

February 27, 2009

**Via Hand Delivery and
Electronic Submission via the ELS**

Mr. James Burtle
Chief, Experimental Licensing Branch
Office of Engineering and Technology
Federal Communications Commission
445 12th Street, S.W.
Washington, D.C. 20554

**Re: BAE Systems Information and Electronic Systems Integration Inc.
File No. 0484-EX-PL-2008**

Withdrawal of Letter of Objection Dated February 9, 2009

Dear Mr. Burtle:

By letter dated February 9, 2009, SkyTerra Subsidiary LLC ("SkyTerra") requested that the Office of Engineering and Technology ("OET") impose certain conditions on the grant of the above-referenced application by BAE Systems Information and Electronic Systems Integration Inc. ("BAE Systems") to minimize the risk of interference to SkyTerra's authorized Mobile Satellite Service networks.

Since the filing of that letter, SkyTerra and BAE Systems (collectively, the "Parties") have entered into discussions regarding the proposed operations and to resolve the issues raised in the letter. Pursuant to such discussions, the Parties hereby report to the Commission the following Agreement:

1. Based on the commitments summarized below, SkyTerra hereby withdraws its February 9, 2009 letter objecting to the application.
2. BAE Systems' pending application under File No. 0484-EX-PL-2008 ("Application") seeks Commission authority for, inter alia, the following L-band frequencies for which SkyTerra is licensed under Stations AMSC-1 and S2358: 1525-1544/1545-1559 MHz (downlink) and 1626.5-1645.5/1646.5-1660.5 MHz (uplink). Stations AMSC-1 and S2358 will be referred to as the "SkyTerra Licenses".

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3. Upon Commission grant of the Application and the resulting issuance of an experimental license to BAE Systems based on such Application (the "BAE Systems License"), BAE Systems agrees to limit its operation under the BAE Systems License within the 1525-1544/1545-1559 MHz and 1626.5-1645.5/1646.5-1660.5 MHz bands to the frequency 1544 MHz, and SkyTerra consents to such operation on the frequency 1544 MHz, subject to the following conditions:

A. BAE Systems' operation under the BAE Systems License on the frequency 1544 MHz will be permitted consistent with the technical parameters proposed in the Application (as long as such Application parameters are not materially different than the parameters in the BAE Systems License), including but not limited to area of operation, power levels, modulation, emissions and bandwidth, and as long as such operation is consistent with such technical parameters and the FCC's rules, SkyTerra will not object to BAE Systems' operation under the BAE Systems License or any renewal of that authorization.

B. This Agreement will be automatically terminated in the event that the SkyTerra Licenses expire or are terminated, or otherwise no longer authorize SkyTerra to operate in the 1525-1544/1545-1559 MHz and 1626.5-1645.5/1646.5-1660.5 MHz bands.

4. In the event that BAE Systems' requirements for operation under the BAE Systems License change, BAE Systems will coordinate such use with SkyTerra.

5. The following personnel shall receive all notices and communications regarding matters relating to this letter:

For BAE Systems:

Tracy Johnson – (603) 885-4650
e-mail: tracy.johnson@baesystems.com

Jeffrey Rummel, Esq. – (202) 715-8479
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For SkyTerra :

Dick Evans -- (703) 390-2711
e-mail : Dick.Evans@skyterra.com

Tony Lin, Esq. – (202) 663-8452
e-mail : Tony.Lin@pillsburylaw.com

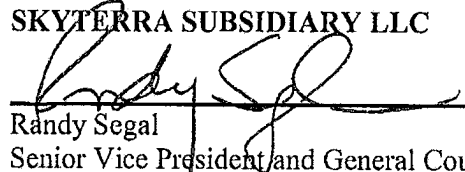
6. This Agreement will be effective only when signed by both Parties. Each person signing below hereby warrants and represents that he or she has full authority to execute this Agreement for the Party on whose behalf he or she is signing. This Agreement may be executed in counterparts, both of which will be deemed an original, but both of which together will constitute one and the same instrument. This Agreement may be amended only in writing by an instrument signed by both Parties.

Please contact either of the undersigned if you have any questions.

[Remainder of page intentionally left blank. Signature pages follow.]

SKYTERRA SUBSIDIARY LLC

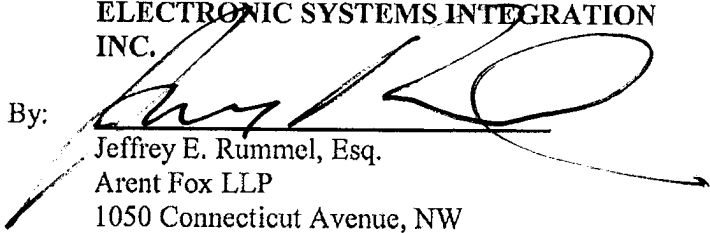
By:


Randy Segal
Senior Vice President and General Counsel
SKYTERRA SUBSIDIARY LLC
10802 Parkridge Boulevard
Reston, Virginia 20191
(703) 390-2700

Date: 2/27/09

**BAE SYSTEMS INFORMATION AND
ELECTRONIC SYSTEMS INTEGRATION
INC.**

By:


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Date: 3/3/09