

MOTIENT CORP
Form 3
October 05, 2006

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

OMB APPROVAL

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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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â BCE INC		(Month/Day/Year)	MOTIENT CORP [(MNCP)]	
(Last)	(First)	(Middle)	09/25/2006	
1000, RUE DE LA GAUCHETIERE OUEST,,Â BUREAU 3700 MONTREAL, QUEBEC			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
			<input type="checkbox"/> Director	<input checked="" type="checkbox"/> 10% Owner
			<input type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
				6. Individual or Joint/Group Filing(Check Applicable Line)
				<input type="checkbox"/> Form filed by One Reporting Person
				<input checked="" type="checkbox"/> Form filed by More than One Reporting Person
H3B 4Y7 CANADA,Â Â				
(City)	(State)	(Zip)		

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)
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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 Derivative	5. 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.

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. O, Diamond Oil & Gas Corporation, a Nevada corporation ("Diamond"), of which Mr. Young is the sole officer, director and shareholder, entered into an agreement dated December 8, 2003 with us to sell us interest in certain oil and gas leases and other assets in exchange for 3,500,000 shares of our common stock. The transaction was valued at \$1.05 million. *See* Item 1, Description of Business, Business in our December 31, 2004, Form 10-KSB filed March 31, 2005. The transaction closed on January 5, 2004.

Over the period May through October 2004 we borrowed \$741,000 on an unsecured 8% demand note payable to an entity controlled by our CEO, Mr. Young. In December 2004 we paid \$684,621 of principal on the note plus \$25,681 of interest. The December 31, 2004 balance on the note was \$56,379.

Item 13. Exhibits

Exhibit No.

3(i)(1)	Articles of Incorporation (1)
3(i)(2)	Certificate of Amendment to Articles of Incorporation (7)
3(ii)	Bylaws (1)
4.1	Form of Convertible Debenture issued by Fellows Energy, Ltd., dated June 4, 2004 (2)
4.2	Form of Warrant to Purchase Common Stock of Fellows Energy, Ltd., dated June 4, 2004 (2)
4.3	Form of Security Agreement of Fellows Energy, Ltd., dated June 4, 2004 (2)
10.1	Purchase Agreement of October 22, 2003 with Diamond Oil and Gas Corporation (3)
10.2	Stock Option Plan** (4)
10.3	Exploration Services Funding Agreement of January 26, 2004 with Thomasson Partner Associates, Inc. (7)
10.4	Agreement to Extend and Amend Exploration Funding Service Agreement with Thomasson Partner Associates, Inc., dated February 24, 2005 (7)
10.5	Purchase and Option Agreement of March 16, 2004 with Quaneco, LLC (7)
10.6	Amendment to Purchase and Option Agreement, of September 14, 2004, with Quaneco, LLC (7)
10.7	Agreement for Purchase of Interests in the Castle Rock and Kirby CBNG Projects of March 4, 2005 with Quaneco, LLC (7)
10.8	Promissory Note of November 8, 2004 with JMG Exploration, Inc. (5)
10.9	General Security Agreement of November 8, 2004 with JMG Exploration, Inc. (5)
10.10	Exploration and Development and Conveyance Agreement of November 8, 2004 with JMG Exploration, Inc. (5)
10.11	Consultant Agreement, dated February 1, 2005, between Fellows Energy, Ltd. and CEOCast, Inc. (7)

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- 10.12 Consultant Agreement, dated August 1, 2004, between Fellows Energy, Ltd. and CEOCast, Inc. (7)
- 10.13 Letter Agreement, dated December 1, 2004, between Fellows Energy, Ltd. and Axiom Capital Management, Inc. (7)
- 10.14 Carter Creek Project Purchase Agreement, dated January 9, 2004, by and between Thomasson Partner Associates, Inc. and Fellows Energy Ltd. (7)
- 10.15 Letter Agreement regarding Bacaroo Project, dated April 14, 2004, by and between Thomasson Partner Associates, Inc. and Fellows Energy Ltd. (7)
- 10.16 Note between Deseado, LLC and Fellows Energy Ltd., dated September 24, 2004 (7)
- 14.1 Code of Ethics (6)

33

- 31.1 Certification of Chief Executive Officer pursuant to Rule 13a-14 and Rule 15d-14(a), promulgated under the Securities and Exchange Act of 1934, as amended *
- 31.2 Certification of Chief Financial Officer pursuant to Rule 13a-14 and Rule 15d 14(a), promulgated under the Securities and Exchange Act of 1934, as amended *
- 32.1 Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (Chief Executive Officer) *
- 32.2 Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (Chief Financial Officer) *

* Filed with this Report

** A management compensation plan

- (1) Incorporated by reference to Fellows' registration statement on Form SB-2 filed on August 10, 2001
- (2) Incorporated by reference to Fellows' Form 8-K filed June 17, 2004
- (3) Incorporated by reference to Fellows' Form 8-K filed January 6, 2004
- (4) Incorporated by reference to Fellows' Schedule 14A, filed on October 22, 2003
- (5) Incorporated by reference to Fellows' Form 10-QSB, filed on November 15, 2004
- (6) Incorporated by reference to Fellows' Form 10-KSB/A filed on April 29, 2004
- (7) Incorporated by reference to Fellows' Form 10-KSB filed on March 31, 2005

Item 14. Principal Accountant Fees and Services

Audit Fees

Hall & Company, registered independent public accountants ("Hall & Company") is our principal independent accountant and has examined our financial statements for each of the last two years. The aggregate fees billed for each of the last two fiscal years total \$110,498 for professional services rendered by the principal independent accountant for the audit of our annual financial statements, review of financial statements included in our 10-QSB, and services that are normally provided by the accountant in connection with statutory and regulatory filings or engagements.

Audit-Related Fees

There have not been any fees billed in each of the last two years for assurance and related services by the principal independent accountant that are reasonably related to the performance of the audit or review of our financial statements.

Explanation of Responses:

Tax Fees

The aggregate fees billed for each of the last two fiscal years total \$5,263 for professional services rendered by the principal independent accountant for tax compliance, tax advice, and tax planning.

All Other Fees

No other fees have been billed in the last two years for products and services provided by the principal accountant other than the services reported pursuant to the above portions of this Item 14.

Our board of directors acts as the audit committee and had no “pre-approval policies and procedures” in effect for the auditors’ engagement for the audit year 2003 and 2004. The engagement of Hall & Company was approved by our board of directors.

Signatures

In accordance with Section 13 of the Exchange Act, we caused this report to be signed on our behalf by the undersigned, who is authorized to do so, in Boulder, Colorado, on February 02, 2006.

Fellows Energy Ltd.
a Nevada corporation

/s/ George S. Young

George S. Young
Chief Executive Officer (Principal Executive Officer), Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer), President and Chairman of the Board

In accordance with the Exchange Act, the following person has signed this report on our behalf and in the capacities indicated.

/s/ George S. Young

February 02, 2006

George S. Young
Chief Executive Officer (Principal Executive Officer), Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer), President and Chairman of the Board