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Satellite Policy Branch
International Bureau

Via Hand Delivery

Ms. Magalie Roman Salas
Secretary
Federal Communications Commission
445 12th Street, SW
Washington, DC 20054

**RE: Motient Services Inc. and Mobile Satellite Ventures Subsidiary LLC;
File No. SAT-ASG-20010302-00017 et. al;
TMI Communications and Company, Limited Partnership
File No. SES-ASG-20010116-00099 et. al**

Dear Ms. Salas:

Submitted herewith is the following minor amendment to the above-referenced applications of Motient Services Inc. ("Motient") and TMI Communications and Company, Limited Partnership ("TMI") to reflect additional proposed investment by a new investment group. Motient and TMI filed these applications to assign various FCC licenses and authorizations to Mobile Satellite Ventures Subsidiary LLC ("MSV Sub"), a Delaware limited liability company. As indicated in the applications, MSV Sub will be a wholly-owned subsidiary of Mobile Satellite Ventures L.P. ("MSV LP"), a Delaware limited partnership. MSV LP will be managed and controlled by a Delaware corporate general partner, Mobile Satellite Ventures GP Inc. ("MSV GP Inc."). As set forth in the above-captioned applications, the owners of MSV LP and MSV GP Inc. were to be Motient, TMI, and three groups of new investors. The ownership and voting rights of the licensee's parent and the parent's general partner were to be as follows:

Motient Corporation	32.8%
TMI Communications and Company, Limited Partnership	27.2%
Funds affiliated with TelCom Ventures	14.4%
Funds affiliated with Columbia Capital	12.8%
Funds affiliated with Spectrum Equity	12.8%
 Total	 100.0%

Ownership and control were to be diffuse. Motient and TMI were each to have two directors on the board of the corporate general partner and each of the investment groups were to have one director.

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On October 9, 2001, Motient filed a letter explaining for purposes of the Commission's foreign ownership analysis of the transaction that the transfer may occur initially without any further investment by the new investors disclosed in the pending applications. As a result, for a period of time the ownership percentage in MSV LP held by Motient and TMI will increase proportionally and TMI's ownership interest in MSV LP could be as high as forty percent.

The transaction has also been modified to reflect proposed investment by a new investor group. MSV LP will issue convertible debt to a new investor, MSV Investors, LLC, which will also hold a 30% interest in MSV GP. As a result, the transaction for which Motient and TMI seek approval would result in equity ownership of MSV LP (the parent of the proposed licensee, MSV Sub) as follows:

Motient Corporation	48.1%
TMI Communications and Company, Limited Partnership	39.9%
Funds affiliated with TelCom Ventures	4.3%
Funds affiliated with Columbia Capital	3.8%
Funds affiliated with Spectrum Equity	3.8%
Total	100.0%

Ownership and voting rights in MSV GP Inc. will be as follows:

Motient Corporation	33.3%
TMI Communications and Company, Limited Partnership	26.4%
MSV Investors, LLC	30.8%
Funds affiliated with TelCom Ventures	3.4%
Funds affiliated with Columbia Capital	3.0%
Funds affiliated with Spectrum Equity	3.0%
Total	100.0%

MSV GP Inc. will have a twelve member board of directors. The shareholders will have the right to elect the following number of directors:

Motient Corporation	3
TMI Communications and Company, Limited Partnership	3
MSV Investors, LLC	3
Funds affiliated with TelCom Ventures	1
Funds affiliated with Columbia Capital	1
Funds affiliated with Spectrum Equity	1

MSV Investors, LLC. MSV Investors, LLC, a Delaware limited liability company, is controlled by a holding company called MSV Investors Holdings, Inc., a Delaware corporation, which in turn, is controlled by Rare Medium Group, Inc., a Delaware corporation, the address of which is 28 West 23rd Street, New York, New York, 10010. Rare Medium is a publicly traded company whose common stock is currently traded on the NASDAQ national market under the symbol RRRR. There is no significant (*i.e.*, greater than 1%) alien ownership in Rare Medium.

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Rare Medium holds approximately 8% of the outstanding shares of XM Satellite Radio Holdings, Inc., a satellite digital audio radio service licensee, and has no other attributable interests in FCC licensees. The following is a list of stockholders holding 10 percent or more of the voting stock of Rare Medium:

Apollo Management, L.P. (through 3 separate funds)	30%
1301 Avenue of the Americas	
38 th Floor	
New York, New York 10019	
Principal Business: Investments	

The following is a list of the names and of the Directors of Rare Medium, all of whom are United States citizens:

Glenn Meyers, President, Chief Executive Officer, Chairman of the Board

Andrew Africk, Director

Marc Rowan, Director

Michael Gross, Director

John Piccone, Director

William Stasior, Director

Jeffrey Killeen, Director

The officers and directors of Rare Medium can be contacted through the offices of Rare Medium at 28 West 23rd Street, New York, New York, 10010.

As MSV GP Inc. controls the proposed licensee, this is a minor amendment because more than fifty percent of the ownership and control of the general partnership remains with entities that were parties to the original application and there is not otherwise any change in control of the proposed licensee. *See* Grace Missionary Baptist Church, 48 RR2d 129 (1980).

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Please contact the undersigned with any questions or concerns.

Very truly yours,



Lon C. Levin

cc: Karl Kensinger
Lisa Choi

Attached certification

Certificate of Amendment

I, Lon C. Levin, Vice President and Regulatory Counsel of Motient Services Inc., hereby amend the above-captioned application of Motient Services Inc. with the information in the foregoing letter.

A handwritten signature in black ink, appearing to read 'Lon C. Levin', is written over a horizontal line.

Lon C. Levin

Dated: October 26, 2001