

Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, DC 20554

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JAN 16 2008

Federal Communications Commission
Bureau / Office

In the Matter of)
)

Mobile Satellite Ventures Subsidiary LLC)
)

Petition for Special Temporary Authority for)
Declaratory Ruling under Section 310(b) of the)
Communications Act of 1934, as Amended)
_____)

File No. _____

To: Chief, International Bureau

**AMENDED PETITION FOR EXPEDITED ACTION FOR
DECLARATORY RULING UNDER SECTION 310(b)
OF THE COMMUNICATIONS ACT OF 1934, AS AMENDED**

Harbinger Capital Partners Master Fund I, Ltd. ("Master Fund"), and Harbinger Capital Partners Special Situations Fund, L.P. ("Special Fund") (the two funds collectively referred to as "Harbinger"), hereby file this amended joint request for expedited action for a declaratory ruling to be issued by January 18, 2008, that it is in the public interest for Mobile Satellite Ventures Subsidiary LLC ("MSV") to have indirect foreign ownership in excess of the 25% benchmark under Section 310(b)(4) of the Communications Act of 1934, as amended, 47 U.S.C. § 310(b)(4), in such amounts and as such foreign ownership pertains to Harbinger. Harbinger filed its original request on January 11, 2008, and is filing this amended request to correct ownership percentages and clarify information previously presented.

Specifically, Petitioners request authority for (1) MSV's foreign ownership held by Harbinger through SkyTerra Communications, Inc. ("SkyTerra") up to and including 31.21% equity and 45.19% voting; (2) MSV's foreign ownership held through Harbinger through SkyTerra up to and including 27.25% equity and 48.56% voting; and (3) MSV's foreign

ownership held *by* Harbinger *through* TerreStar Corporation's ("TerreStar" formerly Motient Corporation) ownership of MSV *through* SkyTerra up to and including 15.56% equity and no voting. These foreign ownership percentages are all derived from Harbinger holding no more than a 49.99% equity interest and 49.99% voting interest in MSV.

Harbinger requires expedited treatment by January 18 so that the Master Fund and the Special Fund may proceed immediately with the purchase of additional shares of SkyTerra, MSV's parent company, on the open market. Such open market transactions can only be completed in near instantaneous transactions making it impossible for business entities contemplating such purchases to submit to the normal months-long Commission processing times for applications requesting a 310(b) ruling.

I. Factual Background and Request to Increase Harbinger's Percentage of Foreign Ownership in MSV

On March 14, 2007, MSV and SkyTerra, which then held 95.08% of the equity and 100% of the voting interest of MSV, filed a "Petition for Declaratory Ruling under Section 310 of the Communications Act, as Amended" seeking authority for a group of entities -- including Harbinger -- to hold indirectly and in the aggregate up to 18.96% foreign equity and 30.34% voting interests in MSV through their interests in SkyTerra. The petition also sought a declaratory ruling for an 0.83% foreign equity interest in MSV to be held indirectly through TerreStar's 4.46% direct non-voting interest in MSV. File No. ISP-PDR-20070314-00004.

On October 5, 2007, MSV and SkyTerra updated their March 14 petition to request authority for foreign ownership (a) *by* certain SkyTerra shareholders (including the Master Fund) up to and including an aggregate 7.44% foreign equity and 22.89% foreign voting interests in MSV through their aggregate interests of 7.83% foreign equity and 22.89% foreign voting interests in SkyTerra and (b) *through* the foreign limited partners and shareholders of certain

SkyTerra shareholders (including the Master Fund and the Special Fund) up to and including an aggregate 9.30% foreign equity and 21.69% foreign voting interests in MSV through their aggregate interests of 9.78% foreign equity and 21.69% foreign voting interests in SkyTerra.

Since the time of the October 5, 2007 amendment, TerreStar exercised a put which resulted in: (1) TerreStar exchanging its 4.46% direct non-voting interest in MSV for additional non-voting SkyTerra stock,¹ and (2) SkyTerra receiving TerreStar's 4.46% interest in MSV.

Master Fund. The Master Fund is a Cayman Islands Exempted Company. Because the Cayman Islands are a British protectorate, they are deemed to be a WTO signatory. 83.90% of the voting shares of Master Fund are owned by Harbinger Capital Partners Offshore Fund I, Ltd. ("Capital Partners Offshore"), a Cayman Islands entity. The remaining 16.10% of the voting shares of Master Fund are owned by Harbinger Capital Partners Fund I, L.P. ("Capital Partners U.S."), a Delaware limited partnership.² All of the direct and indirect holders of the Master Fund are either U.S. citizens or citizens of WTO signatories, except for five investors from the Bahamas holding in the aggregate limited partnership interests amounting to 0.49% in Capital Partners Offshore. These interests amount to an aggregate 0.08% non-WTO interest in MSV *through* the Master Fund, including as discussed below, the Master Fund's interest in MSV *through* TerreStar.³

The Master Fund has a board of directors controlled by citizens of the United States and WTO member countries that has delegated broad investment management authority under an

¹ TerreStar already held a 38.94% non-voting interest in SkyTerra.

² These numbers have changed slightly since the 83.00% and 17.00% numbers reported in the October 5, 2007 amendment. See Attachment 1 for an analysis of the investor interests in Capital Partners Offshore and Capital Partners U.S. See Attachment 2 for a principal place of business analysis for the Master Fund, Capital Partners Offshore, and Capital Partners U.S. See Attachment 3 for an ownership diagram for the Master Fund.

³ These non-WTO interests could increase by an amount up to 0.11% upon the purchase of additional shares of SkyTerra stock by the Master Fund.

investment management agreement to Harbinger Capital Partners Offshore Manager, LLC (“Master Fund Manager”), a Delaware limited liability company ultimately controlled by individuals that are citizens of the United States. The Master Fund Manager acts as the Master Fund’s investment manager and makes investment decisions on its behalf pursuant to contractually delegated authority.

The Master Fund has a direct equity interest of 4.43% and a voting interest of 13.83% in SkyTerra. Since SkyTerra has an equity interest of 99.29% and a voting interest of 100% in MSV, the foreign ownership in MSV by the Master Fund is 4.40% equity and 13.83% voting.

As a result of the 83.90% ownership interest of Capital Partners Offshore in the Master Fund, Capital Partners Offshore has an indirect equity interest of 3.72% (83.90% X 4.43%) and an indirect voting interest of 13.83% (100% X 13.83%) in SkyTerra. The foreign ownership in MSV *through* the Master Fund is 3.69% (83.90% X 4.43% X 99.29%) equity and 13.83% voting.

Special Fund. The Special Fund is a Delaware limited partnership.⁴ The general partner of the Special Fund is Harbinger Capital Partners Special Situations GP, LLC (“Special Fund GP”), a Delaware limited liability company. Special Fund GP has management control over the Special Fund and is ultimately controlled by individuals that are citizens of the United States.

The limited partners of the Special Fund have no ability to control or be involved in the day-to-day business operations, activities or decisions of Special Fund. All of the limited partners are U.S. citizens, except for one limited partner, Harbinger Capital Special Situations Offshore Fund, L.P. (“Special Offshore Fund”), a Cayman Islands limited partnership holding a

⁴ See Attachment 1 for an analysis of the investor interests in the Special Fund. See Attachment 3 for an ownership diagram for the Special Fund.

70.26% equity interest⁵ in the Special Fund. All of the ownership interests of this limited partner are held by U.S. citizens or citizens of WTO signatories. The general partner of Special Offshore Fund is a Delaware limited liability company, which, in turn, is ultimately controlled by a corporation organized under the laws of the United States.⁶

The Special Fund has a direct equity interest of 1.54% and a voting interest of 4.80% in SkyTerra. Since the Special Fund is U.S., there is no foreign ownership in SkyTerra *by* the Special Fund. However, as a result of the 70.26% ownership interest of Special Offshore Fund in the Special Fund, Special Offshore Fund has an indirect equity interest of 1.08% (70.26% X 1.54%) and an indirect voting interest of 3.37% (70.26% X 4.80%) in SkyTerra. Therefore, the foreign ownership in MSV *through* the Special Fund is 1.07% (70.26% X 1.54% X 99.29%) equity and 3.37% voting.

Harbinger Foreign Ownership in MSV through TerreStar. Although the petition filed by MSV and SkyTerra discussed MSV foreign ownership interests held *through* TerreStar, the petition did not include the indirect foreign ownership interests in MSV held by Harbinger *through* TerreStar as a result of TerreStar's ownership interest in SkyTerra. In other words, the foreign ownership interests in MSV held by Harbinger *through* TerreStar discussed herein are *in addition to* the foreign ownership interests held *through* TerreStar that were reported in the petition and the October 5, 2007 amendment.

Moreover, the Harbinger foreign ownership interests held *through* TerreStar are in addition to Harbinger's foreign ownership interests in MSV that were discussed in the petition and the October 5, 2007 amendment filed by MSV and SkyTerra. Taking into account these

⁵ This number has changed slightly since the 70.35% number reported in the October 5, 2007 amendment.

⁶ See Attachment 1 for an analysis of the investor interests in Special Offshore Fund.

corrections, the Master Fund has a 30.00% equity interest in TerreStar, and the Special Fund has a 11.05% equity interest in TerreStar.

TerreStar has a non-voting 41.48% equity interest in SkyTerra, which, in turn, has a 99.29% equity interest in MSV. Since the Master Fund is WTO foreign, the MSV foreign ownership interest of the Master Fund *through* TerreStar and then through SkyTerra is 12.36% ($100\% \times 30.00\% \times 41.48\% \times 99.29\%$). Since the foreign ownership of the Special Fund is 70.26% WTO foreign, the MSV foreign ownership interest of the Special Fund *through* TerreStar and then through SkyTerra is 3.20% ($70.26\% \times 11.05\% \times 41.48\% \times 99.29\%$). Since TerreStar holds no voting stock in SkyTerra, Harbinger holds no foreign voting interest in SkyTerra or in MSV *through* TerreStar.

Anticipated Harbinger Acquisition of SkyTerra Shares. The Master Fund currently holds 4.43% of the equity of SkyTerra directly and 12.44% indirectly as a result of the Master Fund's 30.00% equity interest in TerreStar's 41.48% non-voting equity interest in SkyTerra. As a result, the Master Fund holds a total of 16.87% of the equity of SkyTerra. The Special Fund currently holds 1.541% of the equity of SkyTerra directly and 4.58% indirectly as a result of the Special Fund's 11.05% equity interest in TerreStar's 41.48% non-voting equity interest in SkyTerra. As a result, the Special Fund holds a total of 6.12% of the equity of SkyTerra. Collectively, the two funds hold 22.99% of the equity of SkyTerra.

The Master Fund currently holds 13.83% of the voting interests of SkyTerra, and the Special Fund holds 4.80% of the voting interests of SkyTerra. Collectively, the two funds hold 18.63% of the voting interests of SkyTerra. All of these voting interests are held directly in SkyTerra, because TerreStar does not have any voting interests in SkyTerra.

Harbinger is anticipating the purchase of additional shares of SkyTerra stock on the open market that would increase its equity interest in SkyTerra by as much as 27.00% and would increase its voting interest in SkyTerra by as much as 31.36%. These additional shares will be some combination of non-voting shares that convert to voting shares upon purchase and voting shares. Either way, Harbinger will not be purchasing any shares that would either (1) bring its equity interest in SkyTerra above 49.99% or (2) bring its voting interest in SkyTerra above 49.99%. Moreover, the purchase of additional shares in SkyTerra will not result in Harbinger's equity interest in MSV exceeding 49.99% or in Harbinger's voting interest in MSV exceeding 49.99%.⁷ As a result, Harbinger will not have *de jure* control of MSV. Moreover, Harbinger recognizes that grant of this petition does not give it authority to exercise *de facto* control over SkyTerra or MSV, as control is defined in *Intermountain Microwave*⁸ and the FCC's Foreign Ownership Guidelines,⁹ without first obtaining FCC approval for a transfer of control.

Harbinger is unsure at this time as to how the Master Fund and the Special Fund will divide the purchase. Since the Master Fund has higher foreign ownership percentages than the Special Fund, for purposes of analysis, Harbinger will assume that 100% of the additional stock would be purchased by the Master Fund. It is also unclear at this time what percentage of shares

⁷ The 0.71% non-voting interests in MSV not held by SkyTerra have no relationship to Harbinger.

⁸ 24 Rad. Reg. (P&F) 983 (1963). The Commission delineated the six factors that govern its review for possible *de facto* transfer of control of radio facilities by a licensee as follows:

- (1) whether the licensee has unfettered use of all facilities and equipment;
- (2) who controls daily operations;
- (3) who determines and carries out policy decisions, including preparing and filing applications with the Commission;
- (4) who is in charge of employment, supervision, and dismissal of personnel;
- (5) who is in charge of payment of financing obligations, including expenses arising out of operation; and
- (6) who receives money and profits from the operation of the microwave facilities.

Id. at 984.

⁹ *Foreign Ownership Guidelines for FCC Common Carrier and Aeronautical Radio Licenses*, DA 04-3610, rel. Nov. 17, 2004, at pp. 21-23.

purchased will be non-voting shares that convert to voting shares upon purchase and what percentage of shares purchased will be voting shares. In this regard, the conversion of non-voting shares to voting shares will result in a dilution of the voting strength of shares already held by the Master Fund and the Special Fund. However the combination works out, Harbinger will ensure that the combined voting interest of the Master Fund and the Special Fund does not exceed 49.99%, even if this means that the total purchase of equity ends up being less than the anticipated 27.00% discussed herein.

In anticipation of this transaction, the parties are requesting approval for MSV to have additional foreign ownership (1) *by* Harbinger up to and including 26.81% ($27.00\% \times 99.29\%$) foreign equity and 31.36% ($31.36\% \times 100\%$) foreign voting interests in MSV through Harbinger's anticipated additional interest of up to and including 27.00% foreign equity and 31.36% foreign voting interest in SkyTerra and (2) *through* the foreign limited partners and shareholders of Harbinger up to and including an aggregate 22.49% ($83.90\%^{10} \times 27.00\% \times 99.29\%$) foreign equity and 31.36% ($100\% \times 31.36\% \times 100\%$) foreign voting interests in MSV through their aggregate interests of up to and including 22.65% ($83.90\% \times 27.00\%$) foreign equity and 31.36% ($100\% \times 31.36\%$) foreign voting interests in SkyTerra.

Summary of Harbinger Foreign Ownership Interests in MSV. Below are two tables. Table 1 summarizes Harbinger's existing and contemplated foreign equity interests in MSV, and Table 2 summarizes Harbinger's existing and contemplated foreign voting interests in MSV. Since TerreStar has no voting interests in SkyTerra, all interests in MSV held through TerreStar are non-voting from the perspective of MSV. Therefore there are no foreign voting interests associated with the holdings through TerreStar in Table 2.

¹⁰ 83.90% is the amount of foreign equity within the Master Fund.

TABLE 1 Harbinger Foreign Equity Interest in MSV	Held by Harbinger through SkyTerra	Held through Harbinger through SkyTerra	Held through TerreStar's SkyTerra ownership
Master Fund (existing)	4.40%	3.69%	12.36%
Special Fund (existing)	0.00%	1.07%	3.20%
Harbinger (anticipated transaction)	26.81%	22.49%	0.00%
Totals	31.21%	27.25%	15.56%

TABLE 2 Harbinger Foreign Voting Interest in MSV	Held by Harbinger through SkyTerra	Held through Harbinger through SkyTerra
Master Fund (existing)	13.83%	13.83%
Special Fund (existing)	0.00%	3.37%
Harbinger (anticipated transaction)	31.36%	31.36%
Totals	45.19%	48.56%

II. Reason for Expedited Action

SkyTerra, the 99.29% equity owner of MSV, is a publicly traded corporation. Harbinger anticipates that it will have some near term opportunities to purchase additional shares of SkyTerra stock through open market transactions. However, the foreign ownership in MSV is limited by the amounts of foreign ownership permitted by the Commission in *Motient Corporation and Subsidiaries, Transferors, and SkyTerra Communications, Inc., Transferee*, 21 FCC Rcd 10198 (2006) (“*MSV Transfer of Control Order*”). If the shares are not purchased when they become available on the open market, a failure to purchase them promptly could result in a lost valuable business opportunity that will cause harm to Harbinger by frustrating its business plans. Therefore, in order to avoid missing open market opportunities and to prevent transactions that may be in violation of Section 310(b) of the Act, Petitioners are seeking expedited action

In a private share purchase, a contract is negotiated between buyer and seller and the transaction parties can condition their closing on obtaining the prior consent of the Commission. In contrast, purchases of publicly traded securities on the open securities markets must close almost immediately after the purchase order is made. Such public stock purchases cannot wait for the normal months-long Commission approval process. The opportunity to purchase and the timing of such a purchase of publicly traded securities in an open market environment is not under the control of the buying or selling party. Therefore, expedited treatment is critical to enable such open market purchases.

A purchase made on the open market of publicly traded securities is a commercially important and accepted method of acquiring ownership interests. Such trades are critical to the functioning of the United States economy. It is in the public interest to make sure that compliance with the Commission's rules does not undermine the ability to make such trades. Therefore, the expedited treatment requested herein is critical for Harbinger so that it may purchase additional shares on the open market. On January 7, 2008, Harbinger filed a Form 13D with the United States Securities and Exchange Commission ("SEC"). As a result of such filing, Harbinger may not purchase additional shares of SkyTerra stock until after the expiration of a ten-day period following the filing date. This ten-day period expires at the close of business on January 17, 2008. Therefore, Commission action is requested no later January 18, 2008, so that Harbinger may purchase SkyTerra stock.

Harbinger has been developing and revising its business plans with respect to these purchases for several weeks. This process has involved planning and analysis within the context of a complex business picture. As a result, Harbinger's business plans were not developed to the

point that a concrete proposal could be placed before the Commission until today. Harbinger is therefore submitting this request at the earliest practical date.

Other important factors weigh in favor of expedited action. Petitioners note that the request for a Section 310(b) ruling by SkyTerra and MSV has been pending with the Commission for over nine months. No third-party oppositions have been filed against the petition, and Petitioners are not aware of any Commission objections to the requested authority. Had the petition been acted upon, the Commission ruling would have included authorization for foreign investors to obtain additional indirect voting and/or non-voting interests in MSV of up to 25%. In other words, had there already been Commission action, there would have been room within the four corners of the ruling for Harbinger to make most of the anticipated acquisition without the need for prior Commission consent.

Moreover, detailed ownership information concerning Harbinger has been on file with the Commission since March 14, 2007, as supplemented on October 5, 2007. Therefore, Commission staff has had an opportunity to review Harbinger's information. Further, MSV and the Executive Branch Agencies¹¹ entered into a network security agreement prior to the Commission's September 15, 2006 grant of the transfer of control of MSV from Motient Corporation to SkyTerra, and the network security agreement was attached to the *MSV Transfer of Control Order* as a condition of the grant. Since MSV is already bound by the network security agreement, and the Executive Branch Agencies did not file any objection regarding the pending request for a 310(b) ruling, this request for expedited action does not raise a need for a further network security agreement. We do not believe this request raises any new issues requiring review by the Executive Branch Agencies.

¹¹ U.S. Department of Justice and Federal Bureau of Investigation.

Expedited Commission action will serve the public interest because it will permit normal commercial markets for publicly traded securities to operate in their normal way. Since open market transactions of publicly traded securities do not lend themselves to the normal Commission approval process, expedited action will permit a transaction to take place on the open market. Without expedited action, the normal Commission approval process would serve as a barrier to this type of commercially important and accepted open market transaction of publicly traded securities ever taking place, because the opportunity for a transaction would be lost if it were necessary to wait several months for Commission consent to the transaction.

MSV, SkyTerra and Harbinger are in the process of preparing an amendment to the petition for 310(b) ruling filed by MSV and SkyTerra to show the higher foreign ownership interest percentages of Harbinger discussed herein. This amendment will be filed by MSV and SkyTerra within the next few days. Harbinger also anticipates that MSV and SkyTerra will be signing on to this request for expedited action shortly. Harbinger understands that grant of this request for expedited action would be without prejudice to ultimate Commission action on the 310(b) petition filed by MSV and SkyTerra, and Harbinger understand that steps would need to be taken to bring the ownership of MSV into compliance with Section 310(b) of the Act in the event the amended petition filed by MSV and SkyTerra is not granted.

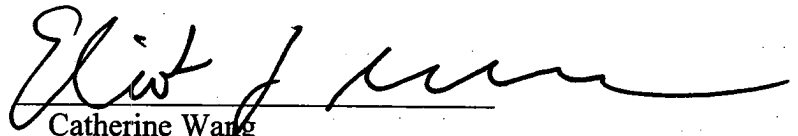
III. Conclusion

For the reasons stated herein, Harbinger respectfully requests expedited action for a declaratory ruling to be issued no later than January 18, 2008, that it is in the public interest for MSV to have indirect foreign ownership as specified herein in excess of the 25% benchmark under Section 310(b)(4) of the Communications Act of 1934, as amended, 47 U.S.C. § 310(b)(4), as such foreign ownership pertains to Harbinger.

Respectfully submitted,

**HARBINGER CAPITAL PARTNERS
MASTER FUND I, LTD.
HARBINGER CAPITAL PARTNERS
SPECIAL SITUATIONS FUND, L.P.**

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Their Attorneys

January 16, 2007 (Amended)
January 11, 2007 (Original)

**Attachment 1:
Investor Interests in the Harbinger Funds**

<i>Harbinger Capital Partners Offshore 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	0.06%	United States
Individuals that are citizens of foreign countries	0.07%	Canada, South Africa, United Kingdom
Banks, insurance companies, pension plans and foundations/ endowments organized in the United States <u>and</u> controlled by U.S. citizens	5.17%	United States
Banks, insurance companies, pension plans and foundations/ endowments controlled by foreign citizens <u>or</u> organized in foreign countries	4.27%	Cayman Islands, Isle of Man, Luxembourg, 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.	4.10%	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	86.33%	Australia, United Kingdom, Norway, The Netherlands, Ireland, Channel Islands, British Virgin Islands, Switzerland, Sweden, Singapore, Portugal, Panama, Norway, Netherland Antilles, Luxembourg, Japan, Italy, Isle of Man, France, China, Cayman Islands, Canada, Bermuda, The Bahamas

**Attachment 1:
Investor Interests in the Harbinger Funds**

<i>Harbinger Capital Partners 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	3.31%	United States
Individuals that are citizens of foreign countries	0.00%	
Banks, insurance companies, pension plans and foundations/ endowments organized in the United States <u>and</u> controlled by U.S. citizens	16.51%	United States
Banks, insurance companies, pension plans and foundations/ endowments controlled by foreign citizens <u>or</u> organized in foreign countries	0.00%	
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.	0.00%	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	0.00%	
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.	80.18%	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	0.00%	

**Attachment 1:
Investor Interests in the Harbinger Funds**

<i>Harbinger Capital 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	3.83%	United States
Individuals that are citizens of foreign countries	0.00%	
Banks, insurance companies, pension plans and foundations/ endowments organized in the United States <u>and</u> controlled by U.S. citizens	5.68%	United States
Banks, insurance companies, pension plans and foundations/ endowments controlled by foreign citizens <u>or</u> organized in foreign countries	0.00%	
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.	0.00%	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	0.00%	
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.	21.40%	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	69.09%	Cayman Islands ¹

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

**Attachment 1:
Investor Interests in the Harbinger Funds**

<i>Sole Non-U.S. Investor Paying in Harbinger Capital Spread Situation 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	0.00%	
Banks, insurance companies, pension plans and foundations/endowments organized in the United States <u>and</u> controlled by U.S. citizens	9.09%	United States
Banks, insurance companies, pension plans and foundations/endowments controlled by foreign citizens <u>or</u> organized in foreign countries	0.00%	
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.	0.00%	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	0.00%	
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.	5.30%	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	85.49%	Channel Islands, The Netherlands, Canada, Cayman Islands, Finland, Germany, Ireland, Liechtenstein, Luxembourg, Norway, Panama, Switzerland, British Virgin Islands

**ATTACHMENT D:
HARBINGER CAPITAL PRINCIPAL PLACE OF BUSINESS SHOWINGS**

Harbinger Capital Partners Master Fund I, Ltd.

- (i) Country of organization:
CAYMAN ISLANDS
- (ii) Citizenship of investment principals, officers and directors:
UNITED STATES, IRELAND, UNITED KINGDOM
- (iii) Location of world headquarters:
IRELAND
- (iv) Location of tangible properties:
N/A
- (v) Location of greatest sales and/or revenues:
N/A

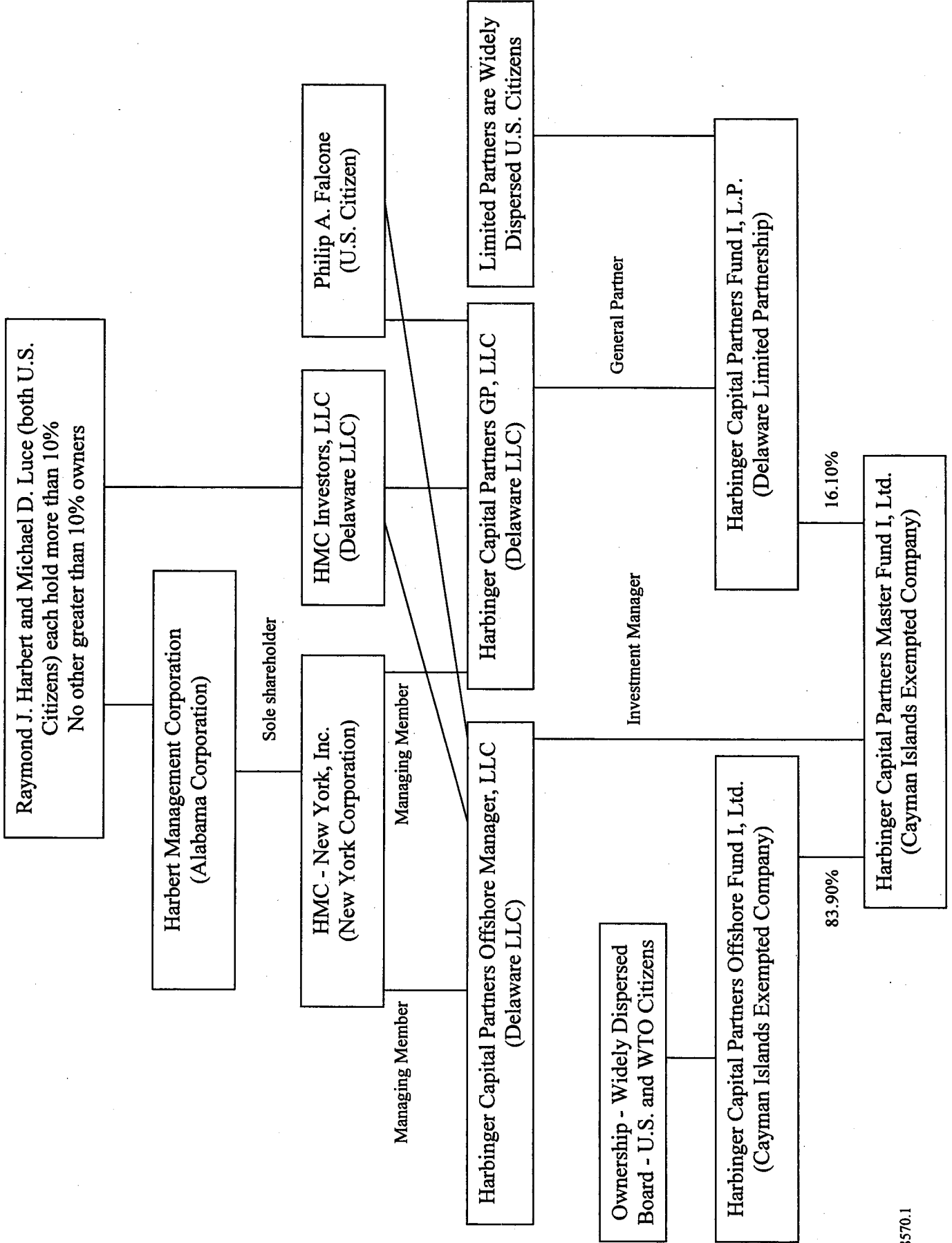
Harbinger Capital Partners Offshore Fund I, Ltd.

- (i) Country of organization:
CAYMAN ISLANDS
- (ii) Citizenship of investment principals, officers and directors:
UNITED STATES, IRELAND, UNITED KINGDOM
- (iii) Location of world headquarters:
IRELAND
- (iv) Location of tangible properties:
N/A
- (v) Location of greatest sales and/or revenues:
N/A

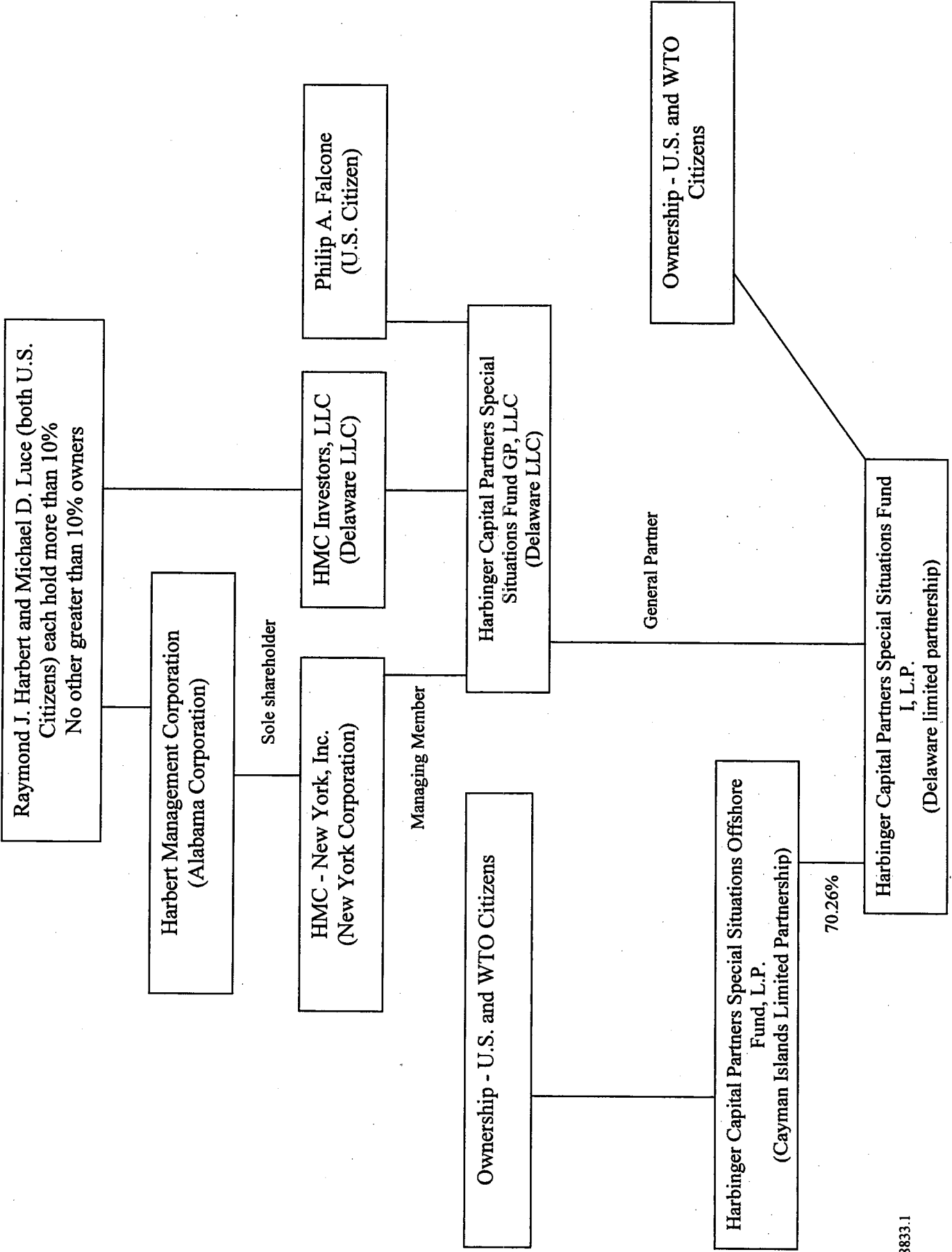
Harbinger Capital Partners Special Situations Offshore Fund, Ltd.

- (i) Country of organization:
CAYMAN ISLANDS
- (ii) Citizenship of investment principals, officers and directors:
UNITED STATES
- (iii) Location of world headquarters:
IRELAND
- (iv) Location of tangible properties:
N/A
- (v) Location of greatest sales and/or revenues:
N/A

**Attachment 3
MASTER FUND OWNERSHIP DIAGRAM**



**Attachment 3
SPECIAL FUND OWNERSHIP DIAGRAM**



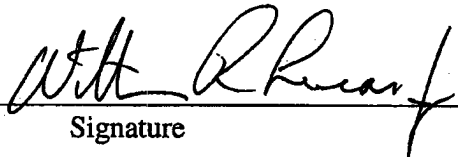
CERTIFICATION

I, William R. Lucas, Jr., am the Executive Vice President and General Counsel of Harbinger Capital Partners Offshore Manager, LLC, a Delaware limited liability company, which, in turn, is the investment manager of the Harbinger Capital Partners Master Fund I, Ltd. ("Master Fund").

I have reviewed the foregoing "Amended Petition for Special Temporary Authority for Declaratory Ruling under Section 310(b) of the Communications Act of 1934, as Amended." The statements pertaining to the ownership of the Master Fund are true and correct.

I certify under penalty of perjury that the foregoing is true and correct.

Executed on January 16, 2008



Signature

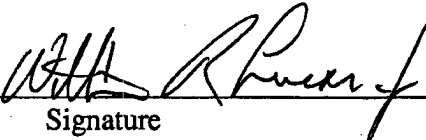
CERTIFICATION

I, William R. Lucas, Jr., am the Executive Vice President and General Counsel of Harbinger Capital Partners Special Situations, GP, LLC, a Delaware limited liability company, which, in turn, is the general partner of the Harbinger Capital Partners Special Situations Fund, Ltd. ("Special Fund").

I have reviewed the foregoing "Amended Petition for Special Temporary Authority for Declaratory Ruling under Section 310(b) of the Communications Act of 1934, as Amended." The statements pertaining to the ownership of the Special Fund are true and correct.

I certify under penalty of perjury that the foregoing is true and correct.

Executed on January 16, 2008



Signature