

Approved by OMB
3060-0678

Date & Time Filed: Sep 27 2012 7:01:35:833PM
File Number: SAT-MOD-20120927-00159

FCC APPLICATION FOR SPACE AND EARTH STATION:MOD OR AMD - MAIN FORM FCC 312 MAIN FORM FOR OFFICIAL USE ONLY	FCC Use Only
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APPLICANT INFORMATION

Enter a description of this application to identify it on the main menu:
Confirmation Regarding Build-out Milestones — S2358

1-8. Legal Name of Applicant			
Name:	LightSquared Subsidiary LLC, Debtor-in-Possession	Phone Number:	703-390-2001
DBA Name:		Fax Number:	
Street:	10802 Parkridge Boulevard	E-Mail:	jeff.carlisle@lightsquared.com
City:	Reston	State:	VA
Country:	USA	Zipcode:	20191 -
Attention:	Mr Jeffrey J Carlisle		

9-16. Name of Contact Representative

Name:	John P. Janka	Phone Number:	202-637-2200
Company:	Latham & Watkins LLP	Fax Number:	
Street:	555 Eleventh Street, N.W. Suite 1000	E-Mail:	john.janka@lw.com
City:	Washington	State:	DC
Country:	USA	Zipcode:	20004-
Attention:		Relationship:	Legal Counsel

CLASSIFICATION OF FILING

17. Choose the button next to the classification that applies to this filing for both questions a. and b. Choose only one for 17a and only one for 17b.

- a1. Earth Station
- a2. Space Station

- (N/A) b1. Application for License of New Station
- (N/A) b2. Application for Registration of New Domestic Receive-Only Station
- b3. Amendment to a Pending Application
- b4. Modification of License or Registration
- b5. Assignment of License or Registration
- b6. Transfer of Control of License or Registration
- b7. Notification of Minor Modification
- (N/A) b8. Application for License of New Receive-Only Station Using Non-U.S. Licensed Satellite
- (N/A) b9. Letter of Intent to Use Non-U.S. Licensed Satellite to Provide Service in the United States
- (N/A) b10. Other (Please specify)
- (N/A) b11. Application for Earth Station to Access a Non-U.S. satellite Not Currently Authorized to Provide the Proposed Service in the Proposed Frequencies in the United States
- (N/A) b12. Application for Database Entry
- b13. Amendment to a Pending Database Entry Application
- b14. Modification of Database Entry

<p>17c. Is a fee submitted with this application?</p> <p><input checked="" type="radio"/> If Yes, complete and attach FCC Form 159. If No, indicate reason for fee exemption (see 47 C.F.R. Section 1.1114).</p> <p><input type="radio"/> Governmental Entity <input type="radio"/> Noncommercial educational licensee</p> <p><input type="radio"/> Other (please explain):</p>	
<p>17d.</p> <p>Fee Classification BFY – Space Station Modification (Geostationary)</p>	
<p>18. If this filing is in reference to an existing station, enter:</p> <p>(a) Call sign of station: S2358</p>	<p>19. If this filing is an amendment to a pending application enter both fields, if this filing is a modification please enter only the file number:</p> <p>(a) Date pending application was filed: (b) File number: SATMOD2010111800239</p>

TYPE OF SERVICE

20. NATURE OF SERVICE: This filing is for an authorization to provide or use the following type(s) of service(s): Select all that apply:

- a. Fixed Satellite
- b. Mobile Satellite
- c. Radiodetermination Satellite
- d. Earth Exploration Satellite
- e. Direct to Home Fixed Satellite
- f. Digital Audio Radio Service
- g. Other (please specify)

21. STATUS: Choose the button next to the applicable status. Choose only one.

- Common Carrier Non-Common Carrier

22. If earth station applicant, check all that apply.

- Using U.S. licensed satellites
- Using Non-U.S. licensed satellites

23. If applicant is providing INTERNATIONAL COMMON CARRIER service, see instructions regarding Sec. 214 filings. Choose one. Are these facilities:

- Connected to a Public Switched Network Not connected to a Public Switched Network N/A

24. FREQUENCY BAND(S): Place an 'X' in the box(es) next to all applicable frequency band(s).

- a. C-Band (4/6 GHz) b. Ku-Band (12/14 GHz)
- c. Other (Please specify upper and lower frequencies in MHz.)

Frequency Lower: 1525

Frequency Upper: 13250

(Please specify additional frequencies in an attachment)

TYPE OF STATION

25. CLASS OF STATION: Choose the button next to the class of station that applies. Choose only one.

- a. Fixed Earth Station
- b. Temporary-Fixed Earth Station
- c. 12/14 GHz VSAT Network
- d. Mobile Earth Station
- e. Geostationary Space Station
- f. Non-Geostationary Space Station
- g. Other (please specify)

26. TYPE OF EARTH STATION FACILITY:

- Transmit/Receive Transmit-Only Receive-Only N/A

"For Space Station applications, select N/A."

PURPOSE OF MODIFICATION

27. The purpose of this proposed modification is to: (Place an 'X' in the box(es) next to all that apply.)

- a — authorization to add new emission designator and related service
- b — authorization to change emission designator and related service
- c — authorization to increase EIRP and EIRP density
- d — authorization to replace antenna
- e — authorization to add antenna
- f — authorization to relocate fixed station
- g — authorization to change frequency(ies)
- h — authorization to add frequency
- i — authorization to add Points of Communication (satellites & countries)
- j — authorization to change Points of Communication (satellites & countries)
- k — authorization for facilities for which environmental assessment and radiation hazard reporting is required
- l — authorization to change orbit location
- m — authorization to perform fleet management
- n — authorization to extend milestones
- o — Other (Please specify)

ENVIRONMENTAL POLICY

28. Would a Commission grant of any proposal in this application or amendment have a significant environmental impact as defined by 47 CFR 1.1307? If YES, submit the statement as required by Sections 1.1308 and 1.1311 of the Commission's rules, 47 C.F.R. 1.1308 and 1.1311, as an exhibit to this application. A Radiation Hazard Study must accompany all applications for new transmitting facilities, major modifications, or major amendments. Yes No

ALIEN OWNERSHIP Earth station applicants not proposing to provide broadcast, common carrier, aeronautical en route or aeronautical fixed radio station services are not required to respond to Items 30–34.

29. Is the applicant a foreign government or the representative of any foreign government?	<input type="radio"/> Yes <input checked="" type="radio"/> No
30. Is the applicant an alien or the representative of an alien?	<input type="radio"/> Yes <input checked="" type="radio"/> No <input type="radio"/> N/A
31. Is the applicant a corporation organized under the laws of any foreign government?	<input type="radio"/> Yes <input checked="" type="radio"/> No <input type="radio"/> N/A
32. Is the applicant 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="radio"/> Yes <input checked="" type="radio"/> No <input type="radio"/> N/A

33. Is the applicant a corporation 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?

Yes No N/A

34. If any answer to questions 29, 30, 31, 32 and/or 33 is Yes, attach as an exhibit an identification of the aliens or foreign entities, their nationality, their relationship to the applicant, and the percentage of stock they own or vote.

Response to Q. 34/40

BASIC QUALIFICATIONS

35. Does the Applicant request any waivers or exemptions from any of the Commission's Rules?
If Yes, attach as an exhibit, copies of the requests for waivers or exceptions with supporting documents.

Yes No

36. Has the applicant or any party to this application or amendment had any FCC station authorization or license revoked or had any application for an initial, modification or renewal of FCC station authorization, license, or construction permit denied by the Commission? If Yes, attach as an exhibit, an explanation of circumstances.

Yes No

37. Has the applicant, or any party to this application or amendment, or any party directly or indirectly controlling the applicant ever been convicted of a felony by any state or federal court? If Yes, attach as an exhibit, an explanation of circumstances.

Yes No

38. Has any court finally adjudged the applicant, or any person directly or indirectly controlling the applicant, 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? If Yes, attach as an exhibit, an explanation of circumstances

Yes No

39. Is the applicant, or any person directly or indirectly controlling the applicant, currently a party in any pending matter referred to in the preceding two items? If yes, attach as an exhibit, an explanation of the circumstances.

Yes No

40. If the applicant is a corporation and is applying for a space station license, attach as an exhibit the names, address, and citizenship of those stockholders owning a record and/or voting 10 percent or more of the Filer's voting stock and the percentages so held. In the case of fiduciary control, indicate the beneficiary(ies) or class of beneficiaries. Also list the names and addresses of the officers and directors of the Filer.

41. By checking Yes, the undersigned certifies, that neither applicant nor any other party to the application is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance. See 47 CFR 1.2002(b) for the meaning of "party to the application"; for these purposes.

Yes No

42a. Does the applicant intend to use a non-U.S. licensed satellite to provide service in the United States? If Yes, answer 42b and attach an exhibit providing the information specified in 47 C.F.R. 25.137, as appropriate. If No, proceed to question 43.

Yes No

Response to Q. 42

42b. What administration has licensed or is in the process of licensing the space station? If no license will be issued, what administration has coordinated or is in the process of coordinating the space station?

43. Description. (Summarize the nature of the application and the services to be provided). (If the complete description does not appear in this box, please go to the end of the form to view it in its entirety.)

LightSquared has submitted to the Commission the enclosed letter detailing its views on the continued applicability of the buildout milestones in the Harbinger Transfer Order. Solely to facilitate Commission processing of that letter with respect to the relationship of the Harbinger Transfer Order to this specific authorization, LightSquared also is

September 24 Letter

43a. Geographic Service Rule Certification

By selecting A, the undersigned certifies that the applicant is not subject to the geographic service or geographic coverage requirements specified in 47 C.F.R. Part 25.

A

By selecting B, the undersigned certifies that the applicant is subject to the geographic service or geographic coverage requirements specified in 47 C.F.R. Part 25 and will comply with such requirements.

B

By selecting C, the undersigned certifies that the applicant is subject to the geographic service or geographic coverage requirements specified in 47 C.F.R. Part 25 and will not comply with such requirements because it is not feasible as a technical matter to do so, or that, while technically feasible, such services would require so many compromises in satellite design and operation as to make it economically unreasonable. A narrative description and technical analysis demonstrating this claim are attached.

C

CERTIFICATION

The Applicant 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. The applicant certifies that grant of this application would not cause the applicant to be in violation of the spectrum aggregation limit in 47 CFR Part 20. All statements made in exhibits are a material part hereof and are incorporated herein as if set out in full in this application. The undersigned, individually and for the applicant, hereby certifies that all statements made in this application and in all attached exhibits are true, complete and correct to the best of his or her knowledge and belief, and are made in good faith.

44. Applicant is a (an): (Choose the button next to applicable response.)

- Individual
- Unincorporated Association
- Partnership
- Corporation
- Governmental Entity
- Other (please specify)

45. Name of Person Signing
Jeffrey J. Carlisle

46. Title of Person Signing
EVP, Public Policy & Regulatory Affairs

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WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND / OR IMPRISONMENT
· (U.S. Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION AUTHORIZATION
(U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

FCC NOTICE REQUIRED BY THE PAPERWORK REDUCTION ACT

The public reporting for this collection of information is estimated to average 2 hours per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the required data, and completing and reviewing the collection of information. If you have any comments on this burden estimate, or how we can improve the collection and reduce the burden it causes you, please write to the Federal Communications Commission, AMD-PERM, Paperwork Reduction Project (3060-0678), Washington, DC 20554. We will also accept your comments regarding the Paperwork Reduction Act aspects of this collection via the Internet if you send them to PRA@fcc.gov. PLEASE DO NOT SEND COMPLETED FORMS TO THIS ADDRESS.

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THE FOREGOING NOTICE IS REQUIRED BY THE PAPERWORK REDUCTION ACT OF 1995, PUBLIC LAW 104-13, OCTOBER 1, 1995, 44 U.S.C. SECTION 3507.

43. Description. (Summarize the nature of the application and the services to be provided).

LightSquared has submitted to the Commission the enclosed letter detailing its views on the continued applicability of the buildout milestones in the Harbinger Transfer Order. Solely to facilitate Commission processing of that letter with respect to the relationship of the Harbinger Transfer Order to this specific authorization, LightSquared also is submitting that letter here as a corresponding request for modification of this authorization.

Communications with a Non-U.S. Satellite
Response to Question 42

The Commission has authorized LightSquared Subsidiary LLC (“LightSquared”) to provide MSS in the United States via a Canadian-licensed satellite, MSAT-1. *See Applications of SatCOM Systems, Inc. et al.*, Order and Authorization, 14 FCC Rcd 20798 (1999). This application does not alter any of the information previously submitted pursuant to 47 C.F.R. § 25.137 and in response to Question 42.

Ownership Information
Response to Questions 34 and 40

The current ownership of LightSquared Subsidiary LLC is as follows:

1. **LightSquared Subsidiary LLC**, the Applicant, is a Delaware limited liability company that is the licensee.
2. LightSquared Subsidiary LLC is a wholly-owned subsidiary of **LightSquared LP**, a Delaware limited partnership. The following entities hold ownership interests in LightSquared LP of ten percent or greater:
 1. LightSquared Investors Holdings Inc. directly holds approximately 78 percent of the ownership interests in LightSquared LP.
 2. TMI Communications Delaware, Limited Partnership holds approximately 22 percent of the ownership interests in LightSquared LP.
 3. LightSquared GP Inc. controls LightSquared LP as its General Partner.
3. **LightSquared Investors Holdings Inc.** is a Delaware corporation, and is a wholly-owned subsidiary of LightSquared Inc.
4. **TMI Communications Delaware, Limited Partnership** is a Delaware limited partnership. The following entities hold ownership interests in TMI Communications Delaware, Limited Partnership of ten percent or greater:
 4. LightSquared Investors Holdings Inc. holds 100 percent of the ownership interests in TMI Communications Delaware, Limited Partnership.
 5. SkyTerra Rollup Sub LLC controls TMI Communications Delaware, Limited Partnership as its General Partner.
5. **LightSquared GP Inc.** is a Delaware corporation that serves as a holding company. The following entities hold ownership interests in LightSquared GP Inc. of ten percent or greater:
 6. LightSquared Investors Holdings Inc. holds approximately 78 percent of the ownership interests in LightSquared GP Inc.
 7. TMI Communications Delaware, Limited Partnership holds approximately 22 percent of the ownership interests in LightSquared GP Inc.
6. **SkyTerra Rollup Sub LLC**, a Delaware limited liability company, is a wholly-owned subsidiary of SkyTerra Rollup LLC.
7. **SkyTerra Rollup LLC** also is a Delaware limited liability company.

8. SkyTerra Rollup LLC and LightSquared Investors Holdings Inc. are wholly-owned subsidiaries of **LightSquared Inc.**, a Delaware corporation that manages the overall operations of the LightSquared corporate structure. Each of the other entities identified above is essentially a holding company for various assets connected to those operations.
9. Each of the entities identified above can be contacted care of LightSquared Subsidiary LLC at the address listed above.
10. LightSquared Inc. is owned and controlled by individuals and entities affiliated with **Harbinger Capital Partners** (“Harbinger”). Extensive information about the ownership of Harbinger, including its foreign ownership, is on file with the Commission in IB Docket No. 08-184, as updated periodically. *See, e.g.*, Letter from Henry Goldberg, Counsel to Harbinger Capital Partners, to FCC, IB Docket No. 08-184 (May 16, 2012); *see also* ULS File No. 0004339908. LightSquared incorporates this information by reference. Notably, the Commission has issued a declaratory ruling under Section 310(b)(4) of the Communications Act, as amended, 47 U.S.C. § 310(b)(4), permitting Harbinger-affiliated entities to exceed the 25 percent limit on foreign ownership that otherwise would be applicable in connection with their interests in LightSquared. *See SkyTerra Communications, Inc.*, Memorandum Opinion and Order and Declaratory Ruling, 25 FCC Rcd 3059, at ¶¶ 16-27 (2010).

LightSquared Subsidiary LLC has no officers or directors.