

IB 08-184

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Submitted: 08/22/2008 at 20:00:00

File Number: 0003540644

DOCKET FILE COPY ORIGINAL

FCC 603  
Main Form

FCC Application for Assignments of Authorization and Transfers of Control:  
Wireless Telecommunications Bureau  
Public Safety and Homeland Security Bureau

Approved by OMB

3060 - 0800

See instructions for  
public burden estimate

General Information

1) Application Purpose (Select only one) ( TC )	
AA - Assignment of Authorization TC - Transfer of Control	AM - Amendment WD - Withdrawal
NT - Required Notification (For Consummation of an Assignment or Transfer) EX - Request for Extension of Time (To Consummate an Assignment or Transfer)	
2) If this application is for an Amendment (AM) or Withdrawal (WD), enter the File Number of the pending or consented to application currently on file with the FCC.	File Number:
3a) Is this application for Assignment of Authorization or Transfer of Control part of a series of applications involving other wireless license(s) held by the licensee, affiliates of the licensee (e.g., parents, subsidiaries, or commonly-controlled entities), or third parties that are not included on this application and for which Commission approval or notification is required?	( N ) Yes No
3b) If the answer to 3a is 'Y', provide the File Number of the lead application.	File Number:
3c) Does this application for Assignment of Authorization or Transfer of Control involve the assignment or transfer of non-wireless licenses/authorizations for which Commission approval or notification is required?	( Y ) Yes No
4) Are attachments being filed with this application?	( Y ) Yes No

Fees and Waivers

5a) Is the applicant exempt from FCC application fees? If 'Y', attach an exhibit justifying how the applicant is exempt from FCC application fees.	( N ) Yes No
5b) Is a waiver/deferral of the FCC application fees being requested and the application fees are not being submitted in conjunction with this application? If 'Y', attach a date-stamped copy of the request for waiver/deferral of the FCC application fees.	( N ) Yes No
6a) Does this application include a request for waiver of the Commission's rules (other than a request for application fee waivers)? If 'Y', attach an exhibit specifying the rule section(s) for which a waiver is being requested and including a justification for the waiver request.	( Y ) Yes No
6b) If 6a is 'Y', enter the number of rule sections involved.	Number of Rule Sections: 2

Additional Transaction Information

7) Has this application for Assignment of Authorization or Transfer of Control already occurred?	( N ) Yes No
8a) The Assignment of Authorization or Transfer of Control is:	( X ) Voluntary ( ) Involuntary
8b) If 8a is 'Involuntary', provide the date that the event occurred:	(MM/DD/YYYY) / /
9a) Is this application a <i>pro forma</i> Assignment of Authorization or Transfer of Control?	( N ) Yes No
9b) If 9a is 'Y', is this a post notification that is being filed under the Commission's forbearance procedures pursuant to Section 1.948(c)(1) of the Commission's Rules?	( ) Yes No
9c) If 9b is 'Y', provide the consummation date of the Assignment of Authorization or Transfer of Control.	(MM/DD/YYYY) / /
10a) Does this application involve the partitioning and/or disaggregation of geographic-area licenses? If 'Y', complete Schedule B and, if applicable, Schedule C.	( ) Yes No
10b) If 10a is 'N', does this application involve the partial assignment of site-based licenses?	( ) Yes No

11) How will/has the Assignment of Authorization or Transfer of Control be/been accomplished? Select One: ( T )

Sale or other assignment of assets                      Court order                      Reorganization or liquidation

Transfer of stock or other ownership interests

Other (voting trust agreement, management contract, etc.): \_\_\_\_\_

**Designated Entity Information** (If 12a, 12b or 12c is 'Y', Schedule A is required to be completed.)

12a) Does this application for Assignment of Authorization or Transfer of Control involve any licenses that were originally awarded with bidding credits within the last five years?	( ) <u>Y</u> es <u>N</u> o
12b) Does this application for Assignment of Authorization or Transfer of Control involve any licenses that were originally subject to the Commission's installment payment plan?	( ) <u>Y</u> es <u>N</u> o
12c) Does this application for Assignment of Authorization or Transfer of Control involve any licenses that were originally granted pursuant to closed bidding within the last five years?	( ) <u>Y</u> es <u>N</u> o

**Competition-Related Information**

13) Does this application for Assignment of Authorization or Transfer of Control involve a license(s) that may be used for interconnected mobile voice and/or data services that would, if assigned or transferred, create a geographic overlap with another license(s) in which the Assignee/Transferee already holds direct or indirect interests (of 10 percent or more), either as a licensee or spectrum lessee/sublessee, and that also could be used to provide interconnected mobile voice and/or data services?	( ) <u>Y</u> es <u>N</u> o
14a) Does the Assignee/Transferee hold direct or indirect interests (of 10 percent or more) in any entity that already has access to 10 MHz or more spectrum in the Cellular Radiotelephone, broadband PCS, or Specialized Mobile Radio (SMR) services through license(s), lease(s), or sublease(s) in the same geographic area?	( ) <u>Y</u> es <u>N</u> o
14b) Would/does this application for Assignment of Authorization or Transfer of Control reduce the number of entities providing service (using spectrum in any of the three services listed in item 14a) in the affected market(s)?	( ) <u>Y</u> es <u>N</u> o

**Broadband Radio Service and Educational Broadband Service Information**

15a) Will the requested facilities be used to provide multichannel video programming?	( ) <u>Y</u> es <u>N</u> o
15b) If 15a is 'Y', does the Assignee/Transferee operate, control or have attributable interest (as defined in Section 27.1202 of the Commission's Rules) in a cable television system whose franchise area is located within the geographic area of the requested facilities?  If 'Y', provide an exhibit explaining how the Assignee/Transferee complies with Section 27.1202 of the Commission's Rules or justifying a waiver of that rule. If a waiver of the Commission's Rule(s) is being requested, 6a must be answered 'Y'.	( ) <u>Y</u> es <u>N</u> o
16) Does the Assignee/Transferee comply with the programming requirements contained in Section 27.1203 of the Commission's Rules?  If 'N', provide an exhibit explaining how the Assignee/Transferee complies with Section 27.1203 of the Commission's Rules or justifying a waiver of that rule. If a waiver of the Commission's Rule(s) is being requested, 6a must be answered 'Y'.	( ) <u>Y</u> es <u>N</u> o

**Assignor/Licensee Information**

17) Assignor/Licensee is a(n): (Select One)

Individual  
  Unincorporated Association  
  Trust  
  Government Entity  
  Corporation  
 Limited Liability Company

General Partnership  
  Limited Partnership  
  Limited Liability Partnership  
  Consortium

Other: \_\_\_\_\_

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18) FCC Registration Number (FRN): 0005883996

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19) First Name (if individual): \_\_\_\_\_ MI: \_\_\_\_\_ Last Name: \_\_\_\_\_ Suffix: \_\_\_\_\_

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20) Legal Entity Name (if not an individual): Mobile Satellite Ventures Subsidiary LLC

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21) Attention To: Jennifer A. Manner

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22) P.O. Box: \_\_\_\_\_ **And /Or** 23) Street Address: 10802 Parkridge Boulevard

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24) City: Reston \_\_\_\_\_ 25) State: VA \_\_\_\_\_ 26) Zip Code: 20191

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27) Telephone Number: (703)390-2730 \_\_\_\_\_ 28) Fax Number: \_\_\_\_\_

---

29) E-Mail Address: jmanner@msvlp.com

**30) Demographics of Assignor/Licensee (Optional):**

<p><b>Race:</b></p> <input type="checkbox"/> American Indian or Alaska Native <input type="checkbox"/> Asian <input type="checkbox"/> Black or African-American <input type="checkbox"/> Native Hawaiian or Other Pacific Islander <input type="checkbox"/> White	<p><b>Ethnicity:</b></p> <input type="checkbox"/> Hispanic or Latino <input type="checkbox"/> Not Hispanic or Latino	<p><b>Gender:</b></p> <input type="checkbox"/> Male <input type="checkbox"/> Female
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**Assignor/Licensee Contact Representative**

31) First Name: Bruce \_\_\_\_\_ MI: D \_\_\_\_\_ Last Name: Jacobs \_\_\_\_\_ Suffix: \_\_\_\_\_

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32) Company Name: Pillsbury Winthrop Shaw Pittman LLP

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33) Attention To: See exhibit

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34) P.O. Box: \_\_\_\_\_ **And /Or** 35) Street Address: 2300 N Street NW

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36) City: Washington \_\_\_\_\_ 37) State: DC \_\_\_\_\_ 38) Zip Code: 20037

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39) Telephone Number: (202)663-8077 \_\_\_\_\_ 40) Fax Number: (202)663-8007 \_\_\_\_\_

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41) E-Mail Address: bruce.jacobs@pillsburylaw.com

**Transferor Information** (for Transfers of Control only)

42) Transferor is a(n): (Select One)			
<input type="checkbox"/> Individual	<input type="checkbox"/> Unincorporated Association	<input type="checkbox"/> Trust	<input type="checkbox"/> Government Entity
<input checked="" type="checkbox"/> Corporation	<input type="checkbox"/> Limited Liability Company		
<input type="checkbox"/> General Partnership	<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Limited Liability Partnership	<input type="checkbox"/> Consortium
<input type="checkbox"/> Other: _____			
43) FCC Registration Number (FRN): 0015040199			
44) First Name (if individual):	MI:	Last Name:	Suffix:
45) Legal Entity Name (if not an individual): SkyTerra Communications, Inc.			
46) Attention To: Jennifer A. Manner			
47) P.O. Box:	<b>And /Or</b>	48) Street Address: 10802 Parkridge Boulevard	
49) City: Reston	50) State: VA	51) Zip Code: 20191	
52) Telephone Number: (703)390-2730		53) Fax Number: (703)390-2770	
54) E-Mail Address: jmanner@msvip.com			

**55) Demographics of Transferor (Optional):**

<b>Race:</b> <input type="checkbox"/> American Indian or Alaska Native <input type="checkbox"/> Asian <input type="checkbox"/> Black or African-American <input type="checkbox"/> Native Hawaiian or Other Pacific Islander <input type="checkbox"/> White	<b>Ethnicity:</b> <input type="checkbox"/> Hispanic or Latino <input type="checkbox"/> Not Hispanic or Latino	<b>Gender:</b> <input type="checkbox"/> Male <input type="checkbox"/> Female
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**Transferor Contact Representative**

56) First Name: Bruce	MI:	Last Name: Jacobs	Suffix:
57) Company Name: Pillsbury Winthrop Shaw Pittman LLP			
58) Attention To: See exhibit			
59) P.O. Box:	<b>And /Or</b>	60) Street Address: 2300 N Street NW	
61) City: Washington	62) State: DC	63) Zip Code: 20037	
64) Telephone Number: (202)663-8077		65) Fax Number: (202)663-8007	
66) E-Mail Address: bruce.jacobs@pillsburylaw.com			

**Assignee/Transferee Information**

67) Assignee/Transferee is a(n): (Select One)			
<input type="checkbox"/> Individual	<input type="checkbox"/> Unincorporated Association	<input type="checkbox"/> Trust	<input type="checkbox"/> Government Entity
<input type="checkbox"/> Corporation	<input type="checkbox"/> Limited Liability Company	<input type="checkbox"/> General Partnership	<input type="checkbox"/> Limited Partnership
<input type="checkbox"/> Limited Liability Partnership	<input type="checkbox"/> Consortium	<input checked="" type="checkbox"/> Other: See Narrative	
68) FCC Registration Number (FRN): 0017830225			
69) First Name (if individual):		MI:	Last Name:
Suffix:			
70) Legal Entity Name (if not an individual): Harbinger Capital Partners Funds			
71) Attention To: Jeffrey Kirshner			
72) Real Party in Interest FCC Registration Number (FRN): 0017830225			
73) Name of Real Party in Interest: Harbinger Capital Partners Funds			
74) P.O. Box:		And /Or	75) Street Address: 555 Madison Avenue, 16th Floor
76) City: New York		77) State: NY	78) Zip Code: 10022
79) Telephone Number: (205)987-5500		80) Fax Number:	
81) E-Mail Address:			

**82) Demographics of Assignee/Transferee (Optional):**

<b>Race:</b>	<b>Ethnicity:</b>	<b>Gender:</b>
<input type="checkbox"/> American Indian or Alaska Native	<input type="checkbox"/> Hispanic or Latino	<input type="checkbox"/> Male
<input type="checkbox"/> Asian	<input type="checkbox"/> Not Hispanic or Latino	<input type="checkbox"/> Female
<input type="checkbox"/> Black or African-American		
<input type="checkbox"/> Native Hawaiian or Other Pacific Islander		
<input type="checkbox"/> White		

**Assignee/Transferee Contact Representative (if other than Assignee/Transferee)**

83) First Name: Joseph		MI: A	Last Name: Godles		Suffix: Esq
84) Company Name: Goldberg Godles Wiener & Wright					
85) Attention To:					
86) P.O. Box:		And /Or	87) Street Address: 1229 19th Street, NW		
88) City: Washington		89) State: DC		90) Zip Code: 20036-2413	
91) Telephone Number: (202)429-4900			92) Fax Number: (202)429-4912		
93) E-Mail Address: jgodles@g2w2.com					

**Ownership Disclosure Information**

94a) Is the Assignee/Transferee required to file FCC Form 602, Ownership Disclosure Information for the Wireless Telecommunications Services?	( <input type="checkbox"/> N ) <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
94b) If 94a is 'Y', provide the File Number of the FCC Form 602 that is required to be submitted in conjunction with this application or already on file with the FCC.	File Number: _____

**Alien Ownership Information**

95) Is the Assignee/Transferee a foreign government or the representative of any foreign government?	( <input type="checkbox"/> N ) <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
96) Is the Assignee/Transferee an alien or the representative of an alien?	( <input type="checkbox"/> N ) <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
97) Is the Assignee/Transferee a corporation organized under the laws of any foreign government?	( <input type="checkbox"/> N ) <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
98) Is the Assignee/Transferee 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?	( <input type="checkbox"/> N ) <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
99a) Is the Assignee/Transferee 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?	( <input type="checkbox"/> N ) <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
99b) If 99a is 'Y', has the Assignee/Transferee received a ruling(s) under Section 310(b)(4) of the Communications Act with respect to the same radio service(s) and geographic coverage area(s) involved in this application?  If 99b is 'N', attach a date-stamped copy of a request for a foreign ownership ruling pursuant to Section 310(b)(4) of the Communications Act.	( <input type="checkbox"/> ) <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No

**Basic Qualification Information**

100) Has the Assignee/Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, or construction permit denied by the Commission?	( <input type="checkbox"/> N ) <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
101) Has the Assignee/Transferee or any party to this application, or any party directly or indirectly controlling the Assignee/Transferee ever been convicted of a felony by any state or federal court?	( <input type="checkbox"/> N ) <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
102) Has any court finally adjudged the Assignee/Transferee, or any party directly or indirectly controlling the Assignee/Transferee 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?	( <input type="checkbox"/> N ) <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No

**Assignor/Transferor Certification Statements**

- 1) The Assignor/Transferor certifies either that (1) the authorization will not be assigned or that control of the license(s) will not be transferred until the consent of the Federal Communications Commission has been given, or (2) prior Commission consent is not required because the transaction is subject to streamlined notification procedures for *pro forma* assignments and transfers by telecommunications carriers. See Section 1.948(c)(1) of the Commission's Rules.
- 2) The Assignor/Transferor certifies 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.
- 3) The Assignor/Transferor certifies that it is not in default on any payment for Commission licenses and that it is not delinquent on any non-tax debt owed to any federal agency.

**Typed or Printed Name of Party Authorized to Sign**

103) First Name: Jennifer	MI: A	Last Name: Manner	Suffix:
104) Title: Vice President, Regulatory Affairs			
Signature: Jennifer A Manner			105) Date: 08/22/2008

**FAILURE TO SIGN THIS APPLICATION MAY RESULT IN DISMISSAL OF THE APPLICATION AND FORFEITURE OF ANY FEES PAID. WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).**

**Assignee/Transferee Certification Statements**

- 1) The Assignee/Transferee certifies either that (1) the authorization(s) will not be assigned or that control of the license(s) will not be transferred until the consent of the Federal Communications Commission has been given, or (2) prior Commission consent is not required because the transaction is subject to streamlined notification procedures for *pro forma* assignments and transfers by telecommunications carriers. See Section 1.948(c)(1) of the Commission's Rules.
- 2) The Assignee/Transferee 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.
- 3) The Assignee/Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership or attribution rules.\*  
\*If the Assignee/Transferee has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.
- 4) The Assignee/Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor/Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against the Assignor/Transferor prior to this assignment/transfer.
- 5) The Assignee/Transferee certifies 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.
- 6) 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 Commission's Rules for the definition of "party to the application" as used in this certification.
- 7) The Assignee/Transferee certifies that it is not in default on any payment for Commission licenses and that it is not delinquent on any non-tax debt owed to any federal agency.

**Typed or Printed Name of Party Authorized to Sign**

106) First Name: See Exhibit	MI:	Last Name: See Exhibit	Suffix:
107) Title: See Exhibit			
Signature: See Exhibit See Exhibit			108) Date: 08/22/2008
<b>FAILURE TO SIGN THIS APPLICATION MAY RESULT IN DISMISSAL OF THE APPLICATION AND FORFEITURE OF ANY FEES PAID.</b>			
<b>WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).</b>			

**Authorizations To Be Assigned or Transferred**

108) Call Sign	109) Radio Service Code	110) Location Number	111) Path Number (Microwave only)	112) Frequency Number	113) Lower or Center Frequency (MHz)	114) Upper Frequency (MHz)	115) Constructed Yes / No
WQHL596	IG Industrial/Business Pool, Conventional						Y

Attachment(s):

Type	Description	Date Entered
W	<u>Narrative</u>	08/22/2008
O	<u>Exhibit</u>	08/14/2008
O	<u>Exhibit</u>	08/14/2008
O	<u>Response to Question 98</u>	08/14/2008

**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. )  
)

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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 Funds<sup>1</sup> (collectively referred to herein as “Harbinger”) and SkyTerra Communications, Inc. (“SkyTerra”) request<sup>2</sup> Federal Communications Commission (“FCC” or “the Commission”) consent to the following transactions:

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<sup>1</sup> 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;<sup>3</sup> and
- (ii) the transfer of control of Inmarsat Hawaii Inc. and Inmarsat, Inc. from the current shareholders of Inmarsat plc (“Inmarsat”)<sup>4</sup> to Harbinger.<sup>5</sup>

## 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.

<sup>2</sup> 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.

<sup>3</sup> 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.”)

<sup>4</sup> 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.

<sup>5</sup> 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,<sup>6</sup> 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

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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.

<sup>6</sup> 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](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.<sup>7</sup> In addition, Harbinger owns approximately 31% of the

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<sup>7</sup> 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 interest<sup>8</sup> 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.

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<sup>8</sup> 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.<sup>9</sup> 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.<sup>10</sup> 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.<sup>11</sup>

### **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

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<sup>9</sup> 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.

<sup>10</sup> 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.

<sup>11</sup> 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.<sup>12</sup> 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.<sup>13</sup> 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."<sup>14</sup> 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."<sup>15</sup>

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

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

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

<sup>14</sup> *U.K. Takeover Code*, General Principle 2.

<sup>15</sup> *U.K. Takeover Code*, Rule 23.

could, if they so wished, continue to participate in the combined business of the companies. However, if Inmarsat were subjected to a trustee mechanism, Harbinger and SkyTerra had questions as to their ability to give shareholders the information needed to reach a properly informed decision, as the companies would be required to do by the General Principles and Rules of the Code referred to above, given: (i) Harbinger/SkyTerra's lack of direct management control over the business of Inmarsat during the pendency of the trustee mechanism; and (ii) the fact that such a large part of the combined SkyTerra/Inmarsat business would be subject to the trustee mechanism for an extended period and there would be the potential risk of forced divestiture of that part if the FCC transfer of control application were not approved.

These concerns were reinforced by the fact that the new SkyTerra shares also would need to be covered by a prospectus to be issued under the U.K.'s Prospectus Rules. Pursuant to those Rules, a prospectus is required to contain all "...information necessary to enable investors to make an informed assessment of...the assets and liabilities, financial position, profits and losses, and prospects of the issuer...."<sup>16</sup> The issues as to the companies' ability to comply with this standard were exacerbated by the guidance given by the U.K.'s Financial Services Authority (FSA) that, in order to enable prospective investors to make a reasonable assessment of its future prospects (*i.e.*, one element of the prospectus standard recited above), an issuer must demonstrate that it controls the majority of its assets;<sup>17</sup> SkyTerra would not satisfy this test during the entire period that Inmarsat would be subject to the Commission's trustee mechanism.

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<sup>16</sup> U.K. Financial Services and Market Act of 2000 at Section 87A(2).

<sup>17</sup> U.K. Listing Rules 6.1.4 and 6.1.6.

The uncertainties described above would not only risk undermining the feasibility of offering a SkyTerra share alternative to the Inmarsat shareholders, but would also risk undermining the feasibility of raising the financing required to make the offer for Inmarsat.

In addition, SkyTerra and Harbinger saw substantial practical difficulties if the trustee had to sell Inmarsat because the FCC refused to grant the transfer of control application.

There would be two options for such a sale:

- a sale of shares in the public market. This would have been impractical, since by that time, Inmarsat would have been automatically delisted from the London Stock Exchange, which would occur if more than 75% of Inmarsat shares ended up in the trustee's hands as a result of the tender offer process. The market sale of shares in an unlisted company would be unattractive to a broad base of investors. Alternatively, relisting in London (the most attractive place for listing a U.K.-established company) might well not be possible as the result of Listing Rules 6.1.4 and 6.1.6 referred to above; or
- the shares amounting to control of Inmarsat could be sold privately to a strategic investor. Such a new buyer would in turn then need to embark upon another FCC-transfer of control process, thereby significantly extending the period in which Inmarsat would remain under the operational control of a trustee.

Finally, SkyTerra's and Harbinger's concerns with respect to the Commission's trustee mechanism were not confined to the U.K. In addition to being regulated by the British National Space Centre and Ofcom in the U.K., Inmarsat is subject to regulation in a number of other jurisdictions. For example, there is a potential requirement for change of control approval in various jurisdictions. Although, in order to comply with the companies' confidentiality