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Federal Communications Commission
Office of Secretary

September 1, 2005

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Policy Branch
International Bureau

Ms. Marlene H. Dortch
Secretary
Federal Communications Commission
445 12th Street, SW, Room TW-A325
Washington, DC 20554

Re: Update to Application for Assignment

IBFS File No. SAT-ASG-20050826-00168

Dear Ms. Dortch:

SkyTerra Holdings, Inc. ("SkyTerra Holdings") and SkyTerra Communications, Inc. ("SkyTerra") (the "Applicants") hereby file this letter pursuant to Section 1.65 of the rules of the Federal Communications Commission ("FCC" or "Commission") to update the above-referenced application (the "Application") to assign the space station license for a Ka-band satellite (Call Sign S2663) from SkyTerra to SkyTerra Holdings, which is currently a wholly-owned subsidiary of SkyTerra. As stated in the Application, the Apollo Stockholders (as that term is defined in the Application) presently exercise positive control of SkyTerra Communications and, upon consummation of the proposed transaction, would exercise positive control of SkyTerra Holdings through their combined ownership of at least 63.2% of the equity and voting interests in SkyTerra Holdings. This letter is being filed to update the Application to reflect that, upon consummation of the contemplated *pro forma* assignment for which Commission approval is sought, other than the Apollo Stockholders, no entity or individual would hold an equity or voting interest in SkyTerra Holdings greater than 10%.

Please do not hesitate to contact the undersigned should you have any questions on this matter.

Sincerely,



Robert A. Mazer, Esq.

cc: Cassandra Thomas, Esq. (via e-mail)
JoAnn Lucanik, Esq. (via e-mail)
Susan O'Connell, Esq. (via e-mail)