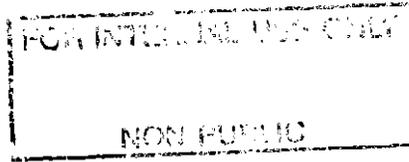


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February 26, 2010

CONFIDENTIAL TREATMENT REQUESTED

By Hand

FILED/ACCEPTED

Marlene H. Dortch, Secretary
Federal Communications Commission
445 Twelfth Street, S.W.
Washington, D.C. 20554

FEB 26 2010
Federal Communications Commission
Office of the Secretary

ORIGINAL

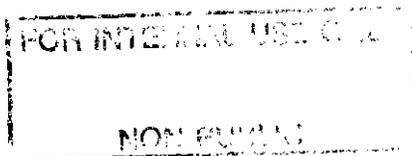
**Re: Harbinger Capital Partners Master Fund I, Ltd., Harbinger Capital Partners Special Situations Fund, L.P. (collectively, "Harbinger")
IB Docket No. 08-184, FCC File Nos.: ITC-T/C-200080822-00397, SAT-T/C-20080822-00157, SES-T/C20080822, SES-T/C-20080822-01088, 0003540644, 0021-EX-TU-2008 (the "Transfer of Control Applications")**

REQUEST THAT MATERIALS BE WITHHELD FROM PUBLIC INSPECTION

Dear Ms. Dortch:

Accompanying this letter is a filing comprised of a cover letter regarding the above-captioned Transfer of Control Applications and an attachment (collectively, the "Materials") that consists of: (1) an executive summary of the business model Harbinger intends to follow once the transaction outlined in the Transfer of Control Applications has been consummated; and (2) a list of commitments that Harbinger Capital Partners Funds ("Harbinger") is making in connection with the Transfer of Control Applications. Due to the proprietary nature of the Materials, Harbinger requests that they be withheld from public inspection and not be placed in the Commission's public files, pursuant to Section 552(b)(4) of Part 5 of the U.S. Code and Sections 0.457(d) and 0.459 of the Commission Rules.¹

¹ 5 U.S.C. § 552(b)(4); 47 C.F.R. §§ 0.457(d) and 0.459.



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The Materials contain information qualifying as trade secrets and commercial information that would not routinely be made available for public inspection.² They contain sensitive information concerning Harbinger's business plan and investment strategies that, if disclosed, could be detrimental to Harbinger's business. Non-parties could use knowledge of the information contained in these documents to undermine Harbinger's investments or business plan. Harbinger has taken measures to protect against disclosure to its competitors of the information contained in the Materials.

Any questions concerning this submission should be addressed to the undersigned.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Henry Goldberg". The signature is fluid and cursive, with a long horizontal stroke at the end.

Henry Goldberg
Joseph A. Godles
*Counsel for the Harbinger Capital Partners
Funds*

² See 47 C.F.R. § 0.457(d); see also *Critical Mass Energy Project v. NRC*, 975 F.2d 871, 879 (D.C. Cir. 1992) ("W]e conclude that financial or commercial information provided to the Government on a voluntary basis is 'confidential' for the purpose of Exemption 4 [to the FOIA] if it is of a kind that would customarily not be released to the public by the person from whom it was obtained.").

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**Re: IB Docket No. 08-184, FCC File Nos.: ITC-T/C-200080822-00397,
SAT-T/C-20080822-00157, SES-T/C20080822, SES-T/C-20080822-
01088, 0003540644, 0021-EX-TU-2008 (the "Transfer of Control
Applications")**

Dear Ms. Dortch:

In the above-referenced Transfer of Control Applications, the parties have requested the Commission's consent to transfer control of SkyTerra Subsidiary, LLC ("SkyTerra Sub"), from SkyTerra Communications, Inc. ("SkyTerra"), which is SkyTerra Sub's parent company, to the Harbinger Capital Partners Funds ("Harbinger"). It has been demonstrated therein that the proposed transfer of control is in the public interest.

In further support of the public interest showing that has been made, an attachment to this letter: (1) summarizes the business model Harbinger intends to follow once the transaction outlined in the Transfer of Control Applications has been consummated; and (2) identifies commitments Harbinger is making in connection with implementation of the business plan.¹

¹ As stated in the attachment, the commitments would be binding on Harbinger, SkyTerra (once controlled by Harbinger), their successors and assigns, and affiliates of SkyTerra (*i.e.*, entities directly or indirectly controlling SkyTerra, controlled by SkyTerra, or under common control with SkyTerra).

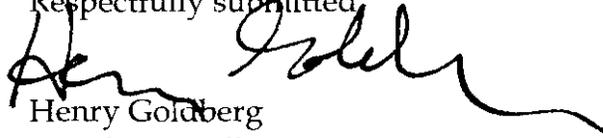
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Marlene H. Dortch, Secretary
February 26, 2010
Page 2

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Please direct any questions concerning this filing to the undersigned.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Henry Goldberg", with a long horizontal flourish extending to the right.

Henry Goldberg
Joseph A. Godles
Goldberg, Godles, Wiener & Wright
Counsel for the Harbinger Capital Partners Funds

Attachment

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GOLDBERG, GODLES, WIENER & WRIGHT

SUBJECT TO REQUEST FOR CONFIDENTIAL TREATMENT**Harbinger Business Model**

Harbinger plans to develop a nationwide terrestrial broadband mobile 4G LTE network, which, without regard to satellite coverage, will provide wireless data on a nationwide basis. The network will be operated on an open access basis. It will employ MSS spectrum, Ancillary Terrestrial Component ("ATC") spectrum, and terrestrial-only spectrum, as well as spectrum hosting and pooling agreements, all supplemented as appropriate with roaming agreements. As noted, even without regard to satellite coverage, this combination of spectrum and technologies will enable Harbinger to bring the latest 4G terrestrial wireless broadband technology to underserved areas.

Available Spectrum

At the outset, the network will have no less than 23 MHz of spectrum, consisting of 8 MHz of 1.4 GHz terrestrial spectrum, access to 5 MHz of 1.6 GHz terrestrial spectrum and 10 MHz of MSS/ATC L-band spectrum. Through a cooperation agreement with Inmarsat and associated waivers of the Commission's ATC rules, by 2013 Harbinger will have access to an additional 30 MHz of ATC spectrum.

Harbinger also is discussing with other Commission licensees the possibility of hosting or pooling their spectrum in order to enable them on the terrestrial wireless network, *i.e.*, the spectrum would be incorporated into the infrastructure of the terrestrial wireless network. The hosted or pooled spectrum then could be integrated with Harbinger's spectrum to enhance the broadband capacity of the terrestrial network.

Network Overview

As planned, the network will consist of SkyTerra's next generation satellites, approximately 36,000 terrestrial base stations, multi-frequency mode user handsets and other consumer devices, a terrestrial cell site and backhaul network, network operations centers, and the networks of other terrestrial carriers with whom Harbinger plans to have roaming agreements.

Thus configured and equipped, the network will support a rapidly growing demand for mobile data and the increasing number of devices using wireless broadband connections. After the construction of additional terrestrial

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base stations, the network will be able to support higher numbers of wireless subscribers, increasing spectrum utilization more than 200% between 2011 and 2013. By 2015, the company expects to serve more than 40 million connected consumer terrestrial devices on a wholesale basis.

Future Terrestrial Customers

The company intends to be a wholesale only, data only network operator, providing a competitively-priced 4G option, including network, operations and spectrum. A three-tiered pricing plan (tiered, flat rate and advanced) will be offered. Potential retail distribution customers would include PC manufacturers, national retailers, service providers without wireless capacity, CE manufacturers and mobile providers. Unrestricted access will allow retail distribution customers to completely own the relationship with the end user. ATC devices will be subsidized to enable retail distribution customers to sell devices at conventional prices.

Fostering Competition

The network will enhance competition in the terrestrial mobile broadband wireless industry and help meet increasing consumer demands for high-capacity wireless mobility. Without regard to satellite coverage, the terrestrial network will achieve population coverage of at least 260 million by 2015, which is comparable to the coverage provided by other nationwide terrestrial carriers.

Efficient use of spectrum and network assets will not require massive capital spending, allowing for competitive pricing. The wholesale business model will mean that Harbinger is committed to the success of the retail customers, enabling competitive carriers and new entrants to enjoy a level playing field in network performance and economics. With access to a truly open network, retail distribution customers can develop new business models and generate new revenue sources.

Timeline

LTE devices and chipsets are already in development, with mobile modems scheduled for commercial availability in the second half of 2010 and handsets following in late 2011. Service will begin in two trial markets, Denver and Phoenix, with a commercial launch before the third quarter of 2011 providing service to up to 9 million POPs. All major markets will be installed by the end of the second quarter of 2013.

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Harbinger Commitments¹

In light of the business model described above, Harbinger is prepared to make the following commitments regarding its terrestrial broadband mobile network.

Commitment #1: Not providing L-band spectrum to the two largest wireless providers. Harbinger will not, without receiving prior Commission approval, make the spectrum used by its terrestrial network in the 1525-1559 MHz/1626.5-1660.5 MHz band ("L-band") available to the largest or second largest provider of commercial mobile radio services ("CMRS") and wireless broadband services.

Commitment #2: Build-out schedule. Without regard to satellite coverage, Harbinger's 4G terrestrial network will provide coverage to at least 100 million people in the United States by December 31, 2012; to at least 145 million people in the United States by December 31, 2013; and to at least 260 million people in the United States by December 31, 2015.

Commitment #3: Limits on providing terrestrial network capacity to the two largest wireless providers. Unless it has prior Commission approval, Harbinger will not directly or indirectly provide traffic accounting for more than 25 percent of the total bytes of data carried on its terrestrial network in an Economic Area to any combination of the largest or second largest provider of CMRS and wireless broadband services. (A subsequent acquisition of a Harbinger customer by the largest or second largest provider will not violate this commitment, but will trigger notification to the Commission, which can take appropriate action at that time.) This commitment is based on bytes of data carried during rolling 12-month periods (as determined at the end of every calendar quarter). The commitment will be effective in an Economic Area twelve months after Harbinger first provides one gigabyte of chargeable, non-test traffic in the Economic Area. Traffic generated by Harbinger's customers roaming on the network of another wireless provider does not count toward the 25% limit.

¹ These commitments are binding on Harbinger, SkyTerra (once controlled by Harbinger), their successors and assigns, and affiliates of SkyTerra (*i.e.*, entities directly or indirectly controlling SkyTerra, controlled by SkyTerra, or under common control with SkyTerra).

SUBJECT TO REQUEST FOR CONFIDENTIAL TREATMENT

Harbinger's commitments are contingent upon a grant of the applications filed by SkyTerra² for modification of its ATC authority (the "ATC Modification Applications") being granted prior to or concurrently with the grant of the SkyTerra transfer of control. The commitments will not be effective unless and until the FCC has granted the requests made by SkyTerra in the ATC Modification Applications, as requested by SkyTerra, without requiring changes that are material and adverse to Harbinger.

² See File Nos. SAT-MOD-20090429-00047, SAT-MOD-20090429-00046, and SES-MOD-20090429-00536.