

STAMP & RETURN

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October 5, 2007

VIA MESSENGER

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

FILED/ACCEPTED
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Federal Communications Commission
Office of the Secretary

**Re: Mobile Satellite Ventures Subsidiary LLC
SkyTerra Communications, Inc.
Joint Petition for Declaratory Ruling
IBFS File No. ISP-PDR-20070314-00004**

Dear Ms. Dortch:

Mobile Satellite Ventures Subsidiary LLC (“MSV”) and SkyTerra Communications, Inc. (“SkyTerra” and, together with MSV, the “Petitioners”), by their attorneys, hereby submit this response (“Response”) to the request of the International Bureau (“Bureau”) for additional ownership information for certain investors associated with SkyTerra to support the joint request for a declaratory ruling (“Petition”) from the Federal Communications Commission (“Commission” or “FCC”) that it is in the public interest for MSV to have indirect foreign ownership in excess of the 25% benchmark under Section 310(b)(4) of the Communications Act, 47 U.S.C. § 310(b)(4).

Part I of this Response sets forth Petitioners’ answers to the questions posed by the Bureau. Part II of this Response provides updated information regarding the ownership of SkyTerra and amends Petitioners’ request for declaratory ruling accordingly.

I. RESPONSES TO BUREAU’S QUESTIONS

For the sake of clarity, the Bureau’s questions are set forth in italics and precede the Petitioners’ response.

- In order to determine the complete foreign ownership of the Harbinger Funds that have invested in SkyTerra, we need the following information for each of the Harbinger Funds:*

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- (a) *The aggregate percentage of total equity held by or on behalf of individuals that are citizens of the United States;*
- (b) *The aggregate percentage of total equity held by or on behalf of individuals that are citizens of foreign countries; and*
- (c) *A list of the countries of citizenship for the beneficial owners of the equity interest. If any of these countries are non-WTO countries, please note the aggregate percentage of total equity attributable to the non-WTO investment for each non-WTO country.*
- (d) *The aggregate percentage of total equity held by banks, insurance companies, pension plans and foundations/endowments organized in the United States and controlled by U.S. citizens;*
- (e) *The aggregate percentage of total equity held by banks, insurance companies, pension plans and foundations/endowments controlled by foreign citizens or organized in foreign countries; and*
- (f) *A list of the countries included in category (e) above. If any of these countries are non-WTO countries, please note the aggregate percentage of total equity attributable to the non-WTO investment for each non-WTO country.*
- (g) *The aggregate percentage of total equity held by private equity funds and mutual funds that are organized in the United States and that have their principal places of business in the United States. In making a principal place of business determination, Harbinger should include in its determination for each investing entity its world headquarters; tax jurisdiction; and the citizenship or principal place of business of its controlling principals, directors and/or investment managers.*
- (h) *The aggregate percentage of total equity held by private equity funds and mutual funds that are organized in a foreign country or that have their principal places of business in a foreign country; and*
- (i) *For the investors in Category (h) above, a list of the countries where the investors are organized and where they have their principal places of business. If any of these countries are non-WTO countries, please note the aggregate percentage of total equity attributable to the non-WTO investment for each non-WTO country. In making a principal place of business determination, Harbinger should include in its determination for each investor its world headquarters; tax jurisdiction; and the citizenship or principal place of business of its controlling principals, directors and/or investment managers.*

Please see Attachment 1.

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- (j) *In making the principal place of business determination for the private equity funds and mutual funds, please confirm that Harbinger relied upon the factors listed above in making its determination (i.e., world headquarters; tax jurisdiction; and the citizenship or principal place of business of its controlling principals, directors and/or investment managers). If Harbinger used different criteria, please list the factors it considered in making its principal place of business determinations.*

As set forth in Attachment 1, private equity funds and mutual funds do not hold any equity in the Harbinger Funds. To determine the principal place of business of its investors in the other categories, Harbinger relied on information provided to Harbinger by the investor in the investor's subscription agreement.

2. *For investors in the Harbinger Funds other than those covered by the questions above (i.e., individuals, banks, insurance companies, pension plans, foundations/endowments, private equity funds and mutual funds), please explain the nature of these investing entities and:*
- (a) *The aggregate percentage of total equity for such investors that are organized in the United States and that have their principal places of business in the United States. For purposes of determining the investors' principal places of business, please use the five factor test specified in the Foreign Carrier Entry Order, 11 FCC Rcd 3873, 3951, ¶ 207 (1995). See also Foreign Ownership Guidelines, 19 FCC Rcd 22612, 22623 (2004).*
- (b) *The aggregate percentage of total equity for such investors that are organized in a foreign country or that have their principal places of business in a foreign country.*
- (c) *For the investors in Category (b) above, a list of the countries where the investors are organized and where they have their principal places of business. If any of these countries are non-WTO countries, please note the aggregate percentage commitment attributable to the non-WTO investment for each non-WTO country.*

Please see Attachment 1.

3. *Please provide the following information with respect to voting interests in the Harbinger Funds:*

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- (a) *The citizenship of the ultimate controlling party(ies), if any, of the U.S. corporation that controls the general partner of the sole non-U.S. limited partner of Special Fund.*

The U.S. corporation that controls the general partner of the sole non-U.S. limited partner of Special Fund is ultimately controlled by an individual that is a citizen of the United States.

- (b) *Confirmation that the limited partners of the Harbinger Funds are prohibited from participating in the day-to-day management of the Harbinger Funds and are afforded only the usual and customary minority investor protections.*

The limited partners of the Special Fund and the shareholders of Master Fund are prohibited from participating in the day-to-day management of the Harbinger Funds and are afforded only the usual and customary minority investor protections.

4. *For each Apollo Fund, please provide:*

- (a) *The percentage equity and voting interests held in SkyTerra;*

Apollo Fund	Equity Interest in SkyTerra	Voting Interest in SkyTerra
Apollo Investment Fund IV, L.P.	12.99%	23.70%
Apollo Overseas Partners IV, L.P.	0.66%	1.22%
AIF IV/RRR LLC	1.31%	3.03%
AP/RM Acquisition LLC	0.46%	1.40%
ST/RRRR LLC	0.58%	0.88%

- (b) *Confirmation that the Apollo Fund investor information contained in SkyTerra's August 22, 2006 letter filed in WC Docket No. 06-106 (Attachment 1) remains current and correct. Please include a copy of this attachment (corrected as necessary) with your response to this letter.*

The Apollo Fund investor information contained in Attachment 1 to SkyTerra's August 22, 2006 letter filed in WC Docket No. 06-106, as clarified by SkyTerra's August 30, 2006 letter,

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remains current and correct. For convenience, this information is attached hereto as Attachment 2.

The Apollo Funds' voting interests in SkyTerra are ultimately controlled by Apollo principals through a series of intermediate entities and management arrangements.¹ Pursuant to a reorganization of Apollo ("Apollo Reorganization"), the control structure of the Apollo Funds has changed from that reported in WC Docket No. 06-106.² As part of the Apollo Reorganization, BRH Holdings GP, Ltd., a Cayman Islands exempted company, has been inserted in the chain of ownership of the Apollo Funds.³ BRH Holdings GP, Ltd. is wholly-owned by Apollo principals Leon Black, Marc Rowan, and Joshua Harris, all citizens of the United States. BRH Holdings GP, Ltd. indirectly holds a 30.21% voting interest in SkyTerra through the Apollo Funds.⁴ Thus, BRH Holdings GP, Ltd. indirectly holds a 30.21% voting interest in MSV.

5. *In order to determine the complete foreign ownership of the "Former MSV Minority Investors" that hold equity and voting interests in SkyTerra, we need the following information:*

(a) *The percentage equity and voting interests held in SkyTerra by:*

¹ Each of Apollo Investment Fund IV, L.P. and Apollo Overseas Partners IV, L.P. is directly controlled by Apollo Advisors IV, L.P. in its capacity as managing general partner. In addition, by the terms of (a) 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 (b) 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. is the manager of the Apollo Funds.

² See Attachment 3 for a graphical depiction of the control structure of the Apollo Funds following the Apollo Reorganization. Prior to the Apollo Reorganization, Leon Black indirectly controlled the Apollo Funds through a series of intermediate entities and management arrangements. Control of the Apollo Funds is now exercised equally by Apollo principals Leon Black, Marc Rowan, and Joshua Harris. In addition, additional intermediate entities (including BRH Holdings GP, Ltd.) have been inserted into the chain of ownership of the Apollo Funds. Except for BRH Holdings GP, Ltd., all of these intermediate entities are organized in the United States.

³ The world headquarters of BRH Holdings GP, Ltd. is located in the United States. The controlling principals, officers, and directors of BRH Holdings GP, Ltd. are citizens of the United States.

⁴ BRH Holdings GP, Ltd. does not hold an equity interest in the Apollo Funds.

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- *the two U.S. individuals (collectively);*
- *the five private equity funds (individually); and*
- *the one institutional investor.*

SkyTerra has determined that one of private equity funds referenced in the Petition has sold its interests in SkyTerra on the open market. Consequently, the Former MSV Minority Investors are currently comprised of two U.S. individuals, four private equity funds, and one institutional investor. These Former MSV Minority Investors hold 3.59% of the equity and 10.82% of the voting interests in SkyTerra, as follows:

Former MSV Minority Investor	Place of Org./ Type of Entity	Equity Interest in SkyTerra	Voting Interest in SkyTerra
Former MSV Investor I	Cayman Islands Exempted Company	1.01%	3.05%
Former MSV Investor II	U.S. Investment Fund	0.97%	2.93%
Former MSV Investor III	U.S. Investment Fund	1.01%	3.05%
Former MSV Investor IV	U.S Limited Liability Company	0.39%	1.17%
Former MSV Investor V	U.S Corporation (Institutional Investor)	0.10%	0.30%
Former MSV Investor VI	U.S. Citizens	0.11%	0.32%

- (b) *A principal place of business showing for the four U.S.-organized private equity funds and for the institutional investor.*

As noted in response to Question 5(a), the Former MSV Minority Investors are currently comprised of two U.S. individuals, four private equity funds, and one institutional investor. Three of the four private equity funds are organized in the United States. Information regarding these three U.S. organized private equity funds and the institutional investor is set forth below.

Former MSV Minority Investor	Country of Organization	Citizenship of Controlling Principals, Officers, Directors and/or Investment Managers	Location of World Headquarters
Former MSV Investor II (Private Equity Fund)	U.S.	U.S.	U.S.
Former MSV Investor III (Private Equity Fund)	U.S.	U.S.	U.S.
Former MSV Investor IV (Private Equity Fund)	U.S.	U.S.	U.S.
Former MSV Investor V (Institutional Investor)	U.S.	U.S.	U.S.

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- *Please also state whether the institutional investor is a bank, insurance company, pension/employee benefit plan, foundation/endowment/trust or other institutional investor.*

The institutional investor is an insurance company.

- *If the institutional investor holds the interest in SkyTerra for the accounts of other individuals or entities, please provide the citizenship of these account holders and their respective percentage equity and voting interests in SkyTerra.*

The institutional investor does not hold the interest in SkyTerra for the accounts of other individuals or entities.

- (c) *For each of the five private equity funds, we need the same information requested in Questions 1 and 2 above.*

Former MSV Minority Investor I is a Cayman Islands organized private equity fund. For purposes of its analysis and ease of calculation, SkyTerra is assuming that 100% of the equity of Former MSV Minority Investor I is foreign and that the principal place of business of all investors in the private equity fund is non-WTO.

Information on the other three private equity funds (i.e., Former MSV Minority Investor II, Former MSV Minority Investor III, and Former Minority Investor IV) in the Former MSV Minority Investor group is provided in Attachments 4, 5 and 6, respectively. Please note that the breakdown by investor category of the U.S. and foreign ownership information provided for Former MSV Minority Investor II and Former MSV Minority Investor III is based on the level of detail of information provided to SkyTerra by the two private equity funds and is not as detailed as that provided in response to Questions 1 and 2 above.

- (d) *Confirm that the limited partners of the five private equity funds are prohibited from participating in the day-to-day management of the funds and are afforded only the usual and customary minority investor protections.*

SkyTerra has confirmed that the four private equity funds in the Former MSV Minority Investor group are prohibited from participating in the day-to-day management of the funds and are afforded only the usual and customary minority investor protections.

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6. *Please confirm whether MSV GP currently holds an economic interest in MSV LP.*

MSV GP does not hold an economic interest in MSV LP.

7. *Please confirm whether MSV GP is organized as a corporation or a limited partnership.*

The PDR inadvertently stated that MSV GP is a Delaware limited partnership. MSV GP is a Delaware corporation. SkyTerra is the sole shareholder of MSV GP.

II. UPDATED FOREIGN OWNERSHIP INFORMATION

The Petition sought a declaratory ruling that it is the public interest for (a) certain SkyTerra shareholders to hold indirectly up to and including aggregate 18.96% foreign equity and 30.34% foreign voting interests in MSV through their interests in SkyTerra (“Request A”); (b) Motient to hold directly up to and including a 0.83% foreign equity and 0.77% foreign voting interest in MSV; and (c) MSV to have up to and including an additional 25% indirect equity and/or voting interest from foreign individuals or entities without seeking further Commission approval under Section 310(b)(4), subject to standard conditions.

Based upon information collected in connection with this Response, Petitioners have updated and recalculated the foreign ownership in MSV *by* and *through* the shareholders of SkyTerra.⁵ Accordingly, Petitioners amend Request A to request approval for MSV to have foreign ownership (a) *by* certain SkyTerra shareholders up to and including an aggregate 7.44% foreign equity and 22.89% foreign voting interests in MSV through their aggregate interests of 7.83% foreign equity and 22.89% foreign voting interests in SkyTerra⁶ and (b) *through* the

⁵ To the extent the Bureau determines that the foreign ownership levels in MSV are different than calculated herein, Petitioners request that the FCC issue a declaratory ruling authorizing such different level of foreign ownership.

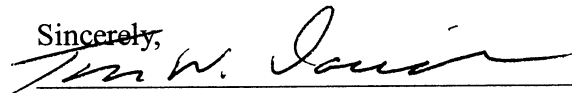
⁶ These SkyTerra shareholders are (i) Apollo Overseas Partners, L.P.; (ii) Columbia Capital Equity Partners III (Cayman LP); (iii) Harbinger Capital Partners Master Fund I, Ltd.; and (iv) the Former MSV Minority Investors. The foreign ownership of MSV by BCE, Inc. is within the range previously approved by the Commission. *See* Motient Corporation and Subsidiaries, Transferors, and SkyTerra Communications, Inc., Transferee, Application for Authority to Transfer Control of Mobile Satellite Ventures Subsidiary LLC, DA 06-1872, WC Docket No. 06-106, ¶ 46 (2006) (permitting MSV to be

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foreign limited partners and shareholders of certain SkyTerra shareholders up to and including an aggregate 9.30% foreign equity and 21.69% foreign voting interests in MSV through their aggregate interests of 9.78% foreign equity and 21.69% foreign voting interests in SkyTerra.⁷ In addition, Petitioners request a declaratory ruling that it is in the public interest for BRH Holdings GP, Ltd. to hold up to and including a 30.21% foreign voting interest in MSV through its indirect interest in SkyTerra.⁸

Attachments 7(a) and 7(b) summarize the foreign ownership in SkyTerra *by* and *through* the shareholders of SkyTerra. Attachment 8(a) and 8(b) summarize the foreign ownership in MSV *by* and *through* the shareholders of SkyTerra.

Please do not hesitate to contact the undersigned with any questions regarding this matter.

Sincerely,


Tom W. Davidson, Esq.
Counsel for SkyTerra Communications, Inc.

Bruce Jacobs, Esq.
*Counsel for Mobile Satellite Ventures
Subsidiary LLC*

Enclosures

cc: Susan O'Connell, FCC (via e-mail)
Jodi Cooper, FCC (via e-mail)

owned indirectly by TMI and/or BCE, Inc. and their Canadian shareholders, up to and including an equity and/or voting interest of 40%).

⁷ These SkyTerra shareholders are (i) the Apollo Funds; (ii) the Columbia Funds; (iii) the Spectrum Funds; (iv) the Harbinger Funds; (v) TerreStar Corporation, through its wholly-owned subsidiary Motient Venture Holdings; and (vi) the non-U.S., non-Canadian shareholders of BCE, Inc.

⁸ See Response to Question 4(b), *supra*.

**Attachment 1:
Investor Interests in the Harbinger Funds**

<i>Harbinger Capital Partners Offshore Fund I, Ltd.</i>		
<i>Category of Investor</i>	<i>Aggregate % Equity</i>	<i>Country of Citizenship/Country of Organization/ Principal Place of Business of Beneficial Owner of Equity Interest</i>
Individuals that are citizens of the United States	0.06%	United States
Individuals that are citizens of foreign countries	0.07%	Canada, South Africa, United Kingdom
Banks, insurance companies, pension plans and foundations/ endowments organized in the United States <u>and</u> controlled by U.S. citizens	5.17%	United States
Banks, insurance companies, pension plans and foundations/ endowments controlled by foreign citizens <u>or</u> organized in foreign countries	4.27%	Cayman Islands, Isle of Man, Luxembourg, The Netherlands, United Kingdom
Private equity and mutual funds that are organized in the United States <u>and</u> have their principal place of business in the U.S.	0.0%	United States
Private equity and mutual funds that are organized in a foreign country <u>or</u> have their principal place of business in a foreign country	0.0%	
Any investors that do not fall into one of the foregoing categories that are organized in the United States <u>and</u> have their principal place of business in the U.S.	4.10%	United States
Any investors that do not fall into one of the foregoing categories that are organized in a foreign country <u>or</u> have their principal place of business in a foreign country	86.33%	Australia, United Kingdom, Norway, The Netherlands, Ireland, Channel Islands, British Virgin Islands, Switzerland, Sweden, Singapore, Portugal, Panama, Norway, Netherland Antilles, Luxembourg, Japan, Italy, Isle of Man, France, China, Cayman Islands, Canada, Bermuda, The Bahamas

**Attachment 1:
Investor Interests in the Harbinger Funds**

<i>Harbinger Capital Partners Fund I, L.P.</i>		
<i>Category of Investor</i>	<i>Aggregate % Equity</i>	<i>Country of Citizenship/Country of Organization/ Principal Place of Business of Beneficial Owner of Equity Interest</i>
Individuals that are citizens of the United States	3.31%	United States
Individuals that are citizens of foreign countries	0.00%	
Banks, insurance companies, pension plans and foundations/ endowments organized in the United States <u>and</u> controlled by U.S. citizens	16.51%	United States
Banks, insurance companies, pension plans and foundations/ endowments controlled by foreign citizens <u>or</u> organized in foreign countries	0.00%	
Private equity and mutual funds that are organized in the United States <u>and</u> have their principal place of business in the U.S.	0.00%	United States
Private equity and mutual funds that are organized in a foreign country <u>or</u> have their principal place of business in a foreign country	0.00%	
Any investors that do not fall into one of the foregoing categories that are organized in the United States <u>and</u> have their principal place of business in the U.S.	80.18%	United States
Any investors that do not fall into one of the foregoing categories that are organized in a foreign country <u>or</u> have their principal place of business in a foreign country	0.00%	

**Attachment 1:
Investor Interests in the Harbinger Funds**

<i>Harbinger Capital Special Situations Fund, L.P.</i>		
<i>Category of Investor</i>	<i>Aggregate % Equity</i>	<i>Country of Citizenship/Country of Organization/ Principal Place of Business of Beneficial Owner of Equity Interest</i>
Individuals that are citizens of the United States	3.83%	United States
Individuals that are citizens of foreign countries	0.00%	
Banks, insurance companies, pension plans and foundations/ endowments organized in the United States <u>and</u> controlled by U.S. citizens	5.68%	United States
Banks, insurance companies, pension plans and foundations/ endowments controlled by foreign citizens <u>or</u> organized in foreign countries	0.00%	
Private equity and mutual funds that are organized in the United States <u>and</u> have their principal place of business in the U.S.	0.00%	United States
Private equity and mutual funds that are organized in a foreign country <u>or</u> have their principal place of business in a foreign country	0.00%	
Any investors that do not fall into one of the foregoing categories that are organized in the United States <u>and</u> have their principal place of business in the U.S.	21.40%	United States
Any investors that do not fall into one of the foregoing categories that are organized in a foreign country <u>or</u> have their principal place of business in a foreign country	69.09%	Cayman Islands ¹

¹ Information regarding the investors in this fund are set forth on p. 4 of this Attachment 1.

**Attachment 1:
Investor Interests in the Harbinger Funds**

<i>Sole Non-U.S. Limited Partner of Harbinger Capital Special Situations Fund, L.P.</i>		
<i>Category of Investor</i>	<i>Aggregate % Equity</i>	<i>Country of Citizenship/Country of Organization/ Principal Place of Business of Beneficial Owner of Equity Interest</i>
Individuals that are citizens of the United States	0.13%	United States
Individuals that are citizens of foreign countries	0.00%	
Banks, insurance companies, pension plans and foundations/ endowments organized in the United States <u>and</u> controlled by U.S. citizens	9.09%	United States
Banks, insurance companies, pension plans and foundations/ endowments controlled by foreign citizens <u>or</u> organized in foreign countries	0.00%	
Private equity and mutual funds that are organized in the United States <u>and</u> have their principal place of business in the U.S.	0.00%	United States
Private equity and mutual funds that are organized in a foreign country <u>or</u> have their principal place of business in a foreign country	0.00%	
Any investors that do not fall into one of the foregoing categories that are organized in the United States <u>and</u> have their principal place of business in the U.S.	5.30%	United States
Any investors that do not fall into one of the foregoing categories that are organized in a foreign country <u>or</u> have their principal place of business in a foreign country	85.49%	Channel Islands, The Netherlands, Canada, Cayman Islands , Finland, Germany, Ireland, Liechtenstein, Luxembourg, Norway, Panama, Switzerland, British Virgin Islands

**Attachment 2:
Investor Interests in the Apollo Funds**

APOLLO INVESTMENT FUND IV, L.P. (“AIF IV”)

All entities in the following chart are limited partners of AIF IV unless otherwise noted.

<i>Category of Investor</i>	<i>Number of Investors in Category</i>	<i>Aggregate % of Equity in Fund</i>	<i>Principal Place of Business Information</i>
U.S. General Partners of AIF IV	2	2.91%	(i) Country of organization: UNITED STATES; (ii) Citizenship of investment principals, officers, and directors: UNITED STATES; (iii) Location of world headquarters: UNITED STATES; (iv) Location of tangible properties: N/A; (v) Location of greatest sales and/or revenues: N/A.
Non-U.S. high net worth individuals	0	0.00%	
U.S. high net worth individuals	10	0.47%	
Government agencies (non-pension) of WTO member countries	0	0.00%	
U.S. banks, pension/ employee benefit plans, insurance companies	51	57.46%	
Non-U.S. banks, pension/ employee benefit plans, insurance companies	1	0.29%	Organized in Luxembourg.
U.S. foundations/ endowments/trusts	54	17.88%	
Non-U.S. foundations/ endowments/trusts	1	0.73%	Organized in the United Kingdom.
Other institutional investors with principal place of business in the U.S.	34	19.16%	U.S. other institutional investors include corporations, investment managers, and funds of funds. Apollo has reviewed the country of organization for each entity in this category and determined that each entity is organized in, and has a principal place of business in, the United States.
Other institutional investors with principal place of business in WTO-member countries	6	1.09%	Non-U.S. other institutional investors include corporations, investment managers, and funds of funds. Apollo has reviewed the country of organization for each entity in this category and determined that each entity is organized in, and has a principal place of business in, Ireland, British Virgin Islands, Cayman Islands, Netherlands, and Guernsey.

**Attachment 2:
Investor Interests in the Apollo Funds**

APOLLO OVERSEAS PARTNERS IV, L.P. (“AOP IV”)

All entities in the following chart are limited partners of AOP IV unless otherwise noted.

<i>Category of Investor</i>	<i>Number of Investors in Category</i>	<i>Aggregate % of Equity in Fund</i>	<i>Country of Organization/Principal Place of Business Information</i>
U.S. General Partners of AOP IV	2	0.27%	(i) Country of organization: UNITED STATES; (ii) Citizenship of investment principals, officers, and directors: UNITED STATES; (iii) Location of world headquarters: UNITED STATES; (iv) Location of tangible properties: N/A; (v) Location of greatest sales and/or revenues: N/A.
Non-U.S. high net worth individuals	0	0.00%	
U.S. high net worth individuals	0	0.00%	
Government agencies (non-pension) of WTO member countries	0	0.00%	
U.S. banks, pension/employee benefit plans, insurance companies	0	0.00%	
Non-U.S. banks, pension/employee benefit plans, insurance companies	5	39.07%	Organized in France and Cayman Islands.
U.S. foundations/endowments/trusts	0	0.00%	
Non-U.S. foundations/endowments/trusts	8	40.91%	Organized in British Virgin Islands and Cayman Islands.
Other institutional investors with principal place of business in the U.S.	0	0.00%	
Other institutional investors with principal place of business in WTO-member countries	3	19.75%	Non-U.S. other institutional investors include corporations, investment managers, and funds of funds. Apollo has reviewed the country of organization for each entity in this category and determined that each entity is organized in, and has a principal place of business in, the Netherlands, British Virgin Islands, and Cayman Islands.

**Attachment 2:
Investor Interests in the Apollo Funds**

AIF/RRRR LLC (“AIF”)

All entities in the following chart are passive members of AIF unless otherwise noted.

<i>Category of Investor</i>	<i>Number of Investors in Category</i>	<i>Aggregate % of Equity in Fund</i>	<i>Country of Organization/Principal Place of Business Information</i>
U.S. Apollo-affiliated entity	1	1.41%	(i) Country of organization: UNITED STATES; (ii) Citizenship of investment principals, officers, and directors: UNITED STATES; (iii) Location of world headquarters: UNITED STATES; (iv) Location of tangible properties: N/A; (v) Location of greatest sales and/or revenues: N/A.
Non-U.S. Apollo-affiliated entity	1	0.07%	(i) Country of organization: CAYMAN ISLANDS; (ii) Citizenship of investment principals, officers, and directors: UNITED STATES; (iii) Location of world headquarters: CAYMAN ISLANDS; (iv) Location of tangible properties: N/A; (v) Location of greatest sales and/or revenues: N/A.
Non-U.S. high net worth individuals	0	0.00%	
U.S. high net worth individuals	7	7.73%	
Government agencies (non-pension) of WTO member countries	0	0.00%	
U.S. banks, pension/employee benefit plans, insurance companies	2	65.48%	
Non-U.S. banks, pension/employee benefit plans, insurance companies	0	0.00%	
U.S. foundations/endowments/trusts	3	11.91%	
Non-U.S. foundations/endowments/trusts	0	0.00%	
Other institutional investors with principal place of business in the U.S.	3	13.39%	U.S. other institutional investors include corporations, investment managers, and funds of funds. Apollo has reviewed the country of organization for each entity in this category and determined that each entity is organized in, and has a principal place of business in, the United States.
Other institutional investors with principal place of business in WTO-member countries	0	0.00%	

**Attachment 2:
Investor Interests in the Apollo Funds**

ST/RRRR LLC (“ST/RRRR”)

All entities in the following chart are passive members of ST/RRRR unless otherwise noted.

<i>Category of Investor</i>	<i>Number of Investors in Category</i>	<i>Aggregate % of Equity in Fund</i>	<i>Country of Organization/Principal Place of Business Information</i>
U.S. Apollo-affiliated entity	1	4.09%	(i) Country of organization: UNITED STATES; (ii) Citizenship of investment principals, officers, and directors: UNITED STATES; (iii) Location of world headquarters: UNITED STATES; (iv) Location of tangible properties: N/A; (v) Location of greatest sales and/or revenues: N/A.
Non-U.S. Apollo-affiliated entity	1	0.22%	(i) Country of organization: CAYMAN ISLANDS; (ii) Citizenship of investment principals, officers, and directors: UNITED STATES; (iii) Location of world headquarters: CAYMAN ISLANDS; (iv) Location of tangible properties: N/A; (v) Location of greatest sales and/or revenues: N/A.
Non-U.S. high net worth individuals	0	0.00%	
U.S. high net worth individuals	6	22.40%	
Government agencies (non-pension) of WTO member countries	0	0.00%	
U.S. banks, pension/employee benefit plans, insurance companies	0	0.00%	
Non-U.S. banks, pension/employee benefit plans, insurance companies	0	0.00%	
U.S. foundations/endowments/trusts	4	51.74%	
Non-U.S. foundations/endowments/trusts	0	0.00%	
Other institutional investors with principal place of business in the U.S.	2	21.56%	U.S. other institutional investors include corporations, investment managers, and funds of funds. Apollo has reviewed the country of organization for each entity in this category and determined that each entity is organized in, and has a principal place of business in, the United States.
Other institutional investors with principal place of business in WTO-member countries	0	0.00%	

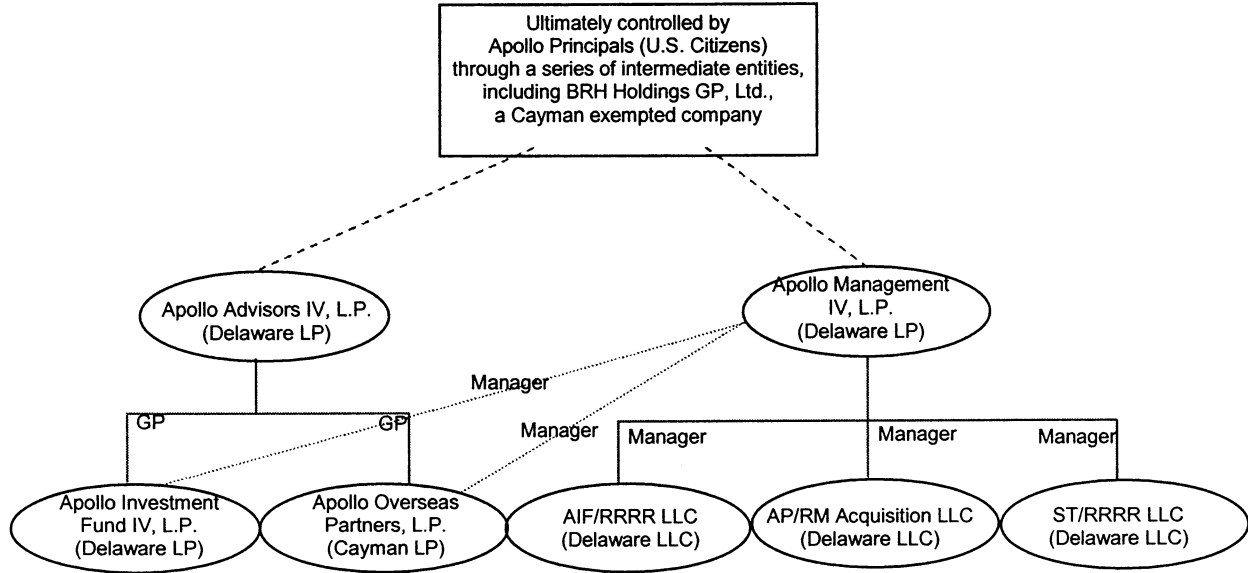
**Attachment 2:
Investor Interests in the Apollo Funds**

AP/RM ACQUISITION LLC (“AP/RM”)

All entities in the following chart are passive members of AP/RM unless otherwise noted.

<i>Category of Investor</i>	<i>Number of Investors in Category</i>	<i>Aggregate % of Equity in Fund</i>	<i>Country of Organization/Principal Place of Business Information</i>
U.S. Members of AP/RM	1	94.91%	(i) Country of organization: UNITED STATES; (ii) Citizenship of investment principals, officers, and directors: UNITED STATES; (iii) Location of world headquarters: UNITED STATES; (iv) Location of tangible properties: N/A; (v) Location of greatest sales and/or revenues: N/A.
Non-U.S. Members of AP/RM	1	5.09%	(i) Country of organization: CAYMAN ISLANDS; (ii) Citizenship of investment principals, officers, and directors: UNITED STATES; (iii) Location of world headquarters: CAYMAN ISLANDS; (iv) Location of tangible properties: N/A; (v) Location of greatest sales and/or revenues: N/A.
Non-U.S. high net worth individuals	0	0.00%	
U.S. high net worth individuals	0	0.00%	
Government agencies (non-pension) of WTO member countries	0	0.00%	
U.S. banks, pension/ employee benefit plans, insurance companies	0	0.00%	
Non-U.S. banks, pension/ employee benefit plans, insurance companies	0	0.00%	
U.S. foundations/ endowments/trusts	0	0.00%	
Non-U.S. foundations/ endowments/trusts	0	0.00%	
Other institutional investors with principal place of business in the U.S.	0	0.00%	
Other institutional investors with principal place of business in WTO-member countries	0	0.00%	

**Attachment 3:
Control Structure of the Apollo Funds**



**Attachment 4:
Investor Interests of Former MSV Minority Investors**

<i>MSV MINORITY INVESTOR II</i>		
<i>Category of Investor</i>	<i>Aggregate % Equity</i>	<i>Country of Citizenship/Country of Organization/ Principal Place of Business of Beneficial Owner of Equity Interest</i>
Individuals that are citizens of the United States, banks, insurance companies, pension plans and foundations/ endowments organized in the United States <u>and</u> controlled by U.S. citizens, private equity and mutual funds that are organized in the United States <u>and</u> have their principal place of business in the U.S., or any investors that do not fall into one of the foregoing categories that are organized in a foreign country <u>or</u> have their principal place of business in a foreign country	100%	United States

**Attachment 5:
Investor Interests of Former MSV Minority Investors**

MSV MINORITY INVESTOR III		
<i>Category of Investor</i>	<i>Aggregate % Equity</i>	<i>Country of Citizenship/Country of Organization/ Principal Place of Business of Beneficial Owner of Equity Interest</i>
Individuals that are citizens of the United States, banks, insurance companies, pension plans and foundations/ endowments organized in the United States <u>and</u> controlled by U.S. citizens, private equity and mutual funds that are organized in the United States <u>and</u> have their principal place of business in the U.S., and investors that do not fall into one of the preceding categories that are organized in the United States <u>and</u> have their principal place of business in the U.S.	93.15%	United States
Banks and insurance companies, controlled by foreign citizens <u>or</u> organized in foreign countries, private equity and mutual funds that are organized in a foreign country <u>or</u> have their principal place of business in a foreign country, and investors that do not fall into one of the preceding categories that are organized in a foreign country <u>or</u> have their principal place of business in a foreign country	6.85%	Unknown – Assumed to be non-WTO countries for purposes of the analysis

**Attachment 6:
Investor Interests of Former MSV Minority Investors**

MSV MINORITY INVESTOR IV		
<i>Category of Investor</i>	<i>Aggregate % Equity</i>	<i>Country of Citizenship/Country of Organization/ Principal Place of Business of Beneficial Owner of Equity Interest</i>
Individuals that are citizens of the United States		
Individuals that are citizens of foreign countries		
Banks, insurance companies, pension plans and foundations/ endowments organized in the United States <u>and</u> controlled by U.S. citizens		
Banks, insurance companies, pension plans and foundations/ endowments controlled by foreign citizens <u>or</u> organized in foreign countries		
Private equity and mutual funds that are organized in the United States <u>and</u> have their principal place of business in the U.S.		
Private equity and mutual funds that are organized in a foreign country <u>or</u> have their principal place of business in a foreign country		
Any investors that do not fall into one of the foregoing categories that are organized in the United States <u>and</u> have their principal place of business in the U.S.	100%	United States
Any investors that do not fall into one of the foregoing categories that are organized in a foreign country <u>or</u> have their principal place of business in a foreign country		

**Attachment 7(a)
Foreign Ownership in SkyTerra by the SkyTerra Shareholders**

SkyTerra Shareholder	Place of Org./ Type of Entity	Equity Interest in SkyTerra			Foreign			WTO			Non-WTO		
		Equity Interest in SkyTerra	Voting Interest in SkyTerra	Equity Interest in SkyTerra	Equity Interest in SkyTerra	Voting Interest in SkyTerra	Equity Interest in SkyTerra	Equity Interest in SkyTerra	Voting Interest in SkyTerra	Equity Interest in SkyTerra	Equity Interest in SkyTerra	Voting Interest in SkyTerra	
Apollo Investment Fund IV, L.P.	Delaware LP	12.99%	23.70%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	
Apollo Overseas Partners IV, L.P.	Cayman Islands LP	0.66%	1.22%	0.66%	1.22%	0.00%	0.66%	1.22%	0.00%	0.00%	0.00%	0.00%	
AIF IV/RRR LLC	Delaware LP	1.31%	3.03%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	
AP/RRM Acquisition LLC	Delaware LP	0.46%	1.40%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	
ST/RRRR LLC	Delaware LP	0.58%	0.88%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	
Harbinger Capital Partners Masters Fund I, Ltd.	Cayman Islands Exempted Company	4.55%	13.76%	4.55%	13.76%	0.00%	4.55%	13.76%	0.00%	0.00%	0.00%	0.00%	
Harbinger Capital Partners Special Fund, L.P.	Delaware LP	1.61%	4.86%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	
Former MSV Investor I	Cayman Islands Exempted Company	1.01%	3.05%	1.01%	3.05%	0.00%	1.01%	3.05%	0.00%	0.00%	0.00%	0.00%	
Former MSV Investor II	U.S. Investment Fund	0.97%	2.93%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	
Former MSV Investor III	U.S. Investment Fund	1.01%	3.05%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	
Former MSV Investor IV	U.S. LLC	0.39%	1.17%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	
Former MSV Investor V	U.S. Corporation	0.10%	0.30%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	
Former MSV Investor VI	U.S. Citizens	0.11%	0.32%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	
Columbia Capital Equity Partners III (QP), L.P.	Delaware LP	2.92%	8.85%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	
Columbia Capital Equity Partners III (Cayman), L.P.	Cayman Islands LP	1.61%	4.86%	1.61%	4.86%	0.00%	1.61%	4.86%	0.00%	0.00%	0.00%	0.00%	
Columbia Capital Equity Partners III (AI), L.P.	Delaware LP	0.16%	0.49%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	
Columbia Capital Investors III, LLC	Delaware LLC	0.72%	2.18%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	
Columbia Capital Employee Investors III, LLC	Delaware LLC	0.01%	0.03%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	
Spectrum Equity Investors IV, LP	Delaware LP	0.73%	2.22%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	
Spectrum Equity Investors Parallel IV, LP	Delaware LP	0.00%	0.01%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	
Spectrum Equity IV Investment Managers, LP	Delaware LP	0.01%	0.03%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	
TerreStar Corp. (through Motient Venture Holdings)	Delaware Corporation	38.94%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	
BCE, Inc.	Canadian Corporation	22.00%	0.00%	22.00%	0.00%	0.00%	22.00%	0.00%	0.00%	0.00%	0.00%	0.00%	

**Attachment 7(a)
Foreign Ownership in SkyTerra by the SkyTerra Shareholders**

SkyTerra Shareholder	Place of Org./ Type of Entity	Foreign		WTO		Non-WTO	
		Equity Interest in SkyTerra	Voting Interest in SkyTerra	Equity Interest in SkyTerra	Voting Interest in SkyTerra	Equity Interest in SkyTerra	Voting Interest in SkyTerra
Other U.S. Shareholders	U.S.	5.73%	17.34%	0.00%	0.00%	0.00%	0.00%
Other Foreign Shareholders	Foreign Jurisdictions	1.43%	4.33%	1.43%	4.32%	0.00%	0.01%
Totals		100.00%	100.00%	31.25%	27.20%	0.00%	0.01%

**Attachment 7(b)
Foreign Ownership in SkyTerra through the SkyTerra Shareholders***

SkyTerra Shareholder	Equity Interest in SkyTerra	Voting Interest in SkyTerra	Foreign LPs or SH	Non-WTO LPs or SHs	Foreign Equity Interest in SkyTerra	Foreign Voting Interest in SkyTerra	WTO Equity Interest in SkyTerra	WTO Voting Interest in SkyTerra	Non-WTO Equity Interest in SkyTerra	Non-WTO Voting Interest in SkyTerra
Apollo Investment Fund IV, L.P.	12.99%	23.70%	2.12%	0.00%	0.28%	0.50%	0.28%	0.50%	0.00%	0.00%
Apollo Overseas Partners IV, L.P.	0.66%	1.22%	99.73%	0.00%	0.66%	1.21%	0.66%	1.21%	0.00%	0.00%
AIF IV/RRR LLC	1.31%	3.03%	0.07%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
AP/IRM Acquisition LLC	0.46%	1.40%	5.09%	0.00%	0.02%	0.07%	0.02%	0.07%	0.00%	0.00%
ST/RRRR LLC	0.58%	0.88%	0.22%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
Harbinger Capital Partners Masters Fund I, Ltd.**	4.55%	13.76%	83.00%	0.00%	3.77%	13.76%	3.77%	13.76%	0.00%	0.00%
Harbinger Capital Partners Special Fund, L.P.***	1.61%	4.86%	69.09%	0.00%	1.11%	3.36%	1.11%	3.36%	0.00%	0.00%
Former MSV Investor I****	1.01%	3.05%	42.51%	100.00%	0.43%	1.30%	0.00%	0.00%	0.43%	1.30%
Former MSV Investor II****	0.97%	2.93%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
Former MSV Investor III****	1.01%	3.05%	6.85%	100.00%	0.07%	0.21%	0.00%	0.00%	0.07%	0.21%
Former MSV Investor IV****	0.39%	1.17%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
Former MSV Investor V	0.10%	0.30%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
Former MSV Investor VI	0.11%	0.32%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
Columbia Capital Equity Partners III (QP), L.P.	2.92%	8.85%	1.56%	0.00%	0.05%	0.14%	0.05%	0.14%	0.00%	0.00%
Columbia Capital Equity Partners III (Cayman), L.P.	1.61%	4.86%	45.28%	0.00%	0.73%	2.20%	0.73%	2.20%	0.00%	0.00%
Columbia Capital Equity Partners III (AI), L.P.	0.16%	0.49%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
Columbia Capital Investors III, LLC	0.72%	2.18%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
Columbia Capital Employee Investors III, LLC	0.01%	0.03%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
Spectrum Equity Investors IV, LP	0.73%	2.22%	19.99%	0.00%	0.15%	0.44%	0.15%	0.44%	0.00%	0.00%
Spectrum Equity Investors Parallel IV, LP	0.00%	0.01%	2.07%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%

**Attachment 7(b)
Foreign Ownership in SkyTerra through the SkyTerra Shareholders***

SkyTerra Shareholder	Equity Interest in SkyTerra	Voting Interest in SkyTerra	Foreign LPs or SH	Non-WTO LPs or SHs	Foreign Equity Interest in SkyTerra	Foreign Voting Interest in SkyTerra	WTO Equity Interest in SkyTerra	WTO Voting Interest in SkyTerra	Non-WTO Equity Interest in SkyTerra	Non-WTO Voting Interest in SkyTerra
Spectrum Equity IV Investment Managers, LP	0.01%	0.03%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
TerreStar (through Motient Venture Holdings)*****	38.94%	0.00%	18.50%	10.80%	7.20%	0.00%	3.00%	0.00%	4.21%	0.00%
BCE, Inc.	22.00%	0.00%	0.10%	0.00%	0.02%	0.00%	0.02%	0.00%	0.00%	0.00%
Other U.S. Shareholders	5.73%	17.34%	0.00%	0.00%	N/A	N/A	0.00%	0.00%	N/A	N/A
Other Foreign Shareholders	1.43%	4.33%	100.00%	100.00%	N/A	N/A	0.00%	0.00%	N/A	N/A
Totals	100.00%	100.00%			14.48%	23.19%	9.78%	21.69%	4.70%	1.50%

Notes:

* To determine the level of foreign ownership held through the SkyTerra shareholders, Petitioners used the multiplier except as explained herein.

** Harbinger Capital Partners Offshore Fund I, Ltd., a Cayman Islands exempted corporation ("Offshore Fund") holds approximately 83% of the voting shares of Harbinger Capital Partners Master Fund I, Ltd. ("Master Fund") and thus is the controlling entity of Master Fund, which holds a 4.55% equity and 13.76% voting interest in SkyTerra. Accordingly, Petitioners have not applied the multiplier to determine the foreign ownership held through Offshore Fund. Non-U.S. individuals and entities holding interests in Offshore Fund hold approximately 90.67% of the interest in Offshore Fund. U.S. individuals and entities of Offshore Fund hold the remaining 9.33% of the interests in Offshore Fund. Thus, the non-U.S. individuals and entities holding interests in Offshore Fund hold indirectly 3.42% of the equity (90.67% x 83% x 4.55%) and 13.76% of the voting in SkyTerra. (The multiplier was not used to calculate the foreign voting interest in SkyTerra through the non-U.S. individuals and entities holding interests in Offshore Fund because such individuals collectively hold more than 50% of the interests in Offshore Fund. No single investor holds more than 50% of the interests in Offshore Fund.) Therefore, the non-U.S. individuals and entities holding interests in Offshore Fund are deemed to hold a 13.76% voting interest in Master Fund for purposes of this analysis. Petitioners seek approval for the non-U.S. individuals and entities holding interests in Offshore Fund.

*** The sole non-limited U.S. limited partner of Harbinger Capital Partners Special Situation Fund, L.P. ("Special Fund"), a Cayman Islands limited partnership ("Cayman LP"), holds approximately 69.09% of the equity of Special Fund (Special Fund holds 1.61% of the equity and 4.86% of the voting interests in SkyTerra). Non-U.S. limited partners of Cayman LP hold approximately 85.49% of the equity of Cayman LP. Thus, the non-U.S. limited partners of Cayman LP hold indirectly 1.0% of the equity (85.49% x 69.09% x 1.61%) and 2.87% (85.49% x 69.09% x 4.86%) of the voting interests in SkyTerra. Petitioners seek approval for the foreign ownership through the non-U.S. limited partners of Cayman LP.

**** Consistent with Commission precedent, in preparing the foreign ownership analysis set forth herein, because Petitioners do not have adequate information to determine the citizenship of the limited partners of the Former MSV Minority Investors, Petitioners have ascribed the equity interests held by these limited partners to non-WTO Member Countries.

***** The foreign ownership of Motient is as of March 2007.

**Attachment 8(a)
Foreign Ownership in MSV by the SkyTerra Shareholders**

SkyTerra Shareholder	Place of Org./ Type of Entity	Foreign Equity Interest in MSV	Foreign Voting Interest in MSV	WTO Equity Interest in MSV	WTO Voting Interest in MSV	Non-WTO Equity Interest in MSV	Non-WTO Voting Interest in MSV
Apollo Investment Fund IV, L.P.	Delaware Limited Partnership	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
Apollo Overseas Partners IV, L.P.	Cayman Islands Limited Partnership	0.63%	1.22%	0.63%	1.22%	0.00%	0.00%
AIF IV/RRR LLC	Delaware Limited Partnership	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
AP/RM Acquisition LLC	Delaware Limited Partnership	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
ST/RRRR LLC	Delaware Limited Partnership	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
Harbinger Capital Partners Masters Fund I, Ltd.	Cayman Islands Exempted Company	4.32%	13.76%	4.32%	13.76%	0.00%	0.00%
Harbinger Capital Partners Special Fund, L.P.	Delaware Limited Partnership	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
Former MSV Investor I	Cayman Islands Exempted Company	0.96%	3.05%	0.96%	3.05%	0.00%	0.00%
Former MSV Investor II	U.S. Investment Fund	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
Former MSV Investor III	U.S. Investment Fund	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
Former MSV Investor IV	U.S. Limited Liability Company	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
Former MSV Investor V	U.S. Corporation	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
Former MSV Investor VI	U.S. Citizen	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
Former MSV Investor VII	U.S. Citizen	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
Columbia Capital Equity Partners III (QP), L.P.	Delaware Limited Partnership	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
Columbia Capital Equity Partners III (Cayman), L.P.	Cayman Islands Limited Partnership	1.53%	4.86%	1.53%	4.86%	0.00%	0.00%
Columbia Capital Equity Partners III (AI), L.P.	Delaware Limited Partnership	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
Columbia Capital Investors III, LLC	Delaware Limited Liability Company	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
Columbia Capital Employee Investors III, LLC	Delaware Limited Liability Company	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
Spectrum Equity Investors IV, LP	Delaware Limited Partnership	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
Spectrum Equity Investors Parallel IV, LP	Delaware Limited Partnership	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
Spectrum Equity IV Investment Managers, LP	Delaware Limited Partnership	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
TerreStar Shareholders	N/A	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
BCE, Inc.	Canadian Corporation	20.92%	0.00%	20.92%	0.00%	0.00%	0.00%
Other U.S. Shareholders	U.S.	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
Other Foreign Shareholders	Foreign Jurisdictions	1.36%	4.33%	1.36%	4.32%	0.00%	0.01%
Totals		29.71%	27.21%	29.71%	27.20%	0.00%	0.01%

Attachment 8(b)
Foreign Ownership in MSV through the SkyTerra Shareholders

SkyTerra Shareholder	Foreign Equity Interest in MSV	Foreign Voting Interest in MSV	WTO Equity Interest in MSV	WTO Voting Interest in MSV	Non-WTO Equity Interest in MSV	Non-WTO Voting Interest in MSV
Apollo Investment Fund IV, L.P.	0.26%	0.50%	0.26%	0.50%	0.00%	0.00%
Apollo Overseas Partners IV, L.P.	0.63%	1.21%	0.63%	1.21%	0.00%	0.00%
AIF IV/RRR LLC	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
AP/IRM Acquisition LLC	0.02%	0.07%	0.02%	0.07%	0.00%	0.00%
ST/RRRR LLC	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
Harbinger Capital Partners Masters Fund I, Ltd.	3.59%	13.76%	3.59%	13.76%	0.00%	0.00%
Harbinger Capital Partners Special Fund, L.P.	1.05%	3.36%	1.05%	3.36%	0.00%	0.00%
Former MSV Investor I	0.41%	1.30%	0.00%	0.00%	0.41%	1.30%
Former MSV Investor II	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
Former MSV Investor III	0.07%	0.21%	0.00%	0.00%	0.07%	0.21%
Former MSV Investor IV	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
Former MSV Investor V	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
Former MSV Investor VI	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
Former MSV Investor VII	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
Columbia Capital Equity Partners III (QP), L.P.	0.04%	0.14%	0.04%	0.14%	0.00%	0.00%
Columbia Capital Equity Partners III (Cayman), L.P.	0.69%	2.20%	0.69%	2.20%	0.00%	0.00%
Columbia Capital Equity Partners III (AI), L.P.	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
Columbia Capital Investors III, LLC	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
Columbia Capital Employee Investors III, LLC	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
Spectrum Equity Investors IV, LP	0.14%	0.44%	0.14%	0.44%	0.00%	0.00%
Spectrum Equity Investors Parallell IV, LP	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
Spectrum Equity IV Investment Managers, LP	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
TerreStar (through Motient Venture Holdings)	6.85%	0.00%	2.85%	0.00%	4.00%	0.00%
BCE, Inc.	0.02%	0.00%	0.02%	0.00%	0.00%	0.00%
Other U.S. Shareholders	N/A	N/A	N/A	N/A	N/A	N/A
Other Foreign Shareholders	N/A	N/A	N/A	N/A	N/A	N/A
Totals	13.77%	23.19%	9.30%	21.68%	4.47%	1.50%

Notes:
See notes to Attachment 4(b)