

James Ball

From: James Ball
Sent: Friday, May 29, 2009 2:50 PM
To: 'Joseph A. Godles'
Cc: John Giusti; Arthur Lechtman; Howard Griboff; Francis Gutierrez; Susan OConnell; Jennifer Balatan; Jodi Cooper; Karl Kensinger; Neil Dellar
Subject: Questions in connection with the Harbinger-SkyTerra transfer of control applications
Attachments: Harbinger Questions.doc

Dear Joe,

Attached are staff foreign ownership questions in connection with Harbinger's application to acquire SkyTerra. We are requesting the information to help us conduct our foreign ownership review of the applications under section 310 (b)(4) of the Communications Act. Please let us know if you have any questions.

Thank you,

James Ball
Chief of Policy Division
International Bureau



Harbinger
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Foreign Ownership Questions for Harbinger-SkyTerra, IB Docket No. 08-184

- 1) Please submit the principal place of business showing for Harbinger Class L Holdings (Cayman) Ltd. and Harbinger Class PE Holdings (Cayman), Ltd., previously filed in connection with File No. ISP-PDR-20080129-00009, into the record of this proceeding. For purposes of determining the investors' principal places of business, please use the five factor test specified in the *Foreign Carrier Entry Order*, 11 FCC Rcd 3873, 3951, ¶ 207 (1995). See also *Foreign Ownership Guidelines*, 19 FCC Rcd 22612, 22623 (2004).
- 2) Please describe the nature of the interests held by the "Redeemed Investors." Please categorize the "Redeemed Investors" holding interests in Harbinger Class L Holdings (Cayman) Ltd., Harbinger Class PE Holdings (Cayman), Ltd., Harbinger Class PE Holdings (U.S.) Trust, and Harbinger Class L Holdings (U.S.), LLC in the same manner as the other Harbinger funds included in Annex 1 to the Petition for Declaratory Ruling ("Annex 1").
- 3) Annex 1 provides a breakdown of investor interests in the Harbinger Capital Partners Offshore Fund I, Ltd., Harbinger Capital Partners Fund I, L.P., Harbinger Capital Partners Special Situations Fund, L.P. ("Special Situations Fund"), Harbinger Capital Partners Special Situations Offshore Fund, L.P. ("Special Situations Offshore Fund"), and Harbinger Capital Partners SSF CFF Fund, Ltd. ("SSF CFF") Please provide a description of the types of investors that fall under the category "Any investors that do not fall into one of the foregoing categories that are organized in a foreign country or have their principal place of business in a foreign country." In addition, please provide the aggregate percentage of equity interests that each type of investor holds in the Harbinger funds named above and the principal place(s) of business for each investor.
- 4) Please confirm that the investors of Harbinger Capital Partners Offshore Fund I, Ltd. are prohibited from participating in the day-to-day management of the fund and are afforded only the usual and customary minority investor protections.
- 5) Please provide a certification by SkyTerra Subsidiary LLC stating that it is in compliance with the foreign ownership ruling issued in the 2008 MSV Order. See *Mobile Satellite Ventures Subsidiary LLC and SkyTerra Communications, Inc., Petition for Declaratory Ruling Under Section 310(b) of the Communications Act of 1934, as Amended*, File No. ISP-PDR-20070314-00004, Declaratory Ruling, FCC 08-77, 23 FCC Rcd 4436, 4442-43, ¶ 14-16 (2008).
- 6) In certain instances, the ownership percentages specified in the ownership diagrams in Annex 3 do not appear to correlate with the ownership percentages in Annex 1. For example, the Special Situations Fund ownership diagram in Annex 3 indicates that Special Situations Offshore Fund holds a 62.25% limited partnership interest in Special Situations Fund. The breakdown of investor interests in Annex 1, however, indicates that Special Situations Offshore Fund holds a 64.35% limited partnership interest in Special Situations Fund. Please confirm the ownership percentages in Annexes 1 and 3 and provide any necessary corrections for the record, including updated ownership percentages.
- 7) With respect to the breakdown of investor interests in the Special Situations Fund (Annex 1 at 3), please explain how you allocated the equity interests held by Harbinger Capital Partners Special Situations GP, L.L.C. and SSF CFF among the types of investors listed in Annex 1 at 3.

- 8) With respect to the breakdown of investor interests in Harbinger Capital Partners Fund I, L.P. (Annex 1 at 2), please explain how you allocated the equity interest held by Harbinger Capital Partners GP, L.L.C. among the types of investor listed in Annex 1 at 2.
- 9) Please supplement Annex 3 to provide a breakdown, by type of investor, of the “Less than 10% Owners All U.S. citizens” that hold equity interests in HMC Investors, L.L.C. and Harbinger Capital Partners Special Situations GP, L.L.C.
- 10) Please supplement Annex 4 to state whether Harbinger’s management has the ability to prevent investors from selling their interests in SSF CFF, HMC Investors, L.L.C. and Harbinger Capital Partners Special Situations GP, L.L.C. to third parties if the sales would cause the foreign ownership of SkyTerra Subsidiary, LLC to exceed the levels permitted under section 310(b) and declaratory rulings issued thereunder.