

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"), by its attorneys, hereby submits this letter pursuant to Section 1.65 of the Federal Communications Commission's ("Commission") rules to amend the above-referenced applications ("Application") to transfer control of Mobile Satellite Ventures Subsidiary LLC ("MSV") from Motient Corporation to SkyTerra. Specifically, SkyTerra amends Figure 2 and Exhibit C to the Application to update the interests the Apollo Stockholders (as such term is defined in Exhibit C) will hold in Mobile Satellite Ventures Subsidiary, LLC through their respective interests in SkyTerra.

The Application reported a range of interests for each of the Apollo Stockholders because, at the time the Application was filed, it was not known how many shares of common stock of SkyTerra each of the Apollo Stockholders would subscribe for in the SkyTerra rights offering described in the Application. Specifically, the Application reported that the Apollo Stockholders 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 Stockholders and other investors will hold. Accordingly, SkyTerra has enclosed herewith amended versions of Figure 2 and Exhibit C to the Application.

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

Sincerely,

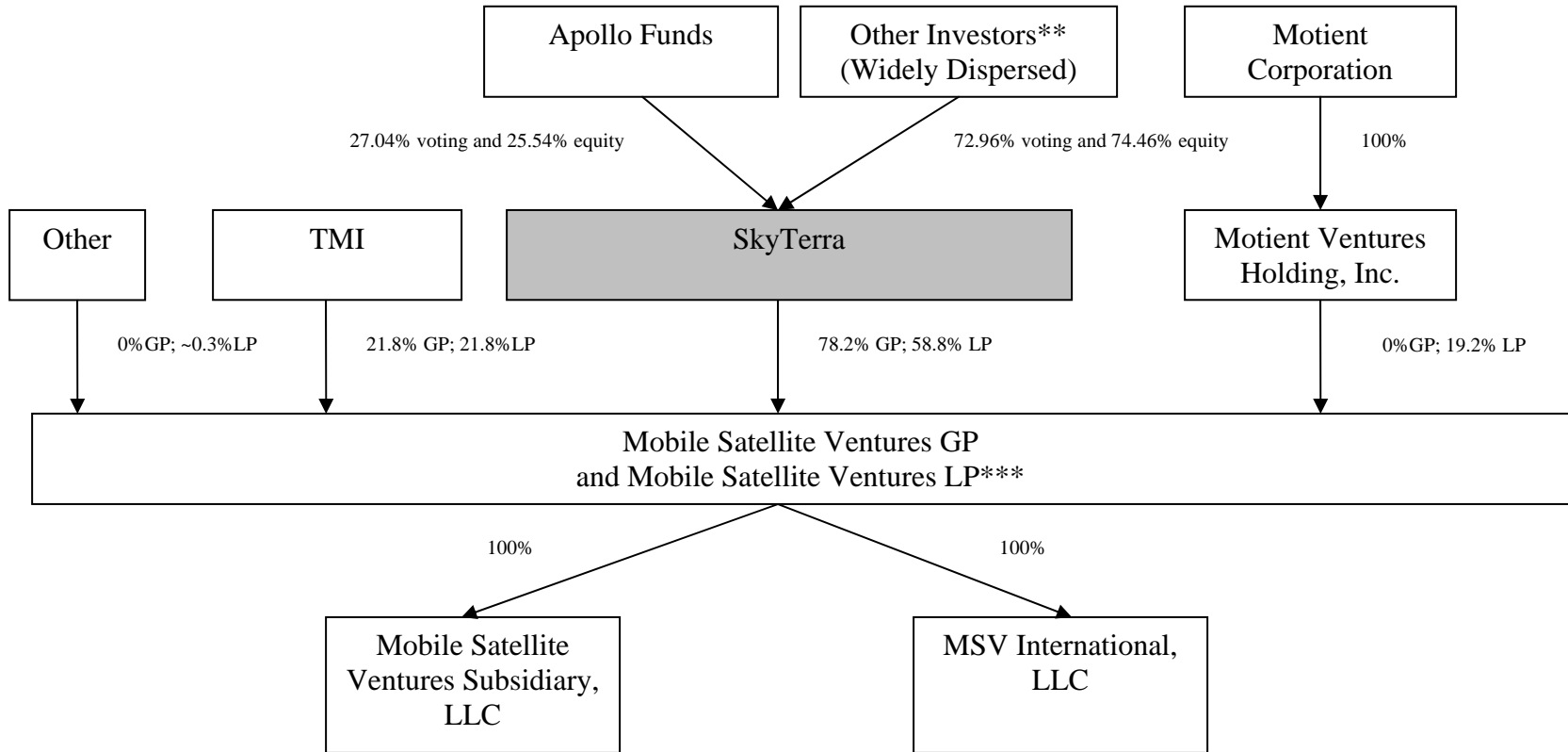
/s/ Tom W. Davidson

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

Enclosures

Figure 2

Proposed Ownership Structure of MSV after Initial Exchange*



* Reported ownership percentages are undiluted.

** No individual or entity other than the Apollo Funds will hold a 10% or greater equity or voting interest in SkyTerra. This group of widely-dispersed shareholders includes Motient Corporation, who will retain ~3.6 million non-voting shares of SkyTerra, equaling a 5.5% equity interest in SkyTerra.

*** Mobile Satellite Ventures LP is the sole member of Mobile Satellite Ventures Subsidiary, LLC and MSV International, LLC. Mobile Satellite Ventures GP is the general partner of Mobile Satellite Ventures LP but does not hold an economic interest in Mobile Satellite Ventures LP. In some cases, a party may hold a different level of interest in the GP than it holds in the LP, as indicated (e.g., SkyTerra holds a 78.2% GP interest but only a 58.8% LP interest).

Exhibit C – MSV Licensees Interest Holders

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

1. Mobile Satellite Ventures Subsidiary LLC

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

2. MSV International, LLC

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

3. Mobile Satellite Ventures LP

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

4. Mobile Satellite Ventures GP Inc.

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

Interest: General partner of Mobile Satellite Ventures LP

5. TMI Communications and Company, Limited Partnership

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

6. BCE Inc.*

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

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

7. Motient Ventures Holding, Inc.

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

8. Motient Corporation

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

9. SkyTerra Communications, Inc.

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

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

10. Funds controlled by Apollo

Five entities affiliated with Apollo Management (collectively, “Apollo Stockholders”) will hold a 15.02% equity interest and 21.15% voting interest in the MSV Licensees through their 25.54% equity interest and 27.04% voting interest in SkyTerra Communications, Inc.

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

Apollo Investment Fund IV, L.P.

Address: Two Manhattanville Road
Purchase, NY 10577
Citizenship: United States
Business: Investment
Interest: 12.19% indirect equity interest and 17.17% indirect voting interest in the MSV Licensees through a 20.73% direct equity interest and 21.95% direct voting interest in SkyTerra Communications, Inc.

Apollo Overseas Partners IV, L.P.

Address: c/o Walkers SPV Limited
PO Box 908GT
Walker House
Mary Street
George Town, Grand Cayman
Cayman Islands BWI
Citizenship: Cayman Islands
Business: Investment
Interest: 0.62% indirect equity interest and 0.87% voting interest in the MSV Licensees through a 1.05% direct equity interest and 1.12% voting interest in SkyTerra Communications, Inc

AP/RM Acquisition, LLC

Address: Two Manhattanville Road
Purchase, NY 10577
Citizenship: United States
Business: Investment
Interest: 0.43% indirect equity interest and 0.61% indirect voting interest in the MSV Licensees through a 0.74% direct equity interest and 0.78% direct voting interest in SkyTerra Communications, Inc

AIF IV/RRRR, LLC

Address: Two Manhattanville Road
Purchase, NY 10577
Citizenship: United States
Business: Investment
Interest: 1.23% indirect equity interest and 1.73% indirect voting interest in the MSV Licensees through a 2.09% direct equity interest and 2.21% direct voting interest in SkyTerra Communications, Inc

ST/RRRR, LLC

Address: Two Manhattanville Road
Purchase, NY 10577
Citizenship: United States
Business: Investment
Interest: 0.55% indirect equity interest and 0.77% indirect voting interest in the MSV Licensees through a 0.93% direct equity interest and 0.99% direct voting interest in SkyTerra Communications, Inc

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

Intermediate Subsidiaries

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

Apollo Advisors IV, L.P.

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

Business: General partner of Apollo Investment Fund IV, L.P. and
Apollo Overseas Partners IV, L.P.

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

Apollo Capital Management IV, Inc.

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

Citizenship: United States

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

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

Leon Black

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

Citizenship: United States

Business: Investment Management

Management Arrangements

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

Apollo Management IV, L.P.

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

Citizenship: United States

Business: Management of the Apollo Stockholders

AIF IV Management, Inc. is the general partner of Apollo Management IV, L.P., and in that capacity has complete and exclusive responsibility for all management decisions to be made on behalf of Apollo Management IV, L.P. and for the conduct of the business and affairs of Apollo Management IV, L.P., including all such decisions and all such business and affairs to be made or conducted by Apollo Management IV, L.P. in its capacity as manager of any of the Apollo Stockholders.

AIF IV Management, Inc.

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

Citizenship: United States

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

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

Leon Black

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

Citizenship: United States

Business: Investment Management

**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: **'2006822696057'**

Date Received: **Aug 22 2006**

Docket: **06-106**

Number of Files Transmitted: **1**

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