

ORIGINAL

January 10, 2005

VIA COURIER

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

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Federal Communications Commission
Office of Secretary

Re: Update to Application for Assignment of Authorization
IB File No. SES-ASG-20041223-01892

Dear Ms. Dortch:

Hughes Network Systems, Limited (“HNS”), HNS License Sub, Limited (the “Applicants”) and SkyTerra Communications, Inc. (“SkyTerra”) hereby file this letter pursuant to Section 1.65 of the rules of the Federal Communications Commission’s (“FCC” or “Commission”)¹ to update the above referenced application (the “Application”) to assign nine non-common carrier fixed satellite transmit/receive earth station authorizations, callsigns E000362, E010187, E020195, E020205, E020206, E020207, E020208, E040382, and E040436, as well as all associated special temporary authorizations and all applications of HNS for new, modified or extended authority with respect to earth stations that may be granted prior to the consummation of the proposed transaction, to HNS License Sub, Limited. Specifically, this letter updates the Application to reflect minor changes in SkyTerra’s ownership resulting from transactions executed on or about December 23, 2004, including the sale, through private placement, of 2,000,000 shares of SkyTerra’s common stock to a group of institutional investors. Such changes have had no material impact on the ownership of HNS, HNS License Sub, LLC or

¹ 47 C.F.R. § 1.65.

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SkyTerra, but are provided herein in order to ensure that the Application is accurate and complete in all respects.

Specifically, the Applicants update Exhibit E to the FCC Form 312 submitted in IB File No. SES-ASG-20041223-01892 as follows:

- (i) On page 2 of 7, Section V.A., third line of first paragraph, replace “72.89%” with “64.57%.”
- (ii) On page 3 of 7, Section V.A., replace the equity interest in SkyTerra of “63.54%” attributed to Apollo Investment Fund IV, L.P. with “56.20%.”
- (iii) On page 3 of 7, Section V.A., replace the equity interest in SkyTerra of “3.17%” attributed to Apollo Overseas Partners IV, L.P. with “2.81%.”
- (iv) On page 3 of 7, Section V.A., replace the equity interest in SkyTerra of “2.77%” attributed to AP/RM Acquisition, LLC with “2.42%.”
- (v) On page 3 of 7, Section V.A., replace the equity interest in SkyTerra of “3.41%” attributed to Apollo AIF/IV RRRR, LLC with “3.14%.”
- (vi) On page 3 of 7, Section V.B., first line of first paragraph, replace “63.06%” with “71.84%.”

This letter also updates the Application to modify the name provided of HNS License Sub Limited’s parent company. Specifically, the name of the parent company reported in Exhibit E, page 1 of 7, Sections I and II, is Hughes Network Systems (UK) Limited, rather than HNS Limited.

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

Sincerely,



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cc: Jeanette Spriggs, International Bureau, Satellite Division