ownership Structure of MSV*

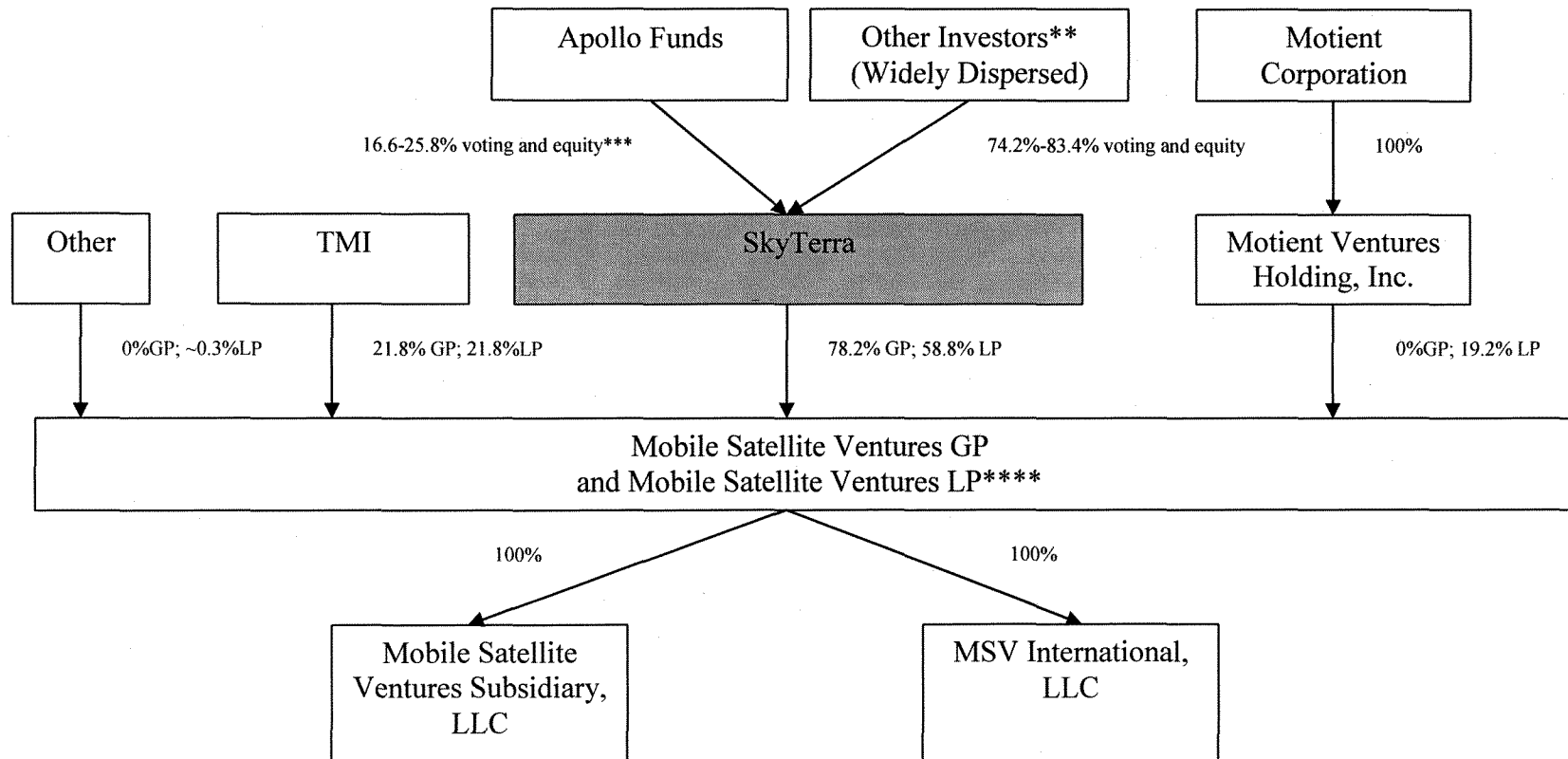


* Reported ownership percentages are undiluted.

** Mobile Satellite Ventures LP is the sole member of Mobile Satellite Ventures Subsidiary, LLC and MSV International, 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 after Initial Exchange*



* 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 and MSV International, 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).

Exhibit A – Current and Proposed Direct Ownership and Voting Rights in MSV GP*

Interest Holder	As of May 8, 2006	After Initial Exchange
Motient Ventures Holding Inc. 300 Knightsbridge Parkway Lincolnshire, IL 60609 (U.S. corporation)	45.2%**	0
MSV Investors, LLC c/o MSV Investor Holdings, Inc. 19 West 44 th Street Suite 507 New York, NY 10036 (U.S. limited liability company)	22.8%	0
SkyTerra Communications, Inc. 19 West 44 th Street Suite 507 New York, NY 10036 (U.S. corporation)	0	78.2%
TMI Communications and Company, Limited Partnership 1601 Telesat Court Gloucester, Ontario Canada K1B 1B9 (Canadian Limited Partnership)	21.8%	21.8%
Funds affiliated with Columbia Capital, LLC 201 North Union Street Suite 300 Alexandria, VA 22314 (U.S. limited liability company)	7.8%	0
Funds affiliated with Spectrum Equity Investors L.P. 1 International Place 29 th Floor Boston, MA 02110 (U.S. limited partnership)	2.3%	0

* Reported ownership percentages are undiluted.

** This represents Motient's direct interest in MSV GP. Motient also presently holds an additional indirect interest through its stake in certain holding companies affiliated with Columbia Capital, LLC and Spectrum Equity Investors, L.P., whose direct interests are reported herein.

Exhibit B – Current and Proposed Direct Ownership of MSV LP*

Interest Holder	As of May 8, 2006	After Initial Exchange
Motient Ventures Holding Inc. 300 Knightsbridge Parkway Lincolnshire, IL 60609 (U.S. corporation)	45.1%**	19.2%
MSV Investors, LLC c/o MSV Investor Holdings, Inc. 19 West 44 th Street Suite 507 New York, NY 10036 (U.S. limited liability company)	22.8%	0
SkyTerra Communications, Inc. 19 West 44 th Street Suite 507 New York, NY 10036 (U.S. corporation)	0	58.8%
TMI Communications and Company, Limited Partnership 1601 Telesat Court Gloucester, Ontario Canada K1B 1B9 (Canadian Limited Partnership)	21.8%	21.8%
Funds affiliated with Columbia Capital, LLC 201 North Union Street Suite 300 Alexandria, VA 22314 (U.S. limited liability company)	7.8%	0
Funds affiliated with Spectrum Equity Investors L.P. 1 International Place 29 th Floor Boston, MA 02110 (U.S. limited partnership)	2.3%	0
Other	~0.3%	~0.3%

* Reported ownership percentages are undiluted.

** This represents Motient's direct interest in MSV GP. Motient also presently holds an additional indirect interest through its stake in certain holding companies affiliated with Columbia Capital, LLC and Spectrum Equity Investors, L.P., whose direct interests are reported herein.

Exhibit C – MSV Licensees Interest Holders

Information concerning the MSV Licensees, and any party with a 10% or greater direct or indirect interest in the MSV Licensees, is provided below. All reported interests are interests to be held after the Initial Exchange.

1. Mobile Satellite Ventures Subsidiary LLC

Address: c/o Mobile Satellite Ventures LP
10802 Parkridge Boulevard
Reston, VA 20191
Phone: (703) 390-2700
Citizenship: United States
Business: Communications
Interest: Licensee

2. MSV International, LLC

Address: c/o Mobile Satellite Ventures LP
10802 Parkridge Boulevard
Reston, VA 20191
Phone: (703) 390-2700
Citizenship: United States
Business: Communications
Interest: Licensee

3. Mobile Satellite Ventures LP

Address: c/o Mobile Satellite Ventures LP
10802 Parkridge Boulevard
Reston, VA 20191
Phone: (703) 390-2700
Citizenship: United States
Business: Communications
Interest: Sole member of Mobile Satellite Ventures Subsidiary LLC and MSV International, LLC

4. Mobile Satellite Ventures GP Inc.

Address: c/o Mobile Satellite Ventures L.P.
10802 Parkridge Boulevard
Reston, VA 20191
Phone: (703) 390-2700
Citizenship: United States
Business: Communications

Interest: General partner of Mobile Satellite Ventures LP

5. TMI Communications and Company, Limited Partnership

Address: 1601 Telesat Court
Gloucester, Ontario
Canada K1B 1B9
Citizenship: Canada
Business: Communications
Interest: 21.8% equity interest and 21.8% voting interest in MSV Licensees

6. BCE Inc.*

Address: 1000, rue de La Gauchetière Ouest
Bureau 3700
Montréal (Québec)
H3B 4Y7
Business: Telecommunications
Citizenship: Canada
Interest: 21.8% equity and 21.8% voting indirect interest in MSV Licensees through interest in TMI Communications and Company, Limited Partnership*

* TMI is a Canadian limited partnership whose general partner is TMI Communications Inc., which is a wholly owned subsidiary of BCE Inc. ("BCE").

7. Motient Ventures Holding, Inc.

Address: 300 Knightsbridge Parkway
Lincolnshire, IL 60609
Citizenship: United States
Business: Holding company
Interest: 19.2% equity and 0% voting direct interest in MSV Licensees

8. Motient Corporation

Address: 300 Knightsbridge Parkway
Lincolnshire, IL 60609
Citizenship: United States
Business: Communications
Interest: 19.2% equity and 0% voting indirect interest in MSV Licensees through 100% interest in Motient Ventures Holding, Inc.

9. SkyTerra Communications, Inc.

Address: 19 W. 44th St.
New York, NY 10036
Citizenship: United States
Business: Communications
Interest: 58.8% equity interest and 78.2% voting interest in MSV Licensees

The interest percentages in SkyTerra Communications, Inc. reported below assume that SkyTerra will have completed a rights offering of approximately 6.7 million shares of common stock to its existing stockholders, the proceeds of which will be used to redeem its outstanding preferred stock. This redemption is a condition to closing of the proposed transactions.

10. Funds controlled by Apollo

Five entities affiliated with Apollo Management (collectively, "Apollo Stockholders") will hold a 9.8-15.2% equity interest and 13.0-20.2% voting interest in the MSV Licensees through their 16.6-25.8% interest in SkyTerra Communications, Inc. A range of interests is reported for some of the Apollo Stockholders because it is not known how many shares of common stock of SkyTerra each of the Apollo Stockholders will subscribe for in the SkyTerra rights offering described above.

The five Apollo Stockholders are: (i) Apollo Investment Fund IV, L.P.; (ii) Apollo Overseas Partners IV, L.P.; (iii) AP/RM Acquisition, LLC; (iv) AIF IV/RRRR, LLC; and (v) ST/RRRR, LLC.

Apollo Investment Fund IV, L.P.

Address: Two Manhattanville Road
Purchase, NY 10577
Citizenship: United States
Business: Investment
Interest: 8.1-13.2% indirect equity interest and 10.8-17.5% indirect voting interest in the MSV Licensees through a 13.8-22.4% direct interest in SkyTerra Communications, Inc.

Apollo Overseas Partners IV, L.P.

Address: c/o Walkers SPV Limited
PO Box 908GT
Walker House
Mary Street
George Town, Grand Cayman
Cayman Islands BWI
Citizenship: Cayman Islands
Business: Investment
Interest: 0.4-0.6% indirect equity interest and 0.5-0.6% indirect voting interest in the MSV Licensees through a 0.7-1.1% direct interest in SkyTerra Communications, Inc

AP/RM Acquisition, LLC

Address: Two Manhattanville Road
Purchase, NY 10577
Citizenship: United States
Business: Investment
Interest: 0.4% indirect equity interest and 0.5% indirect voting interest in the MSV Licensees through a 0.7% direct interest in SkyTerra Communications, Inc

AIF IV/RRRR, LLC

Address: Two Manhattanville Road
Purchase, NY 10577
Citizenship: United States
Business: Investment
Interest: 0.2-0.4% indirect equity interest and 0.3-0.5% indirect voting interest in the MSV Licensees through a 0.4-0.6% direct interest in SkyTerra Communications, Inc

ST/RRRR, LLC

Address: Two Manhattanville Road
Purchase, NY 10577
Citizenship: United States
Business: Investment
Interest: 0.5% indirect equity interest and 0.7% indirect voting interest in the MSV Licensees through a 0.9% direct interest in SkyTerra Communications, Inc

Control of the Apollo Stockholders. As described in greater detail below, the Apollo Stockholders' voting interests in SkyTerra Communications, Inc. ultimately are controlled by Mr. Leon Black through a series of intermediate subsidiaries and management arrangements.

Intermediate Subsidiaries

Apollo Advisors IV, L.P. is the general partner of Apollo Investment Fund IV, L.P. and the managing general partner of Apollo Overseas Partners IV, L.P. In that capacity, the management, operation and control of Apollo Investment Fund IV, L.P. and Apollo Overseas Partners IV, L.P., including control over the voting and disposition of their interests in SkyTerra Communications, Inc., is vested exclusively in Apollo Advisors IV, L.P. As further described in below, Apollo Advisors IV, L.P. has delegated this authority, pursuant to a management agreement, to Apollo Management IV, L.P.

Apollo Advisors IV, L.P.

Address: 9 West 57th Street
43rd Floor
New York, NY 10019
Citizenship: United States
Business: General partner of Apollo Investment Fund IV, L.P. and Apollo Overseas Partners IV, L.P.

Apollo Capital Management IV, Inc. is the general partner of Apollo Advisors IV, L.P., and in that capacity has complete and exclusive responsibility for all management decisions to be made on behalf of Apollo Advisors IV, L.P. and for the conduct of the business and affairs of Apollo Advisors IV, L.P.

Apollo Capital Management IV, Inc.

Address: 9 West 57th Street
43rd Floor
New York, NY 10019

Citizenship: United States

Business: General partner of Apollo Advisors IV, L.P.

Leon Black is the sole stockholder of Apollo Capital Management IV, Inc.

Leon Black

Address: 9 West 57th Street
43rd Floor
New York, NY 10019

Citizenship: United States

Business: Investment Management

Management Arrangements

By the terms of (i) the organizational documents of AP/RM Acquisition, LLC, AIF IV/RRRR, LLC, and ST/RRRR, LLC appointing Apollo Management IV, L.P. as manager of those entities and (ii) separate management agreements through which Apollo Advisors IV, L.P. has delegated to Apollo Management IV, L.P. management, operation and control of Apollo Investment Fund IV, L.P. and Apollo Overseas Partners IV, L.P., Apollo Management IV, L.P., a Delaware limited partnership, is the manager of each of the Apollo Stockholders and, in such capacity, has full authority to act on behalf of and to bind the Apollo Stockholders in all respects, including, without limitation, the authority to negotiate, complete, execute and deliver any and all agreements, deeds, instruments, receipts, certificates and other documents on behalf of the Apollo Stockholders, and to take all such other actions on behalf of the Apollo Stockholders as Apollo Management IV, L.P. may consider necessary or advisable in connection with the management of the Apollo Stockholders.

Apollo Management IV, L.P.

Address: 9 West 57th Street
43rd Floor
New York, NY 10019

Citizenship: United States

Business: Management of the Apollo Stockholders

AIF IV Management, Inc. is the general partner of Apollo Management IV, L.P., and in that capacity has complete and exclusive responsibility for all management decisions to be made on

behalf of Apollo Management IV, L.P. and for the conduct of the business and affairs of Apollo Management IV, L.P., including all such decisions and all such business and affairs to be made or conducted by Apollo Management IV, L.P. in its capacity as manager of any of the Apollo Stockholders.

AIF IV Management, Inc.

Address: 9 West 57th Street
43rd Floor
New York, NY 10019

Citizenship: United States

Business: Management of Apollo Management IV, L.P.

Leon Black is the sole stockholder of AIF IV Management, Inc.

Leon Black

Address: 9 West 57th Street
43rd Floor
New York, NY 10019

Citizenship: United States

Business: Investment Management

Exhibit D – Officers and Directors

All of the officers and directors listed below can be reached at:

Mobile Satellite Ventures L.P.
10802 Parkridge Boulevard
Reston, VA 20191
Phone: (703) 390-2700

1) MSV GP Inc.

A. Directors

Gary M. Parsons	Chairman
Larry J. Boisvert	Vice Chairman
Alexander Good	Vice Chairman
Jared Abbruzzese	Director
Andrew Africk	Director
Donald Gips	Director
Ted H. Ignacy	Director
Gerry Stevens-Kittner	Director
Jeffrey Leddy	Director
Shawn O'Donnell	Director
Marc Rowan	Director
L. Scott Thomson	Director

B. Officers

Alexander Good	Chief Executive Officer and Vice Chairman
Mark W. Faris	Chief Operating Officer
Scott Macleod	Executive Vice President and Chief Financial Officer
Peter Karabinis	Sr. Vice President and Chief Technical Officer
Monish Kundra	Sr. Vice President, Corporate Development
Randy Segal	Sr. Vice President, General Counsel, Secretary
Eric A. Swank	Sr. Vice President, Finance and Treasurer
Jennifer A. Manner	Vice President, Regulatory Affairs

2) MSV LP

A. The general partner of MSV LP is MSV GP Inc.

B. Officers

Alexander Good	Chief Executive Officer and Vice Chairman
Mark W. Faris	Chief Operating Officer
Scott Macleod	Executive Vice President and Chief Financial Officer
Peter Karabinis	Sr. Vice President and Chief Technical Officer
Monish Kundra	Sr. Vice President, Corporate Development
Randy Segal	Sr. Vice President, General Counsel, Secretary

Eric A. Swank
Jennifer A. Manner

Sr. Vice President, Finance and Treasurer
Vice President, Regulatory Affairs

3) MSV Sub

A. Directors

Gary M. Parsons	Chairman
Alexander Good	Vice Chairman
Jared Abbruzzese	Director
Andrew Africk	Director
Larry J. Boisvert	Director
Donald Gips	Director
Ted H. Ignacy	Director
Gerry Stevens-Kittner	Director
Jeffrey Leddy	Director
Shawn O'Donnell	Director
Marc Rowan	Director
L. Scott Thomson	Director

B. Officers

Alexander Good	Chief Executive Officer and Vice Chairman
Mark W. Faris	Chief Operating Officer
Scott Macleod	Executive Vice President and Chief Financial Officer
Peter Karabinis	Sr. Vice President and Chief Technical Officer
Monish Kundra	Sr. Vice President, Corporate Development
Randy Segal	Sr. Vice President, General Counsel, Secretary
Eric A. Swank	Sr. Vice President, Finance and Treasurer
Jennifer A. Manner	Vice President, Regulatory Affairs

4) MSVI

A. Directors

Gary M. Parsons	Chairman
Alexander Good	Vice Chairman
Jared Abbruzzese	Director
Andrew Africk	Director
Larry J. Boisvert	Director
Donald Gips	Director
Ted H. Ignacy	Director
Gerry Stevens-Kittner	Director
Jeffrey Leddy	Director
Shawn O'Donnell	Director
Marc Rowan	Director
L. Scott Thomson	Director

B. Officers

Alexander Good
Mark W. Faris
Scott Macleod
Peter Karabinis
Monish Kundra
Randy Segal
Eric A. Swank
Jennifer A. Manner

Chief Executive Officer and Vice Chairman
Chief Operating Officer
Executive Vice President and Chief Financial Officer
Sr. Vice President and Chief Technical Officer
Sr. Vice President, Corporate Development
Sr. Vice President, General Counsel, Secretary
Sr. Vice President, Finance and Treasurer
Vice President, Regulatory Affairs

Exhibit E

Information Required by Part 63 of the Commission's Rules for Transfer of Control of Domestic and International Section 214 Authorizations

SkyTerra Communications, Inc. ("SkyTerra" or "Transferee"), Motient Corporation and subsidiaries ("Motient" or "Transferor" and with SkyTerra, the "Applicants"), pursuant to Section 214 of the Communications Act, as amended, 47 U.S.C. § 214, and Sections 63.04 and 63.24 of the Commission's Rules, 47 C.F.R. §§ 63.04, 63.24, request authority to transfer control of MSV, holder of domestic and international Section 214 authorizations, to SkyTerra.

Description of the Parties and the Transaction (Answer to Question 13 on FCC 214 Form).

See supra pages 2-4.

Information Required by 47 C.F.R. §§ 63.04, 63.24 of the Commission's Rules.

47 C.F.R. §§ 63.18(a); 63.04(a)(1). Name, address and telephone number of each Applicant.

Section 214 Authorization Holder:

Mobile Satellite Ventures Subsidiary LLC
10802 Parkridge Boulevard
Reston, VA 20191
Phone: (703) 390-2700

Transferee:

SkyTerra Communications, Inc.
19 W. 44th St.
New York, NY 10036
Phone: (212) 730-7524

Transferor:

Motient Corporation
300 Knightsbridge Parkway
Lincolnshire, IL 60609
Phone: (847) 478-4200

47 C.F.R. §§ 63.18(b); 63.04(a)(2). Jurisdiction of Organizations.

Section 214 Holder:

Mobile Satellite Ventures Subsidiary LLC is a limited liability company organized under the law of the State of Delaware.

Transferee:

SkyTerra Communications, Inc. is a corporation organized under the laws of the State of Delaware.

Transferor:

Motient Corporation is a corporation organized under the laws of the State of Delaware.

47 C.F.R. §§ 63.18(c); 63.04(a)(3). Correspondence concerning this Application should be sent to the following (Answer to Question 10 on FCC 214 Form).

Section 214 Authorization Holder:

Jennifer A. Manner
Vice President, Regulatory Affairs
Mobile Satellite Ventures Subsidiary LLC
10802 Parkridge Boulevard
Reston, VA 20191
Phone: (703) 390-2700

Bruce D. Jacobs
Pillsbury Winthrop Shaw Pittman LLP
2300 N Street, NW
Washington, DC 20037-1128
(202) 663-8000

Transferee:

Robert Lewis
Senior Vice President and General Counsel
SkyTerra Communications, Inc.
19 W. 44th St.
New York, NY 10036
Phone: (212) 730-7524

Tom W. Davidson
Akin Gump Strauss Hauer & Feld LLP
1333 New Hampshire Avenue, N.W.
Washington, D.C. 20036
(202) 887-4011

Transferor:

Christopher W. Downie
Executive Vice President, Chief Operating Officer, and Treasurer
Motient Corporation
300 Knightsbridge Parkway
Lincolnshire, IL 60609
Phone: (847) 478-4200

Henry Goldberg
Goldberg Godles Wiener & Wright
1229 Nineteenth Street
Washington, DC 20036
Phone: (202) 429-4900

47 C.F.R. § 63.18(d). Other Section 214 Authorizations (Answer to Question 10 on FCC 214 Form).

MSV holds blanket domestic Section 214 authority to provide interstate telecommunications service.

MSV holds international Section 214 authority to provide international telecommunications services. *See* ITC-95-196 ITC-95-280.

Motient holds blanket domestic Section 214 authority to provide interstate telecommunications service.

SkyTerra does not hold Section 214 authorizations.

47 C.F.R. §§ 63.18(h), 63.04(a)(4). Address, citizenship, and principal businesses of any person or entity that directly or indirectly owns at least ten percent of the equity of the applicant (Answer to Question 11 on FCC 214 Form) and information on interlocking directorates (Answer to Question 12 on FCC 214 Form).

See supra Exhibit C.

The following individuals presently are directors of MSV: Larry J. Boisvert, Ted H. Ignacy, and L. Scott Thomson. Each of these individuals is either an officer or director of one or more foreign carriers in Canada, including Telesat Canada, Mobile Satellite Ventures (Canada) Inc., Mobile Satellite Ventures Holdings

(Canada) Inc., TMI Communications Inc., and Bell Canada Enterprises. At this point, it is not known whether these individuals will remain on the board of MSV after consummation of the proposed transfer of control.

47 C.F.R. § 63.18(i). Foreign Carrier Affiliation. (Answer to Question 14 on FCC 214 Form).

See FCC 214 Form, Response to Question 14.

47 C.F.R. § 63.18(j). Service to Destination Countries with Affiliated Foreign Carrier. (Answer to Question 15 on FCC 214 Form).

See FCC 214 Form, Response to Question 15.

47 C.F.R. § 63.18(k).

Not applicable.

47 C.F.R. § 63.18(l).

Not applicable.

47 C.F.R. § 63.18(m).

Not applicable.

47 C.F.R. § 63.18(n). Special Concessions.

See FCC 214 Form, Response to Question 21.

47 C.F.R. §§ 63.18(o), 63.04(a)(5). Section 5301 of the Anti-Drug Abuse Act of 1998.

See FCC 214 Form, Response to Question 25.

47 C.F.R. § 63.18(p). Streamlined Processing. (Response to Question 20).

With respect to international Section 214 authority, this Application is eligible for streamlined processing pursuant to Section 63.12(a)-(b) of the Commission's Rules, 47 C.F.R. § 63.12(a)-(b). In particular, Section 63.12(c)(1) is inapplicable because none of the Applicants is a foreign carrier, or is affiliated with any foreign carriers, and none of the scenarios outlined in Section 63.12(c) of the Commission's Rules applies.

Additional Information Required by 47 C.F.R. § 63.04 for Transfer of Domestic Section 214 Authority.

Pursuant to Section 63.04(a) of the Commission's rules, Applicants submit the following additional information in support of their request to transfer control of MSV's domestic Section 214 authority.

47 C.F.R. § 63.04(a)(6). Description of the Transaction.

See supra pages 2-4.

47 C.F.R. § 63.04(a)(7). Description of the geographic areas in which the transferor and transferee (and their affiliates) offer domestic telecommunications services, and what services are provided in each area.

MSV provides offers a full range of land, maritime, and aeronautical mobile satellite services, including voice and data, throughout the United States.

SkyTerra is a publicly-traded U.S. corporation with indirect interests in MSV and TerreStar Networks, Inc. ("TerreStar"), which is pursuing plans to develop, build, and operate a satellite system in the 2 GHz band.

Motient Corporation owns, operates and develops two-way wireless communications businesses and is currently developing satellite communications service via its majority ownership of TerreStar Networks Inc.

47 C.F.R. § 63.04(a)(8). Request for Streamlined Processing.

This Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) of the Commission's Rules because, immediately following the transactions:

- (i) Applicants and their affiliates combined will hold less than a ten percent (10%) share of the interstate, interexchange market;
- (ii) Applicants and their Affiliates will provide local exchange service, if at all, only in areas served by dominant local exchange carriers (none of which is a party to the proposed transactions) and;
- (iii) none of the Applicants or their Affiliates is dominant with respect to any service.

47 C.F.R. § 63.04(a)(9). Identification of all other Commission applications related to the same transaction.

Applicants seek authority to transfer control of both international and domestic Section 214 authorizations. This Application is being separately and concurrently filed with respect to both domestic and international authorities in compliance with 47 C.F.R. § 63.04(b). On this day, MSV has also requested Commission approval for the transfer of control of the following space station and earth station licenses (and related Ancillary Terrestrial Component licenses) and an experimental license to SkyTerra:

Licensee	Authorization
	Space Station
MSV Sub	AMSC-1
MSV Sub	S2358
MSVI	S2487
	Earth Station
MSV Sub	E930124
MSV Sub	E940374
MSV Sub	E930367
MSV Sub	E980179
MSV Sub	E990133
	Experimental License
MSV Sub	WD2XNL

47 C.F.R. § 63.04(a)(10). A statement of whether the applicants are requesting special consideration because either party to the transaction is facing imminent business failure.

Not applicable.

47 C.F.R. § 63.04(a)(11). Identification of any separately filed waiver requests being sought in conjunction with the transaction.

None.

47 C.F.R. § 63.04(a)(12). A statement showing how grant of the application will serve the public interest, convenience and necessity.

See supra pages 6-7.