

Before the  
FEDERAL COMMUNICATIONS COMMISSION  
Washington, DC 20554

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JAN 29 2008

Federal Communications Commission  
Bureau / Office

\_\_\_\_\_  
In the Matter of )  
)  
)

Mobile Satellite Ventures Subsidiary LLC )

File No. \_\_\_\_\_

Petition for Declaratory Ruling under )  
Section 310(b) of the Communications Act )  
of 1934, as Amended )  
\_\_\_\_\_ )

To: Chief, International Bureau

**PETITION 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") (collectively referred to as "Harbinger" or "Petitioners"), by their attorneys, hereby jointly request a declaratory ruling ("Petition") from the Federal Communications Commission ("Commission" or "FCC") that it is in the public interest for Mobile Satellite Ventures Subsidiary LLC ("MSV") to have additional indirect foreign ownership in excess of the 25% benchmark under Section 310(b)(4) of the Communications Act (the "Act"), 47 U.S.C. § 310(b)(4).

This Petition seeks approval for additional purchases of SkyTerra Communications, Inc. ("SkyTerra")<sup>1</sup> stock by Harbinger. Specifically, Petitioners request authority for (1) MSV's foreign ownership held *by* Harbinger through 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)

<sup>1</sup> SkyTerra has an equity interest of 99.29% and a voting interest of 100% in MSV.

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. This Petition is in addition to the pending request for a declaratory ruling filed by MSV and SkyTerra that is currently pending with the Commission. File No. ISP-PDR-20070314-00004.

Finally, as similarly requested in File No. ISP-PDR-20070314-00004, Petitioners request that the declaratory ruling include a provision that MSV may have up to and including an additional aggregate 25% indirect equity and/or voting interest from foreign individuals or entities without seeking further Commission approval under Section 310(b)(4), subject to standard conditions. This request for an additional 25% indirect equity and/or voting interest from foreign owners is the same as and not cumulative with the currently pending request for an additional 25% indirect equity and/or voting interest from foreign owners in File No. ISP-PDR-20070314-00004.

**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,<sup>2</sup> and (2) SkyTerra receiving TerreStar's 4.46% interest in MSV, resulting in SkyTerra now holding a 99.29% non-voting equity interest in MSV.

On January 11, 2008, Harbinger filed a "Petition for Expedited Action for Declaratory Ruling Under Section 310(b) of the Communications Act of 1934, as Amended" ("Expedited Request") for interim authority to increase its foreign ownership of MSV, which contains a request that is substantially the same as the instant Petition for permanent authority. The Expedited Request was amended to correct some minor calculation errors on January 16, 2008, and was amended to include MSV and SkyTerra as signatories on January 17, 2008.<sup>3</sup> This Petition seeks permanent authority, whereas the Expedited Request seeks interim authority, subject to the ultimate outcome of Commission action on any request for permanent authority.

On January 25, 2008, MSV and SkyTerra amended File No. ISP-PDR-20070314-00004 to include the existing foreign ownership of Harbinger not previously included as part of the pending petition.

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<sup>2</sup> TerreStar already held a 38.94% non-voting interest in SkyTerra.

<sup>3</sup> Because the ownership information concerning the Master Fund and the Special Fund is identical to that provided in the Expedited Request, Harbinger is attaching hereto copies of the certifications from the Expedited Request as amended on January 17, 2008.

The Petitioners now seek permanent authority to increase the allowable foreign ownership in MSV by and through Harbinger according to the following investments by the different Harbinger funds. The following is a detailed description of these funds and their current and proposed indirect ownership interests 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.<sup>4</sup> 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.<sup>5</sup>

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 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

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<sup>4</sup> 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.

<sup>5</sup> 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.

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.<sup>6</sup> 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 70.26% equity interest 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

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<sup>6</sup> 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.

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.<sup>2</sup>

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.*** 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% X 30.00% X 41.48% X 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% X 11.05% X 41.48% X 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

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<sup>2</sup> See Attachment 1 for an analysis of the investor interests in Special Offshore Fund.

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%.<sup>8</sup> 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*<sup>9</sup> and the FCC's Foreign Ownership Guidelines,<sup>10</sup> without first obtaining FCC approval for a transfer of control.

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<sup>8</sup> The 0.71% non-voting interests in MSV not held by SkyTerra have no relationship to Harbinger.

<sup>9</sup> 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;

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 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% X 99.29%) foreign equity and 31.36% (31.36% X 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%<sup>11</sup> X 27.00% X 99.29%) foreign equity and 31.36% (100% X 31.36% X 100%) foreign voting interests in MSV

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(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.

<sup>10</sup> *Foreign Ownership Guidelines for FCC Common Carrier and Aeronautical Radio Licenses*, DA 04-3610, rel. Nov. 17, 2004, at pp. 21-23.

<sup>11</sup> 83.90% is the amount of foreign equity within the Master Fund.



through their aggregate interests of up to and including 22.65% (83.90% X 27.00%) foreign equity and 31.36% (100% X 31.36%) foreign voting interests in SkyTerra.

***Foreign Ownership of MSV Following Anticipated Harbinger Acquisition of SkyTerra Shares.*** Following the anticipated acquisition described herein, MSV would have foreign ownership (a) *by* the SkyTerra shareholders in the amount of 29.81% foreign equity and 55.97% foreign voting interests in MSV through their aggregate interests of 30.03% foreign equity and 55.97% foreign voting interests in SkyTerra and (b) *through* the SkyTerra shareholders in the amount of 45.94% foreign equity and 19.59% foreign voting interests in MSV through their aggregate interests of 47.28% foreign equity and 19.59% foreign voting interests in SkyTerra.<sup>12</sup>

***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.

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<sup>12</sup> The foreign equity and voting interests in MSV through SkyTerra set forth in the text were calculated using Harbinger's worst-case assumptions that it will purchase on the open market additional shares of some combination of SkyTerra (i) non-voting shares that will convert to voting shares and (ii) voting shares. *See supra*, at p. 8.

<b>TABLE 1</b> <b>Harbinger Foreign Equity Interest in MSV</b>	<b>Held by Harbinger through SkyTerra</b>	<b>Held through Harbinger through SkyTerra</b>	<b>Held through TerreStar's SkyTerra ownership</b>
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%
<b>Totals</b>	<b>31.21%</b>	<b>27.25%</b>	<b>15.56%</b>

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

#### **Grant of This Petition is in the Public Interest**

In its *Foreign Participation Order*, the Commission adopted an open entry standard for investors from WTO-member states and a presumption that investment from such entities is in the public interest.<sup>13</sup> The open entry standard applies to licenses issued under Sections 214 and 308 of the Act, among other licenses.<sup>14</sup>

There is a strong presumption that indirect foreign ownership by entities whose home markets are in countries that are members of the WTO serves the public interest.<sup>15</sup> The

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<sup>13</sup> *Rules and Policies on Foreign Participation in the U.S. Telecommunications Market*, Report and Order and Order on Reconsideration, FCC 97-398, 12 FCC Rcd 23891, 23919-23921, at ¶¶ 33 *et seq.*; ¶¶ 50 *et seq.*; ¶¶ 61-66 (1997) (“*Foreign Participation Order*”), Order on Reconsideration, 15 FCC Rcd 18158 (2000).

<sup>14</sup> *Id.* at ¶ 29.

<sup>15</sup> *Id.* at 23913 (“We therefore adopt, as a factor in our public interest analysis, a rebuttable presumption that applications for Section 214 authority from carriers from WTO Members do not pose concerns that would justify denial of an application on competition grounds. We also adopt a rebuttable presumption that such competitive concerns are not raised by applications to land and operate submarine cables from WTO Members or by indirect ownership of entities from WTO Members of common carrier and aeronautical radio licenses under Section 310(b)(4) of the Act.”).

Commission determined that the public interest would be served by permitting such foreign ownership, in part, because:

[R]emoving barriers to entry and focusing on competitive safeguards will promote effective competition in the U.S. telecommunications services market by removing unnecessary regulation and barriers to entry that can stifle competition and deprive U.S. consumers of the benefits of lower prices, improved service quality, and service innovations.<sup>16</sup>

If an entity that controls common carrier licensees, among other authorizations, is owned in part by entities from non-WTO member states, the Commission still permits up to 100% foreign ownership, unless the interest attributable to entities from non-WTO member states exceeds 25%.<sup>17</sup>

In the instant case, MSV is owned and controlled by SkyTerra, which is a publicly-traded company organized under the laws of the United States. Although the Master Fund is organized under the laws of the Cayman Islands, a WTO-member state, and the Special Fund has an approximately 70% limited partner organized under the laws of the Cayman Islands, both funds are managed by United States citizens residing in the United States and working in offices in the United States. Moreover, with the exception of the five Master Fund investors from the Bahamas, whose combined indirect non-voting equity interest in MSV would still be a fraction of a percent after the additional purchases are completed, all investors are from WTO-member states. Because of the WTO status of the place of formation of the Master Fund as well as the WTO status of almost all of Harbinger's foreign investors, the indirect foreign ownership of MSV addressed herein should not raise any competitive concerns with the Commission.

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<sup>16</sup> *Id.* at 23897.

<sup>17</sup> *Id.* at 23940.

**Conclusion**

The Petitioners respectfully request that a declaratory ruling to be issued that it is in the public interest for MSV to have (i) 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, and (ii) up to and including an additional aggregate 25% indirect equity and/or voting interest from foreign individuals without seeking further Commission approval under Section 310(b)(4), subject to standard conditions.

Respectfully submitted,

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

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Their Attorneys

January 29, 2008

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

<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 <sup>1</sup>

<sup>1</sup> 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. Limited Partner of 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	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



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

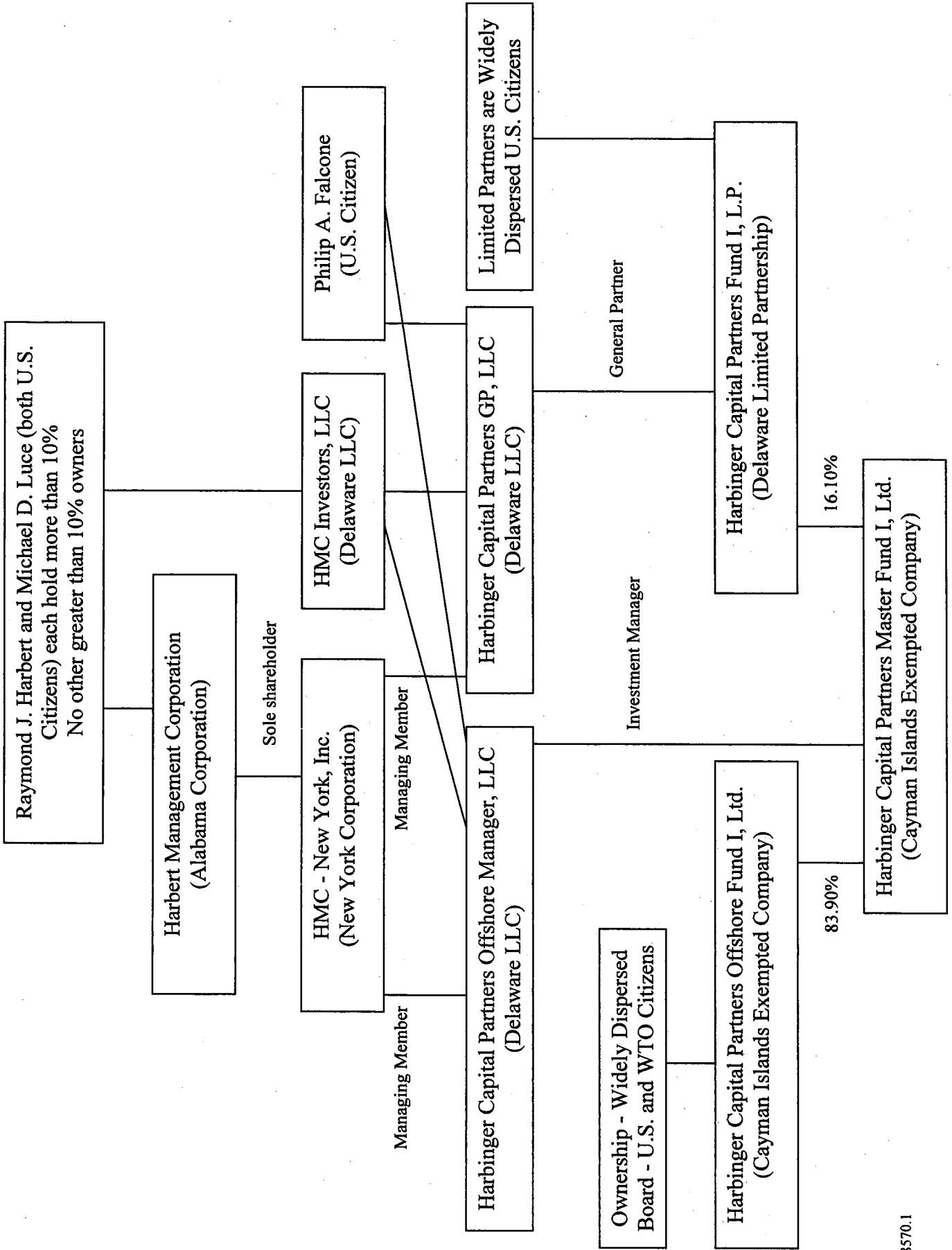
**Harbinger Capital Partners Master Fund I, Ltd.**

- (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

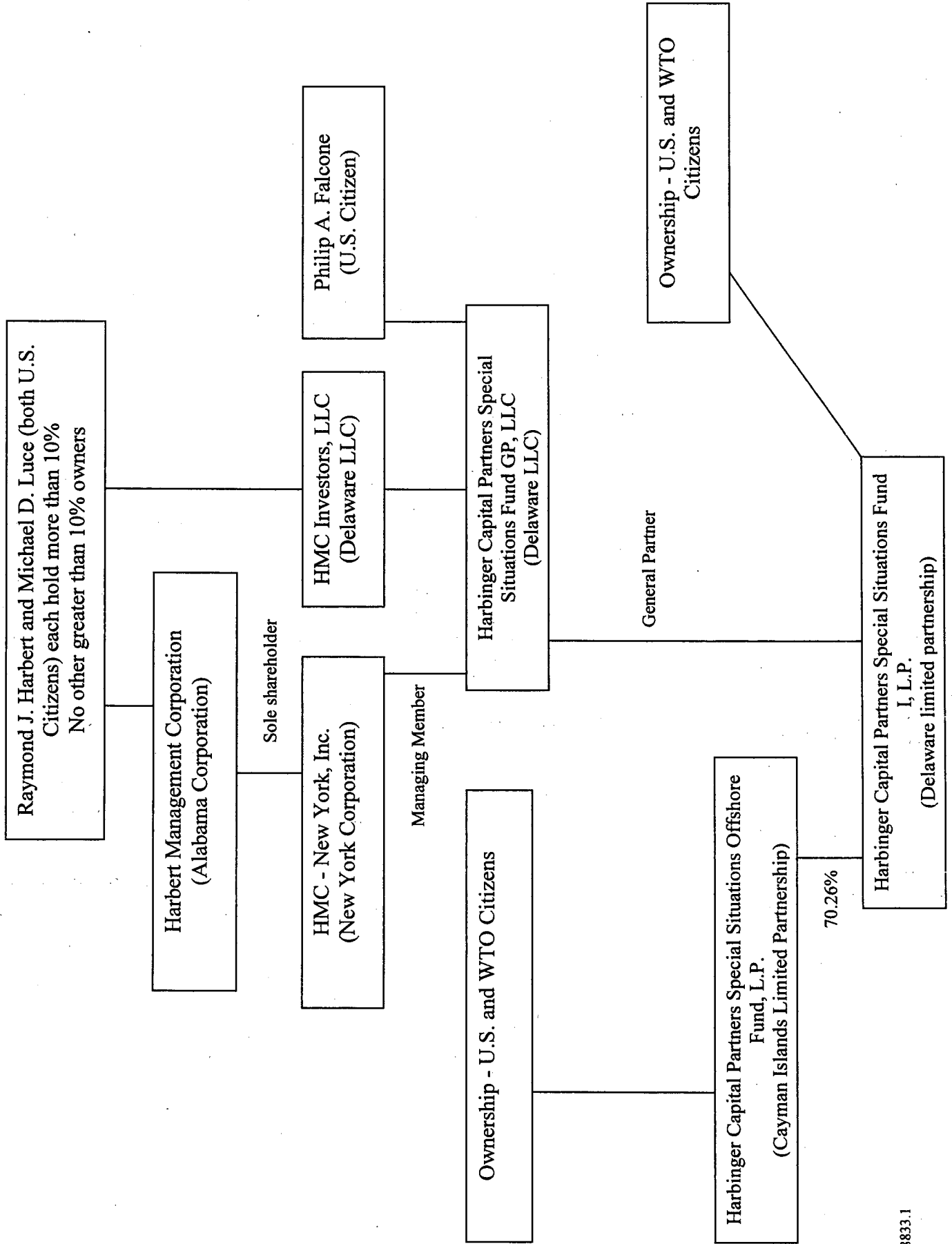
**Harbinger Capital Partners Offshore Fund I, Ltd.**

- (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

**Attachment 3**  
**MASTER FUND OWNERSHIP DIAGRAM**



**Attachment 3**  
**SPECIAL FUND OWNERSHIP DIAGRAM**



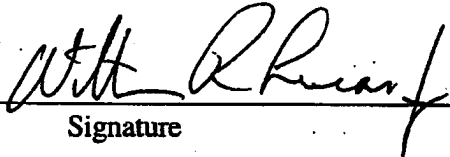
**CERTIFICATION**

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