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SENIOR POLICY ADVISOR  
\*NOT AN ATTORNEY

March 4, 2009

**FILED ELECTRONICALLY**

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

**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:

In response to a request from the International Bureau, 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:

- Appendix 2 of a supplement that was filed on November 7, 2008, identified the interests in SkyTerra Communications, Inc. ("SkyTerra Communications") that Harbinger has agreed to purchase but that are being held in escrow pending action on an application seeking the Commission's consent to transfer control of

SkyTerra Subsidiary LLC (“SkyTerra Sub”),<sup>1</sup> which is an indirect subsidiary of SkyTerra Communications, to Harbinger (the “SkyTerra Transfer of Control Application”).<sup>2</sup> Harbinger supplemented this information on January 5, 2009, by identifying the components of these escrow percentages that are attributable to shares that were placed in escrow in connection with: (1) Harbinger’s acquisition of SkyTerra Communications shares in April 2008 from various Apollo funds; and (2) Harbinger’s acquisition of SkyTerra Communications shares in September 2008 from TerreStar Corporation. Harbinger is further supplementing this information to take into account shares of SkyTerra Communications that, as described below, were acquired in January and February 2009 and also are being held in escrow. In addition, Harbinger is providing updated percentages reflecting: (1) an increase in the number of issued and outstanding shares of the stock of SkyTerra Communications; and (2) the shares held in escrow that were acquired in January and February 2009.

- A revised version of Appendix 2 with updated percentages is attached.
  - The shares that were placed in escrow in connection with the April 2008 transaction, all of which are voting shares, now amount to 0.91% of SkyTerra Communications’ voting stock and 0.41% of SkyTerra Communications’ total equity.
  - The shares that were placed in escrow in connection with the September 2008 transaction, all of which are non-voting shares, and which have been transferred to Wells Fargo Bank, National Association (“Wells Fargo”), now amount to 7.27% of SkyTerra Communications’ total equity.
  - In January and February 2009, Wells Fargo acquired voting shares of SkyTerra Communications stock amounting to 3.35% of the company’s voting stock and 1.50% of the total equity of the company. Wells Fargo is holding the shares in escrow pending action on the application to transfer control of SkyTerra Sub to Harbinger. Once all necessary FCC approvals have been obtained, Wells Fargo will transfer the shares to Harbinger.
- Appendix 1 of a supplement that was filed on November 7, 2008, identified the interests in SkyTerra Communications held by the Master Fund, the Special

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<sup>1</sup> The company names used in this letter and the accompanying attachment and appendices reflect the fact that various subsidiaries of SkyTerra Communications recently changed their names by replacing “MSV” in the company name with “SkyTerra.”

<sup>2</sup> See File Nos. ITC-T/C-20080822-00397; SES-T/C-20080822-01089; SES-T/C-20080822-01088; SAT-T/C-20080822-00157; 0021-EX-TU-2008; 0003540644; SES-STA-20080822-01085; 0022-EX-TU-2008 ; and ISP-PDR-20080822-00016.

Marlene H. Dortch

March 4, 2009

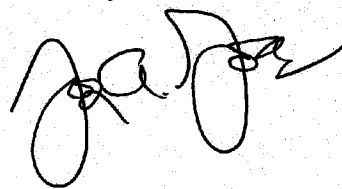
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Fund, and Harbinger Capital Partners Fund I, L.P. A revised version of Appendix 1 with updated percentages is attached.

- The updated ownership percentages provided in this letter and in the attached versions of Appendix 1 and Appendix 2 are as of February 6, 2009.
- Attachment 5 hereto is an updated version of the Attachment 5 that was filed on November 7, 2008, and was revised on January 5, 2009. Attachment 5 depicts the foreign ownership of SkyTerra Communications by the Master Fund, the Special Fund, Harbinger Capital Partners Fund I, L.P. ("Partners Fund"), TerreStar Corporation, Wells Fargo and the Apollo funds. The latest version of Attachment 5, like the latest versions of Appendix 2 and Appendix 1, is based on updated percentages reflecting an increase in the number of issued and outstanding shares of the stock of SkyTerra Communications. The latest version also takes into account the SkyTerra Communications shares that Wells Fargo acquired in January and February 2009 and is holding in escrow. Finally, the latest Attachment 5 reflects a minor change in the interest held by SkyTerra Communications in SkyTerra LP.
- In a supplement to the above-referenced Petition that was filed on November 7, 2008, Harbinger incorporated by reference information concerning the ownership of Harbinger that was filed with the SkyTerra Transfer of Control Application. The parties to the SkyTerra Transfer of Control Application are amending the application today, and the amendment revises the previously-filed Harbinger ownership showing. Harbinger hereby incorporates by reference the revised ownership information in the amendment.

Please direct any questions concerning this filing to the undersigned.

Sincerely,

A handwritten signature in black ink, appearing to read "Joe Godles", written over a light gray dotted grid background.

Joseph A. Godles  
*Counsel to Harbinger*

cc: Jim Ball, FCC  
Howard Griboff, FCC  
Francis Gutierrez, FCC  
Susan O'Connell, FCC  
Jodi Cooper, FCC  
Jennifer Balatan, FCC

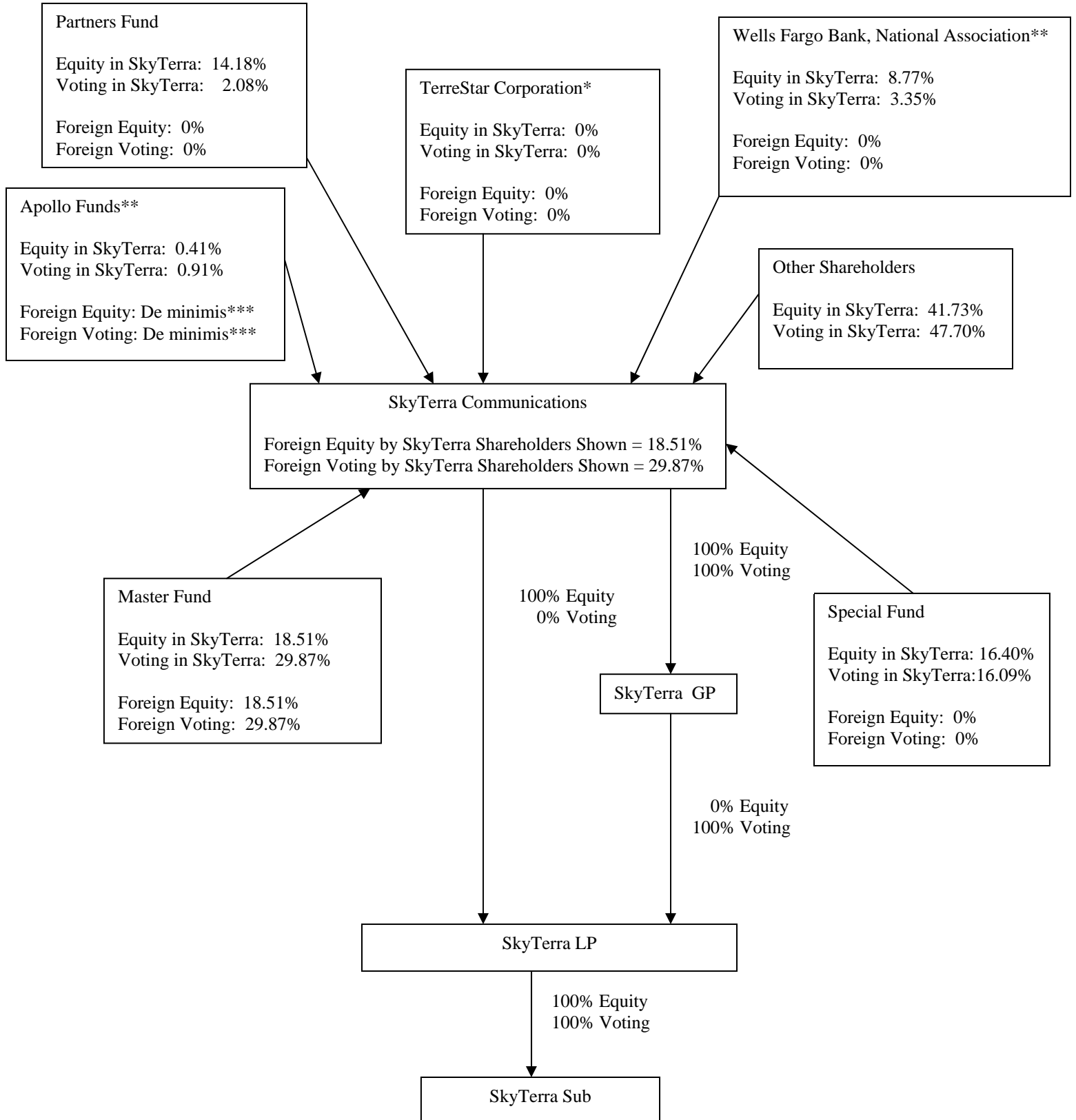
## Appendix 1

<b>Harbinger Ownership in SkyTerra Communications</b>	<b>Master Fund</b>	<b>Partners Fund</b>	<b>Special Fund</b>	<b>Total</b>
Voting Equity	29.87%	2.08%	16.09%	48.04%
Total Equity	18.51%	14.18%	16.40%	49.09%

## Appendix 2

<b>SkyTerra Communications Shares in Escrow</b>	<b>Shares to be Transferred to Master Fund</b>	<b>Shares to be Transferred to Partners Fund</b>	<b>Shares to be Transferred to Special Situations Fund</b>	<b>Total</b>
Voting Escrow	3.16%	—	1.10%	4.26%
Total Escrow	6.26%	—	2.92%	9.18%

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



\* Through Motient Venture Holdings.

\*\* Shares held in escrow.

\*\*\* In *Mobile Satellite Ventures, LLC and SkyTerra Communications, Inc.*, Order and Declaratory Ruling, FCC 08-77 (Mar. 7, 2008), Attachment 2, the foreign ownership in SkyTerra Communications attributable to the Apollo Funds was shown to be 0.63% foreign equity and 1.20% foreign voting. Since that time, the ownership interest of the Apollo Funds in SkyTerra Communications has decreased substantially.