

LAW OFFICES  
**GOLDBERG, GODLES, WIENER & WRIGHT**  
1229 NINETEENTH STREET, N.W.  
WASHINGTON, D.C. 20036-2413

HENRY GOLDBERG  
JOSEPH A. GODLES  
JONATHAN L. WIENER  
LAURA A. STEFANI  
DEVENDRA ("DAVE") KUMAR  
HENRIETTA WRIGHT  
THOMAS G. GHERARDI, P.C.  
COUNSEL  
THOMAS S. TYCZ\*  
SENIOR POLICY ADVISOR  
\*NOT AN ATTORNEY

(202) 429-4900  
TELECOPIER:  
(202) 429-4912

e-mail:  
general@g2w2.com  
website: www.g2w2.com

June 30, 2008

**HAND DELIVERY**

Marlene H. Dortch  
Secretary  
Federal Communications Commission  
445 12th St., S.W.  
Washington, DC 20554

**FILE COPY**

FILED/ACCEPTED

JUN 30 2008

Federal Communications Commission  
Office of the Secretary

**Re: Petition for Declaratory Ruling  
Harbinger Capital Partners Master Fund I, Ltd.  
and Harbinger Capital Partners Special Situations Fund, L.P.  
File No. ISP-PDR-20080129-00002**

Dear Ms. Dortch:

Harbinger Capital Partners Master Fund I, Ltd. ("Master Fund") and Harbinger Capital Partners Special Situations Fund, L.P. ("Special Fund") (collectively, "Harbinger") hereby supplement the above-referenced Petition for Declaratory Ruling ("Petition") in the following respects:

1. Harbinger hereby clarifies that it is not seeking authority that would permit any non-U.S. individual or entity that is not named in its Petition for Declaratory Ruling

to acquire control of MSV or to acquire an indirect equity and/or voting interest in MSV that exceeds 25% without obtaining additional approval from the Commission.

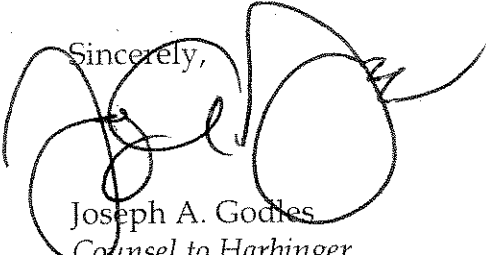
2. In response to requests from the International Bureau:

- Attachment 1 hereto (“Investor Interests in the Harbinger Funds”) is an updated version of the Attachment 1 that was submitted with the Petition.
- Attachment 2 hereto describes in narrative form how the Master Fund and the Special Fund are controlled.
- Attachment 3 hereto consists of revised versions of the ownership diagrams that were provided as Attachment 3 to the Petition. The new ownership diagrams include additional details.
- Attachment 4 hereto confirms that Harbinger’s management has the ability to prevent limited partners from selling their interests in the Master Fund and the Special Fund to third parties if the sales would cause foreign ownership to exceed the levels permitted under Section 310(b) of the Communications Act and declaratory rulings issued thereunder.

Marlene H. Dortch  
June 30, 2008  
Page 3

- Attachment 5 hereto depicts the foreign ownership of MSV by the Master Fund, the Special Fund, and TerreStar Corporation.

Please direct any questions concerning this filing to the undersigned.

Sincerely,  
  
Joseph A. Godles  
*Counsel to Harbinger*

cc: Francis Gutierrez, FCC  
Susan O'Connell, FCC  
Jodi Cooper, FCC  
Doug Klein, DoJ

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

<i>Harbinger Capital Partners Offshore Fund I, Ltd.</i>		
<i>Category of Investor</i>	<i>Aggregate % Equity</i>	<i>Country of Citizenship/Country of Organization/Principal Place of Business of Beneficial Owner of Equity Interest</i>
Individuals that are citizens of the United States	0.03%	United States
Individuals that are citizens of foreign countries	0.06%	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	3.25%	United States
Banks, insurance companies, pension plans and foundations/endowments controlled by foreign citizens <u>or</u> organized in foreign countries	4.53%	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.	2.00%	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	90.13%	Australia, United Kingdom, Norway, The Netherlands, Ireland, Channel Islands, British Virgin Islands, Switzerland, Sweden, Singapore, Portugal, Panama, Norway, Netherlands 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 I, L.P.</i>		
<i>Category of Investor</i>	<i>Aggregate % Equity</i>	<i>Country of Citizenship/Country of Organization/Principal Place of Business of Beneficial Owner of Equity Interest</i>
Individuals that are citizens of the United States	4.46%	United States
Individuals that are citizens of foreign countries	0.0%	
Banks, insurance companies, pension plans and foundations/endowments organized in the United States <u>and</u> controlled by U.S. citizens	8.86%	United States
Banks, insurance companies, pension plans and foundations/endowments controlled by foreign citizens <u>or</u> organized in foreign countries	0.0%	
Private equity and mutual funds that are organized in the United States <u>and</u> have their principal place of business in the U.S.	0.0%	United States
Private equity and mutual funds that are organized in a foreign country <u>or</u> have their principal place of business in a foreign country	0.0%	
Any investors that do not fall into one of the foregoing categories that are organized in the United States <u>and</u> have their principal place of business in the U.S.	86.68%	United States
Any investors that do not fall into one of the foregoing categories that are organized in a foreign country <u>or</u> have their principal place of business in a foreign country	0.0%	

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

<i>Harbinger Capital Partners Special Situations Fund, L.P.</i>		
<i>Category of Investor</i>	<i>Aggregate % Equity</i>	<i>Country of Citizenship/Country of Organization/Principal Place of Business of Beneficial Owner of Equity Interest</i>
Individuals that are citizens of the United States	3.39%	United States
Individuals that are citizens of foreign countries	0.0%	
Banks, insurance companies, pension plans and foundations/endowments organized in the United States <u>and</u> controlled by U.S. citizens	4.09%	United States
Banks, insurance companies, pension plans and foundations/endowments controlled by foreign citizens <u>or</u> organized in foreign countries	0.0%	
Private equity and mutual funds that are organized in the United States <u>and</u> have their principal place of business in the U.S.	0.0%	United States
Private equity and mutual funds that are organized in a foreign country <u>or</u> have their principal place of business in a foreign country	0.0%	
Any investors that do not fall into one of the foregoing categories that are organized in the United States <u>and</u> have their principal place of business in the U.S.	29.25%	United States
Any investors that do not fall into one of the foregoing categories that are organized in a foreign country <u>or</u> have their principal place of business in a foreign country	63.27%	Cayman Islands <sup>1</sup>

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

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

<i>Harbinger Capital Partners Special Situations Offshore Fund, L.P.</i>		
<i>Category of Investor</i>	<i>Aggregate % Equity</i>	<i>Country of Citizenship/Country of Organization/Principal Place of Business of Beneficial Owner of Equity Interest</i>
Individuals that are citizens of the United States	0.10%	United States
Individuals that are citizens of foreign countries	0.0%	
Banks, insurance companies, pension plans and foundations/endowments organized in the United States <u>and</u> controlled by U.S. citizens	12.21%	United States
Banks, insurance companies, pension plans and foundations/endowments controlled by foreign citizens <u>or</u> organized in foreign countries	3.38%	Netherlands
Private equity and mutual funds that are organized in the United States <u>and</u> have their principal place of business in the U.S.	0.0%	United States
Private equity and mutual funds that are organized in a foreign country <u>or</u> have their principal place of business in a foreign country	0.0%	
Any investors that do not fall into one of the foregoing categories that are organized in the United States <u>and</u> have their principal place of business in the U.S.	3.40%	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	80.91%	Channel Islands, The Netherlands, Canada, Cayman Islands, Finland, Germany, Ireland, Liechtenstein, Luxembourg, Norway, Panama, Switzerland, British Virgin Islands

## Attachment 2: Control of Harbinger Funds

**Master Fund.** The Master Fund is an exempted company organized under the laws of the Cayman Islands. Over 80% of the Master Fund's shares, all of which are voting shares, are held by Harbinger Capital Partners Offshore Fund I, Ltd. (the "Offshore Feeder"), which also is an exempted company organized under the laws of the Cayman Islands. No investor owns more than 50% of the Offshore Feeder's voting securities.

Three persons – a US citizen, a UK citizen, and a citizen of Ireland - serve as the directors of both the Master Fund and the Offshore Feeder. Any director can be removed and replaced by majority vote of either the shareholders or the directors.

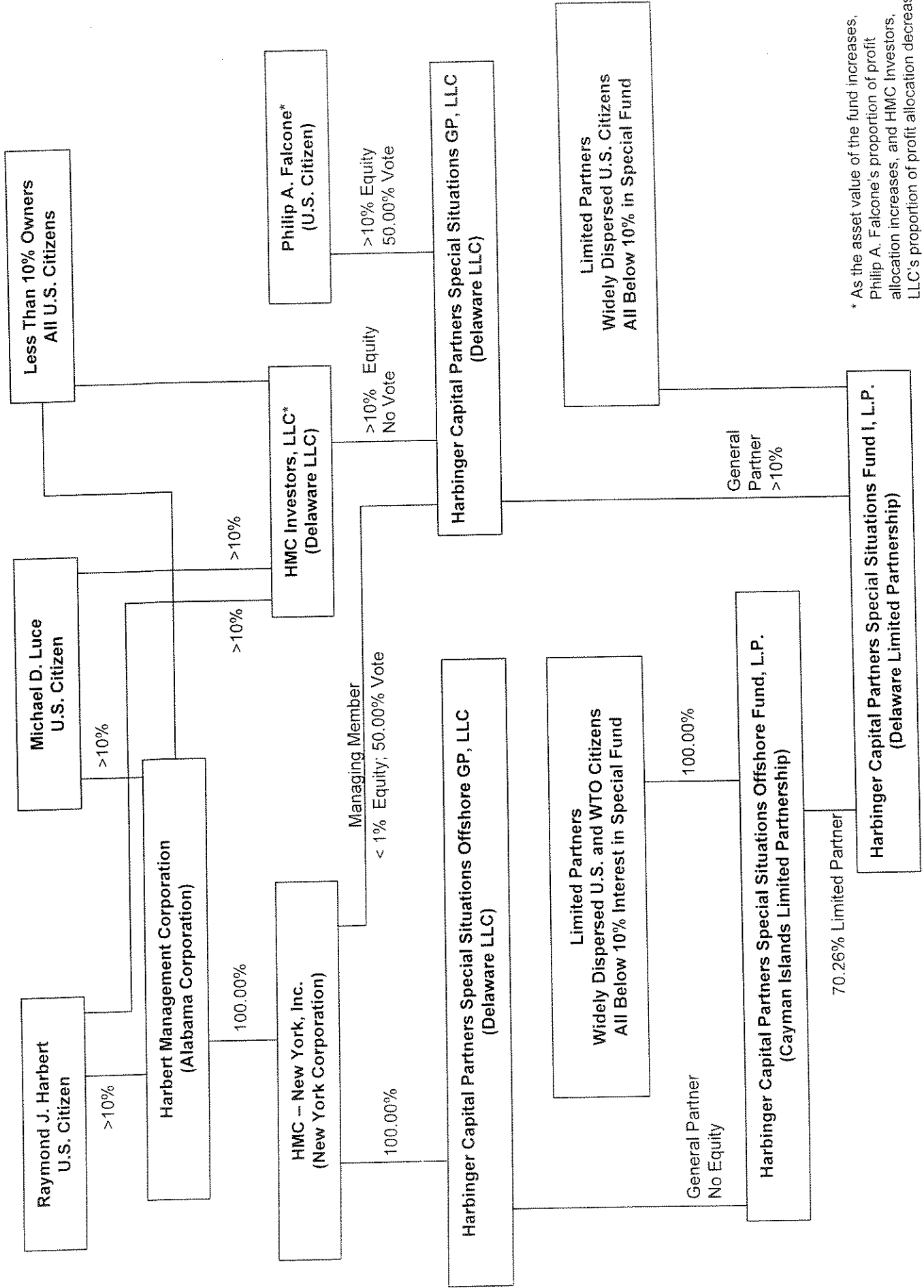
The Master Fund's Board of Directors has delegated broad investment management authority under an Investment Management Agreement to Harbinger Capital Partners Offshore Manager, LLC, a Delaware LLC (the "Offshore Manager"). Two members have voting control of the Offshore Manager: (1) HMC Investors, LLC ("HMC Investors"), a Delaware LLC, is the Managing Member and has a 50% voting interest comprised of a 0.50% voting interest in its own right and a 49.5% voting interest based on irrevocable proxies that other members of the Offshore Manager have granted to HMC Investors; and (2) Philip A. Falcone, a U.S. citizen, is the Senior Managing Director and has a 50% voting interest. HMC Investors is controlled by Raymond J. Harbert, a U.S. citizen, who has a voting interest in the company in excess of 50%.



**Special Fund.** The Special Fund is a Delaware limited partnership whose General Partner is Harbinger Capital Partners Special Situations GP, LLC (“SSGP”), a Delaware LLC. Two members have voting control of SSGP: (1) HMC-New York, Inc. (“HMC-NY”), a New York corporation, is the Managing Member and has a 50% voting interest; and (2) Philip A. Falcone, a U.S. citizen, is the Senior Managing Director and has a 50% voting interest. HMC-NY is a wholly-owned subsidiary of Harbert Management Corporation, an Alabama corporation. Harbert Management Corporation is controlled by Raymond J. Harbert, a U.S. citizen, who has a voting interest in the company in excess of 50%.



**Attachment 3  
SPECIAL FUND OWNERSHIP DIAGRAM**

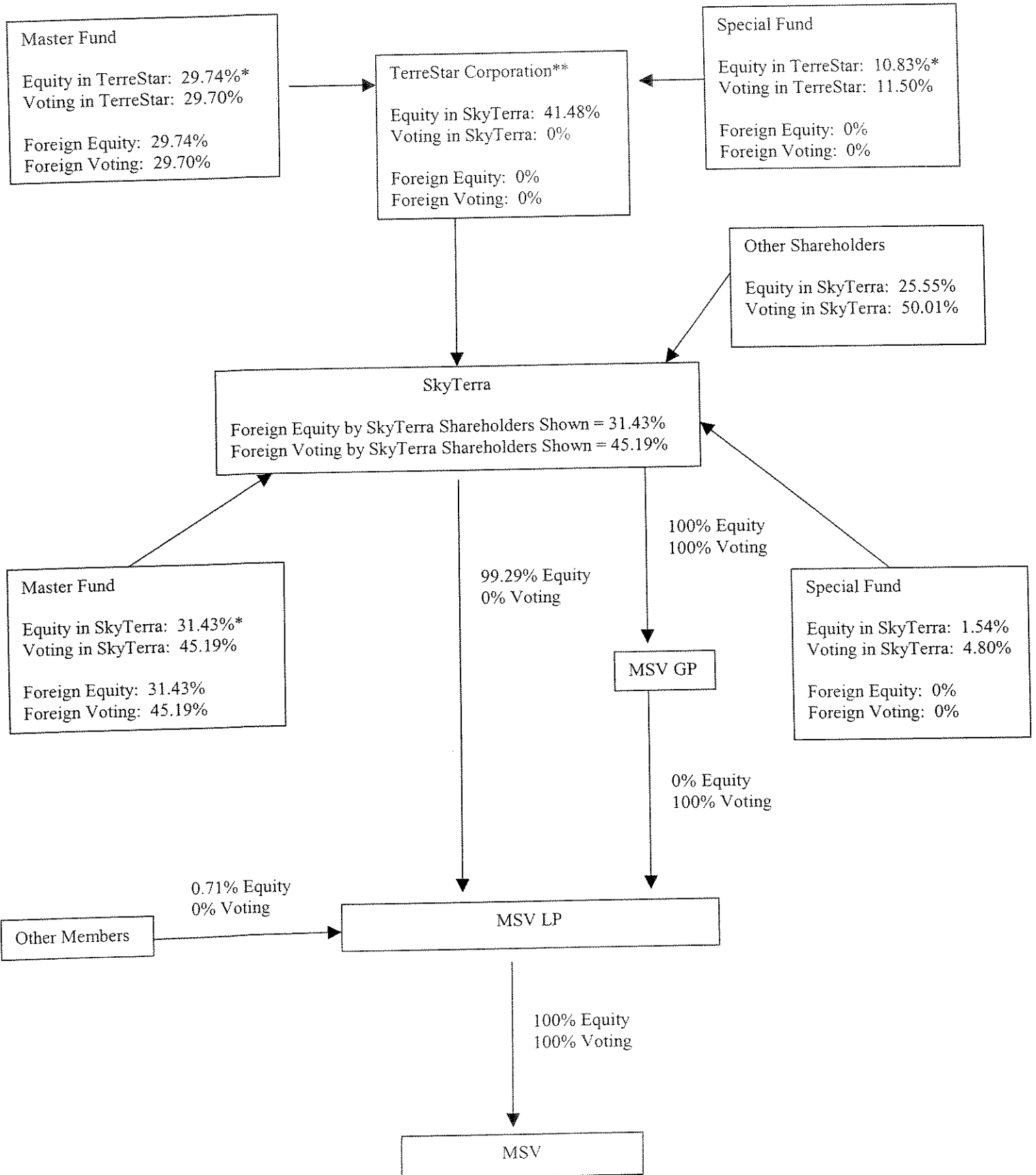


\* As the asset value of the fund increases, Philip A. Falcone's proportion of profit allocation increases, and HMC Investors, LLC's proportion of profit allocation decreases.

#### **Attachment 4: Sale Restrictions**

Harbinger's management has the ability to prevent limited partners from selling their interests in the Master Fund and the Special Fund to third parties if the sales would cause foreign ownership to exceed the levels permitted under Section 310(b) of the Communications Act and declaratory rulings issued thereunder. Sales of limited partnership interests in any of the following companies, and such sales are rare, are subject to approval by Harbinger: Harbinger Capital Partners Fund I, L.P.; Harbinger Capital Partners Special Situations Fund I, L.P.; and Harbinger Capital Partners Special Situations Offshore Fund, L.P.

**ATTACHMENT 5:  
FOREIGN OWNERSHIP OF MSV BY THE HARBINGER FUNDS  
AND TERRESTAR CORPORATION**



\* Updated from original filing.  
\*\* Through Motient Venture Holdings.