

Edgar Filing: MOTIENT CORP - Form 3

Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Option to acquire <u>(1)</u> <u>(2)</u>	10/05/2006	01/15/2007	Common Stock, par value \$0.01 per share (the "Common Stock")	<u>(1)</u> <u>(2)</u>	\$ <u>(1)</u> <u>(2)</u>	I <u>(1)</u> <u>(2)</u> (See footnotes below) <u>(1)</u> <u>(2)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BCE INC 1000, RUE DE LA GAUCHETIERE OUEST, BUREAU 3700 MONTREAL, QUEBEC H3B 4Y7 CANADA	Â	Â X	Â	Â
TMI Communications Inc. 1601 TELESAT COURT GLOUCESTER, ONTARIO K1B 1B9 CANADA	Â	Â X	Â	Â
3924505 Canada Inc. 1601 TELESAT COURT GLOUCESTER, ONTARIO K1B 1B9 CANADA	Â	Â X	Â	Â
TMI Communications & Company, Limited Partnership 1601 TELESAT COURT GLOUCESTER, ONTARIO K1B 1B9 CANADA	Â	Â X	Â	Â
TMI Communications Delaware, Limited Partnership 1209 ORANGE STREE WILMINGTON, DE 19801	Â	Â X	Â	Â

Signatures

/s/ L. Scott
Thomson

09/05/2006

**Signature of
Reporting Person

Date

/s/ L. Scott
Thomson

09/05/2006

**Signature of
Reporting Person

Date

09/05/2006

/s/ L. Scott
Thomson

__Signature of
Reporting Person

Date

/s/ L. Scott
Thomson

09/05/2006

__Signature of
Reporting Person

Date

/s/ L. Scott
Thomson

09/05/2006

__Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) This Form 3 is being filed by BCE, Inc. (the "Parent"), TMI Communications Inc. ("TMI"), 3924505 Canada Inc. ("TMI Delaware GP"), TMI Communications and Company, Limited Partnership ("TMI Delaware LP") and TMI Communications Delaware, Limited Partnership ("TMI Delaware" and together with BCE, TMI, TMI Delaware GP, TMI Delaware LP, the "Reporting Persons") with respect to the Common Stock. Each of the Reporting Persons other than Parent is a direct or indirect wholly-owned subsidiary of Parent.

(2) TMI Delaware has a contractual right to cause Motient Corporation ("Motient") to enter into an agreement (the "Exchange Agreement") to exchange 5,073,715 shares of common stock of TerreStar Networks, Inc. and 1,887,133.89202 shares of common stock of Terrestar Networks Bermuda Ltd., currently held by TMI Delaware, for 9,031,213 shares of Common Stock. TMI Delaware may exercise its right to require Motient to enter into the Exchange Agreement at any time on or prior to the earlier of (a) ten days before public announcement by Motient of its planned dividend of shares of common stock of SkyTerra Communications, Inc. ("SkyTerra") that Motient received in a previously announced exchange transaction between Motient and SkyTerra (the "Initial Dividend") and (b) January 15, 2007. The Exchange Agreement would provide for a closing as soon as the conditions therein are satisfied, except that if the Initial Dividend is not paid in 2006, the closing would occur as soon as practicable in 2007

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.