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ITC-T/C-20080822-00397
IB2008002024

Mobile Satellite Ventures Subsidiary LLC



**INTERNATIONAL SECTION 214 AUTHORIZATIONS
FOR ASSIGNMENT OR
TRANSFER OF CONTROL
FCC 214 MAIN FORM FOR OFFICIAL USE ONLY**

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Menu

APPLICANT INFORMATION

Note: Use only standard punctuation. Please do not use special characters - such as ';' - in any of the fields below!

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.**

Click here to answer questions 4-7 [Assignment or Transfer of Control Information](#)
(Please complete boxes 8a through 30, validate the page, and then return here to complete Items 4-7.)

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. [See Section 63.24.](#))
 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

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

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 \(i\)](#).) Yes No
 The terms "foreign carrier" and "affiliated" are defined in [Section 63.09 \(d\) & \(e\)](#) of the rules respectively.

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 Yes No is true?

- (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

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. Yes No

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. Yes No

CERTIFICATION

26. Printed Name of Assignor / Transferor SkyTerra Communications, Inc.	29. Printed Name of Assignee / Transferee Harbinger Capital Partners Funds
27. Title (Office Held by Person Signing) Vice President, Regulatory Affairs	30. Title (Office Held by Person Signing) Senior Managing Director
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	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
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).	

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Assignment or Transfer of Control Information

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4. File numbers of Section 214 authority(ies) for which you seek consent to assign or transfer. [Enter File Number\(s\)](#)
 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.

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@msvlp.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

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File Number(s) of Section 214 Authority(ies) For Which You Seek Consent to Assign or Transfer Control
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1 copy of this form section exist.

File Number: ITC2141995121500023 File Number: ITC2141995031400022
File Number: File Number:
File Number: File Number:
File Number: File Number:
File Number: File Number:

To search by new file number, click on this link
To search by old file number, click on this link
You Must Validate This Section Before Continuing With the Application Process. Once finished, you can return to the previous page by clicking the "Previous" button or to the main menu by clicking the "Menu" button.

**Responses Accompanying Application for Transfer of Control of
International and Domestic Section 214 Authority**

Harbinger Capital Partners Funds¹ ("Harbinger" or "transferee") and SkyTerra Communications, Inc. ("SkyTerra" or "transferor"), pursuant to Section 214 of the Communications Act, as amended,² and Sections 63.04 and 63.24 of the Commission's rules,³ request authority to transfer control of Mobile Satellite Services Subsidiary LLC ("MSV"), from SkyTerra to Harbinger. MSV is the holder of domestic and international 214 authorizations.

Information Required for Transfer of International Section 214 Authorizations

Description of Parties and Transaction (Answer to Question 13).

See Narrative.

Sections 63.18(a) and 63.04(a)(1). Name, address and telephone number of each applicant.

Information for 214 Authorization Holder: Mobile Satellite Ventures Subsidiary LLC, 10802 Parkridge Boulevard, Reston, VA 20191, (703) 390-2700.

Information for Transferor: SkyTerra Communications, Inc., 10802 Parkridge Boulevard, Reston, VA 20191, (703) 390-2770.

Information for Transferee: Harbinger Capital Partners Special Situations Fund, L.P., 555 Madison Avenue, 16th Floor, New York, NY, 10022, (205) 987-5500; Harbinger Capital Partners Master Fund I, Ltd., 3rd Floor, Bishop's Square Redmond's Hill, Dublin, Ireland 3, (212) 521-6970.

Sections 63.18(b) and 63.04(a)(2). Jurisdiction of Organization.

Information for 214 Authorization Holder: Mobile Satellite Ventures Subsidiary LLC is a limited liability company organized under the laws of Delaware.

Information for Transferor: SkyTerra Communications, Inc. is a corporation organized under the laws of Delaware.

¹ These funds consist of Harbinger Capital Partners Master Fund I, Ltd. (the "Master Fund") and Harbinger Capital Partners Special Situations Fund, L.P. (the "Special Situations Fund").

² 47 U.S.C. § 214.

³ 47 C.F.R. §§ 63.04 and 63.24.

Information for Transferee: Harbinger Capital Partners Master Fund I, Ltd. is a Cayman Islands Exempted Company and Harbinger Capital Partners Special Situations Fund, L.P. is a limited partnership organized under the laws of Delaware.

Sections 63.18(c) and 63.04(a)(3) with respect to transferor and transferee (Answer to Question 10).

Information for 214 Authorization Holder:

Jennifer A. Manner, Vice President of Regulatory Affairs, Mobile Satellite Ventures Subsidiary LLC, 10802 Parkridge Boulevard, Reston, VA 20191, (703) 390-2700.

Bruce D. Jacobs, Pillsbury Winthrop Shaw Pittman LLP, 2300 N Street, NW, Washington, D.C. 20037-1122, (202) 663-8077.

Information for Transferor:

Jennifer A. Manner, Vice President of Regulatory Affairs, SkyTerra Communications, Inc., 10802 Parkridge Boulevard, Reston, VA 20191, (703) 390-2700.

Bruce D. Jacobs, Pillsbury Winthrop Shaw Pittman LLP, 2300 N Street, NW, Washington, D.C. 20037-1122, (202) 663-8077.

Information for Transferee:

Jeffrey T. Kirshner, Harbinger Capital Partners Funds, 555 Madison Avenue, 16th Floor, New York, NY 10022, (205) 987-5500.

Joseph A. Godles, 1229 19th Street, NW, Washington, D.C. 20036, (202) 429-4900.

Section 63.18(d). Statement as to Section 214 Authority (Answer to Question 10).

Information for 214 Authorization Holder: MSV holds domestic 214 authority to provide interstate telecommunications service, and authority to provide international telecommunications services. See ITC-214-19951215-00023 and ITC-214-19950314-00022. MSV previously held another international 214 authorization, ITC-214-19951122-00044, which is no longer in force.

Information for Transferor: SkyTerra has not previously received Section 214 authority from the Commission.

Information for Transferee: Harbinger has not previously received Section 214 authority from the Commission.

Sections 63.18(h) and 63.04(a)(4). Address, citizenship and principal businesses of any person or entity that directly or indirectly owns at least ten percent of the equity of the applicant (Answer to Question 11).

1. Harbinger Capital Partners Special Situations Offshore Fund, L.P., c/o Ogier Fiduciary Services (Cayman) Limited, P.O. Box 1234, Queensgate House, Grand Cayman KY1-1108, Cayman Islands, B.W.I., a Cayman Islands Limited Partnership whose principal business is as a holding company, holds 62.8% of Harbinger Capital Partners Special Situations Fund.
2. Harbinger Capital Partners Offshore Fund I, Ltd., 3rd Floor, Bishop's Square Redmond's Hill, Dublin, Ireland 3, a Cayman Islands Exempted Company whose principal business is as a holding company, holds 84.05% of Harbinger Capital Partners Master Fund I, Ltd.
3. Harbinger Capital Partners Fund I, L.P., 555 Madison Avenue, 16th Floor, New York, NY 10022, Delaware limited Partnership whose principal business is as a holding company, holds 15.95% of Harbinger Capital Partners Master Fund I, Ltd.

Sections 63.18(h) and 63.04(a)(4). Interlocking Directorates (Answer to Question 12).

There are no interlocking directorates, as defined by Section 63.09(g) of the Commission's rules.⁴

Sections 63.18(i). Statement as to Affiliation with Foreign Carrier (Answer to Question 14).

Upon consummation of the transactions, Harbinger and MSV will be affiliated with Inmarsat plc and its subsidiaries.

Sections 63.18(j) - 63.18(n). Not applicable.

⁴ 47 C.F.R. § 63.09(g).

Section 63.18(o) and 63.04(a)(5). Section 5301 of the Anti-Drug Abuse Act of 1998.

See Form 214, Response to Question 25.

Section 63.18(p). Streamlined Processing (Answer to Question 20).

This application is eligible for streamlined treatment under Commission Rules⁵ for the following reasons:

1. Applicants and their affiliates combined will hold less than a ten percent share of the interstate, interexchange market;
2. Applicants and their affiliates will provide local exchange service, if at all, only in areas served by dominant local exchange carriers (none of which is a party to the proposed transaction); and
3. None of the applicants or their affiliates is dominant with respect to any service.

Information for Transfer of Domestic 214 Authority

Pursuant to Section 63.04(b) of the Commission's rules,⁶ the following information is provided to the Commission:

Section 63.04(a)(6) - Description of the Transaction. See Narrative.

Section 63.04(a)(7) - Services Provided.

MSV offers mobile satellite services throughout the United States.

SkyTerra is a publicly-traded U.S. corporation with indirect interests in MSV.

Harbinger has interests in TerreStar Networks Inc. ("TerreStar"), which is pursuing plans to build and operate a mobile satellite system in the 2 GHz band.

Section 63.04(a)(8) - Streamlined Treatment. This application is eligible for streamlined treatment under Commission Rules⁷ for the following reasons:

1. Applicants and their affiliates combined will hold less than a ten percent share of the interstate, interexchange market;

⁵ 47 C.F.R. § 63.03(b)(2).

⁶ 47 C.F.R. § 63.04(b).

⁷ 47 C.F.R. § 63.03(b)(2).

2. Applicants and their affiliates will provide local exchange service, if at all, only in areas served by dominant local exchange carriers (none of which is a party to the proposed transaction); and
3. None of the applicants or their affiliates is dominant with respect to any service.

Section 63.04(a)(9) - All Other Applications. In addition to this application to transfer control of domestic and international 214 authority held by MSV, this transaction includes applications seeking the transfer of control of two space station licenses, two fixed earth station licenses, three mobile earth station licenses, seven experimental licenses, and one mobile itinerant license from SkyTerra to Harbinger; one application to transfer control of an Inmarsat experimental authorization from Inmarsat plc to Harbinger; and one application to reissue a grant of Special Temporary Authority ("STA") following the transfer of control of Inmarsat, Inc., from Inmarsat plc to Harbinger.

Section 63.04(a)(10) - Imminent Business Failure. None of the applicants are seeking special consideration as none are facing imminent business failure.

Section 63.04(a)(11) - Separately Filed Waiver Requests. *See Narrative.*

Section 63.04(a)(12) - Public Interest Statement. *See Narrative.*

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)

**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
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

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.

The transfer of control of Inmarsat to Harbinger would be accomplished through the consummation of a tender offer for all of the issued and outstanding shares of Inmarsat (other than those already held by Harbinger) by SkyTerra (or a subsidiary of SkyTerra) or otherwise by way of a United Kingdom ("U.K.") court-approved cancellation scheme of arrangement with respect to the shares of Inmarsat.⁹ As part of the financing of that transaction, Harbinger would contribute to SkyTerra Harbinger's currently-owned shares of Inmarsat, Harbinger's convertible bonds in Inmarsat and, as referenced in note 5 above, Harbinger's interests in TVCC.¹⁰ In exchange for such contributions, Harbinger would be issued additional shares of voting common stock in SkyTerra. It is also anticipated that Harbinger would purchase additional voting stock in SkyTerra as necessary to finance the acquisition of Inmarsat, so that at the conclusion of the transactions, it is expected that Harbinger would own in excess of 85% of the combined entity.¹¹

C. Sequence of Transactions and Requested Waivers

Inmarsat is organized as a public company under the laws of England and Wales, hence any offer for Inmarsat would be regulated by the U.K.'s City Code on Takeovers and Mergers (the "Code") as overseen by the U.K. Panel on Takeovers and Mergers (the "Panel"). Proceeding in the manner proposed is necessary because the process is shaped by the Code.

Under the Code, the normal procedure for making an offer is to announce a "firm intention to make an offer" under Rule 2.5. Once such an announcement has been made, the

⁹ A cancellation scheme of arrangement under U.K. company law would involve the existing share capital of Inmarsat being cancelled and new shares being issued to the acquiring company (being SkyTerra or a subsidiary of SkyTerra). Therefore, a cancellation scheme of arrangement achieves the same end result as an acquisition of the entire issued and outstanding shares of Inmarsat but by a different corporate mechanic which does not involve a transfer of shares.

¹⁰ It may be that Harbinger does not contribute shares in Inmarsat themselves, but rather contributes shares in one or more companies whose sole material asset is the Inmarsat shares.

¹¹ Because the exact percentage cannot be determined at this time, among other reasons because it will vary depending upon the price to be paid for the Inmarsat shares, authority for Harbinger's interest to be as high as 100% is requested in the attached Declaratory Ruling Petition (Attachment B, hereto).

offeror must proceed within 28 days of the announcement to make an offer at a price no less than the price stated in the Rule 2.5 announcement. For this reason, the financial adviser to the offeror will go through a "cash confirmation" process prior to the Rule 2.5 announcement, where the financial adviser performs due diligence to assure itself that the offeror has obtained the committed financing required to implement the offer. This financing is for all practical purposes unconditional - unlike the normal financings for U.S. tender offers.

Following a Rule 2.5 announcement, the Code normally allows 109 days for an offer to complete. The Code does, however, explicitly provide for circumstances where the offer is referred "unexpectedly" for a lengthy review by the European Union ("EU") or U.K. competition authorities, with any offer being required to lapse under these circumstances (any committed financing also being permitted to lapse at the same time). If the EU/U.K. competition authorities approve the deal, the offeror has 21 days to make up its mind whether to announce a new offer, which is allowed its own period of 109 days in which to successfully complete. However, as noted, this process applies explicitly to offers referred to the EU or U.K. competition authorities, and does not apply to applications to other regulators (on the basis that such application processes are less familiar to market participants in the U.K.).

A variant of this approach would be to employ a trust structure as the acquisition vehicle for an offer for Inmarsat. Under this approach, Harbinger and SkyTerra would announce a firm offer under Rule 2.5, as described above, but with a trust as the initial acquiring entity that (following regulatory approvals) would transfer control to Harbinger/SkyTerra. Such a structure could benefit from the FCC's expedited review procedures for the initial step of transferring

control to a trustee to facilitate tender offers.¹² Under these procedures, there would be no need for the offer to lapse, or for Harbinger and SkyTerra's offer price and financial commitments to be left in place for a protracted period or lapsed and then re-committed, as the offer could be completed, by transferring control to a trustee, within the allotted 109 days. However, Harbinger and SkyTerra did not believe that the trust structure would be commercially feasible for the offer that they propose to make for Inmarsat for the reasons described below and did not wish to progress an offer for Inmarsat using this structure.

The particular concern with the Commission's tender offer mechanism is that a trustee would be required to operate Inmarsat, which is a very substantial company in the U.K.¹³ whose services and customer base are viewed by U.K. authorities as sensitive, and the operation of the company by a trustee pursuant to the Commission's tender offer mechanism would effectively place Inmarsat in "hibernation" for an extended period of time.

Moreover, as noted above, any tender offer for Inmarsat will be subject to the rules of the Code. One of the six General Principles of the Code is that "...holders of securities of an offeree company must have sufficient time and information to enable them to reach a properly informed decision on the bid."¹⁴ This General Principle is, in turn, reflected in the specific Rules of the Code: "Shareholders must be given sufficient information and advice to enable them to reach a properly informed decision as to the merits or demerits of an offer."¹⁵

It is contemplated that under any tender offer for the shares of Inmarsat, the shareholders of Inmarsat would be given the choice of cash or of shares in SkyTerra, so that they

¹² *In Re Tender Offers and Proxy Contests*, Policy Statement, 59 R.R.2d 1536 (1986).

¹³ Inmarsat is a constituent member of the FTSE 100 Index, which is comprised of the 100 largest U.K.-listed companies.

¹⁴ *U.K. Takeover Code*, General Principle 2.

¹⁵ *U.K. Takeover Code*, Rule 23.