

August 22, 2006

VIA ECFS

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

**Re: Application for Authority to Transfer Control of Mobile Satellite Ventures
Subsidiary LLC from Motient Corporation and subsidiaries to SkyTerra
Communications, Inc.
WC Docket No. 06-106**

**IBFS File Nos. SAT-T/C-20060517-00062; ITC-T/C-20060518-00283; SES-T/C-
20060517-000828; SES-T/C-20060517-000829
OET File No. 0020-EX-TC-2006**

Dear Ms. Dortch:

SkyTerra Communications, Inc. (“SkyTerra”) and Motient Corporation and subsidiaries (“Motient” and, together with SkyTerra, the “Applicants”), by their attorneys, hereby submit this supplement to the above-referenced application (“Application”) to transfer control of Mobile Satellite Ventures Subsidiary LLC (“MSV”) from Motient to SkyTerra. For the sake of clarity, the staff’s questions are set forth in italics and precede the Applicants’ response. In addition, any terms not defined herein have the meaning set forth in the Application.

1) Please specify whether MSV GP will hold any economic interest in MSV LP post-transaction.

MSV GP will not hold any economic interest in MSV LP post-transaction.

2) Please provide a principal place of business showing for the Apollo Fund that is organized in the Cayman Islands.

Reporting Entity: Apollo Overseas Partners IV, L.P.

(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

3) For each Apollo Fund, provide the percentage equity interest held collectively by investors in each category below; provide the investors' countries of citizenship/organization for categories (i), (iii), (v), and (vii); and, for categories (viii) and (ix), provide their principal places of businesses using the five-factor test specified in the Foreign Carrier Entry Order, 11 FCC Rcd 3873, 3951 para. 207 (1995):

- (i) Non-U.S. high net worth individuals
- (ii) U.S. high net worth individuals
- (iii) Government agencies (non-pension) of WTO Member countries
- (iv) U.S. banks, pension/employee benefit plans, insurance companies
- (v) Non-U.S. banks, pension/employee benefit plans, insurance companies organized in WTO member countries
- (vi) U.S. foundations/endowments/trusts
- (vii) Non-U.S. foundations/endowments/trusts organized in WTO Member countries

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- (viii) Other institutional investors with principal place of business in the United States.*
- (ix) Other institutional investors with principal place of business in WTO Member countries*

Please see Attachment 1.

(4) For each Apollo Fund, provide the percentage equity interest held by citizens of, or by entities that are organized in, or have their principal places of business in, non-WTO Member countries.

Based on its evaluation of the citizenship of the investors in the Apollo Funds, Apollo has determined that (i) none of the entities holding an equity interest in any of the Apollo Funds is organized in, or has its principal place of business in, non-WTO Member countries and (ii) no individual holding an interest in any of the Apollo Funds is a citizen of a non-WTO Member country.

(5)(a) Other than the ownership interests held by the Apollo Funds, what percentage of SkyTerra's equity and voting interests will be held, directly or indirectly, by foreign individuals that are citizens of WTO Member countries or by foreign entities that are organized under the laws of WTO Member countries? What percentage will be held, directly or indirectly, by U.S. citizens, or by entities that are organized under the laws of the United States? Provide the percentage of equity and voting interests that will be held, directly or indirectly, by citizens of non-WTO Member countries, or by entities that are organized in, or have their principal places of business in, non-WTO member countries.

The equity and voting interests in SkyTerra, excluding the interests held by the Apollo Funds, following the Initial Exchange and Motient's distribution of its interest in SkyTerra to Motient's common shareholders will be as follows:

- 5.93% of the equity and 6.04% of the voting interests in SkyTerra will be held, directly or indirectly, by foreign individuals that are citizens of WTO Member countries or by foreign entities that are organized under the laws of WTO Member countries;

- 87.89% of the equity and 88.22% of the voting interests in SkyTerra will be held, directly or indirectly, by U.S citizens, or by entities that are organized under the laws of the United States; and
- 6.18% of the equity and 5.74% of the voting interests in SkyTerra will be held, directly or indirectly, by citizens of non-WTO Member countries, or by entities that are organized in, or have their principal places of business in, non-WTO member countries.¹

Please see Attachment 2 for additional information on SkyTerra's ownership, including the foreign ownership of the funds affiliated with Columbia Capital and Spectrum Equity.

(5)(b) Please provide the basis for SkyTerra's calculations, including the methodology for any sampling employed. Applicant should include in its calculations and identify, with respect to the Columbia Capital and Spectrum Equity funds, the maximum percentage interest that each fund may acquire for distribution to its investors in SkyTerra; and the same level of ownership information for each fund as specified above for the Apollo Funds. In answering this question, applicant may not rely on the street name of SkyTerra investors, but must determine the beneficial owners of its capital stock, looking at both equity (voting and nonvoting) and voting interests. In addition, applicant should base its calculations on the maximum interest that may be acquired by the non-Apollo shareholders of SkyTerra (i.e., 83.4% equity and voting interest).

SkyTerra's calculations are based upon updated information regarding the actual interests that the non-Apollo shareholders propose to acquire, i.e., 74.46% of the equity and 72.96% of the voting interests.² As noted above, these calculations include the interests held by Motient and its

¹ Calculations include Motient's and Motient's shareholders' interests in SkyTerra.

² In the Application, Applicants reported a range of interests for each of the Apollo Funds because, at the time the Application was filed, it was not known how many shares of common stock of SkyTerra each of the Apollo Funds would subscribe for in the SkyTerra rights offering described in the Application. Specifically, Applicants reported that the Apollo Funds would hold an aggregate interest in SkyTerra ranging from 16.6% to 25.8% and that the non-Apollo shareholders of SkyTerra would hold an aggregate interest in SkyTerra ranging from 74.2% to 83.4%. Since the Application was filed, however, SkyTerra has determined the number of shares of common stock of SkyTerra each of the Apollo Funds and other investors will hold. Simultaneously herewith, SkyTerra is filing an amendment to the Application to reflect this updated information.

shareholders.³ In addition to its interests in SkyTerra, Motient holds interests in the funds affiliated with Columbia Capital and Spectrum Equity. SkyTerra's calculations took into account the foreign ownership interests attributable to each of these funds by virtue of Motient's interest in such funds.

Other than shares held by Apollo, SkyTerra's shares are publicly traded. Some of these shares are held directly and some are held in street name. For shares of SkyTerra held directly, SkyTerra obtained from American Stock Trust and Transfer Company ("AST") information regarding whether its investors are domestic or foreign. If an investor is foreign, SkyTerra obtained from AST information regarding whether such investor is from a WTO or non-WTO member state.

For shares that are held in street name, SkyTerra relied on information furnished by Automatic Data Processing, Inc. ("ADP"), providers of securities-related services. ADP polled the brokers in whose names the street name shares are held, and the brokers, without identifying the beneficial owners of the shares by name, informed ADP how many of the public shares were associated with beneficial owners with addresses based outside of the United States. As required by SEC rules, one shareholder that owns in excess of ten percent of SkyTerra's stock has disclosed its holdings of SkyTerra in public filings. Based on such filings and information obtained from the shareholder, SkyTerra determined, using the Commission's principal place of business test, that the United States is the home market for the investor, notwithstanding the fact that the investor has a mailing address located outside the United States.⁴ Accordingly, SkyTerra has included the shares held by such shareholder as domestic.

³ Pursuant to exchange agreements with Columbia and Spectrum, Motient will acquire approximately 5.5% of SkyTerra stock, which stock will not be distributed to Motient's shareholders as part of the distribution. This stock will be voting stock for a period of sixty days, at which time it will be converted to non-voting stock. Motient has entered into a voting agreement pursuant to which it has agreed to vote this stock on a pro rata basis with the other SkyTerra shareholders. Accordingly, SkyTerra's calculations treat the 5.5% of SkyTerra stock as non-voting.

⁴ This shareholder is a fund whose investments are primarily in the United States and whose prime brokers are located in the United States. The fund's investment team members and officers all are U.S. citizens; the investment team is located in the United States; and the fund's investment manager entity is a Delaware LLC. Corporate back-office support is provided in the United States. The fund's principal office is in Dublin, Ireland; and its registered office is in the Cayman Islands. One of the fund's directors is a U.S. citizen; the other two are located in the Cayman Islands.

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(6)(a) What percentage of BCE Inc.'s equity and voting interests are held, directly or indirectly, by individuals that are citizens of Canada or by entities that are organized under the laws of Canada? What percentage of BCE Inc.'s equity and voting interests are held, directly or indirectly, by foreign individuals that are citizens of, or foreign entities that are organized under the laws of, other WTO Member countries? What percentage of BCE Inc.'s equity and voting interests are held, directly or indirectly, by U.S. citizens or by entities that are organized under the laws of the United States? Provide the percentage of equity and voting interests held directly or indirectly by citizens of non-WTO Member countries, or by entities that are organized in, or have their principal places of business in, non-WTO member countries.

83.9% of BCE's equity and voting interests are held, directly or indirectly, by individuals that are citizens of Canada or by entities that are organized under the laws of Canada. 0.1% of BCE's equity and voting interests are held, directly or indirectly, by foreign individuals that are citizens of, or foreign entities that are organized under the laws of, other WTO Member countries. 16.0% of BCE's equity and voting interests are held, directly or indirectly, by U.S. citizens or by entities that are organized under the laws of the United States. None of the equity or voting interests in BCE are held directly or indirectly by citizens of non-WTO Member countries, or by entities that are organized in, or have their principal places of business in, non-WTO member countries.

(6)(b) Please provide the basis for BCE's calculations, including the methodology for any sampling employed. In answering this question, applicant may not rely on the street name of BCE investors, but must determine the beneficial owner of BCE's capital stock, looking at both equity (voting and nonvoting) and voting interests.

BCE's shares are publicly traded. Some of BCE's shares are held directly and some are held in street name. For the shares that are held directly, BCE determined the citizenship of its shareholders based upon the shareholder's address of record. The majority of BCE shares registered in street name are held by Cede & Company ("Cede"), a U.S.-based depository, and CDS, a Canadian-based depository. To determine the citizenship of shares held, BCE relied on information furnished by the two aforementioned depositories, who are registered holders of BCE common shares. BCE makes the assumption that all Cede participants are non-Canadian with the exception of the CDS position within Cede. BCE also contacts the largest CDS participants directly in order to determine their respective Canadian and foreign share positions.

(7) Who are the limited partners of TMI Communications and Company Limited Partnership? Please identify these individuals/entities, including their percentage limited partnership interest;

and their citizenship (in the case of an individual) or principal place of business (in the case of an investing entity).

3484203 Canada Inc., a wholly-owned subsidiary of Telesat Canada, is the sole limited partner of TMI Communications and Company Limited Partnership. The principal place of business showing for 3484203 Canada Inc. is as follows:

Reporting Entity: 3484203 Canada Inc.

(i) Country of organization:

CANADA

(ii) Citizenship of investment principals, officers and directors:

CANADA

(iii) Location of world headquarters:

CANADA

(iv) Location of tangible properties:

CANADA

(v) Location of greatest sales and/or revenues:

N/A

(8)(a) What percentage of Motient's equity and voting interests are held, directly or indirectly, by foreign individuals that are citizens of WTO Member countries or by foreign entities that are organized under the laws of WTO Member countries? What percentage of Motient's equity and

voting interests are held, directly or indirectly, by U.S citizens, or by entities that are organized under the laws of the United States? Provide the percentage of equity and voting interests held directly or indirectly by citizens of non-WTO Member countries, or by entities that are organized in, or have their principal places of business in, non-WTO member countries.

All of Motient's common shares, which are publicly traded, are voting shares. The beneficial owners of the common shares are also the parties entitled to vote the shares, so the percentages shown in response to this question apply both to equity interests and to voting interests. Motient has 63,215,692 common shares that are issued and outstanding.⁵ Foreign individuals or entities hold 8,135,561 of these shares, *i.e.*, 12.9% of Motient's issued and outstanding common shares are held by foreign individuals or entities. At least three million of these foreign-held shares are attributable to foreign entities that are organized under the laws of the Cayman Islands and Bermuda, which are WTO Member countries. No more than 5,135,561 (8.1%) of Motient's issued and outstanding common shares, therefore, are held by foreign individuals that are citizens of non-WTO Member countries or by foreign entities that are organized under the laws of non-WTO Member countries. U.S. citizens or entities that are organized under the laws of the United States hold 55,080,131 (87.1%) of Motient's issued and outstanding common shares.

Motient also has 408,500 preferred shares that are issued and outstanding. Holders of these shares are paid a fixed return on their investment, and the shares are carried as mezzanine debt on Motient's books. On April 15, 2010, Motient will repay the principal amount of the shares to the preferred shareholders unless they exercise their right to convert the shares to common shares. If the preferred shareholders do exercise their conversion rights, they would receive 30 shares of common stock for each share of preferred stock.

Foreign individuals or entities hold 172,000 preferred shares, *i.e.*, 42.1% of Motient's issued and outstanding preferred shares are held by foreign individuals or entities. U.S. citizens or entities that are organized under the laws of the United States hold 236,500 (57.9%) of Motient's issued and outstanding preferred shares.

⁵ Motient also has 2.7 million shares that are held in treasury. Motient has not taken these treasury shares into account in its foreign ownership analysis, because the shares, although issued, are not outstanding. If Motient were to take the treasury shares into account, the percentage of foreign ownership would decrease, because the foreign-owned shares would be divided by a larger number of total shares.

If the common and preferred shares are considered in the aggregate, then Motient has 75,470,692 shares that are issued and outstanding, and foreign individuals or entities hold 13,295,561 shares, *i.e.*, 17.6% of Motient's issued and outstanding shares are held by foreign individuals or entities.⁶ At least three million of these foreign-held shares are attributable to foreign entities that are organized under the laws of WTO Member countries. No more than 10,295,561 (13.6%) of Motient's issued and outstanding shares, therefore, are held by foreign individuals that are citizens of non-WTO Member countries or by foreign entities that are organized under the laws of non-WTO Member countries. U.S. citizens or entities that are organized under the laws of the United States hold 62,175,131 (82.4%) of Motient's issued and outstanding shares.

(8)(b) Please provide the basis for Motient's calculations, including the methodology for any sampling employed. In answering this question, applicant may not rely on the street name of Motient investors, but must determine the beneficial owners of its capital stock, looking at both equity (voting and nonvoting) and voting interests.

Some of Motient's shares are held directly and some are held in street name. For the shares that are held directly, except as stated below Motient determined whether a shareholder is U.S. or non-U.S., and if non-U.S. whether it is WTO or non-WTO, based on the shareholder's address of record. It was from this information that Motient was able to determine that three million shares are held by funds using addresses in the Cayman Islands and Bermuda. In the case of the two largest holders of preferred stock, however, Motient has more detailed information enabling it to determine, using the Commission's principal place of business test, that the United States is the home market for the shareholders.⁷

⁶ For purposes of these calculations, each preferred share has been treated as the equivalent of 30 common shares, based on the 30:1 ratio that applies if preferred shares are converted to common shares.

⁷ One of the shareholders is a fund controlled by a general partner that is ultimately controlled by a corporation whose President and sole shareholder is a U.S. citizen. The fund is managed from offices located in the United States; the funds is only marketed and sold to persons located in the United States; and the fund's production, transmission, billing, information, and control facilities are located in the United States. The other shareholder is a fund whose investments are primarily in the United States and whose prime brokers are located in the United States. The fund's investment team members and officers all are U.S. citizens; the investment team is located in the United States; and the fund's investment manager entity is a Delaware LLC. Corporate back-office support is provided in the United States. The fund's principal office is in Dublin, Ireland; and its registered office is in the Cayman Islands. One of the fund's directors is a U.S. citizen; the other two are located in the Cayman Islands.

For shares that are held in street name, Motient relied on information furnished by ADP, a provider of securities-related services. ADP polled the brokers in whose names the street name shares are held, and the brokers, without identifying the beneficial owners of the shares by name, informed ADP how many of the public shares are associated with beneficial owners with addresses based outside of the United States. In the case of a family of funds that owns in excess of ten percent of Motient's stock, however, and therefore must disclose their interest in Motient in SEC filings, Motient knows the identity of the beneficial owners (even if the shares are held in street name), and is able to determine, using the Commission's principal place of business test, that the United States is the home market for the funds, notwithstanding the fact that the funds have mailing addresses located outside the United States.⁸

Motient lacks information as to 172,000 of its preferred shares, which on the basis of a 30:1 conversion ratio are the equivalent of 5,160,000 common shares. It has been assumed for purposes of the above analysis that all of these preferred shares are owned by non-U.S. citizens or entities based in non-WTO countries. If Motient is able to obtain more accurate information concerning the holders of these preferred shares, it will supplement its response.

*(9) In Figure 2, n. **, you state that Motient Corp. will retain a 5.5% non-voting equity interest in SkyTerra, but the application (p. 4) suggests that Motient's non-voting stock will convert to voting stock. Is it the case that the SkyTerra shares that Motient will distribute to its common stockholders will be converted from non-voting to voting stock of SkyTerra, but that Motient's retained interest in SkyTerra will remain in the form of non-voting stock? What aggregate percentage of SkyTerra voting stock will Motient shareholders receive upon distribution by Motient? How soon after closing does Motient expect to distribute the SkyTerra stock?*

Motient's interest in SkyTerra post-closing will be in the form of non-voting common stock.⁹ Any shares of SkyTerra common stock that Motient holds will be non-voting common stock. Any shares of SkyTerra common stock that Motient distributes to its stockholders, on the other hand, will be converted to SkyTerra voting common stock upon the distribution. Motient intends

⁸ The funds are controlled by a general partner that is ultimately controlled by a corporation whose President and sole shareholder is a U.S. citizen. The funds are managed from offices located in the United States; the funds are only marketed and sold to persons located in the United States; and the funds's production, transmission, billing, information, and control facilities are located in the United States.

⁹ See note 3 *supra*.

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to dividend approximately 25.5 million shares of SkyTerra non-voting common stock to its stockholders (which will be voting when it reaches the hands of Motient's stockholders), which will represent approximately 39% of the issued and outstanding SkyTerra common stock. Motient expects to distribute this stock as promptly as possible after closing, most likely within 2 – 4 months of closing, depending on the timing of various SEC filings. The additional 5.5% interest in SkyTerra referenced above will remain non-voting until Motient sells that interest to a third party, or distributes it to its stockholders, but there is no specific time by which a such a sale or distribution must occur.

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

Sincerely,

/s/ Tom W. Davidson

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

/s/ Henry Goldberg

Henry Goldberg, Esq.
Counsel for Motient Corporation

Enclosures

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.

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.

AIF/RRRR, LLC("AIF")

All entities in the following chart are limited partners 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. General Partners of AIF	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. General Partners of AIF	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%	

ST/RRRR, LLC (“ST/RRRR”)

All entities in the following chart are limited partners 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. General Partners of ST/RRRR	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. General Partners of ST/RRRR	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%	

AP/RM ACQUISITION, LLC (“AP/RM”)

All entities in the following chart are limited partners 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%	

SKYTERRA COMMUNICATIONS, INC.

Following Motient Distribution

<i>Investor</i>	<i>Total Equity Interest in SkyTerra</i>	<i>% of Domestic Equity Interest In SkyTerra</i>	<i>% of Foreign Equity Interest in SkyTerra</i>			<i>Total Voting Interest in SkyTerra</i>	<i>% of Domestic Voting Interest In SkyTerra</i>	<i>% of Foreign Voting Interest in SkyTerra</i>		
			<i>Total</i>	<i>WTO</i>	<i>Non-WTO</i>			<i>Total</i>	<i>WTO</i>	<i>Non-WTO</i>
Apollo Funds	25.54%	24.01%	1.53%	1.53%	0.00%	27.04%	25.42%	1.62%	1.62%	0.00%
Motient Corporation	5.57%	4.59%	0.98%	0.22%	0.76%	0.00%	0.00%	0.00%	0.00%	0.00%
Motient Shareholders	39.68%	32.70%	6.98%	1.58%	5.41%	42.02%	34.62%	7.40%	1.67%	5.73%
MSV Investors LLC Minority Shareholders	6.42%	6.42%	0.00%	0.00%	0.00%	6.80%	6.80%	0.00%	0.00%	0.00%
Funds affiliated with Columbia Capital	8.65%	6.89%	1.76%	1.76%	0.00%	9.16%	7.29%	1.86%	1.86%	0.00%
Funds affiliated with Spectrum Equity	1.35%	1.08%	0.27%	0.27%	0.00%	1.43%	1.14%	0.29%	0.29%	0.00%
Other current shareholders	12.79%	12.21%	0.58%	0.57%	0.01%	13.54%	12.93%	0.61%	0.60%	0.01%
<i>Total¹</i>	<i>100.00%</i>	<i>87.89%</i>	<i>12.11%</i>	<i>5.93%</i>	<i>6.18%</i>	<i>100.0%</i>	<i>88.22%</i>	<i>11.78%</i>	<i>6.04%</i>	<i>5.74%</i>

¹ Due to rounding, the sum of the combined interests of all shareholders may not equal exactly the amount entered under “Total.”

FUNDS AFFILIATED WITH COLUMBIA CAPITAL

Fund #1:

<i>Category of Investor</i>	<i>Aggregate % of Equity in Fund</i>	<i>Country of Organization/Principal Place of Business Information</i>
Non-U.S. high net worth individuals	0.01%	Citizens of Canada.
Government agencies (non-pension) of WTO member countries	11.72%	Organized in Cayman Islands.
Non-U.S. banks, pension/ employee benefit plans, insurance companies	7.67%	Organized in Kuwait, Japan, and Cayman Islands.
Non-U.S. foundations/ endowments/trusts	0.00%	
Other institutional investors with principal place of business in WTO-member countries	25.88%	Principal place of business in Australia, Ireland, Bermuda, Luxembourg, Netherland Antilles, Kuwait, Mauritius, Channel Islands, Switzerland, Panama, British Virgin Islands, and Cayman Islands.

Fund #2:

<i>Category of Investor</i>	<i>Aggregate % of Equity in Fund</i>	<i>Country of Organization/Principal Place of Business Information</i>
Non-U.S. high net worth individuals	0.00%	
Government agencies (non-pension) of WTO member countries	0.00%	
Non-U.S. banks, pension/ employee benefit plans, insurance companies	0.00%	
Non-U.S. foundations/ endowments/trusts	0.00%	
Other institutional investors with principal place of business in WTO-member countries	1.56%	Principal place of business in Luxembourg.

FUNDS AFFILIATED WITH COLUMBIA CAPITAL (cont'd)

Fund #3:

<i>Category of Investor</i>	<i>Aggregate % of Equity in Fund</i>	<i>Country of Organization/Principal Place of Business Information</i>
Non-U.S. high net worth individuals	0.00%	
Government agencies (non-pension) of WTO member countries	0.00%	
Non-U.S. banks, pension/ employee benefit plans, insurance companies	0.00%	
Non-U.S. foundations/ endowments/trusts	0.00%	
Other institutional investors with principal place of business in WTO-member countries	0.00%	

FUNDS AFFILIATED WITH SPECTRUM EQUITY

Fund #1:

<i>Category of Investor</i>	<i>Aggregate % of Equity in Fund</i>	<i>Country of Organization/Principal Place of Business Information</i>
Non-U.S. high net worth individuals	0.05%	Citizens of the United Kingdom.
Government agencies (non-pension) of WTO member countries	1.30%	Organized in Singapore.
Non-U.S. banks, pension/ employee benefit plans, insurance companies	0.26%	Organized in Japan.
Non-U.S. foundations/ endowments/trusts	2.08%	Organized in the United Kingdom.
Other institutional investors with principal place of business in WTO-member countries	16.83%	Organized in Cayman Islands, Germany, the United Kingdom, British Virgin Islands, Luxembourg, Panama, Bermuda, Guernsey, and Canada.

Fund #2:

<i>Category of Investor</i>	<i>Aggregate % of Equity in Fund</i>	<i>Country of Organization/Principal Place of Business Information</i>
Non-U.S. high net worth individuals	2.07%	Citizens of the United Kingdom.
Government agencies (non-pension) of WTO member countries	0.00%	
Non-U.S. banks, pension/ employee benefit plans, insurance companies	0.00%	
Non-U.S. foundations/ endowments/trusts	0.00%	
Other institutional investors with principal place of business in WTO-member countries	0.00%	

FUNDS AFFILIATED WITH SPECTRUM EQUITY (cont'd)

Fund # 3:

<i>Category of Investor</i>	<i>Aggregate % of Equity in Fund</i>	<i>Country of Organization/Principal Place of Business Information</i>
Non-U.S. high net worth individuals	0.00%	
Government agencies (non-pension) of WTO member countries	0.00%	
Non-U.S. banks, pension/ employee benefit plans, insurance companies	0.00%	
Non-U.S. foundations/ endowments/trusts	0.00%	
Other institutional investors with principal place of business in WTO-member countries	0.00%	

**Federal Communications Commission**

The FCC Acknowledges Receipt of Comments From ...
SkyTerra Communications, Inc. et al
...and Thank You for Your Comments

Your Confirmation Number is: **'2006822370861'**

Date Received: **Aug 22 2006**

Docket: **06-106**

Number of Files Transmitted: **1**

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