

MOTIENT CORP

Form 3

October 05, 2006

**FORM 3****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB  
Number: 3235-0104Expires: January 31,  
2005Estimated average  
burden hours per  
response... 0.5**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF  
SECURITIES**Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting  
Person \*

Â BCE INC

(Last)

(First)

(Middle)

1000, RUE DE LA  
GAUCHETIERE  
OUEST,,Â BUREAU 3700  
MONTREAL, QUEBEC

(Street)

H3B 4Y7 CANADA,Â Â

(City)

(State)

(Zip)

2. Date of Event Requiring  
Statement

(Month/Day/Year)

09/25/2006

3. Issuer Name **and** Ticker or Trading Symbol  
MOTIENT CORP [(MNCP)]4. Relationship of Reporting  
Person(s) to Issuer5. If Amendment, Date Original  
Filed(Month/Day/Year)

(Check all applicable)

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer \_\_\_\_ Other  
(give title below) (specify below)6. Individual or Joint/Group  
Filing(Check Applicable Line)\_\_\_\_ Form filed by One Reporting  
Person\_X\_ Form filed by More than One  
Reporting Person**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security  
(Instr. 4)2. Amount of Securities  
Beneficially Owned  
(Instr. 4)3. Ownership  
Form:  
Direct (D)  
or Indirect  
(I)  
(Instr. 5)4. Nature of Indirect Beneficial  
Ownership  
(Instr. 5)Reminder: Report on a separate line for each class of securities beneficially  
owned directly or indirectly.

SEC 1473 (7-02)

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form displays a  
currently valid OMB control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security  
(Instr. 4)2. Date Exercisable and  
Expiration Date  
(Month/Day/Year)3. Title and Amount of  
Securities Underlying  
Derivative Security  
(Instr. 4)4. Conversion  
or Exercise  
Price of  
Derivative5. Ownership  
Form of  
Derivative  
Security:6. Nature of Indirect  
Beneficial  
Ownership  
(Instr. 5)

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	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.

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