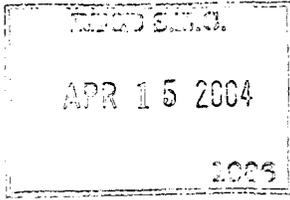


1120041

FORM D

OMB APPROVAL
OMB Number: 3235-0076
Expires: May 31, 2005
Estimated average burden
Hours per form 16.00



NOTICE OF SALE OF SECURITIES PURSUANT TO  
REGULATION D,  
SECTION 4(6), AND/OR  
UNIFORM LIMITED OFFERING EXEMPTION

SEC USE ONLY
Prefix Serial
DATE RECEIVED

Name of Offering ( check if this is an amendment and name has changed, and indicate change.)  
**Mobile Satellite Ventures LP: offering of units of limited partnership interests to certain investors**  
 Filing Under (Check box(es) that apply):  Rule 504  Rule 505  Rule 506  Section 4(6)  ULOE  
 Type of Filing:  New Filing  Amendment



A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Name of Issuer ( check if this is an amendment and name has changed, and indicate change.)

**Mobile Satellite Ventures LP ("MSV LP")**

Address of Executive Offices (Number and Street, City, State, Zip Code)  
**10802 Parkridge Boulevard, Reston, VA 20191-5416**

Telephone Number (Including Area Code)  
**(703) 758-6000**

Address of Principal Business Operations (Number and Street, City, State, Zip Code)  
 Operations (if different from Executive Offices)

Telephone Number (Including Area Code)

Brief Description of Business **Provide satellite communications services**

**PROCESSED**  
**APR 19 2004**  
**THOMSON FINANCIAL**

Type of Business Organization

corporation  limited partnership, already formed  other (please specify)  
 business trust  limited partnership, to be formed

Actual or Estimated Date of Incorporation or Organization [1][1] [0][1] [X]Actual\* [ ]Estimated  
 Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service  
 abbreviation for State: CN for Canada;  
 FN for other foreign jurisdiction) [ D ] [ E ]

\* Formation of Delaware limited partnership upon conversion from Delaware limited liability company (LLC organized in 06/16/00)

GENERAL INSTRUCTIONS

**Federal:**  
**Who Must File:** All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).  
**When To File:** A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.  
**Where to File:** U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.  
**Copies Required:** Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.  
**Information Required:** A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.  
**Filing Fee:** There is no federal filing fee.  
**State:**  
 This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice

**A. BASIC IDENTIFICATION DATA**

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply     Promoter                       Beneficial Owner                       Executive Officer                       Director                       General and/or Managing Partner

Full Name (Last name first, if individual):  
**Mobile Satellite Ventures GP Inc. ("MSV GP")**

Business or Residence Address (Number and Street, City, State, Zip Code):  
**10802 Parkridge Boulevard, Reston, VA 20191-5416**

Check Box(es) that Apply     Promoter                       Beneficial Owner of MSV LP and of MSV GP                       Executive Officer                       Director                       General and/or Managing Partner

Full Name (Last name first, if individual)  
**Motient Ventures Holding Inc.**

Business or Residence Address (Number and Street, City, State, Zip Code):  
**c/o Motient Corporation, 300 Knightsbridge Parkway, Lincolnshire, IL 60609**

Check Box(es) that Apply     Promoter                       Beneficial Owner of MSV LP and of MSV GP                       Executive Officer                       Director                       General and/or Managing Partner

Full Name (Last name first, if individual):  
**TMI Communications Delaware, Limited Partnership**

Business or Residence Address (Number and Street, City, State, Zip Code):  
**1601 Telesat Court, Ottawa, K1B 5P4, Canada**

Check Box(es) that Apply     Promoter                       Beneficial Owner of MSV GP                       Executive Officer                       Director                       General and/or Managing Partner

Full Name (Last name first, if individual):  
**MSV Investors, LLC**

Business or Residence Address (Number and Street, City, State, Zip Code):  
**c/o SkyTerra Communications Inc., 19 West 44th Street, Suite 507, New York, NY 10036**

Check Box(es) that Apply     Promoter                       Beneficial Owner                       Executive Officer                       Director                       General and/or Managing Partner

Full Name (Last name first, if individual)  
**Telcom Satellite Ventures, Inc.**

Business or Residence Address (Number and Street, City, State, Zip Code):  
**7925 Jones Branch Drive, Suite 6300, McLean VA 22102**

Check Box(es) that Apply     Promoter                       Beneficial Owner                       Executive Officer                       Director                       General and/or Managing Partner

Full Name (Last name first, if individual):  
**Telcom Satellite Ventures II, Inc.**

Business or Residence Address (Number and Street, City, State, Zip Code):  
**7925 Jones Branch Drive, Suite 6300, McLean VA 22102**

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

Check Box(es) that Apply	<input type="checkbox"/> Promoter	<input checked="" type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual): <b>Columbia Space (QP), Inc.</b>					
Business or Residence Address (Number and Street, City, State, Zip Code): <b>211 North Union Street, Suite 300, Alexandria VA 22314</b>					
Check Box(es) that Apply	<input type="checkbox"/> Promoter	<input checked="" type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual): <b>Columbia Space Partners, Inc.</b>					
Business or Residence Address (Number and Street, City, State, Zip Code): <b>211 North Union Street, Suite 300, Alexandria VA 22314</b>					
Check Box(es) that Apply	<input type="checkbox"/> Promoter	<input checked="" type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual): <b>Spectrum Space Equity Investors IV, Inc.</b>					
Business or Residence Address (Number and Street, City, State, Zip Code): <b>One International Place, 29th Floor, Boston, MA 82110</b>					
Check Box(es) that Apply	<input type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director of MSV GP	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual): <b>Parsons, Gary M.</b>					
Business or Residence Address (Number and Street, City, State, Zip Code): <b>c/o Mobile Satellite Ventures GP Inc., 10802 Parkridge Boulevard, Reston, VA 20191-5416</b>					
Check Box(es) that Apply	<input type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input checked="" type="checkbox"/> Executive Officer of MSV GP	<input checked="" type="checkbox"/> Director of MSV GP	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual): <b>Good, Alexander</b>					
Business or Residence Address (Number and Street, City, State, Zip Code): <b>c/o Mobile Satellite Ventures GP Inc., 10802 Parkridge Boulevard, Reston, VA 20191-5416</b>					
Check Box(es) that Apply	<input type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input checked="" type="checkbox"/> Executive Officer of MSV GP	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual): <b>Agnew, Carson E.</b>					
Business or Residence Address (Number and Street, City, State, Zip Code): <b>c/o Mobile Satellite Ventures GP Inc., 10802 Parkridge Boulevard, Reston, VA 20191-5416</b>					
Check Box(es) that Apply	<input type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input checked="" type="checkbox"/> Executive Officer of MSV GP	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual): <b>Swank, Eric A.</b>					
Business or Residence Address (Number and Street, City, State, Zip Code): <b>c/o Mobile Satellite Ventures GP Inc., 10802 Parkridge Boulevard, Reston, VA 20191-5416</b>					
Check Box(es) that Apply	<input type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input checked="" type="checkbox"/> Executive Officer of MSV GP	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual): <b>Karabinis, Peter D.</b>					
Business or Residence Address (Number and Street, City, State, Zip Code): <b>c/o Mobile Satellite Ventures GP Inc., 10802 Parkridge Boulevard, Reston, VA 20191-5416</b>					
Check Box(es) that Apply	<input type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input checked="" type="checkbox"/> Executive Officer of MSV GP	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual): <b>Levin, Lon C.</b>					
Business or Residence Address (Number and Street, City, State, Zip Code): <b>c/o Mobile Satellite Ventures GP Inc., 10802 Parkridge Boulevard, Reston, VA 20191-5416</b>					

Check Box(es) that Apply	<input type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input checked="" type="checkbox"/> Executive Officer of MSV GP	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual): <b>Dutta, Santanu</b>					
Business or Residence Address (Number and Street, City, State, Zip Code): <b>c/o Mobile Satellite Ventures GP Inc., 10802 Parkridge Boulevard, Reston, VA 20191-5416</b>					
Check Box(es) that Apply	<input type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director of MSV GP	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual): <b>Boisvert, Larry J.</b>					
Business or Residence Address (Number and Street, City, State, Zip Code): <b>c/o Mobile Satellite Ventures GP Inc., 10802 Parkridge Boulevard, Reston, VA 20191-5416</b>					
Check Box(es) that Apply	<input type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director of MSV GP	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual): <b>Ignacy, Ted</b>					
Business or Residence Address (Number and Street, City, State, Zip Code): <b>c/o Mobile Satellite Ventures GP Inc., 10802 Parkridge Boulevard, Reston, VA 20191-5416</b>					
Check Box(es) that Apply	<input type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director of MSV GP	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual): <b>McCormick, Rory</b>					
Business or Residence Address (Number and Street, City, State, Zip Code): <b>c/o Mobile Satellite Ventures GP Inc., 10802 Parkridge Boulevard, Reston, VA 20191-5416</b>					
Check Box(es) that Apply	<input type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director of MSV GP	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual): <b>Africk, Andrew</b>					
Business or Residence Address (Number and Street, City, State, Zip Code): <b>c/o Mobile Satellite Ventures GP Inc., 10802 Parkridge Boulevard, Reston, VA 20191-5416</b>					
Check Box(es) that Apply	<input type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director of MSV GP	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual): <b>Abbruzzese, Jared E.</b>					
Business or Residence Address (Number and Street, City, State, Zip Code): <b>c/o Mobile Satellite Ventures GP Inc., 10802 Parkridge Boulevard, Reston, VA 20191-5416</b>					
Check Box(es) that Apply	<input type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director of MSV GP	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual): <b>Singh, Dr. Rajendra</b>					
Business or Residence Address (Number and Street, City, State, Zip Code): <b>c/o Mobile Satellite Ventures GP Inc., 10802 Parkridge Boulevard, Reston, VA 20191-5416</b>					
Check Box(es) that Apply	<input type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director of MSV GP	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual): <b>Rowan, Marc</b>					
Business or Residence Address (Number and Street, City, State, Zip Code): <b>c/o Mobile Satellite Ventures GP Inc., 10802 Parkridge Boulevard, Reston, VA 20191-5416</b>					

Check Box(es) that Apply	<input type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director of MSV GP	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual): <b>Leddy, Jeffrey</b>					
Business or Residence Address (Number and Street, City, State, Zip Code): <b>c/o Mobile Satellite Ventures GP Inc., 10802 Parkridge Boulevard, Reston, VA 20191-5416</b>					
Check Box(es) that Apply	<input type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director of MSV GP	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual): <b>Kittner, Gerry S.</b>					
Business or Residence Address (Number and Street, City, State, Zip Code): <b>c/o Mobile Satellite Ventures GP Inc., 10802 Parkridge Boulevard, Reston, VA 20191-5416</b>					

**B. INFORMATION ABOUT OFFERING**

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? Yes  No

Answer also in Appendix, Column 2, if filing under ULOE.

2. What is the minimum investment that will be accepted from any individual?.....\$ \_\_\_\_\_ N/A

3. Does the offering permit joint ownership of a single unit? Yes  No

4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. **None**

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

*(Check "All States" or check individual States) ----- [ ] All State*

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

*(Check "All States" or check individual States) ----- [ ] All States*

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

*(Check "All States" or check individual States) ----- [ ] All State*

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

**C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS**

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box  and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

<u>Type of Security</u>	<u>Aggregate Offering Price</u>	<u>Amount Already Sold</u>
Debt.....	\$ _____	\$ _____
Equity.....	\$ _____	\$ _____
<input type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants) .....		
Partnership Interests: 2,735,317.23 Class A Preferred Units of limited partnership interest of MSV LP <sup>1/</sup> .....	\$ <u>17,633,333.33</u> <sup>2/</sup>	\$ <u>17,633,333.33</u> <sup>2/</sup>
Other (Specify _____).....	\$ _____	\$ _____
Total.....	\$ <u>17,633,333.33</u> <sup>2/</sup>	\$ <u>17,633,333.33</u> <sup>2/</sup>

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	<u>Number of Investors</u>	<u>Aggregate Dollar Amount of Purchases</u>
Accredited Investors.....	<u>4</u>	\$ <u>17,633,333.33</u> <sup>2/</sup>
Non-accredited Investors.....	<u>0</u>	\$ <u>0</u>
Total (for filings under Rule 504 only).....	<u>N/A</u>	\$ <u>N/A</u>

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.

<u>Type of offering</u>	<u>Type of Security</u>	<u>Dollar Amount Sold</u>
Rule 505.....	<u>N/A</u>	\$ <u>N/A</u>
Regulation A.....	<u>N/A</u>	\$ <u>N/A</u>
Rule 504.....	<u>N/A</u>	\$ <u>N/A</u>
Total.....		\$ <u>N/A</u>

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees .....	<input type="checkbox"/>	\$ <u>0</u>
Printing and Engraving Costs.....	<input type="checkbox"/>	\$ <u>0</u>
Legal Fees.....	<input checked="" type="checkbox"/>	\$ <u>35,000</u> <sup>2/</sup>
Accounting Fees.....	<input type="checkbox"/>	\$ <u>0</u>
Engineering Fees.....	<input type="checkbox"/>	\$ <u>0</u>
Sales Commissions (specify finders' fees separately).....	<input type="checkbox"/>	\$ <u>0</u>
Other Expenses (identify): Blue Sky fees.....	<input checked="" type="checkbox"/>	\$ <u>500</u> <sup>2/</sup>
Total.....	<input checked="" type="checkbox"/>	\$ <u>35,500</u> <sup>2/</sup>

<sup>1/</sup> In conjunction with the issuance of 2,735,317.23 units of limited partnership interest of MSV LP, the investors will also acquire 273.54 shares of common stock in MSV GP, the general partner of MSV LP.

<sup>2/</sup> The figure represents the aggregate consideration in respect of the shares of common stock of MSV GP and the units of limited partnership interest in MSV LP. There was no separate consideration for the units of limited partnership interest in MSV LP.

**C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS**

b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the Issuer." .....

\$ 17,633,333.33<sup>2/</sup>

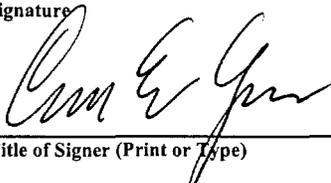
5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b. above.

	Payments to Officers, Directors, & Affiliates		Payments to Others
Salaries and fees .....	[ ] \$ <u>0</u>	[ ]	\$ <u>0</u>
Purchase of real estate .....	[ ] \$ <u>0</u>	[ ]	\$ <u>0</u>
Purchase, rental or leasing and installation of machinery and equipment.....	[ ] \$ <u>0</u>	[ ]	\$ <u>0</u>
Construction or leasing of plant buildings and facilities .....	[ ] \$ <u>0</u>	[ ]	\$ <u>0</u>
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the pursuant to a merger) .....	[ ] \$ <u>0</u>	[ ]	\$ <u>0</u>
Repayment of indebtedness.....	[ ] \$ <u>0</u>	[ X ]	\$ <u>5,000,000</u>
Working Capital .....	[ ] \$ <u>0</u>	[ X ]	\$ <u>12,633,333.33</u>
Other (specify).....	[ ] \$ <u>0</u>	[ ]	\$ <u>0</u>
Column Totals .....	[ ] \$ <u>0</u>	[ ]	\$ <u>17,633,333.33</u>
Total Payments Listed (column totals added).....	[ ] \$ <u>0</u>	[ ]	\$ <u>17,633,333.33</u>

<sup>2/</sup> The expenses of the offering were paid separately by MSV GP.

**D. FEDERAL SIGNATURE**

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

<b>Issuer (Print or Type)</b> Mobile Satellite Ventures LP	<b>Signature</b> 	<b>Date</b> April 14, 2004
By: Mobile Satellite Ventures GP Inc., its General Partner		
<b>Name of Signer (Print or Type)</b> Carson E. Agnew	<b>Title of Signer (Print or Type)</b> President and Chief Operating Officer	

**ATTENTION**  
*Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001)*

**E.. STATE SIGNATURE**

1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?..... Yes      No  
[ ]      [ ] N/A

**NOT APPLICABLE TO RULE 506 OFFERINGS OF FEDERAL COVERED SECURITIES PURSUANT TO THE PROVISIONS OF NSMIA AND SECTION 18(B)(4)(d) OF THE SECURITIES ACT OF 1933, AS AMENDED.**

See Appendix, Column 5, for state response

2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at such times as required by state law.
3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

**NOT APPLICABLE TO RULE 506 OFFERINGS OF FEDERAL COVERED SECURITIES PURSUANT TO THE PROVISIONS OF NSMIA AND SECTION 18(B)(4)(d) OF THE SECURITIES ACT OF 1933, AS AMENDED.**

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

<b>Issuer (Print or Type)</b> Mobile Satellite Ventures LP  By: Mobile Satellite Ventures GP Inc., its General Partner	<b>Signature</b>   	<b>Date</b>  April 14, 2004
<b>Name of Signer (Print or Type)</b>  Carson E. Agnew	<b>Title of Signer (Print or Type)</b>  President and Chief Operating Officer	

**Instruction:**

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

**APPENDIX**

1.  State	2. Intend to sell to non-accredited investors in State (Part B - Item 1)		3. Type of security and aggregate offering price offered in state (Part C - Item 1)  2,735,317.23 Class A Preferred Units of limited partnership interest	4. Type of investor and Amount purchased in State (Part C - Item 2)				5. Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	N/A Yes	N/A No
AL			\$		\$		\$		
AK			\$		\$		\$		
AZ			\$		\$		\$		
AR			\$		\$		\$		
CA			\$		\$		\$		
CO			\$		\$		\$		
CT			\$		\$		\$		
DE			\$		\$		\$		
DC			\$		\$		\$		
FL			\$		\$		\$		
GA			\$		\$		\$		
GU			\$		\$		\$		
HI			\$		\$		\$		
ID			\$		\$		\$		
IL			\$		\$		\$		
IN			\$		\$		\$		
IA			\$		\$		\$		
KS			\$		\$		\$		
KY			\$		\$		\$		
LA			\$		\$		\$		
ME			\$		\$		\$		
MD			\$		\$		\$		
MA			\$		\$		\$		
MI			\$		\$		\$		
MN			\$		\$		\$		
MS			\$		\$		\$		
MO			\$		\$		\$		
MT			\$		\$		\$		
NE			\$		\$		\$		
NV			\$		\$		\$		
NH			\$		\$		\$		
NJ			\$		\$		\$		
NM			\$		\$		\$		
NY			\$		\$		\$		
NC			\$		\$		\$		
ND			\$		\$		\$		
OH			\$		\$		\$		
OK			\$		\$		\$		
OR			\$		\$		\$		
PA			\$		\$		\$		
PR			\$		\$		\$		
RI			\$		\$		\$		
SC			\$		\$		\$		
SD			\$		\$		\$		
TN			\$		\$		\$		
TX			\$		\$		\$		
UT			\$		\$		\$		
VT			\$		\$		\$		
VA		X	\$ 17,633,333.33	4	\$ 17,633,333.33	0	\$ 0		N/A
WA			\$		\$		\$		
WV			\$		\$		\$		
WI			\$		\$		\$		
WY			\$		\$		\$		
Foreign			\$		\$		\$		