

October 25, 2006

ORIGINAL

VIA HAND DELIVERY

FILED/ACCEPTED

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

OCT 25 2006

Federal Communications Commission  
Office of the Secretary

**Re: TMI Communications and Company, L.P.  
TerreStar Networks Inc.  
Application for Assignment of 2 GHz MSS LOI Authorization  
FCC File No. SAT-ASG-20021211-00238**

Dear Ms. Dortch:

TMI Communications and Company, Limited Partnership ("TMI") is the holder of a letter of intent authorization for the 2 GHz mobile satellite service (the "LOI Authorization").<sup>1</sup> It has been proposed in the above-referenced application that TMI's LOI Authorization be assigned to TerreStar Networks Inc. ("TerreStar").

Pursuant to Section 1.65 of the Commission's rules, TMI and TerreStar hereby report certain changes in the ownership of TerreStar. These changes are the result of a transaction that was consummated on September 25, 2006, in connection with which certain parties exchanged their stock in TerreStar for stock in Motient Corporation ("Motient"). Motient already had a controlling interest in TerreStar, and as a result of the transaction Motient's interest in TerreStar increased to 69.9 percent.<sup>2</sup>

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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> Motient holds its interest in TerreStar through a wholly-owned subsidiary, Motient Ventures Holding Inc.

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An attachment to this letter shows the ownership of TerreStar following these changes. TMI and Motient will be amending their assignment application in the near future to reflect the new ownership.

Please direct any questions concerning this request to the undersigned.

Sincerely,



Gregory C. Staple  
VINSON & ELKINS

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cc: Robert Nelson, FCC  
Cassandra Thomas  
Fern Jarmulnek  
Karl Kensinger, FCC  
Howard Griboff, FCC  
Attached service list

**ATTACHMENT**

**STOCKHOLDERS OF TERRESTAR NETWORKS INC.**

<b>Name</b>	<b>Address</b>	<b>Country of Organization</b>	<b>Percentage of votes/equity</b>
Motient Ventures Holding Inc.	300 Knightsbridge Parkway Lincolnshire, IL 60609	U.S.	69.9%
TMI Communications and Company, Limited Partnership	1601 Telesat Court Gloucester, Ontario Canada K1B 1B9	Canada	14.7%
SkyTerra Communications, Inc.	19 West 44 <sup>th</sup> Street Suite 507 New York, NY 10036	U.S.	15.4%

CERTIFICATE OF SERVICE

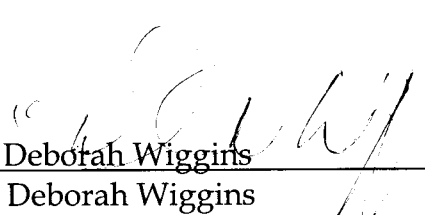
I hereby certify that a true and correct copy of the foregoing Letter was sent by first-class mail, postage prepaid, this 25th day of October, 2006, to the each of the following:

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/s/Deborah Wiggins  
Deborah Wiggins