

IB 08-184

E930124 SES-T/C-20080822-01089 IB2008002021
Mobile Satellite Ventures Subsidiary LLC

Approved by OMB
3060-0678

APPLICATION FOR SATELLITE SPACE AND EARTH STATION AUTHORIZATIONS FOR TRANSFER OF CONTROL OR ASSIGNMENT FCC 312 MAIN FORM FOR OFFICIAL USE ONLY	FCC Use Only
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APPLICANT INFORMATION

Enter a description of this application to identify it on the main menu:
Transfer of Control of MSV, Holder of Two Fixed Earth Station Licenses, v2

1-8. Legal Name of Applicant

Name:	Mobile Satellite Ventures Subsidiary LLC	Phone Number:	703-390-2730
DBA Name:		Fax Number:	703-390-2770
Street:	10802 Parkridge Blvd	E-Mail:	jmanner@msvlp.com
City:	Reston	State:	VA
Country:	USA	Zipcode:	20191 -
Attention:	Jennifer A Manner		

DOCKET FILE COPY ORIGINAL

9-16. Name of Contact Representative

Name:	See exhibit	Phone Number:	202-663-8077
Company:		Fax Number:	202-663-8007
Street:	2300 N Street, NW	E-Mail:	
City:	Washington	State:	DC
Country:	USA	Zipcode:	20037-
Attention:		Relationship:	

CLASSIFICATION OF FILING

17. Choose the button next to the classification that applies to this filing for both questions a. and b. Choose only one for 17a and only one for 17b.

- a1. Earth Station
- a2. Space Station

- (N/A) b1. Application for License of New Station
- (N/A) b2. Application for Registration of New Domestic Receive-Only Station
- (N/A) b3. Amendment to a Pending Application
- (N/A) b4. Modification of License or Registration
- b5. Assignment of License or Registration
- b6. Transfer of Control of License or Registration
- (N/A) b7. Notification of Minor Modification
- (N/A) b8. Application for License of New Receive-Only Station Using Non-U.S. Licensed Satellite
- (N/A) b9. Letter of Intent to Use Non-U.S. Licensed Satellite to Provide Service in the United States
- (N/A) b10. Other (Please specify)

17c. Is a fee submitted with this application?

- If Yes, complete and attach FCC Form 159. If No, indicate reason for fee exemption (see 47 C.F.R. Section 1.1114).
- Governmental Entity Noncommercial educational licensee
- Other (please explain):

17d.

Fee Classification A CNX – Fixed Satellite Transmit/Receive Earth Station	Quantity 1 (First Station)
Fee Classification B CFX – Fixed Satellite Transmit/Receive Earth Station	Quantity 1 (Each Additional Station)

18. If this filing is in reference to an existing station, enter:

(a) Call sign of station:
Not Applicable

19. If this filing is an amendment to a pending application enter:

(a) Date pending application was filed: Not Applicable	(b) File number of pending application: Not Applicable
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TYPE OF SERVICE

20. NATURE OF SERVICE: This filing is for an authorization to provide or use the following type(s) of service(s): Select all that apply:

- a. Fixed Satellite
- b. Mobile Satellite
- c. Radiodetermination Satellite
- d. Earth Exploration Satellite
- e. Direct to Home Fixed Satellite
- f. Digital Audio Radio Service
- g. Other (please specify)

21. STATUS: Choose the button next to the applicable status. Choose only one.

- Common Carrier Non-Common Carrier

22. If earth station applicant, check all that apply.

- Using U.S. licensed satellites
- Using Non-U.S. licensed satellites

23. If applicant is providing INTERNATIONAL COMMON CARRIER service, see instructions regarding Sec. 214 filings. Choose one. Are these facilities:

- Connected to a Public Switched Network Not connected to a Public Switched Network N/A

24. FREQUENCY BAND(S): Place an "X" in the box(es) next to all applicable frequency band(s).

- a. C-Band (4/6 GHz) b. Ku-Band (12/14 GHz)
- c. Other (Please specify upper and lower frequencies in MHz.)
Frequency Lower: 1647.0 Frequency Upper: 1661.0

TYPE OF STATION

25. CLASS OF STATION: Choose the button next to the class of station that applies. Choose only one.

- a. Fixed Earth Station
- b. Temporary-Fixed Earth Station
- c. 12/14 GHz VSAT Network
- d. Mobile Earth Station
- e. Geostationary Space Station
- f. Non-Geostationary Space Station
- g. Other (please specify)

26. TYPE OF EARTH STATION FACILITY: Choose only one.

- Transmit/Receive
- Transmit-Only
- Receive-Only
- N/A

PURPOSE OF MODIFICATION

27. The purpose of this proposed modification is to: (Place an "X" in the box(es) next to all that apply.)

Not Applicable

ENVIRONMENTAL POLICY

<p>28. Would a Commission grant of any proposal in this application or amendment have a significant environmental impact as defined by 47 CFR 1.1307? If YES, submit the statement as required by Sections 1.1308 and 1.1311 of the Commission's rules, 47 C.F.R. 1.1308 and 1.1311, as an exhibit to this application. A Radiation Hazard Study must accompany all applications for new transmitting facilities, major modifications, or major amendments.</p>	<p><input type="radio"/> Yes <input checked="" type="radio"/> No</p> <p>Exhibit</p>
---	---

ALIEN OWNERSHIP Earth station applicants not proposing to provide broadcast, common carrier, aeronautical en route or aeronautical fixed radio station services are not required to respond to Items 30-34.

<p>29. Is the applicant a foreign government or the representative of any foreign government?</p>	<p><input type="radio"/> Yes <input checked="" type="radio"/> No</p>
<p>30. Is the applicant an alien or the representative of an alien?</p>	<p><input type="radio"/> Yes <input checked="" type="radio"/> No</p> <p><input type="radio"/> N/A</p>
<p>31. Is the applicant a corporation organized under the laws of any foreign government?</p>	<p><input type="radio"/> Yes <input checked="" type="radio"/> No</p> <p><input type="radio"/> N/A</p>
<p>32. Is the applicant a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?</p>	<p><input type="radio"/> Yes <input checked="" type="radio"/> No</p> <p><input type="radio"/> N/A</p>

33. Is the applicant a corporation directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?

Yes No
 N/A

34. If any answer to questions 29, 30, 31, 32 and/or 33 is Yes, attach as an exhibit an identification of the aliens or foreign entities, their nationality, their relationship to the applicant, and the percentage of stock they own or vote.

Exhibit

BASIC QUALIFICATIONS

35. Does the Applicant request any waivers or exemptions from any of the Commission's Rules?
If Yes, attach as an exhibit, copies of the requests for waivers or exceptions with supporting documents.

Yes No

Narrative

36. Has the applicant or any party to this application or amendment had any FCC station authorization or license revoked or had any application for an initial, modification or renewal of FCC station authorization, license, or construction permit denied by the Commission? If Yes, attach as an exhibit, an explanation of circumstances.

Yes No

37. Has the applicant, or any party to this application or amendment, or any party directly or indirectly controlling the applicant ever been convicted of a felony by any state or federal court? If Yes, attach as an exhibit, an explanation of circumstances.

Yes No

38. Has any court finally adjudged the applicant, or any person directly or indirectly controlling the applicant, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement or any other means or unfair methods of competition? If Yes, attach as an exhibit, an explanation of circumstances

Yes No

39. Is the applicant, or any person directly or indirectly controlling the applicant, currently a party in any pending matter referred to in the preceding two items? If yes, attach as an exhibit, an explanation of the circumstances.

Yes No

40. If the applicant is a corporation and is applying for a space station license, attach as an exhibit the names, address, and citizenship of those stockholders owning a record and/or voting 10 percent or more of the Filer's voting stock and the percentages so held. In the case of fiduciary control, indicate the beneficiary(ies) or class of beneficiaries. Also list the names and addresses of the officers and directors of the Filer.

41. By checking Yes, the undersigned certifies, that neither applicant nor any other party to the application is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance. See 47 CFR 1.2002(b) for the meaning of "party to the application" for these purposes.

Yes No

42a. Does the applicant intend to use a non-U.S. licensed satellite to provide service in the United States? If Yes, answer 42b and attach an exhibit providing the information specified in 47 C.F.R. 25.137, as appropriate. If No, proceed to question 43.

Yes No

Exhibit

42b. What administration has licensed or is in the process of licensing the space station? If no license will be issued, what administration has coordinated or is in the process of coordinating the space station?Canada

43. Description. (Summarize the nature of the application and the services to be provided).

(If the complete description does not appear in this box, please go to the end of the form to view it in its entirety.)

Commission consent is requested for the transfer of control of Mobile Satellite Ventures Subsidiary LLC (MSV), holder of two fixed earth station licenses, to Harbinger Capital Partners Funds.

Exhibit

CERTIFICATION

The Applicant waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application. The applicant certifies that grant of this application would not cause the applicant to be in violation of the spectrum aggregation limit in 47 CFR Part 20. All statements made in exhibits are a material part hereof and are incorporated herein as if set out in full in this application. The undersigned, individually and for the applicant, hereby certifies that all statements made in this application and in all attached exhibits are true, complete and correct to the best of his or her knowledge and belief, and are made in good faith.

44. Applicant is a (an): (Choose the button next to applicable response.)

- Individual
- Unincorporated Association
- Partnership
- Corporation
- Governmental Entity
- Other (please specify)

45. Name of Person Signing
Jennifer A. Manner

46. Title of Person Signing
Vice President, Regulatory Affairs

47. Please supply any need attachments.

Attachment 1:

Attachment 2:

Attachment 3:

WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND / OR IMPRISONMENT
(U.S. Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION AUTHORIZATION
(U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

SATELLITE EARTH STATION AUTHORIZATIONS
FCC Form 312 – Schedule A
FOR OFFICIAL USE ONLY

Select one of the following

CONSENT TO TRANSFER OF CONTROL
 CONSENT TO ASSIGNMENT OF LICENSE

NOTIFICATION OF TRANSFER OF CONTROL OF RECEIVE ONLY REGISTRATION
 NOTIFICATION OF ASSIGNMENT OF RECEIVE ONLY REGISTRATION

A1. Name of Licensee (as shown on FCC 312 – Main Form)

Name:	Mobile Satellite Ventures Subsidiary LLC	Phone Number:	703-390-2730
DBA Name:		Fax Number:	703-390-2770
Street:	10802 Parkridge Boulevard	E-Mail:	jmanner@msvlp.com
City:	Reston	State:	VA
Country:	USA	Zipcode:	20191 -
Attention:	Jennifer A. Manner		

A8. List Callsign(s) of station(s) being assigned or transfered

Callsign: E940374	Callsign: E930124	Callsign:	Callsign:	Callsign:	Callsign:	Callsign:	Callsign:
-----------------------------	-----------------------------	------------------	------------------	------------------	------------------	------------------	------------------

A9. No. of station(s) listed

2

A10. Name of Transferor/ Assignor

Name:	SkyTerra Communications, Inc.	Phone Number:	703-390-2730
Company:		Fax Number:	703-390-2770
Street:	10802 Parkridge Boulevard	E-Mail:	jmanner@msvlp.com
City:	Reston	State:	VA
Country:	USA	Zipcode:	20191 -
Attention:	Jennifer A. Manner	Relationship:	

A15. Name of Transferee/ Assignee

Name:	Harbinger Capital Partners Funds	Phone Number:	205-987-5500
DBA Name:		Fax Number:	
Street:	555 Madison Avenue 16th Floor	E-Mail:	
City:	New York	State:	NY
Country:	USA	Zipcode:	10022 -
Attention:			

A20. If these facilities are licensed, is the transferee / assignee directly or indirectly controlled by any other entity? If yes, attach as Exhibit E, a statement (including organizational diagrams where appropriate) which fully and completely identifies the nature and extent of control including: (1) the name, address, citizenship, and primary business of the controlling entity and any intermediate subsidiaries or parties, and (2) the names, addresses, citizenship, and the percentages of voting and equity stock of those stockholders holding 10 percent or more of the controlling corporation's voting stock.

- Yes
- No
- N/A

A21. If these facilities are licensed, attach as Exhibit F, a complete statement setting forth the facts which show how the assignment or transfer will serve the public interest.

CERTIFICATION

1. The undersigned, individually and for licensee, certifies that all attached exhibits pertain to Schedule A and all statements made in Schedule A of this application are true, complete and correct to the best of his/her knowledge and belief. The undersigned also certifies that any contracts or other instruments submitted herewith are complete and constitute the full agreement.

2. The undersigned represents that stock will not be delivered and that control will not be transferred until the Commission's consent has been received, but that transfer of control or assignment of license will be completed within 60 days of Commission consent. The undersigned also acknowledges that the Commission must be notified by letter within 30 days of consummation.

A22. Printed Name of Licensee (Must agree with A1) Mobile Satellite Ventures Subsidiary LLC	A24. Title (Office Held by Person Signing) Vice President, Regulatory Affairs
A26. Printed Name of License Transferor / Assignor (Must agree with A10) SkyTerra Communications, Inc.	A28. Title (Office Held by Person Signing) Vice President, Regulatory Affairs
A26. Printed Name of License Transferee / Assignee (Must agree with A15) Harbinger Capital Partners Funds	A28. Title (Office Held by Person Signing) See exhibit

FCC NOTICE REQUIRED BY THE PAPERWORK REDUCTION ACT

The public reporting for this collection of information is estimated to average 2 hours per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the required data, and completing and reviewing the collection of information. If you have any comments on this burden estimate, or how we can improve the collection and reduce the burden it causes you, please write to the Federal Communications Commission, AMD-PER, Paperwork Reduction Project (3060-0678), Washington, DC 20554. We will also accept your comments regarding the Paperwork Reduction Act aspects of this collection via the Internet if you send them to jboley@fcc.gov. PLEASE DO NOT SEND COMPLETED FORMS TO THIS ADDRESS.

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THE FOREGOING NOTICE IS REQUIRED BY THE PAPERWORK REDUCTION ACT OF 1995, PUBLIC LAW 104-13, OCTOBER 1, 1995, 44 U.S.C. SECTION 3507.

Exhibit

Response to Question No. 24 (Frequency Bands)

Call Sign E930124

Service Links:

1530-1544 MHz & 1545-1559 MHz (downlink)

1631.5-1645.5 MHz & 1646.5-1660.5 MHz (uplink)

Feeder Links:

10.75-10.95 GHz (downlink)

13.0-13.15 GHz & 13.20-13.25 GHz (uplink)

Telemetry, Tracking, and Command ("TT&C"):

Telemetry: 11.7005 GHz & 11.701 GHz

Command: 14.0005 GHz & 14.4995 GHz

Call Sign E940374

Service Links:

1530-1544 MHz & 1545-1559 MHz (downlink)

1631.5-1645.5 MHz & 1646.5-1660.5 MHz (uplink)

Feeder Links:

10.75-10.95 GHz (downlink)

13.0-13.15 GHz & 13.20-13.25 GHz (uplink)

Exhibit

Response to Question No. 42a

MSV provides the following information pursuant to Section 25.137 regarding non-U.S.-licensed satellites.

Section 25.137(a) – Effective Competitive Opportunities. Inapplicable. Canada is a member of the World Trade Organization, and the services the applicant is seeking to provide are covered under the World Trade Organization Basic Telecommunications Agreement.

Section 25.137(b) – Compliance with Financial and Technical Requirements. MSAT-1 is in orbit and operational. Therefore, financial information under Section 25.114(c)(17)-(18) of the Commission's rules need not be submitted with this application. Additionally, the spectrum for the services which the applicant seeks to offer has been coordinated internationally.

Finally, MSV notes that the information normally required under 47 C.F.R. § 25.137 and in response to Question 42 for foreign-licensed satellites has already been provided to and approved by the Commission in prior applications, and MSV incorporates that information by reference. *See, e.g., Applications of SatCOM Systems, Inc. et al.*, 14 FCC Rcd 20798 (1999); *see also In the Matter of Motient Services Inc. and TMI Communications and Company, LP, Assignors, and Mobile Satellite Ventures Subsidiary LLC, Assignee*, 16 FCC Rcd 20469 (2001); *In the Matter of Motient Corporation and Subsidiaries, Transferors, and SkyTerra Communications, Inc., Transferee*, 21 FCC Rcd 10198 (2006).

Exhibit

CONTACT INFORMATION

For the purposes of the instant application, the applicant requests that all FCC communications be directed to the following parties:

For Mobile Satellite Ventures Subsidiary LLC and
SkyTerra Communications, Inc.

Bruce D. Jacobs
Pillsbury Winthrop Shaw Pittman LLP
2300 N Street, NW
Washington, DC 20036
(202) 663-8077 (phone)
(202) 663-8007 (fax)

For Harbinger Capital Partners Funds

Henry Goldberg
Joseph A. Godles
Goldberg, Godles, Wiener & Wright
1229 19th Street, NW
Washington, DC 20036-2413
(202) 429-4900 (phone)
(202) 429-4912 (fax)

RESPONSE TO QUESTIONS A26 & A28: TRANSFEREE CERTIFICATIONS

1. The undersigned, individually and for licensee, certifies that all attached exhibits pertinent to Schedule A and all statement made in Schedule A of this application are true, complete and correct to the best of his/her knowledge and belief. The undersigned also certifies that any contracts or other instruments submitted herewith are complete and constitute the full agreement.
2. The undersigned represents that stock will not be delivered and that control will not be transferred until the Commission's consent has been received, but that transfer of control or assignment of license will be completed within 60 days of Commission consent. The undersigned also acknowledges that the Commission must be notified by letter within 30 days of consummation.

HARBINGER CAPITAL PARTNERS MASTER FUND I, LTD.

By: Harbinger Capital Partners Offshore Manager, L.L.C., as investment manager

By: /s/Philip A. Falcone
Name: Philip A. Falcone
Title: Senior Managing Director

HARBINGER CAPITAL PARTNERS SPECIAL SITUATIONS FUND, L.P.

By: Harbinger Capital Partners Special Situations GP, LLC, as general partner

By: /s/Philip A. Falcone
Name: Philip A. Falcone
Title: Senior Managing Director

**Before the
Federal Communications Commission
Washington, D.C. 20554**

In the matter of)
)
SkyTerra Communications, Inc.,) File No. _____
 Transferor,)
)
Harbinger Capital Partners Funds,)
 Transferee,)
)
Applications for Authority to Transfer Control of)
Mobile Satellite Ventures Subsidiary LLC)
)
 and)
The Current Shareholders of)
Inmarsat plc)
 Transferor,)
)
Harbinger Capital Partners Funds,)
 Transferee,)
)
Applications for Authority to Transfer Control of)
Inmarsat Hawaii Inc. and Inmarsat, Inc.)
)

NARRATIVE

TABLE OF CONTENTS

I. INTRODUCTION AND SUMMARY ----- 2

II. DESCRIPTIONS OF THE TRANSACTION----- 4

 A. The Parties ----- 4

 (1) *MSV and SkyTerra*----- 4

 (2) *Inmarsat*----- 5

 (3) *Harbinger* ----- 6

 B. The Transactions ----- 7

 C. Sequence of Transactions and Requested Waivers ----- 8

 (1) *Waiver of the Commission’s Signature Requirement*----- 17

 (2) *Waiver of the Time by Which the Transaction Must be Consummated*----- 18

III. STANDARD FOR REVIEW ----- 18

IV. COMPLIANCE WITH THE COMMUNICATIONS ACT AND THE COMMISSION’S RULES----- 20

V. THE PROPOSED TRANSACTION WILL YIELD SUBSTANTIAL PUBLIC INTEREST BENEFITS----- 22

 A. The Proposed Merger Will Unlock the Full Promise of L-Band Spectrum for MSS-ATC Services to Benefit Public Safety Entities, People in Rural Areas, and the Public at Large ----- 23

 B. The Proposed Transaction Will Create More Rapid, Lower Cost Deployment of ATC to the Benefit of Rural and Public Safety Users as well as Traditional Terrestrial Wireless Consumers ----- 27

 C. The Transaction Will Generate Additional Operating Efficiencies ----- 29

 (1) *More Efficient Use of Satellites and Orbital Resources* ----- 29

 (2) *Administrative, R&D, and Other Cost Savings* ----- 29

 D. Existing Services ----- 30

VI.	THIS TRANSACTION WILL NOT HARM COMPETITION -----	31
A.	The Commission's Method of Analysis: Identify Where the Parties Compete and Analyze Whether the Combination Would Adversely Affect That Competition -----	31
B.	Current MSS Services: The Few Areas of Overlap Are Characterized By Thriving Competition That Will Not Be Adversely Affected By the Proposed Transaction -----	33
C.	Future Directions -----	37
VII.	PROCEDURAL MATTERS -----	39
A.	Pending Applications and Petitions -----	39
B.	Request for Permit-But-Disclose <i>Ex Parte</i> Status -----	39
VIII.	CONCLUSION -----	40

**Before the
Federal Communications Commission
Washington, D.C. 20554**

In the matter of)	
)	
SkyTerra Communications, Inc.,)	File No. _____
<i>Transferor,</i>)	
)	
Harbinger Capital Partners Funds,)	
<i>Transferee,</i>)	
)	
Applications for Authority to Transfer Control of)	
Mobile Satellite Ventures Subsidiary LLC)	
)	
and)	
The Current Shareholders of)	
Inmarsat plc)	
<i>Transferor,</i>)	
)	
Harbinger Capital Partners Funds,)	
<i>Transferee,</i>)	
)	
Applications for Authority to Transfer Control of)	
Inmarsat Hawaii Inc. and Inmarsat, Inc.)	
)	

NARRATIVE

Harbinger Capital Partners Funds¹ (collectively referred to herein as "Harbinger") and SkyTerra Communications, Inc. ("SkyTerra") request² Federal Communications Commission ("FCC" or "the Commission") consent to the following transactions:

¹ These funds consist of Harbinger Capital Partners Master Fund I, Ltd. (the "Master Fund") and Harbinger Capital Partners Special Situations Funds, L.P. (the "Special Situations Fund"). The exact percentages to be held by each fund will vary depending upon market conditions and other factors. Both funds are, however, under the same ultimate control, so changes in the two funds' relative percentages would have no material impact on the transfers of control that are proposed herein. Currently, another Harbinger fund, Harbinger Capital Partners Fund I, L.P. (the "Partners Fund") has an interest in SkyTerra, but it is contemplated that the Master Fund and the Special Situations Fund will absorb that interest by the time of the occurrence of either transaction. A fourth fund, Harbinger Co-Investment Fund, L.P. (the "Co-Investment Fund"), currently created, but unfunded, may also acquire an interest in (footnote cont'd on next page)

- (i) the transfer of control of Mobile Satellite Ventures Subsidiary, LLC ("MSV Sub"), from SkyTerra (as it is currently controlled) to Harbinger;³ and
- (ii) the transfer of control of Inmarsat Hawaii Inc. and Inmarsat, Inc. from the current shareholders of Inmarsat plc ("Inmarsat")⁴ to Harbinger.⁵

I. INTRODUCTION AND SUMMARY

As set forth herein, the combination of MSV and Inmarsat would yield enormous public interest benefits. It would enhance spectrum efficiency in the L-band, while solidifying the foundation for the development of an integrated satellite-terrestrial communications network that would provide critical public safety services, essentially immune to local disasters, and coverage

SkyTerra as part of a funding vehicle for the Inmarsat transaction. Both the Partners Fund and the Co-Investment Fund are under common control with the Master Fund and the Special Situations Fund. If either the Partners Fund or the Co-Investment Fund would be involved in the purchase of SkyTerra shares that is associated with either transaction, amendment(s) showing a *pro forma* change in ownership would be filed to the appropriate individual applications.

² This narrative is included with each of a series of related applications seeking consent to transfer control of the licenses identified in Attachment A hereto. It is respectfully requested that the applications be processed as a group.

Please note that Question 21 of FCC Form 312 asks whether the licenses that are the subject of the application are common carrier or non-common carrier. Some of the transfer of control applications that the parties are filing on FCC Form 312 include both common carrier and non-common carrier licenses. The electronic filing system, however, does not permit both the common carrier box and the non-common carrier box to be checked, so only the common carrier box was checked.

³ Following Commission consent, Harbinger would control SkyTerra, which would, in turn, remain the parent company of Mobile Satellite Ventures, L.P. ("MSV L.P."), which wholly owns MSV Sub, as set forth in Section II.A(i) below. (MSV L.P. and MSV Sub are collectively referred to herein as "MSV.")

⁴ There is presently before the Commission an application requesting Commission consent to the transfer of control of Stratos Global Corporation ("Stratos") from Robert M. Franklin to Inmarsat. See Robert M. Franklin, Trustee, and Inmarsat plc Seek FCC Consent to the Transfer of Control of Stratos Global Corporation, and its Subsidiaries from an Irrevocable Trust to Inmarsat plc, Pleading Cycle Established, Public Notice, IB Docket No. 08-143, 2008 FCC Lexis 5360 (rel Aug. 13, 2008) (the "*Stratos Transfer of Control Proceeding*"). If the Stratos Transfer of Control Application is granted while the application for consent to transfer control of Inmarsat to SkyTerra is pending, the application for the transfer of control of Inmarsat to SkyTerra will be amended accordingly.

⁵ Harbinger has an option to acquire, subject to prior FCC consent, a controlling equity interest in TVCC One Six Holdings LLC ("TVCC"), which has entered into an FCC-approved *de facto* lease of 1670-1675 MHz spectrum with the licensee of that spectrum, OP LLC (the "1.6 GHz Spectrum Lease"). If the option is exercised, an application to the FCC to permit the transfer of control of the 1.6 GHz Spectrum Lease from the current equity owners of TVCC to Harbinger will be filed.

As part of the financial arrangements contemplated in connection with the contemplated acquisition of Inmarsat, Harbinger would contribute its interest in TVCC to SkyTerra. As Harbinger would, at such time (pursuant to the FCC consent herein requested) control SkyTerra, that transfer would constitute a *pro forma* transfer of control of TVCC. Accordingly, if the option is exercised and the Commission has granted its consent to the transfer of (footnote cont'd on next page)

for consumer handsets both to the most rural and underserved areas of this country and Canada and to urban centers.

By combining the resources and expertise of MSV and Inmarsat, and the financial strength and investment of Harbinger, there would be created a stronger, more operationally efficient organization of global reach that would be better able to realize the promise of ubiquitous wireless coverage of North America through an integrated satellite-terrestrial communications network. More than it is possible to achieve pursuant to the companies' recently announced Cooperation Agreement,⁶ the combination of these entities would facilitate the more rapid roll out of the innovative mobile satellite services-ancillary terrestrial component ("MSS-ATC") services envisioned today, with both advanced satellite and terrestrial services being the result. As a combined company, they would have the resources and the technical and operational efficiencies to make the most of contiguous blocks of spectrum and increased technical and operational flexibility, unencumbered by the limitations on the coordination of shared spectrum by two companies with divergent business interests and to develop innovative technologies in the future.

As demonstrated herein, there will be no adverse effect on competition. Much of MSV's and Inmarsat's businesses are complementary: For example, Inmarsat reports that over 60% of its sales are for global maritime and aeronautical services, which MSV does not offer. Moreover Inmarsat's leading land mobile service is a satellite high speed data service (BGAN), while MSV

control of TVCC to Harbinger, an application for the further *pro forma* transfer of control of TVCC from Harbinger to SkyTerra will be submitted to the Commission.

⁶ Cooperation Agreement between and among Mobile Satellite Ventures, L.P., Mobile Satellite Ventures (Canada) Inc., SkyTerra Communications, Inc., and Inmarsat Global Limited (Dec. 20, 2007), available at http://www.sec.gov/Archives/edgar/data/756502/000114420407068694/v097951_ex10-1.htm (included in a February 28, 2008 SkyTerra Communications, Inc., Form 10-K Filing with the Securities and Exchange Commission) ("*Cooperation Agreement*").

offers only low speed (4.8 kbps) service today. MSV on the other hand provides a "push-to-talk" functionality that Inmarsat does not offer, and is focusing for the future on its ATC business model aimed primarily at the mass-market while Inmarsat has not pursued ATC over its network. In all events, as the Commission has recognized, satellite communication services are characterized by vibrant competition from numerous players including new entrants and new technologies.

As further described herein, two interrelated transactions, both of which are subject to FCC and other regulatory approvals, are contemplated. Initially, Harbinger will become SkyTerra's controlling stockholder by exercising warrants to purchase additional SkyTerra common stock and becoming the owner of SkyTerra shares that are currently held in escrow. Harbinger's control over SkyTerra also will give it control over SkyTerra's operating subsidiary, MSV LP, and MSV LP's wholly-owned FCC licensee subsidiary, MSV Sub. Then, upon successful conclusion of the offer for Inmarsat, the Harbinger-controlled SkyTerra will become Inmarsat's controlling shareholder. The reasons and basis for this sequential process and the associated waivers of the Commission's rules that are requested are set forth in Section II.C below.

II. DESCRIPTIONS OF THE TRANSACTION

A. The Parties

(1) *MSV and SkyTerra*

MSV Sub is licensed by the Commission to operate AMSC-1 (also known as MSAT-2), an L-band Mobile Satellite Service ("MSS") satellite, at 101.3° W.L., and to launch and operate a replacement satellite for AMSC-1, MSV-1, at the same orbital location. MSV Sub holds an authorization to operate ATC facilities in conjunction with the