

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).

Principal place of business showings for Harbinger Class L Holdings (Cayman) Ltd. and Harbinger Class PE Holdings (Cayman), Ltd., based on the five factor test, are included in an updated Annex 2 to the Petition for Declaratory Ruling (“Annex 2”) that is attached hereto. The updated Annex 2 also includes five factor showings for the Harbinger entities that were included in Harbinger’s previously-filed principal place of business showing and for two new Harbinger entities, Harbinger Capital Partners Offshore Fund II, Ltd., and Harbinger Capital Partners Intermediate Fund II, Ltd.¹

- 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”).

The nature of the interests held by the “Redeemed Investors” is described in footnotes 7 and 8 of the updated version of Annex 3 to the Petition for Declaratory Ruling (“Annex 3”) that is attached hereto.² The updated version of Annex 1 that is attached hereto³ includes entries for 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, and these entries categorize the “Redeemed Investors” holding interests in these entities in the same manner as the other Harbinger funds included in Annex 1.⁴

¹ In the updated Annex 2, the world headquarters for Harbinger Class L Holdings (Cayman) Ltd. and Harbinger Class PE Holdings (Cayman), Ltd. have been corrected from “United States” to “Ireland.” In addition, the “Citizenship of Investment Principals, Officers and Directors” entries for Harbinger Capital Partners Master Fund I, Ltd. and Harbinger Capital Partners Special Situations Fund, L.P. have been corrected by adding “Cayman Islands.”

² See response to Question 6.

³ See response to Question 6.

⁴ The entries in the updated Annex 1 for 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 also categorize, in the same manner as the other Harbinger funds included in Annex 1, the interests in these entities that are not held by the Redeemed Investors, *i.e.*, they also categorize the interests in these entities that are held by Harbinger Capital Partners Offshore Fund I, Ltd. and Harbinger Capital Partners Fund I, L.P. For this purpose, the 39.34% interest held by Harbinger Capital Partners Offshore Fund I, Ltd. in Harbinger Class PE Holdings (Cayman), Ltd. and the 32.90% interest held by Harbinger Capital Partners Offshore Fund I, Ltd. in Harbinger Class L Holdings (Cayman) Ltd., have been included in the final Annex 1 category and treated as an investment by a Cayman entity. Similarly, the 39.34% interest held by Harbinger Capital Partners Fund I, L.P. in Harbinger Class PE Holdings (U.S.) Trust and the 40.76% interest held by Harbinger Capital Partners Fund I, L.P. in Harbinger Class L Holdings (U.S.), LLC have been included in the next-to-last Annex 1 category and treated as an investment by a U.S. entity. In order to view in isolation the interests of the Redeemed Investors, the categorizations for Harbinger Capital Partners Offshore Fund I, Ltd. and Harbinger Capital Partners Fund I, L.P. would need to be subtracted out. For example, if the 39.34% interest held by Harbinger Capital Partners Offshore Fund I, Ltd. in Harbinger Class PE Holdings (Cayman), Ltd. is subtracted out of the 84.10% aggregate equity shown in the last investor category in the Annex 1 entry for Harbinger Class PE Holdings (Cayman), Ltd., all that will remain in the

- 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.

A new Annex 7 to the Petition for Declaratory Ruling (“Annex 7”), which is attached hereto, identifies, for each of Harbinger Capital Partners Offshore Fund I, Ltd., Harbinger Capital Partners Fund I, L.P., the Special Situations Fund, the Special Situations Offshore Fund, and SSF CFF, as well as for Harbinger Class L Holdings (Cayman) Ltd., Harbinger Class PE Holdings (Cayman), Ltd., and Harbinger Capital Partners Offshore Fund II, Ltd., the types of investors⁵ that fall into the last Annex 1 investor category, *i.e.*, the category entitled “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.” Annex 7 also shows, for each of these entities, the percentage interest held by each type of investor falling into the last Annex 1 investor category,⁶ and the country or countries,⁷ based on the classifications in the final column of Appendix 1,⁸ associated with the type of investor.

For example, Annex 7 shows that 0.22% of the Special Situations Offshore Fund is held by corporations and business entities not falling into one of the other Annex 1 investor categories; 14.05% is held by “family offices”; 48.90% is held by institutional fund-of-funds; and 3.03% is held by professional firms and services providers. Annex 7 also shows that the 0.22% is associated with investors from the Cayman Islands; the 14.05% is associated with investors from Canada, the Cayman Islands, Ireland, Liechtenstein, Netherland Antilles, the Netherlands, Norway, and Switzerland; the 48.90% is associated with investors from Canada, the Cayman Islands, the Channel Islands, Germany, Guernsey, Ireland, Italy, Luxembourg, Panama, Switzerland, and the British Virgin Islands; and the 3.03% is associated with investors from the Cayman Islands, Norway, and Switzerland.

- 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.

The investors of Harbinger Capital Partners Offshore Fund I, Ltd. (the “Offshore Feeder”), which is a Cayman Islands exempted company, are passive investors with no day-to-day involvement in the investment selection, investment management or business operations of the Offshore Feeder. Rather, the Offshore Feeder has delegated these functions, under an Investment Management Agreement, to

Annex 1 entry for Harbinger Class PE Holdings (Cayman), Ltd. will be attributable to the Redeemed Investors having interests in Harbinger Class PE Holdings (Cayman), Ltd.

⁵ Footnotes 1-6 of Annex 7 provide descriptions of the types of investors.

⁶ Annex 7 does not include information with respect to Harbinger Capital Partners Fund I, L.P., because as shown in Annex 1, Harbinger Capital Partners Fund I, L.P. does not have any 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.”

⁷ The countries are shown in footnotes 7-29 of Annex 7.

⁸ The final column of Appendix 1 identifies, for particular categories of investors, the “Country of Citizenship/Country of Organization/Principal Place of Business of Beneficial Owner of Equity Interest.”

Harbinger Capital Partners LLC, a Delaware limited liability company (the “Investment Manager”). Philip A. Falcone has a 100% voting interest in the Investment Manager.⁹

- 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).

A certification is attached.

- 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.

The information shown in Annex 3 in some cases did not correspond to the information shown in Annex 1 because the annexes were prepared at different times. Updated versions of Annex 3 and Annex 1 are attached; the updated versions are based on Harbinger’s ownership as of May 31, 2009.

- 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.

The equity interest held by Harbinger Capital Partners Special Situations GP, L.L.C. was counted as a 9.3% equity interest held by a U.S. investor that falls into the second to last category of investors. The equity interest held by SSF CFF was counted as a 1.62% equity interest held by a Cayman Islands investor that falls into the final category of investors.

- 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.

The equity interest held by Harbinger Capital Partners GP, L.L.C. was counted as a 1.11% equity interest held by a U.S. investor that falls into the second to last category of investors.

- 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.

The “Less than 10% Owners All U.S. Citizens” that hold equity interests in Harbinger Capital Partners Special Situations GP, L.L.C. are all individuals who are U.S. citizens. The “Other U.S. Citizens” that participate in the investment by HMC Investors, L.L.C. (“HMC Investors”) in Harbinger Capital Partners

⁹ Mr. Falcone has a 50% voting interest personally and is the sole member of Harbinger Holdings, LLC, which also has a 50% voting interest.

GP, L.L.C.¹⁰ consist of: (1) individuals who are U.S. citizens and collectively have a 27.24% interest; and (2) U.S. trusts that collectively have a 30% interest and whose beneficiaries are U.S. citizens who are relatives of Raymond J. Harbert (Michael D. Luce is the trustee of the trusts). The “Other U.S. Citizens” that participate in the investment by HMC Investors in Harbinger Capital Partners Special Situations GP, L.L.C. consist of: (1) individuals who are U.S. citizens and collectively have a 25.96% interest; (2) the estate of a deceased U.S. citizen that holds a 2.58% interest; and (3) a U.S. trust with a 3.09% interest whose beneficiaries are three individuals, all U.S. citizens, who are members of the same family, and whose trustees are two individuals who are U.S. citizens.

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.

Harbinger hereby supplements Annex 4 by stating that Harbinger’s management has the ability to prevent investors in SSF CFF and Harbinger Capital Partners Special Situations GP, L.L.C.¹¹ from selling their interests 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. Harbinger’s management does not have this ability with respect to investors in HMC Investors, L.L.C. (“HMC Investors”), because HMC Investors is controlled by Raymond J. Harbert and Michael D. Luce, not Harbinger’s management. Please note, however, that: (1) all of HMC Investor’s members are U.S. citizens (see the response, above, to Question 9); (2) as stated in footnote 2 of the portion of the attached Annex 3 addressing ownership of the Master Fund and in footnote 2 of the portion of the attached Annex 3 addressing ownership of the Special Situations Fund, HMC Investors’ indirect equity interests in the two funds are being phased out and will be 0% as of the end of 2012; and (3) Harbinger understands from HMC Investors that all or substantially all of the ownership interests in HMC Investors relating to HMC Investors’ interests in Harbinger Capital Partners GP, L.L.C. and Harbinger Capital Partners Special Situations GP, L.L.C. are expected to continue to be held by U.S. citizens between now and the end of 2012.

¹⁰ In the updated version of Appendix 3 that is attached hereto, the headings describing the “other” investors in HMC Investors have been changed from “Less than 10% Owners All U.S. citizens” to “Other U.S. Citizens” because each of three U.S. trusts now has precisely a 10% interest in the investment by HMC Investors in Harbinger Capital Partners GP, L.L.C. As stated above, the beneficiaries of the three U.S. trusts are relatives of Raymond J. Harbert. Footnote 10 of the Master Fund ownership diagram in the updated Appendix 3 and footnote 4 of the Special Situations Fund ownership diagram in the updated Appendix 3 provide additional details concerning investors in HMC Investors.

¹¹ In the case of SSF CFF, this authority is exercised by a self-perpetuating board that Harbinger’s management appointed when SSF CFF was organized.

**Annex 1 to Petition for Declaratory Ruling:
Investor Interests in the Harbinger Funds**

<i>Harbinger Capital Partners Fund I, L.P.</i>		
<i>Category of Investor</i>	<i>Aggregate % Equity</i>	<i>Country of Citizenship/Country of Organization/Principal Place of Business of Beneficial Owner of Equity Interest</i>
Individuals that are citizens of the United States	10.40%	United States
Individuals that are citizens of foreign countries	0.0%	
Banks, insurance companies, pension plans and foundations/endowments organized in the United States <u>and</u> controlled by U.S. citizens	11.70%	United States
Banks, insurance companies, pension plans and foundations/endowments controlled by foreign citizens <u>or</u> organized in foreign countries	0.0%	
Private equity and mutual funds that are organized in the United States <u>and</u> have their principal place of business in the U.S.	0.0%	
Private equity and mutual funds that are organized in a foreign country <u>or</u> have their principal place of business in a foreign country	0.0%	
Any investors that do not fall into one of the foregoing categories that are organized in the United States <u>and</u> have their principal place of business in the U.S.	77.90%	United States
Any investors that do not fall into one of the foregoing categories that are organized in a foreign country <u>or</u> have their principal place of business in a foreign country	0.0%	

**Annex 1 to Petition for Declaratory Ruling:
Investor Interests in the Harbinger Funds**

<i>Harbinger Capital Partners Offshore Fund I, Ltd.</i>		
<i>Category of Investor</i>	<i>Aggregate % Equity</i>	<i>Country of Citizenship/Country of Organization/Principal Place of Business of Beneficial Owner of Equity Interest</i>
Individuals that are citizens of the United States	0.08%	United States
Individuals that are citizens of foreign countries	0.97%	Canada, China, Cayman Islands, Liechtenstein, Switzerland
Banks, insurance companies, pension plans and foundations/endowments organized in the United States <u>and</u> controlled by U.S. citizens	6.73%	United States
Banks, insurance companies, pension plans and foundations/endowments controlled by foreign citizens <u>or</u> organized in foreign countries	15.51%	Bermuda, Canada, Cayman Islands, Channel Islands, France, Luxembourg, Norway, Sweden, Switzerland, The Netherlands, United Kingdom
Private equity and mutual funds that are organized in the United States <u>and</u> have their principal place of business in the U.S.	0.0%	United States
Private equity and mutual funds that are organized in a foreign country <u>or</u> have their principal place of business in a foreign country	0.0%	
Any investors that do not fall into one of the foregoing categories that are organized in the United States <u>and</u> have their principal place of business in the U.S.	4.45%	United States
Any investors that do not fall into one of the foregoing categories that are organized in a foreign country <u>or</u> have their principal place of business in a foreign country	72.26%	Arab Emirates, Australia, Bahrain, Bermuda, Brazil, British Virgin Islands, Canada, Cayman Islands, Channel Islands, Chile, France, Italy, Ireland, Japan, Luxembourg, Netherlands Antilles, Norway, Panama, Singapore, Spain, Switzerland, The Bahamas, The Netherlands, United Kingdom

**Annex 1 to Petition for Declaratory Ruling:
Investor Interests in the Harbinger Funds**

<i>Harbinger Capital Partners Special Situations Fund, L.P.</i>		
<i>Category of Investor</i>	<i>Aggregate % Equity</i>	<i>Country of Citizenship/Country of Organization/Principal Place of Business of Beneficial Owner of Equity Interest</i>
Individuals that are citizens of the United States	4.16%	United States, United Kingdom
Individuals that are citizens of foreign countries	0.0%	
Banks, insurance companies, pension plans and foundations/endowments organized in the United States <u>and</u> controlled by U.S. citizens	4.19%	United States
Banks, insurance companies, pension plans and foundations/endowments controlled by foreign citizens <u>or</u> organized in foreign countries	0.0%	
Private equity and mutual funds that are organized in the United States <u>and</u> have their principal place of business in the U.S.	0.0%	United States
Private equity and mutual funds that are organized in a foreign country <u>or</u> have their principal place of business in a foreign country	0.0%	
Any investors that do not fall into one of the foregoing categories that are organized in the United States <u>and</u> have their principal place of business in the U.S.	27.78%	United States
Any investors that do not fall into one of the foregoing categories that are organized in a foreign country <u>or</u> have their principal place of business in a foreign country	63.88%	Cayman Islands ¹ , United States

¹ Information regarding the investors in this fund is set forth on p. 4 of this Attachment 1.

**Annex 1 to Petition for Declaratory Ruling:
Investor Interests in the Harbinger Funds**

<i>Harbinger Capital Partners Special Situations Offshore Fund, L.P.</i>		
<i>Category of Investor</i>	<i>Aggregate % Equity</i>	<i>Country of Citizenship/Country of Organization/Principal Place of Business of Beneficial Owner of Equity Interest</i>
Individuals that are citizens of the United States	0.13%	United States
Individuals that are citizens of foreign countries	None	
Banks, insurance companies, pension plans and foundations/endowments organized in the United States <u>and</u> controlled by U.S. citizens	9.38%	United States
Banks, insurance companies, pension plans and foundations/endowments controlled by foreign citizens <u>or</u> organized in foreign countries	22.07%	Bermuda, British Virgin Islands, Cayman Islands, Finland, Luxembourg, Switzerland, The Netherlands
Private equity and mutual funds that are organized in the United States <u>and</u> have their principal place of business in the U.S.	0.0%	United States
Private equity and mutual funds that are organized in a foreign country <u>or</u> have their principal place of business in a foreign country	0.0%	
Any investors that do not fall into one of the foregoing categories that are organized in the United States <u>and</u> have their principal place of business in the U.S.	2.21%	United States
Any investors that do not fall into one of the foregoing categories that are organized in a foreign country <u>or</u> have their principal place of business in a foreign country	66.20%	British Virgin Islands, Canada, Cayman Islands, Channel Islands, Germany, Guernsey, Ireland, Italy, Liechtenstein, Luxembourg, Netherlands Antilles, Norway, Panama, Switzerland, The Netherlands

**Annex 1 to Petition for Declaratory Ruling:
Investor Interests in the Harbinger Funds**

<i>Harbinger Capital Partners SSF CFF Fund, LTD</i>		
<i>Category of Investor</i>	<i>Aggregate % Equity</i>	<i>Country of Citizenship/Country of Organization/Principal Place of Business of Beneficial Owner of Equity Interest</i>
Individuals that are citizens of the United States	0.0%	
Individuals that are citizens of foreign countries	0.0%	
Banks, insurance companies, pension plans and foundations/endowments organized in the United States <u>and</u> controlled by U.S. citizens	0.0%	
Banks, insurance companies, pension plans and foundations/endowments controlled by foreign citizens <u>or</u> organized in foreign countries	21.36%	Cayman Islands
Private equity and mutual funds that are organized in the United States <u>and</u> have their principal place of business in the U.S.	0.0%	
Private equity and mutual funds that are organized in a foreign country <u>or</u> have their principal place of business in a foreign country	0.0%	
Any investors that do not fall into one of the foregoing categories that are organized in the United States <u>and</u> have their principal place of business in the U.S.	34.82%	United States
Any investors that do not fall into one of the foregoing categories that are organized in a foreign country <u>or</u> have their principal place of business in a foreign country	43.83%	Cayman Islands

**Annex 1 to Petition for Declaratory Ruling:
Investor Interests in the Harbinger Funds**

<i>Harbinger Class L Holdings (U.S.) LLC</i>		
<i>Category of Investor</i>	<i>Aggregate % Equity</i>	<i>Country of Citizenship/Country of Organization/Principal Place of Business of Beneficial Owner of Equity Interest</i>
Individuals that are citizens of the United States	6.51%	United States, United Kingdom
Individuals that are citizens of foreign countries	0.0%	
Banks, insurance companies, pension plans and foundations/endowments organized in the United States <u>and</u> controlled by U.S. citizens	5.52%	United States
Banks, insurance companies, pension plans and foundations/endowments controlled by foreign citizens <u>or</u> organized in foreign countries	0.0%	
Private equity and mutual funds that are organized in the United States <u>and</u> have their principal place of business in the U.S.	0.0%	
Private equity and mutual funds that are organized in a foreign country <u>or</u> have their principal place of business in a foreign country	0.0%	
Any investors that do not fall into one of the foregoing categories that are organized in the United States <u>and</u> have their principal place of business in the U.S.	87.97%	United States
Any investors that do not fall into one of the foregoing categories that are organized in a foreign country <u>or</u> have their principal place of business in a foreign country	0.0%	

**Annex 1 to Petition for Declaratory Ruling:
Investor Interests in the Harbinger Funds**

<i>Harbinger Class L Holdings (Cayman) Ltd.</i>		
<i>Category of Investor</i>	<i>Aggregate % Equity</i>	<i>Country of Citizenship/Country of Organization/Principal Place of Business of Beneficial Owner of Equity Interest</i>
Individuals that are citizens of the United States	1.26%	United States
Individuals that are citizens of foreign countries	0.0%	
Banks, insurance companies, pension plans and foundations/endowments organized in the United States <u>and</u> controlled by U.S. citizens	1.15%	United States
Banks, insurance companies, pension plans and foundations/endowments controlled by foreign citizens <u>or</u> organized in foreign countries	15.85%	Australia, Bermuda, Cayman Islands, China, Finland, France, Hong Kong, Ireland, Luxembourg, Netherlands Antilles, Norway, Switzerland, The Netherlands, United Kingdom
Private equity and mutual funds that are organized in the United States <u>and</u> have their principal place of business in the U.S.	0.0%	
Private equity and mutual funds that are organized in a foreign country <u>or</u> have their principal place of business in a foreign country	0.0%	
Any investors that do not fall into one of the foregoing categories that are organized in the United States <u>and</u> have their principal place of business in the U.S.	0.68%	United States
Any investors that do not fall into one of the foregoing categories that are organized in a foreign country <u>or</u> have their principal place of business in a foreign country	81.06%	Bahamas, Bermuda, Brazil, British Virgin Islands, Canada, Cayman Islands, Channel Islands, France, Hong Kong, Ireland, Isle of Man, Italy, Japan, Luxembourg, Netherland Antilles, Panama, Singapore, Sweden, Switzerland, The Netherlands, United Kingdom

**Annex 1 to Petition for Declaratory Ruling:
Investor Interests in the Harbinger Funds**

<i>Harbinger Class PE Holdings (U.S.) LLC</i>		
<i>Category of Investor</i>	<i>Aggregate % Equity</i>	<i>Country of Citizenship/Country of Organization/Principal Place of Business of Beneficial Owner of Equity Interest</i>
Individuals that are citizens of the United States	8.91%	United States, United Kingdom
Individuals that are citizens of foreign countries	0.0%	
Banks, insurance companies, pension plans and foundations/endowments organized in the United States <u>and</u> controlled by U.S. citizens	3.32%	United States
Banks, insurance companies, pension plans and foundations/endowments controlled by foreign citizens <u>or</u> organized in foreign countries	0.0%	
Private equity and mutual funds that are organized in the United States <u>and</u> have their principal place of business in the U.S.	0.0%	
Private equity and mutual funds that are organized in a foreign country <u>or</u> have their principal place of business in a foreign country	0.0%	
Any investors that do not fall into one of the foregoing categories that are organized in the United States <u>and</u> have their principal place of business in the U.S.	87.77%	United States
Any investors that do not fall into one of the foregoing categories that are organized in a foreign country <u>or</u> have their principal place of business in a foreign country	0.0%	

**Annex 1 to Petition for Declaratory Ruling:
Investor Interests in the Harbinger Funds**

<i>Harbinger Class PE Holdings (Cayman) Ltd.</i>		
<i>Category of Investor</i>	<i>Aggregate % Equity</i>	<i>Country of Citizenship/Country of Organization/Principal Place of Business of Beneficial Owner of Equity Interest</i>
Individuals that are citizens of the United States	1.52%	United States
Individuals that are citizens of foreign countries	0.0%	
Banks, insurance companies, pension plans and foundations/endowments organized in the United States <u>and</u> controlled by U.S. citizens	1.57%	United States
Banks, insurance companies, pension plans and foundations/endowments controlled by foreign citizens <u>or</u> organized in foreign countries	12.32%	Australia, Bermuda, Cayman Islands, Channel Islands, China, Finland, France, Hong Kong, Ireland, Luxembourg, Netherlands Antilles, Norway, Switzerland, The Netherlands, United Kingdom
Private equity and mutual funds that are organized in the United States <u>and</u> have their principal place of business in the U.S.	0.0%	
Private equity and mutual funds that are organized in a foreign country <u>or</u> have their principal place of business in a foreign country	0.0%	
Any investors that do not fall into one of the foregoing categories that are organized in the United States <u>and</u> have their principal place of business in the U.S.	0.49%	United States
Any investors that do not fall into one of the foregoing categories that are organized in a foreign country <u>or</u> have their principal place of business in a foreign country	84.10%	Bahamas, Bermuda, Brazil, British Virgin Islands, Canada, Cayman Islands, Channel Islands, France, Ireland, Isle of Man, Italy, Japan, Luxembourg, Netherland Antilles, Panama, Switzerland, The Netherlands, United Kingdom

**Annex 1 to Petition for Declaratory Ruling:
Investor Interests in the Harbinger Funds**

<i>Harbinger Capital Partners Fund II, LP¹</i>		
<i>Category of Investor</i>	<i>Aggregate % Equity</i>	<i>Country of Citizenship/Country of Organization/Principal Place of Business of Beneficial Owner of Equity Interest</i>
Individuals that are citizens of the United States		
Individuals that are citizens of foreign countries		
Banks, insurance companies, pension plans and foundations/endowments organized in the United States <u>and</u> controlled by U.S. citizens		
Banks, insurance companies, pension plans and foundations/endowments controlled by foreign citizens <u>or</u> organized in foreign countries		
Private equity and mutual funds that are organized in the United States <u>and</u> have their principal place of business in the U.S.		
Private equity and mutual funds that are organized in a foreign country <u>or</u> have their principal place of business in a foreign country		
Any investors that do not fall into one of the foregoing categories that are organized in the United States <u>and</u> have their principal place of business in the U.S.		
Any investors that do not fall into one of the foregoing categories that are organized in a foreign country <u>or</u> have their principal place of business in a foreign country		

¹ No investor interests are shown because this fund had no investors as of May 31, 2009.

**Annex 1 to Petition for Declaratory Ruling:
Investor Interests in the Harbinger Funds**

<i>Harbinger Capital Partners Offshore Fund II, Ltd.</i>		
<i>Category of Investor</i>	<i>Aggregate % Equity</i>	<i>Country of Citizenship/Country of Organization/Principal Place of Business of Beneficial Owner of Equity Interest</i>
Individuals that are citizens of the United States	0.0%	
Individuals that are citizens of foreign countries	0.0%	
Banks, insurance companies, pension plans and foundations/endowments organized in the United States <u>and</u> controlled by U.S. citizens	0.0%	
Banks, insurance companies, pension plans and foundations/endowments controlled by foreign citizens <u>or</u> organized in foreign countries	0.0%	
Private equity and mutual funds that are organized in the United States <u>and</u> have their principal place of business in the U.S.	0.0%	
Private equity and mutual funds that are organized in a foreign country <u>or</u> have their principal place of business in a foreign country	0.0%	
Any investors that do not fall into one of the foregoing categories that are organized in the United States <u>and</u> have their principal place of business in the U.S.	0.0%	
Any investors that do not fall into one of the foregoing categories that are organized in a foreign country <u>or</u> have their principal place of business in a foreign country	100%	France, Ireland, Switzerland

**Annex 2 to Petition for Declaratory Ruling:
PRINCIPAL PLACE OF BUSINESS SHOWINGS**

Entity	Country of Organization	Citizenship of Investment Principals, Officers and Directors	Location of World Headquarters	Location of Tangible Properties	Location of Greatest Sales and/or Revenues
Harbinger Capital Partners Master Fund I, Ltd.	Cayman Islands	Ireland, United Kingdom, Cayman Islands, and United States	Ireland ⁽¹⁾	N/A	N/A
Harbinger Capital Partners Offshore Fund I, Ltd.	Cayman Islands	Ireland, United Kingdom and United States	Ireland ⁽¹⁾	N/A	N/A
Harbinger Capital Partners Offshore Fund II, Ltd.	Cayman Islands	Ireland, United Kingdom and United States	Ireland ⁽¹⁾	N/A	N/A
Harbinger Capital Partners Intermediate Fund II, Ltd.	Cayman Islands	Ireland, United Kingdom, Cayman Islands, and United States	Ireland ⁽¹⁾	N/A	N/A
Harbinger Class L Holdings (Cayman), Ltd.	Cayman Islands	Ireland, United Kingdom, Cayman Islands, and United States	Ireland ⁽¹⁾	N/A	N/A
Harbinger Class PE Holdings (Cayman), Ltd.	Cayman Islands	Ireland, United Kingdom, Cayman Islands, and United States	Ireland ⁽¹⁾	N/A	N/A
Harbinger Capital Partners Special Situations Fund, L.P.	United States	United States and Cayman Islands	United States	N/A	N/A
Harbinger Capital Partners Special Situations Offshore Fund, L.P.	Cayman Islands	United States	Ireland ⁽¹⁾	N/A	N/A
Harbinger Capital Partners SSF CFF, Ltd.	Cayman Islands	Ireland, United Kingdom and United States	Ireland ⁽¹⁾	N/A	N/A

Notes:

⁽¹⁾ There is no official “world headquarters” for this entity. Ireland has been identified as the world headquarters because that is where the entity’s administrator is located. Please note, however, that all investment decisions for the entity are made in the United States, in New York City, and the same is true for day-to-day management and control over the entity’s investments and operation of those investments.

(footnotes from previous page)

1.All equity percentages are calculated as of May 31, 2009.

2.The equity percentages shown apply only to performance allocations received by Harbinger Capital Partners GP, L.L.C. from Harbinger Capital Partners Fund I, L.P. (“HCP Onshore Fund I”). HMC Investors, L.L.C. does not share in any other fees or performance based compensation received by Harbinger Capital Partners GP, L.L.C. In 2009 and 2010, as the asset value and performance returns of Harbinger Capital Partners Fund I, L.P. increase, Philip A. Falcone’s equity percentage in Harbinger Capital Partners GP, L.L.C. will increase and HMC Investors, L.L.C.’s equity percentage will decrease. In 2011, Philip A. Falcone’s equity percentage will be 76.3% and HMC Investors, L.L.C.’s equity percentage will be 20%. In 2012, Philip A. Falcone’s equity percentage will be 81.3% and HMC Investors, L.L.C.’s equity percentage will be 15%. Thereafter, Philip A. Falcone’s equity percentage will be 96.3% and HMC Investors, L.L.C.’s equity percentage will be 0%. Other U.S. citizens, each of whom is one of the “less than 10% owners,” collectively will own the remaining 3.7%.

3.The equity percentages shown apply only to performance fees received by Harbinger Capital Partners LLC from Harbinger Capital Partners Offshore Fund I, Ltd. (“HCP Offshore Fund I”); neither Raymond J. Harbert nor the “less than 10% owners” share in management fees or other fees received by Harbinger Capital Partners LLC. In 2009 and 2010, as the asset value and performance returns of Harbinger Capital Partners Offshore Fund I, Ltd. increase, Philip A. Falcone’s equity percentage in Harbinger Capital Partners LLC also will increase and the equity percentages of Raymond J. Harbert and the “less than 10% owners” who are employees, stockholders or are otherwise related to Harbert Management Corp. (the “Harbert-Related Owners”) will decrease. In 2011, Philip A. Falcone’s equity percentage will be 76.3% and the equity percentages of Raymond J. Harbert and the Harbert-Related Owners collectively will be 20%. In 2012, Philip A. Falcone’s equity percentage will be 81.3% and the equity percentages of Raymond J. Harbert and the Harbert-Related Owners collectively will be 15%. Thereafter, Philip A. Falcone’s equity percentage will be 96.3% and the equity percentages of Raymond J. Harbert and the Harbert-Related Owners will be 0%. Other U.S. citizens, each of whom is one of the “less than 10% owners,” collectively will own the remaining 3.7%.

4.Directors: Martin Byrne, Cayman Islands Resident and Irish Citizen; Ian Goodall, Cayman Islands Resident and U.K. Citizen.

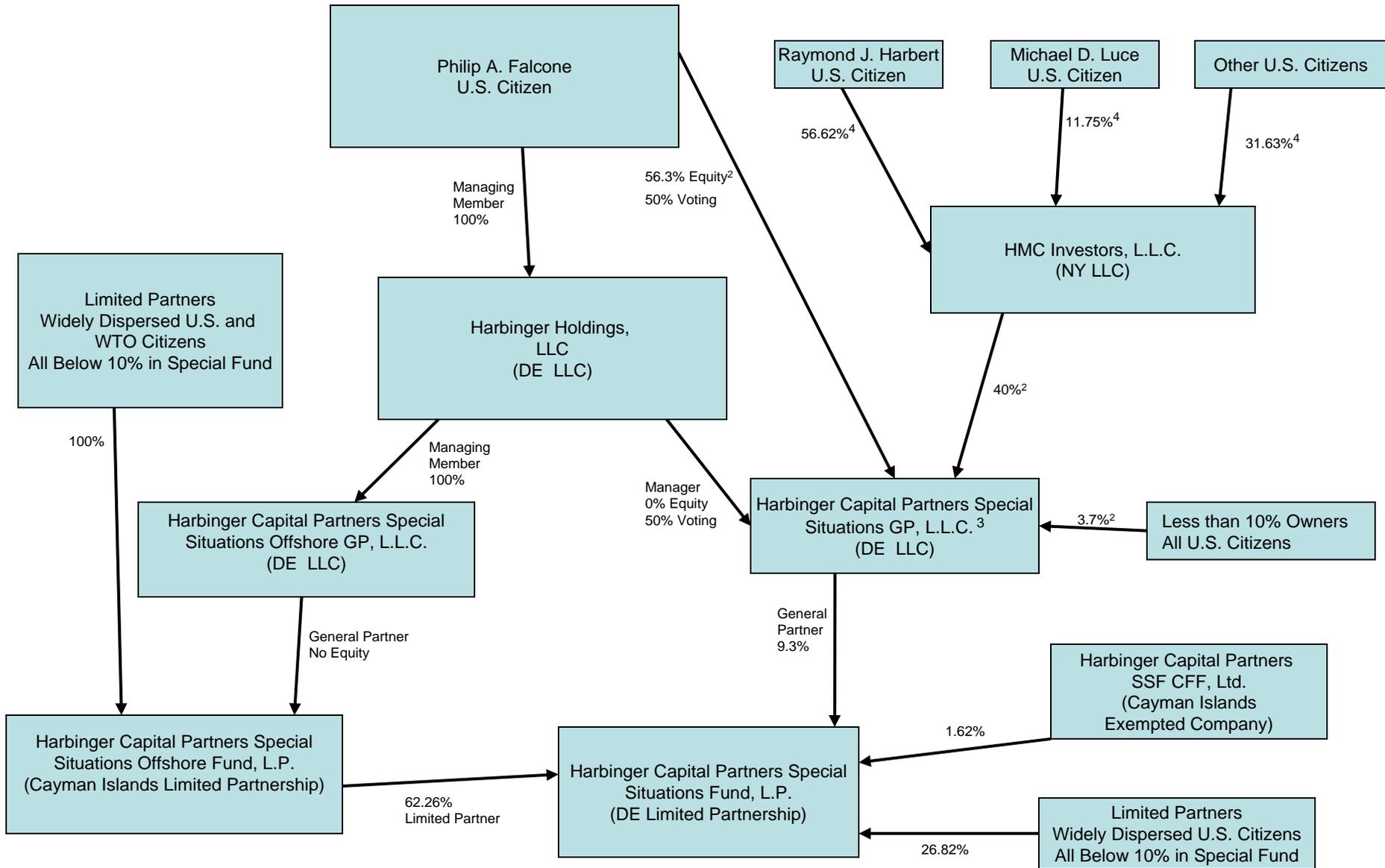
5.Ownership is widely dispersed U.S. and WTO Citizens all below 10%, except for five investment funds from the Bahamas, which is non-WTO, that collectively have a .22% interest in Harbinger Class PE Holdings (Cayman), Ltd. and a .18% interest in Harbinger Class L Holdings (U.S.), LLC.

6.Harbinger Capital Partners LLC is also the Investment Manager for (but holds no equity in): Harbinger Class PE Holdings (Cayman), Ltd. (Cayman Islands Exempted Company); and Harbinger Capital Partners Fund II, L.P. (DE Limited Partnership); and is the Administrator, which is comparable to an Investment Manager, for Harbinger Class PE Holdings (U.S.) Trust.

(footnotes cont'd.)

7. Harbinger Class L Holdings (U.S.), LLC and Harbinger Class L Holdings (Cayman), Ltd. are subsidiaries of HCP Onshore Fund I and HCP Offshore Fund I, respectively (each of these subsidiary entities as referred to herein, "Class L Holdings"), that were established in September 2008 to hold each such fund's pro rata portion of the Class LU Shares of the Master Fund. The Class LU Shares represent an undivided interest in the ultimate net value of certain assets of the Master Fund with exposure to bankrupt Lehman Brothers entities. Originally, HCP Onshore Fund I and HCP Offshore Fund I held 100% of their respective Class L Holdings subsidiary, but as investors in each fund have redeemed their shares after the formation of the Class L Holdings subsidiary, the redeeming investors have received, in addition to cash proceeds, partial in-kind proceeds representing a pro rata portion of such shareholder's or limited partner's proportional interest in Class L Holdings subsidiary. The interests in Class L Holdings (although an interest in the Master Fund) will have no interest in the SkyTerra shares obtained by the Master Fund by virtue of this transaction. The boxes denoted with "RI" represent redeemed investors; to the extent that these investors have made complete redemptions, their only remaining indirect interest in the Master Fund is in the portion of the assets attributable to the Class LU Shares. It is expected similar in kind distributions will be made to redeeming investors until the assets attributable to the Class LU Shares are liquidated.
8. Harbinger Class PE Holdings (U.S.) Trust and Harbinger Class PE Holdings (Cayman), Ltd. are subsidiaries of HCP Onshore Fund I and HCP Offshore Fund I, respectively (each of these subsidiary entities as referred to herein, "Class PE Holdings"), that were established in December 2008 to hold each such fund's pro rata portion of the Class PE Shares of the Master Fund. The Class PE Shares represent an undivided interest in the Master Fund's private equity and certain other illiquid investments. Originally, HCP Onshore Fund I and HCP Offshore Fund I held 100% of their respective Class PE Holdings subsidiary, but as investors in each fund have redeemed their shares after the formation of the Class PE Holdings, the redeeming investors have received, in addition to cash proceeds, partial in-kind proceeds representing a pro rata portion of such shareholder's or limited partner's proportional interest in Class PE Holdings subsidiary. The interests in Class PE Holdings (although an interest in the Master Fund) will have no interest in the SkyTerra shares obtained by the Master Fund by virtue of this transaction. The boxes denoted with "RI" represent redeemed investors; to the extent that these investors have made complete redemptions, their only remaining indirect interest in the Master Fund is in the portion of the assets attributable to the Class PE Shares. It is expected similar in kind distributions will be made to redeeming investors until the assets attributable to the Class PE Shares are liquidated.
9. Harbinger Capital Partners Fund II, L.P., a Delaware limited partnership, ("*HCP Onshore Fund II*") and Harbinger Capital Partners Offshore Fund II, Ltd. ("*HCP Offshore Fund II*"), a Cayman Island exempted company, have been created to facilitate new investment in the Master Fund without those investors taking a proportionate interest in either the Class LU Shares or the Class PE Shares. Harbinger Capital Partners LLC is the Investment Manager for HCP Offshore Fund II, as well as for Harbinger Capital Partners Intermediate Fund II, Ltd., a Cayman Island exempted company through which HCP Offshore Fund II has invested in the Master Fund. As of May 31, 2009, there were no limited partners in HCP Onshore Fund II. HCP Onshore Fund II accepted its first limited partner on June 1. As of July 1, 2009, it had two limited partners, both of which are U.S. persons. (The general partner of HCP Onshore Fund II is Harbinger Capital Partners GP, L.L.C.)
10. The percentages shown here are for the class of interests of HMC Investors, L.L.C. - known as Series 2 Units - relevant to the Master Fund, which is different from the class of interests of HMC Investors, L.L.C. relevant to the Special Situations Fund.

Annex 3 SPECIAL SITUATIONS FUND OWNERSHIP DIAGRAM¹



(footnotes from previous page)

1. All equity percentages are calculated as of May 31, 2009.
2. In 2009 and 2010, as the asset value and performance returns of the Special Situations Fund increase, Philip A. Falcone's equity percentage in Harbinger Capital Partners Special Situations GP, L.L.C. ("Special Situations GP") increases and HMC Investors, L.L.C.'s equity percentage decreases. In 2011, Philip A. Falcone's equity percentage will be 76.3% and HMC Investors, L.L.C.'s equity percentage will be 20%. In 2012, Philip A. Falcone's equity percentage will be 81.3% and HMC Investors, L.L.C.'s equity percentage will be 15%. Thereafter, Philip A. Falcone's equity percentage will be 96.3% and HMC Investors, L.L.C.'s equity percentage will be 0%. Other U.S. citizens, each of whom is one of the "less than 10% owners," collectively will own the remaining 3.7.
3. Until such time as the investors in the Special Situations Fund have had the opportunity to redeem their interests, the consent of HMC-New York, Inc., which was formerly the Managing Member of, and had a 50% voting interest in, Special Situations GP, will be required to take certain actions with respect to Special Situations GP.
4. The percentages shown here are for the class of interests of HMC Investors, L.L.C. - known as Series 5 Units - relevant to the Special Situations Fund, which is different from the class of interests of HMC Investors, L.L.C. relevant to the Master Fund.

Annex 7

Fund	II-GOVT ¹ Non-US	II-C/BE ² Non-US	II-Family Off ³ Non-US	FOF ⁴ Non-US	FOF-INST ⁵ Non-US	SP-ADVIS ⁶ Non-US	TOTALS
Harbinger Capital Partners Special Situations Fund, LP:							
FCC Categorization at 5.31.09		63.88% ⁸					0.00%
Harbinger Capital Partners Special Situations Offshore Fund, LP							
FCC Categorization at 5.31.09		0.22% ⁹	14.05% ¹³		48.9% ²¹	3.03% ²⁶	0.00%
Harbinger Capital Partners SSF CFF, Ltd.:							
FCC Categorization at 5.31.09				43.83% ¹⁷			0.00%
Harbinger Capital Partners Offshore Fund I, Ltd.							
FCC Categorization at 5.31.09	3.12% ⁷	26.35% ¹⁰	2.08% ¹⁴	16.4% ¹⁸	19.96% ²²	4.35% ²⁷	0.00%
Harbinger Class L Holdings (Cayman), Ltd:							
FCC Categorization at 5.31.09		35.52% ¹¹	1.4% ¹⁵	26.7% ¹⁹	17.14% ²³	0.3% ²⁸	0.00%
Harbinger Class PE Holdings (Cayman), Ltd:							
FCC Categorization at 5.31.09		41.86% ¹²	1.41% ¹⁶	25.62% ²⁰	12.71% ²⁴	2.5% ²⁹	0.00%
Harbinger Capital Partners Offshore Fund II, Ltd:							
FCC Categorization at 5.31.09					100% ²⁵		0.00%

Annex 7

Page 2

¹ **"II-GOVT"** – Includes government and government-controlled investors.

² **"II-C/BE"** – Includes corporations and other business entities not falling into one of the other categories.

³ **"II-Family Off"** – Includes family offices, including private wealth management firms that serve high net worth investors (oftentimes these investors are individuals within a single family).

⁴ **"FOF"** – Includes fund-of-funds, which are investment vehicles (comprised of multiple investors) that invest in other investment funds, therefore allowing the underlying investors to diversify their investment.

⁵ **"FOF-INST"** – Includes institutional fund-of-funds, meaning fund-of-funds that are established for institutional investors (e.g. , endowments, pension plans, sovereign wealth plans, government plans, etc.).

⁶ **"SP-ADVIS"** – Includes professional firms and service providers such as law firms and consulting firms.

⁷ United Arab Emirates

⁸ New York, Cayman Islands

⁹ Cayman Islands

¹⁰ Bermuda, Cayman Islands, Italy, Japan, Luxembourg, The Netherlands, Switzerland, United Kingdom, British Virgin Islands

¹¹ Bahamas, Bermuda, Cayman Islands, China (Hong Kong), Ireland, Italy, Japan, Luxembourg, The Netherlands, Switzerland, United Kingdom, British Virgin Islands

¹² Bahamas, Bermuda, Cayman Islands, Ireland, Italy, Japan, Luxembourg, The Netherlands, Switzerland, United Kingdom, British Virgin Islands

¹³ Canada, Cayman Islands, Ireland, Liechtenstein, Netherland Antilles, The Netherlands, Norway, Switzerland

¹⁴ Bermuda, Cayman Islands, Channel Islands, France, Ireland, The Netherlands, Panama, Switzerland, British Virgin Islands

¹⁵ Cayman Islands, Channel Islands, France, Ireland, The Netherlands, Switzerland, British Virgin Islands

¹⁶ Cayman Islands, Channel Islands, France, Ireland, The Netherlands, Switzerland, British Virgin Islands

¹⁷ Cayman Islands, United Kingdom

¹⁸ Bahamas, Bermuda, Canada, Cayman Islands, Channel Islands, France, Guernsey, Ireland, Italy, Luxembourg, Netherlands Antilles, The Netherlands, Panama, Portugal, Switzerland, United Kingdom

¹⁹ Bahamas, Bermuda, Brazil, Canada, Cayman Islands, Channel Islands, France, Ireland, Isle of Man, Italy, Japan, Luxembourg, Netherland Antilles, The Netherlands, Panama, Sweden, Switzerland, United Kingdom, British Virgin Islands

²⁰ Bahamas, Bermuda, Brazil, Canada, Cayman Islands, Channel Islands, France, Ireland, Isle of Man, Italy, Japan, Luxembourg, Netherland Antilles, The Netherlands, Panama, Sweden, Switzerland, United Kingdom, British Virgin Islands

²¹ Canada, Cayman Islands, Channel Islands, Germany, Guernsey, Ireland, Italy, Luxembourg, Panama, Switzerland, British Virgin Islands

²² Bahrain, Bermuda, Canada, Cayman Islands, Channel Islands, France, Guernsey, Ireland, Japan, Luxembourg, Netherland Antilles, The Netherlands, Panama, Spain, Switzerland, United Kingdom

²³ Bermuda, Cayman Islands, Channel Islands, France, Ireland, Isle of Man, Luxembourg, Netherland Antilles, The Netherlands, Panama, Singapore, Switzerland, United Kingdom, British Virgin Islands

²⁴ Bermuda, Cayman Islands, Channel Islands, France, Ireland, Isle of Man, Luxembourg, Netherland Antilles, The Netherlands, Panama, Switzerland, United Kingdom, British Virgin Islands

²⁵ France, Ireland, Switzerland

²⁶ Cayman Islands, Norway, Switzerland

²⁷ Bermuda, Cayman Islands, Channel Islands, Chile, The Netherlands, Panama, Singapore, Switzerland, United Kingdom

²⁸ Switzerland

²⁹ Channel Islands, Ireland, Netherland Antilles, Singapore, Switzerland

CERTIFICATION

SkyTerra Subsidiary LLC hereby certifies that it is in compliance with the foreign ownership ruling set forth in paragraphs 14-16 of the *Order and Declaratory Ruling* (the “2008 MSV Order”) in *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, FCC 08-77, 23 FCC Rcd 4436, 4442-43, ¶ 14-16 (2008).

SkyTerra Subsidiary LLC is an indirect wholly-owned subsidiary of SkyTerra Communications, Inc. (“SkyTerra” or the “Company”). This certification is based upon the following assumptions relating to the ownership of SkyTerra:

(a) Ownership is based upon information from the books of the Company as of June 1, 2009. SkyTerra has confirmed the accuracy of this information through personal knowledge (with respect to shares held by SkyTerra’s managers and directors) and by contacting, during June, 2009, the other shareholders. Information as to over 95% of SkyTerra’s shares was confirmed in this manner.

(b) With respect to shares held by persons or business entities, the citizenship of those shareholders, and the country of organization of each business entity that is a shareholder, is based upon personal knowledge (with respect to shares held by SkyTerra’s managers and directors) or information supplied to SkyTerra by the shareholder or an authorized representative thereof. SkyTerra has been able to confirm the citizenship and country of organization of over 95% of the shares held by its shareholders. Shareholders that were not reached by SkyTerra are assumed to be foreign citizens or entities.

(c) The principal place of business of each shareholder is based upon information supplied to SkyTerra by the shareholder or an authorized representative thereof. Any shareholder that was not reached by SkyTerra has been assumed to have a non-WTO principal place of business. SkyTerra has been able to ascertain the principal place of business of over 95% of its shareholders.

(d) The citizenship of the ultimate shareholders that hold interests in SkyTerra through business entities such as corporations, partnerships, exempted companies, or the like, is based upon information supplied by such business entity to SkyTerra. SkyTerra has been able to confirm the country of origin of over 95% of the ultimate shareholders of SkyTerra. Where SkyTerra has been unable to obtain such information, it has assumed the ownership to be foreign with a principal place of business in a non-WTO country.

(e) In computing compliance with the 2008 MSV Order, SkyTerra has (1) counted against the additional foreign ownership of up to 25% that is authorized by paragraph 16 of the 2008 MSV Order (the “25% Headroom”) all known stock acquisitions by new foreign shareholders; (2) counted against the 25% Headroom all known stock acquisitions (but not sales or other dispositions) by existing or former foreign shareholders, even though such sales or dispositions would reduce the actual current amount of foreign ownership; (3) not counted against the 25% Headroom share acquisitions by Harbinger Capital Partners

Funds (“Harbinger”) made pursuant to the interim authority granted in Paragraphs 17-19 of the 2008 MSV Order, and referenced in Footnote 38 of the 2008 MSV Order, which authorized Harbinger to acquire up to a 49.99% equity and 49.99% voting interest in SkyTerra; (4) treated the shares owned by the Apollo funds and held in escrow by Akin Gump as if the shares continue to be owned by the Apollo funds; (5) treated the shares that Wells Fargo has taken title to and is holding in escrow for release to Harbinger following FCC approval (the “Wells Fargo Escrow Shares”) as if already owned by Harbinger for the purpose of calculating the percentage of SkyTerra’s equity ownership that is foreign¹; (6) not treated the Wells Fargo Escrow Shares as if already owned by Harbinger, for the purpose of calculating the percentage of SkyTerra’s voting ownership that is foreign²; and (7) reduced the number of additional foreign-owned shares permitted under the 25% Headroom by the number of new non-WTO shareholdings, but has not separately counted the same non-WTO shares against the 25% Headroom as so reduced, so as to avoid “double counting” the new non-WTO shareholdings. SkyTerra has also assumed there has been no material change in the foreign ownership of shares held in “street names” by small shareholders.

(f) SkyTerra has assumed that the information which has been supplied to it by shareholders or their representatives is correct.



Jeffrey Carlisle
Vice President, Regulatory Affairs
SkyTerra Subsidiary LLC

August
July 6, 2009

¹ SkyTerra has made this assumption, notwithstanding the fact that Wells Fargo has title to the shares, as a conservative measure in light of concerns apparently expressed to Harbinger by the Commission’s staff about the appropriate treatment of the shares for foreign ownership purposes. See Harbinger’s Amendment to Petition for Declaratory Ruling, File No. ISP-PDR-20080129-00002 (Apr. 17, 2009) (“Harbinger PDR Amendment”) at 2, 5-6.

² These voting shares have not and will not be voted by Harbinger or Wells Fargo pending FCC approval. See Harbinger PDR Amendment at 4-5. In any event, even if the voting shares were treated as if owned and voted by Harbinger, SkyTerra would not exceed the additional foreign voting ownership permitted under the 25% Headroom.