

COPY

January 25, 2007

VIA MESSENGER

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

FILED/ACCEPTED

JAN 25 2008

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 amendment (“Amendment”) to the pending joint request for a declaratory ruling (“Petition”), as supplemented on October 5, 2007 (“October Supplement”), November 6, 2007, and November 26, 2007, 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).¹

Specifically, this Amendment provides updated information regarding the ownership of SkyTerra and amends Petitioners’ request for declaratory ruling accordingly. In addition, this Amendment recalculates the indirect foreign ownership interests in SkyTerra held by the Harbinger Funds (as defined in the Petition) through their interests in TerreStar Corporation (formerly known as Motient Corporation) (“TerreStar”).² Finally, this Amendment amends Attachment A to the Petition in response to an informal staff request.

¹ On January 11, 2008, Harbinger Capital Partners Master Fund I, Ltd. and Harbinger Capital Partners Special Situations Fund, L.P. (collectively, “Harbinger”), shareholders of SkyTerra, filed a Petition for Expedited Action for Declaratory Ruling Under Section 310(b) of the Communications Act of 1934, as Amended (“Harbinger Request”). The Harbinger Request, which was subsequently amended on January 16 and 17, seeks Commission approval to increase foreign ownership in MSV through SkyTerra based on an anticipated purchase of SkyTerra stock by Harbinger. This Amendment provides information regarding the current foreign ownership composition of SkyTerra and MSV, and does not address Harbinger’s prospective purchase of SkyTerra stock, which is the subject of the Harbinger Request.

² Petitioners have recently learned that the information regarding the foreign ownership of TerreStar set forth in the Petition, as amended by the October Supplement, did not include the foreign ownership interests in TerreStar held by the Harbinger Funds. The information regarding the foreign ownership of TerreStar set forth in Amended Attachments 7(a), 7(b), 8(a) and 8(b) hereto now includes the foreign ownership interests in TerreStar held by the Harbinger Funds.

I. CHANGES IN OWNERSHIP OF MSV AND SKYTERRA³

On November 30, 2007, Motient Venture Holdings, Inc., a wholly-owned subsidiary of TerreStar, exercised an option to acquire additional non-voting shares of SkyTerra's non-voting common stock in exchange for the equity interests in MSV held by TerreStar and its subsidiaries. As a result of this transaction, SkyTerra now holds approximately 99.29% of the equity interests in MSV.⁴ In addition, as a result of this transaction, the total number of outstanding shares of SkyTerra stock has increased.

In addition to the TerreStar transaction, this Amendment is being filed with the Commission to update ownership information based on two other ownership changes that affect the ownership composition of SkyTerra. First, Harbinger Capital Partners Masters Fund I, Ltd. ("Master Fund") has purchased additional voting shares of SkyTerra stock on the open market. SkyTerra cannot state with certainty whether the shares were purchased from U.S. or foreign shareholders because Master Fund purchased the additional shares on the open market. Accordingly, for purposes of this foreign ownership analysis, SkyTerra assumed that Master Fund purchased the shares from U.S. individuals or entities.

Second, BCE, Inc. ("BCE"), which holds non-voting SkyTerra stock, has sold a small percentage of its non-voting SkyTerra stock on the open market, at which time the non-voting stock converted to voting stock. SkyTerra cannot state with certainty whether the shares were sold to U.S. or foreign shareholders because BCE sold the additional shares on the open market. Accordingly, for purposes of this foreign ownership analysis, SkyTerra assumed that BCE sold the shares to foreign individuals or entities.

II. AMENDED REQUEST FOR DECLARATORY RULING⁵

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) TerreStar to hold directly up to and including a 0.83% foreign equity and 0.77% foreign voting interest in MSV ("Request B"); 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 ("Request C").

³ Because SkyTerra is a publicly-traded company, it generally does not have the ability to pre-approve the purchase or sale of its stock on the open market. To the extent SkyTerra determines that any purchase or sale of its outstanding stock changes its foreign ownership composition (as set forth Amended Attachments 7(a), 7(b), 8(a) and 8(b) hereto) SkyTerra will amend the Petition to provide the Commission with such updated ownership information.

⁴ SkyTerra continues to hold 100% of the voting interests in MSV.

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.

In the October Supplement, Petitioners amended Request A to request approval 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 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 requested a declaratory ruling that it is in the public interest for BRH Holdings GP, Ltd. to hold up to and including an 30.21% foreign voting interest in MSV through its indirect interest in SkyTerra (“Request D”).

Based on the ownership changes described herein, Petitioners further amend Request A to request approval to have foreign ownership (a) *by* certain SkyTerra shareholders up to and including an aggregate 7.52% foreign equity and 22.84% foreign voting interests in MSV through their aggregate interests of 7.57% foreign equity and 22.84% foreign voting interests in SkyTerra⁸ and (b) *through* the foreign limited partners and shareholders of certain SkyTerra shareholders up to and including an aggregate 25.30% foreign equity and 21.72% foreign voting interests in MSV through their aggregate interests of 25.48% foreign equity and 21.72% foreign voting interests in SkyTerra.⁹ In addition, Petitioners amend Request D to request a declaratory ruling that it is in the public interest for BRH Holdings GP, Ltd. to hold up to and including an 29.84% foreign voting interest in MSV through its indirect interest in SkyTerra.¹⁰

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

⁹ 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.

¹⁰ Petitioners do not seek to amend Request C in any manner. Because TerreStar no longer holds a direct interest in MSV, Petitioners hereby withdraw Request B, which sought approval for TerreStar to hold directly up to and including a 0.83% foreign equity and 0.77% foreign voting interest in MSV.

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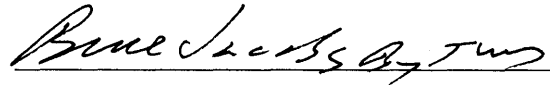
Amended Attachments 7(a) and 7(b) summarize the foreign ownership in SkyTerra *by* and *through* the shareholders of SkyTerra.¹¹ Amended Attachments 8(a) and 8(b) summarize the foreign ownership in MSV *by* and *through* the shareholders of SkyTerra.¹²

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

Sincerely,



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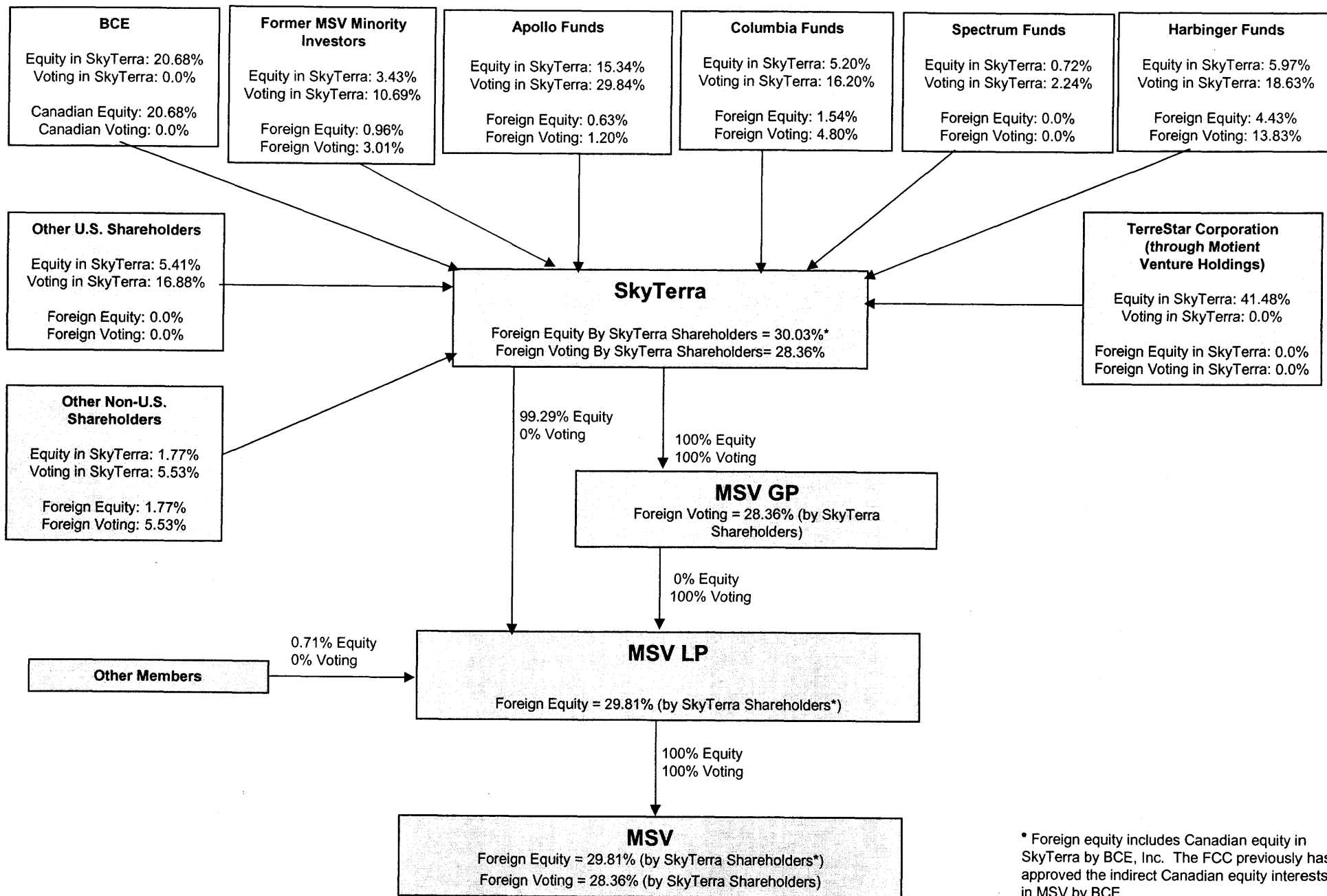
Enclosures

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

¹¹ Amended Attachments 7(a) and 7(b), included herewith, amend Attachments 7(a) and 7(b) to the October Supplement to reflect the current ownership of SkyTerra.

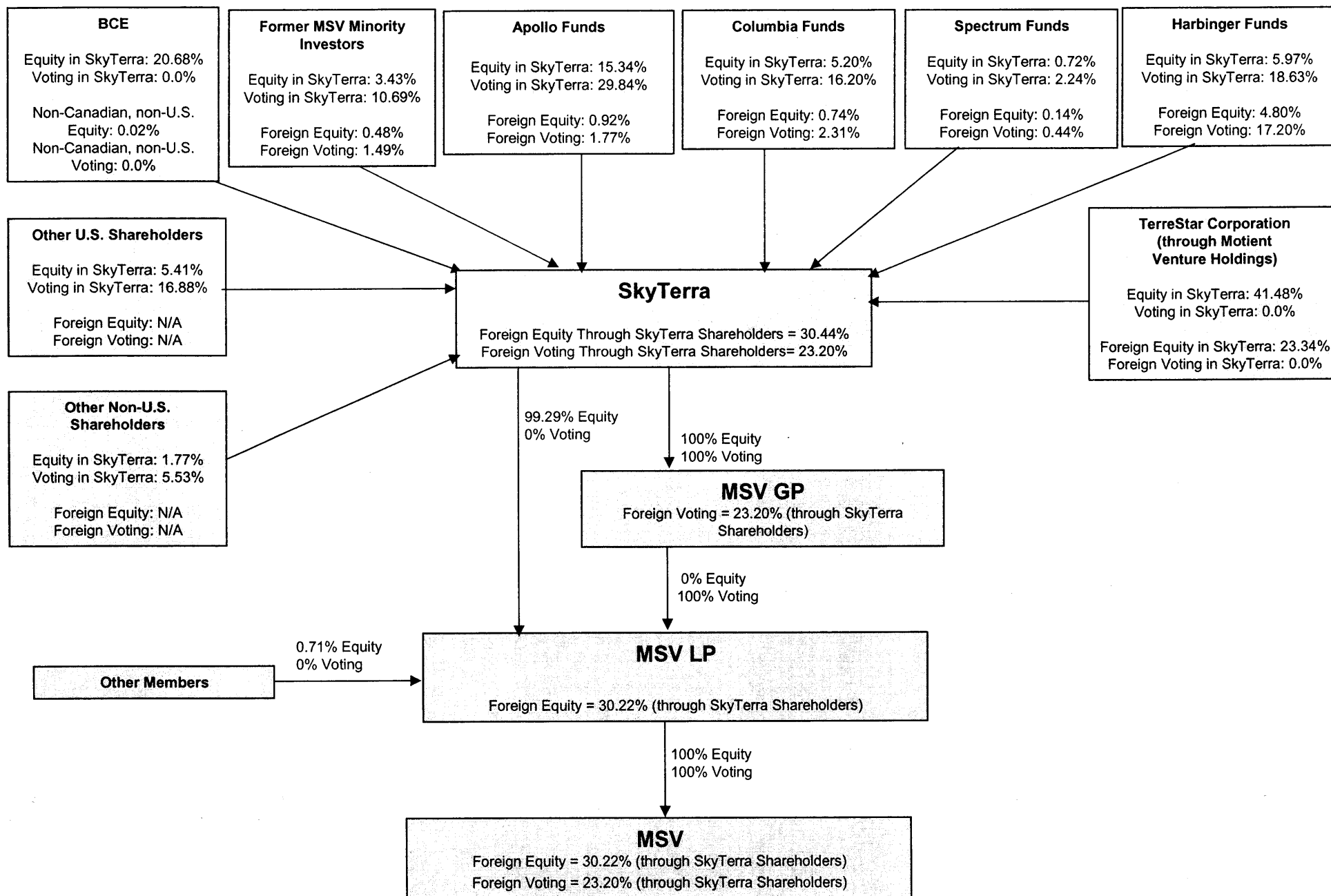
¹² Amended Attachments 8(a) and 8(b), included herewith, amend Attachments 8(a) and (b) to the October Supplement to reflect the current ownership of MSV.

Attachment A: Foreign Ownership of MSV by the SkyTerra Shareholders



* Foreign equity includes Canadian equity in SkyTerra by BCE, Inc. The FCC previously has approved the indirect Canadian equity interests in MSV by BCE.

Attachment A: Foreign Ownership of MSV through the SkyTerra Shareholders



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

SkyTerra Shareholder	Place of Org./ Type of Entity	Equity Interest in SkyTerra	Voting Interest in SkyTerra	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
Other Foreign Shareholders	Foreign Jurisdictions	1.77%	5.53%	1.77%	5.53%	1.77%	5.50%	0.00%	0.01%
Totals		100.00%	100.00%	30.03%	28.36%	30.02%	28.34%	0.00%	0.01%

Amended 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.	12.45%	23.40%	2.12%	0.00%	0.26%	0.50%	0.26%	0.50%	0.00%	0.00%
Apollo Overseas Partners IV, L.P.	0.63%	1.20%	99.73%	0.00%	0.63%	1.20%	0.63%	1.20%	0.00%	0.00%
AIF IV/RRR LLC	1.25%	2.99%	0.07%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
AP/RM Acquisition LLC	0.44%	1.38%	5.09%	0.00%	0.02%	0.07%	0.02%	0.07%	0.00%	0.00%
ST/RRRR LLC	0.56%	0.87%	0.22%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
Harbinger Capital Partners Masters Fund I, Ltd.**	4.43%	13.83%	83.90%	0.00%	3.72%	13.83%	3.72%	13.83%	0.00%	0.00%
Harbinger Capital Partners Special Fund, L.P.***	1.54%	4.80%	70.26%	0.00%	1.08%	3.37%	1.08%	3.37%	0.00%	0.00%
Former MSV Investor I****	0.96%	3.01%	42.51%	100.00%	0.41%	1.28%	0.00%	0.00%	0.41%	1.28%
Former MSV Investor II****	0.93%	2.90%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
Former MSV Investor III****	0.96%	3.01%	6.85%	100.00%	0.07%	0.21%	0.00%	0.00%	0.07%	0.21%
Former MSV Investor IV****	0.37%	1.16%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
Former MSV Investor V	0.09%	0.30%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
Former MSV Investor VI	0.10%	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.	2.80%	8.74%	1.56%	0.00%	0.04%	0.14%	0.04%	0.14%	0.00%	0.00%
Columbia Capital Equity Partners III (Cayman), L.P.	1.54%	4.80%	45.28%	0.00%	0.70%	2.17%	0.70%	2.17%	0.00%	0.00%
Columbia Capital Equity Partners III (AI), L.P.	0.15%	0.48%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
Columbia Capital Investors III, LLC	0.69%	2.16%	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	0.70%	2.20%	19.99%	0.00%	0.14%	0.44%	0.14%	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%
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)*****	41.48%	0.00%	56.26%	10.80%	23.34%	0.00%	18.86%	0.00%	4.48%	0.00%

Amended 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
BCE, Inc.	20.68%	0.00%	0.10%	0.00%	0.02%	0.00%	0.02%	0.00%	0.00%	0.00%
Other U.S. Shareholders	5.41%	16.88%	0.00%	0.00%	N/A	N/A	N/A	N/A	N/A	N/A
Other Foreign Shareholders	1.77%	5.53%	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Totals	100.00%	100.00%			30.44%	23.20%	25.48%	21.72%	4.96%	1.49%

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 83.90% 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 4.43% equity and 13.83% 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 3.37% of the equity (90.67% x 83.90% x 4.43%) and 13.83% 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. 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 13.83% voting interest in Master Fund for purposes of this analysis.

Non-U.S. individuals and entities from the Bahamas hold approximately 0.49% of the limited partnership interests in Offshore Fund. Thus, the non-U.S., non-WTO individuals and entities holding interests in Offshore Fund hold indirectly 0.02% of the equity (0.49% x 83.90% x 4.43%) and 0.06% of the voting (0.49% x 83.90% x 13.83%) in SkyTerra. (The multiplier was used the foreign voting interest in SkyTerra through the non-U.S. individuals and entities from non-WTO countries because such individuals hold less than 50% of the interests in Offshore Fund).

Non-U.S. individuals and entities from WTO member countries hold approximately 90.18% of the limited partnership interests in Offshore Fund. Thus, the non-U.S., WTO individuals and entities holding interests in Offshore Fund hold indirectly 3.35% of the equity (90.18% x 83.90% x 4.43%) and 13.83% of the voting interests in SkyTerra. (The multiplier was not used the foreign voting interest in SkyTerra through the non-U.S. individuals and entities from WTO member countries because such individuals hold more than 50% of the interests in Offshore Fund. No single investor from a WTO country holds more than 50% of the interests in Offshore Fund). Petitioners seek approval for these non-U.S., WTO individuals and entities holding interests in Offshore Fund.

*** The sole non-U.S. limited partner of Harbinger Capital Partners Special Situation Fund, L.P. ("Special Fund"), a Cayman Islands limited partnership ("Cayman LP"), holds approximately 70.26% of the equity of Special Fund (Special Fund holds 1.54% of the equity and 4.80% 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 0.92%

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

of the equity ($85.49\% \times 70.26\% \times 1.54\%$) and 2.88% ($85.49\% \times 70.26\% \times 4.80\%$) 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 56.26% foreign ownership of TerreStar is calculated as follows: (i) 18.5% foreign ownership (excluding Harbinger) + (ii) 30% foreign ownership by Master Fund + (iii) 7.76% foreign ownership by Special Fund (Special Fund's direct 11.05% interest in TerreStar x 70.26% foreign ownership of Special Fund). The information regarding the foreign ownership of TerreStar (excluding Harbinger) is as of March 2007.

**** The foreign ownership calculations for TerreStar set forth above do not include the foreign ownership interests through Master Fund, *i.e.*, the foreign ownership of Offshore Fund. Non-U.S. individuals and entities holding interests in Offshore Fund hold approximately 90.67% of the interest in Offshore Fund; approximately 0.49% of these interests are held by non-U.S. individuals or entities from the Bahamas, a non-WTO member country. Non-U.S. individuals and entities holding interests in Offshore Fund hold indirectly a 22.82% ($90.67\% \times 83.90\% \times 30\%$) interest in TerreStar. Non-U.S. individuals and entities from the Bahamas holding interests in Offshore Fund hold indirectly a 0.12% ($0.49\% \times 83.90\% \times 30\%$) interest in TerreStar. Non-U.S. individuals and entities from WTO member countries holding interests in Offshore Fund hold indirectly a 22.70% ($90.18\% \times 83.90\% \times 30\%$) interest in TerreStar. Petitioners seek approval for these non-U.S., WTO individuals and entities holding indirect interests in TerreStar through Offshore Fund.

Amended 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
TerreStar Corp. (through Motient Venture Holdings)	Delaware Corporation	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
BCE, Inc.	Canadian Corporation	20.54%	0.00%	20.54%	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	1.76%	5.53%	1.76%	5.50%	0.00%	0.01%
Totals		29.81%	28.36%	29.81%	28.34%	0.00%	0.01%

Amended 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%	1.20%	0.63%	1.20%	0.00%	0.00%
AIF IV/RRR LLC	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
AP/RM 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.	3.69%	13.83%	3.69%	13.83%	0.00%	0.00%
Harbinger Capital Partners Special Fund, L.P.	1.07%	3.37%	1.07%	3.37%	0.00%	0.00%
Former MSV Investor I	0.41%	1.28%	0.00%	0.00%	0.41%	1.28%
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%
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%	2.17%	0.69%	2.17%	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 Parallel 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)	23.17%	0.00%	18.72%	0.00%	4.45%	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	30.22%	23.20%	25.30%	21.72%	4.92%	1.49%

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

Notes:
See notes to Attachment 7(b)