

IB 08-184

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REMITTANCE ADVICE
FORM 159

Approved by OMB
3060-0589
Page No. 1 of 1

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(13) APPLICANT NAME Harbinger Capital Partners Funds			
(14) STREET ADDRESS LINE NO. 1 555 Madison Avenue			
(15) STREET ADDRESS LINE NO. 2 16th Floor			
(16) CITY New York		(17) STATE NY	(18) ZIP CODE 10022
(19) DAYTIME TELEPHONE NUMBER (include area code) 205-987-5500		(20) COUNTRY CODE (if not in U.S.A.)	
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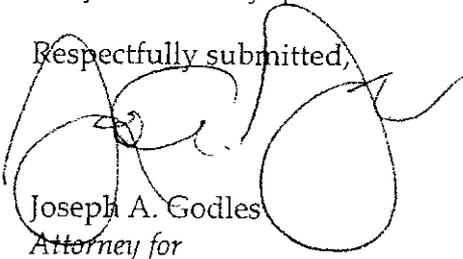
Federal Communications Commission
Wireline Competition Bureau Applications
P.O. Box 979091
St. Louis, MO 63197-9000

Dear Ms. Dortch:

Submitted herewith on behalf of the Harbinger Capital Partners Funds ("Harbinger"), SkyTerra Communications, Inc. ("SkyTerra"), and Mobile Satellite Ventures Subsidiary LLC ("MSV") are an "original" and five (5) copies of the electronically filed application for authority to transfer control of MSV's domestic and international Section 214 authorizations from SkyTerra to Harbinger and an FCC Form 159 with payment information for the amount of \$965 to cover the filing fee for the transfer of control of MSV's domestic Section 214 authorization. See *In the Matter of Implementation of Further Streamlining Measures for Domestic Section 214 Authorizations*, 17 FCC Rcd 5517, ¶ 18 (2002). The filing fee associated with the application for transfer of control of MSV's international Section 214 authorizations has been submitted to the FCC separately.

Please date-stamp and return the attached receipt copy of this filing in the envelope provided. Please contact the undersigned if you have any questions or concerns.

Respectfully submitted,


Joseph A. Godles
Attorney for
Harbinger Capital Partners Funds

Approved by OMB
3060-0686

INTERNATIONAL SECTION 214 AUTHORIZATIONS FOR ASSIGNMENT OR TRANSFER OF CONTROL FCC 214 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 Section 214 Authorizations, v2

1. 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		

2. Name of Contact Representative

Name:	Bruce D. Jacobs, Esq.	Phone Number:	202-663-8077
Company:	Pillsbury Winthrop Shaw Pittman LLP	Fax Number:	202-663-8007
Street:	2300 N Street, NW	E-Mail:	bruce.jacobs@pillsburylaw.com
City:	Washington	State:	DC
Country:	USA	Zipcode:	20037-
Attention:	Bruce D. Jacobs, Esq.	Relationship:	Legal Counsel

CLASSIFICATION OF FILING

3. Choose the button next to the classification that best describes this filing. Choose only one.

a. Assignment of Section 214 Authority

An Assignment of an authorization is a transaction in which the authorization, or a portion of it, is assigned from one entity to another. Following an assignment, the authorization will usually be held by an entity other than the one to which it was originally granted. (See Section 63.24(b).)

b. Transfer of Control of Section 214 Authority

A Transfer of Control is a transaction in which the authorization remains held by the same entity, but there is a change in the entity or entities that control the authorization holder. (See Section 63.24(c).)

c. Notification of Pro Forma Assignment of Section 214 Authority (No fee required)

d. Notification of Pro Forma Transfer of Control of Section 214 Authority (No fee required)

Date of Consummation: Must be completed if you select c or d.

4. File Number(s) of Section 214 Authority(ies) for Which You Seek Consent to Assign or Transfer Control.

Note: If the Section 214 Authorization Holder whose authority is being assigned or transferred does not have an "ITC" File No. under which it is operating, contact the Help Desk for assistance before proceeding further with this application. You cannot enter an "ITC-ASG" or "ITC-T/C" File No. in response to this question. Your response must specify one or more "ITC" File Nos. Relevant "ITC-ASG" or "ITC-T/C" File Nos. should be listed only in Attachment 1 in response to Question 10.

File Number:IT C214199503140 0022	File Number:IT C214199512150 0023	File Number:					
--	--	---------------------	---------------------	---------------------	---------------------	---------------------	---------------------

5. Name of Section 214 Authorization Holder

Name:	Mobile Satellite Ventures Subsidiary LLP	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		

6. Name of Assignor / Transferor

Name: SkyTerra Communications, Inc. **Phone Number:** 703-390-2730
DBA Name: **Fax Number:**
Street: 10802 Parkridge Boulevard **E-Mail:** jmanner@msvip.com

City: Reston **State:** VA
Country: USA **Zipcode:** 20191

Attention: Jennifer A. Manner

7. Name of Assignee / Transferee

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

Attention: See exhibit

8a. 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 Notification of Pro Forma (No fee required.)
 Other (please explain):

8b. You must file a separate application for each legal entity that holds one or more Section 214 authorizations to be assigned or transferred.

Fee Classification CUT – Section 214 Authority

9. Description (Summarize the nature of the application.)

(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 international Section 214 authorizations and domestic 214 authority, to Harbinger Capital Partners Funds.

10. In Attachment 1, please respond to paragraphs (c) and (d) of Section 63.18 with respect to the assignor/transferor and the assignee/transferee. Label your response "Answer to Question 10".

11. Does any entity, directly or indirectly, own at least ten (10) percent of the equity of the assignee/transferee as determined by successive multiplication in the manner specified in the note to Section 63.18(h) of the rules? Yes No

If you answered "Yes" to this question, provide in Attachment 1, the name, address, citizenship, and principal businesses of each person or entity that directly or indirectly owns at least ten (10) percent of the equity of the assignee/transferee, and the percentage of equity owned by each of those persons or entities (to the nearest one percent). Label your response "Answer to Question 11."

12. Does the assignee/transferee have any interlocking directorates with a foreign carrier?

Yes No

If you answered "Yes" to this question, identify each interlocking officer/director in Attachment 1. (See Section 63.09(g).) Provide the name and position/title of the individual or entity, the name of the foreign carrier, and the country in which the foreign carrier is authorized to operate. Label your response: "Answer to Question 12."

13. Provide in Attachment 1 a narrative of the means by which the proposed assignment or transfer of control will take place. In circumstances of a substantial assignment or transfer of control pursuant to Section 63.24(e), where the assignor seeks authority to assign only a portion of its U.S. international assets and/or customer base, please specify whether the assignor requests authority to continue to operate under any or all of its international Section 214 File Nos. after consummation; and, if so, please specify in Attachment 1 each File No. it seeks to retain in its own name. Label your response "Answer to Question 13."

Note: The assignor may retain any or all of its international Section 214 File Nos. In that case, the assignor will continue to hold the international section 214 authorizations that it specifies in response to this question. The ITC-ASG File No. that the Commission assigns to this application will, when granted, constitute Commission authorization of the proposed assignment of assets and /or customers from the assignor to the assignee. Unless Commission grant of the assignment application specifies otherwise, the assignee may provide the same services on the same routes as permitted under the assignor's Section 214 authorization(s), and the assignee may provide such service to any customers it may obtain in the ordinary course of business.

If this filing is not a notification of a pro forma assignment or pro forma transfer of control, please respond to Questions 14-20 below. (See Section 63.24(d).) Otherwise, you may proceed to Question 21 below.

14. Check "Yes" below if the assignee is a foreign carrier or if, upon consummation of the proposed assignment or transfer of control, the Section 214 holder would be affiliated with a foreign carrier. (See Section 63.18 (i).) The terms "foreign carrier" and "affiliated" are defined in Section 63.09 (d) & (e) of the rules respectively. Yes No

If you answered "Yes" to this question, please specify in Attachment 1 each foreign country in which the assignee is a foreign carrier or in which the Section 214 holder, upon consummation, would be affiliated with a foreign carrier. Label your response, "Answer to Question 14."

15. If this application is granted and the proposed assignment or transfer is consummated, would the Section 214 holder be authorized to provide service to any destination country for which any of the following statements is true? Yes No

(1) The Section 214 holder is a foreign carrier in that country; or

(2) The Section 214 holder controls a foreign carrier in that country; or

(3) Any entity that owns more than 25 percent of the Section 214 holder, or that controls the Section 214 holder, controls a foreign carrier in that country.

(4) Two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25 percent of the Section 214 holder and are parties to, or the beneficiaries of, a contractual relation (e.g., a joint venture or market alliance) affecting the provision or marketing of international basic telecommunications services in the United States.

If you answered "Yes" to this question, please specify in Attachment 1 each foreign carrier and country for which any of the above statements would be true. Label your response, "Answer to Question 15."

16. If you answered "Yes" to question 14, do you request classification of the Section 214 holder as a "non-dominant" carrier, upon consummation of the proposed transaction, between the United States and any or all countries listed in response to Question 14? See Section 63.10 of the rules.

Yes No

If you answered "Yes" to this question, you must provide information in Attachment 1 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10 of the rules on each U.S.-destination country route where it would be a foreign carrier, or would be affiliated with a foreign carrier and for which you request non-dominant classification. Label your response, "Answer to Question 16."

17. If you answered "Yes" to question 14 and you have not provided information in response to Question 16 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10 of the rules on each U.S.-destination route where it would be a foreign carrier, or be affiliated with a foreign carrier, check "Yes" below to certify that the assignee/transferee agrees to comply with the dominant carrier safeguards in Section 63.10 (c) & (e) of the rules in the provision of international service between the United States and any foreign country(ies) for which you have not provided the required information.

Yes, I certify that I agree to comply with the dominant carrier safeguards in Section 63.10 (c) & (e) of the rules in my provision of international service between the United States and the following foreign country(ies):

No, Does not apply.

18. If you answered "Yes" to question 15, and if you have not provided information in response to question 16 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10 of the rules in its provision of service to each of the countries identified in response to question 15, the Section 214 holder may not be eligible to provide international telecommunications service between the U.S. and each such country following consummation of the assignment or transfer. In order to determine whether the public interest would be served by authorizing service on these U.S.-destination country routes, the assignee/transferee must provide information, in Attachment 1, to satisfy one of the showings specified in Section 63.18(k) of the rules. Label your response, "Answer to Question 18."

19. If the assignee, or the Section 214 holder that is the subject of this transfer of control application, is a provider of Commercial Mobile Radio Services, you need not answer this question.

If any of the Section 214 authorization(s) that would be assigned or transferred, authorize the Section 214 holder to resell the international switched services of an unaffiliated U.S. carrier for the purpose of providing international telecommunications services to a country listed in response to question 14, and unless you have provided information in response to question 16 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10(a)(3) of the rules for each country, check "Yes" below to certify that the assignee/transferee will file the quarterly traffic reports required by Section 43.61(c) of the rules; and/or state in Attachment 1 that the foreign carrier(s) for which the applicant has not made a showing under Section 63.10(c)(3) do(es) not collect settlement payments from U.S. international carriers. (See Section 63.18(l).)

Yes, I certify that I agree to comply with the quarterly traffic reporting requirements set forth in section 43.61(c) of the rules.

20. If the applicant desires streamlined processing pursuant to Section 63.12 of the rules, provide in Attachment 1 a statement of how the application qualifies for streamlined processing. (See Section 63.18(p).) Note that, if the application is being filed in connection with a sale of assets or reorganization of a carrier or its parent pursuant to the U.S. bankruptcy laws, the application may not be eligible for streamlined processing until final bankruptcy court approval of the proposed sale or reorganization.

Applicant certifies that its responses to questions 21 through 25 are true:

21. The assignee/transferee certifies that it has not agreed to accept special concessions directly or indirectly from a foreign carrier with respect to any U.S. international route where the foreign carrier possesses sufficient market power on the foreign end of the route to affect competition adversely in the U.S. market and will not enter into any such agreements in the future. Yes No

22. By signing this application, the undersigned certify either (1) that the authorization(s) will not be assigned or that control of the authorization(s) will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to the notification procedures for pro forma transactions under Section 63.24 of the rules. The assignee/transferee also acknowledges that the Commission must be notified by letter within 30 days of a consummation or of a decision not to consummate. (See Section 63.24(e)(4).) Yes No

23. If this filing is a notification of a pro forma assignment or transfer of control, the undersigned certify that the assignment or transfer of control was pro forma and that, together with all previous pro forma transactions, does not result in a change in the actual controlling party. Yes No
 Not a Pro Forma

<p>24. The undersigned certify that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.</p>	<p><input checked="" type="radio"/> Yes <input type="radio"/> No</p>
<p>25. The assignee/transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.</p>	<p><input checked="" type="radio"/> Yes <input type="radio"/> No</p>

CERTIFICATION

<p>26. Printed Name of Assignor / Transferor SkyTerra Communications, Inc.</p>	<p>29. Printed Name of Assignee / Transferee Harbinger Capital Partners Funds</p>
<p>27. Title (Office Held by Person Signing) Vice President, Regulatory Affairs</p>	<p>30. Title (Office Held by Person Signing) Senior Managing Director</p>
<p>28. Signature (Enter the name of the person who will sign the paper version of this form for retention in their files) Jennifer A Manner</p>	<p>31. Signature (Enter the name of the person who will sign the paper version of this form for retention in their files) Philip A. Falcone</p>
<p style="text-align: center;">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).</p>	

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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.

**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

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**Before the
Federal Communications Commission
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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

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

aforementioned satellites; various fixed and mobile earth stations licenses; Section 214 authorizations; various experimental licenses; and a mobile itinerant license, all associated with the operation and development of the aforementioned satellites and the planned MSS-ATC network.

MSV is a joint venture partner of Mobile Satellite Ventures (Canada), Inc. ("MSV Canada"), which holds various Canadian authorizations to operate its own L-band MSS satellite (MSAT-1) as well as a next generation replacement (MSV-2) for that satellite. MSV and MSV Canada currently provide certain land mobile services in the United States and Canada via their existing satellites. MSV and MSV Canada are developing an integrated satellite-terrestrial communications network, including proceeding with the construction of state of the art replacement satellites, to provide seamless, transparent and ubiquitous wireless coverage of the United States and Canada to consumer handsets. That network will reach both underserved rural areas and heavily-populated areas, providing vital public safety and consumer services. MSV Canada is controlled by BCE, a Canadian corporation. Control of MSV Canada is unaffected by the transactions proposed herein.

SkyTerra is a holding company which holds an approximate 99% equity interest in its operating subsidiary, MSV L.P., a Delaware limited partnership, which wholly owns MSV Sub, a Delaware corporation. The general partner of MSV L.P. is Mobile Satellite Ventures GP Inc., a Delaware corporation which is a wholly-owned subsidiary of SkyTerra. SkyTerra is also a Delaware corporation.

(2) *Inmarsat*

Inmarsat is a U.K. company that (together with its subsidiaries) operates a network of eleven geostationary satellites. Its satellite orbital locations are filed at the

International Telecommunication Union through the United Kingdom. Inmarsat is a leading provider of global mobile satellite communications services, with the majority of its revenue from global maritime and aeronautical communications services. Inmarsat also supports land mobile voice and data applications, including in North America, which applications are discussed further herein. Inmarsat, through its wholly-owned subsidiaries, Inmarsat Hawaii Inc. and Inmarsat, Inc., holds three FCC authorizations: two special temporary authorizations to operate an earth station and an experimental license. Inmarsat Hawaii Inc. is a Hawaii corporation and Inmarsat, Inc. is a Delaware corporation.

(3) *Harbinger*

The Harbinger Capital Partners Funds are investment funds founded in 2001 by Philip A. Falcone and Harbert Management Corporation. The Master Fund is an exempted company organized under the laws of the Cayman Islands. The Special Situations Fund is a Delaware limited partnership. A more detailed description of these funds and their ownership structure is set forth in the Declaratory Ruling Petition that is Attachment B, hereto. Mr. Falcone and Raymond Harbert, both of whom are U.S. citizens, have ultimate control of the funds.

Harbinger currently holds approximately 29% of the issued and outstanding voting shares of Inmarsat and holds convertible bonds in Inmarsat. Harbinger also holds approximately a 35% equity and an approximately 48% voting interest in SkyTerra, plus warrants for additional voting shares of SkyTerra; and the right to acquire additional voting shares of SkyTerra out of escrow.⁷ In addition, Harbinger owns approximately 31% of the

⁷ This percentage includes approximately 3% of SkyTerra's voting common stock and 14% of SkyTerra's equity which is currently owned by the Partners Fund and which, as indicated in note 1 hereto, is contemplated to be distributed to the Master Fund and the Special Situations Fund.

voting/equity shares of TerreStar Corporation, which holds approximately 28% of the equity (none of it voting) in SkyTerra, as well as non-voting preferred stock and debt instruments in TerreStar. TerreStar Corporation's (approximately) 88% subsidiary, TerreStar Networks Inc., holds an FCC letter of intent ("LOI") authorization for the launch and operation in the United States of TerreStar-1, a Canadian-licensed S-band MSS satellite that will serve the United States and Canada. Harbinger does not control TerreStar, nor would any of the proposed transactions give Harbinger control of TerreStar.

In addition to their interests in Inmarsat and TerreStar, the Harbinger Capital Partners Funds have interests in many companies, including minority interests in the following telecommunications and media companies in which Harbinger holds an equity interest⁸ of 10% or more (and, in each case, less than 25%): Satelites Mexicanos Sa de CV; Leap Wireless; The New York Times Company; and Media General Communications, Inc.

B. The Transactions

The transfer of control of SkyTerra/MSV to Harbinger would occur by the exercise by Harbinger of warrants and/or by other stock acquisition. If Harbinger is allowed to acquire all of the shares to which it currently has rights, it will hold in excess of 60% of the voting common stock of SkyTerra. Harbinger anticipates that in January 2009 and April 2009 it will receive warrants to acquire an additional 25,000,000 shares of the voting common stock of SkyTerra (pursuant to a \$500 million financing facility that Harbinger has made available to MSV LP). Exercising these warrants would result in Harbinger holding approximately 75% of the voting common stock of SkyTerra.

⁸ Although neither a voting nor equity interest, for the completion of the record, we note that Harbinger also holds approximately 51 million dollars (face value) in bonds in ICO Global, whose affiliate holds an LOI authorization from the Commission to operate an S-band MSS satellite in the United States.