

June 15, 2005

**BY HAND DELIVERY**

Marlene H. Dortch  
Secretary  
Federal Communications Commission  
445 12th St., S.W.  
Washington, DC 20554

**Re: TMI Communications and Company, L.P.  
TerreStar Networks Inc.  
2 GHz LOI Authorization**

Dear Ms. Dortch:

TMI Communications and Company, Limited Partnership ("TMI") is the holder of a letter of intent authorization (the "LOI Authorization") for the 2 GHz Mobile Satellite Service ("MSS").<sup>1</sup> As the Commission is aware, TMI has proposed to assign the LOI Authorization to TerreStar Networks Inc. ("TerreStar"), which is constructing the 2 GHz MSS satellite on behalf of TMI.<sup>2</sup>

Pursuant to Section 1.65 of the Commission's rules,<sup>3</sup> TMI and TerreStar hereby report the following information: On May 11, 2005, pursuant to a purchase agreement, a subsidiary of Motient Corporation ("Motient") acquired a controlling interest in TerreStar.<sup>4</sup> In addition to the consummation of the Motient purchase agreement and related agreements, the parties anticipate that in the coming months there will be a change in the identity of the party holding the approval in principle in Canada on

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<sup>1</sup> File Nos. SAT-LOI-19970926-00161, SAT-AMD-20001103-00158, and SAT-MOD-20021114-00237.

<sup>2</sup> See *TMI Communications and Company, Limited Partnership and TerreStar Networks Inc.*, Memorandum Opinion and Order, FCC 04-144 (June 29, 2004) at ¶ 21.

<sup>3</sup> 47 C.F.R. § 1.65.

<sup>4</sup> Schedule I hereto summarizes TerreStar's current ownership.

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which the LOI Authorization is based.<sup>5</sup> The parties will make such additional FCC filings as may be required once all of the contemplated transactions have been completed.

Please direct any questions concerning this request to the undersigned.

Sincerely,



Gregory C. Staple  
VINSON & ELKINS

1455 Pennsylvania Avenue, N.W.  
Washington, D.C. 20004  
*Counsel to TMI Communications  
and Company, Limited Partnership*



Henry Goldberg  
GOLDBERG GODLES  
WIENER & WRIGHT  
1229 19<sup>th</sup> Street, N.W.  
Washington, D.C. 20036  
*Counsel to TerreStar Networks Inc.*

cc: Don Abelson, FCC  
Rod Porter, FCC  
Attached service list

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<sup>5</sup> At present, TMI holds the approval in principle.

**SCHEDULE I**

**STOCKHOLDERS OF TERRESTAR NETWORKS, INC.**

<u>Name</u>	<u>Address</u>	<u>Equity Ownership</u>
COLUMBIA/SPECTRUM INVESTOR GROUP		
Columbia Capital Equity Partners III (QP), L.P.	201 North Union Street Suite 300 Alexandria, Virginia 22314	2.2%
Columbia Capital Equity Partners III (AI), L.P.	201 North Union Street Suite 300 Alexandria, Virginia 22314	0.1%
Columbia Capital Equity Partners III (Cayman), L.P.	201 North Union Street Suite 300 Alexandria, Virginia 22314	1.2%
Columbia Capital Investors III, LLC	201 North Union Street Suite 300 Alexandria, Virginia 22314	0.5%
Columbia Capital Employee Investors III, L.L.C.	201 North Union Street Suite 300 Alexandria, Virginia 22314	under 0.1%
Spectrum Equity Investors IV, L.P.	One International Place 29 <sup>th</sup> Floor Boston, MA 82110	0.6%
Spectrum IV Investment Managers Fund, L.P.	One International Place 29 <sup>th</sup> Floor Boston, MA 82110	under 0.1%
Spectrum Equity Investors Parallel IV, L.P.	One International Place 29 <sup>th</sup> Floor Boston, MA 82110	under 0.1%

<u>Name</u>	<u>Address</u>	<u>Number of Shares</u>
OTHER STOCKHOLDERS		
MSV Investors, LLC	c/o MSV Investor Holdings, Inc. 19 West 44 <sup>th</sup> Street Suite 507 New York, New York 10036	16.5%
Motient Ventures Holding Inc.	Motient Corporation 300 Knightsbridge Parkway Lincolnshire, IL 60609	60.9%
TMI Communications Delaware, Limited Partnership	1601 Telesat Court Gloucester Court Canada K1B 1B9	15.8%
Dean Ventures VII, LLC	8065 Leesburg Pike Vienna, VA 22182	under 0.1%
TSTR Investors, LLC	201 North Union Street Suite 360 Alexandria, VA 22314	2.1%
Fabian E. Souza	18106 Northern Dancer Lane Boyd's, MD 20841	under 0.1%

CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the foregoing Letter was sent by first-class mail, postage prepaid, this 15th day of June, 2005, to each of the following:

Kathryn A. Zachem  
L. Andrew Tollin  
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/s/ Candace Gentry  
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Candace Gentry