



Federal Communications Commission
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International Bureau

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May 5, 2009
Ref: EB 2009-15

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Re: SkyTerra Communications, Inc./Harbinger Capital Partners Funds
IB Docket No. 08-184, DA 09-996 (released May 1, 2009)
ITC-T/C-20080822-00397, Domestic Section 214 authority
SES-T/C-20080822-01089 and -01088, SAT-T/C-20080822-00157
ULS File Number 0003540644, 0021-EX-TU-2008
ISP-PDR-20080822-00016

Petitions to Deny Due: June 1, 2009
Oppositions Due: June 11, 2009
Replies Due: June 18, 2009

Dear Sir or Madam:

SkyTerra Communications, Inc. ("SkyTerra Communications" or "Transferor") and Harbinger Capital Partners Funds ("Harbinger" or "Transferee," and together with SkyTerra Communications, the "Applicants") have filed a series of applications (collectively, "Application") pursuant to sections 214 and 310(d) of the Communications Act of 1934, as amended ("Communications Act"), seeking approval to transfer control of SkyTerra Subsidiary LLC ("SkyTerra"), a Commission licensee, from SkyTerra Communications to Harbinger.

SkyTerra operates a Mobile Satellite Service ("MSS") system in the L-band. SkyTerra is authorized to operate AMSC-1, a U.S.-licensed satellite, and to launch and operate SkyTerra-1, a replacement satellite for AMSC-1. SkyTerra has authority to operate ancillary terrestrial component ("ATC") facilities in conjunction with these satellites. It also holds fixed and mobile earth station licenses, domestic and international section 214 authorizations, experimental licenses, and a mobile itinerant license that are associated with these satellites and a planned MSS-ATC network.

The Applicants also request a declaratory ruling ("Petition") under section 310(b)(4) of the Communications Act that it is consistent with the public interest for Harbinger and commonly-controlled funds to own, directly or indirectly, up to 100 percent of the issued and outstanding stock of SkyTerra Communications, the controlling U.S. parent of SkyTerra. In the event that Harbinger and the other commonly-controlled

funds hold less than 100 percent of the issued and outstanding stock of SkyTerra Communications following consummation of the proposed transfer of control, the Applicants also request a declaratory ruling permitting foreign investors not identified in its Petition to own up to 25 percent of SkyTerra Communications' equity and voting stock.

Harbinger consists of the Harbinger Capital Partners Master Fund I, Ltd. ("Master Fund") and the Harbinger Capital Partners Special Situations Funds, L.P. ("Special Situations Fund"). According to the Applicants, the Master Fund is a **Cayman Islands** exempted company. The majority of the Master Fund's shares (83.72% of its equity and voting interests) are held by Harbinger Capital Partners Offshore Fund I, Ltd. (the "Offshore Feeder Fund") and **Cayman Islands** entities co-owned by the Offshore Feeder Fund and certain "Redeemed Investors." The Master Fund and the Offshore Feeder Fund have delegated broad investment management authority to Harbinger Capital Partners, LLC, a Delaware limited liability company that is ultimately controlled by Philip A. Falcone, a U.S. citizen. The Petitioners state that the remaining shares of the Master Fund (16.28% of its equity and voting interests) are held by Harbinger Capital Partners Fund I, L.P. ("Partners Fund"), a Delaware limited partnership that is controlled by Mr. Falcone, and Delaware entities co-owned by the Partners Fund and certain "Redeemed Investors."

The Special Situations Fund is a Delaware limited partnership whose general partner, Harbinger Capital Partners Special Situations GP, LLC ("Special Fund GP"), is a Delaware limited liability company. Special Fund GP has management control over the Special Situations Fund and is ultimately controlled by Phillip A. Falcone. The majority of the limited partnership interests in the Special Situations Fund (62.25%) are held by Harbinger Capital Partners Special Situations Offshore Fund, L.P. ("Special Offshore Fund"), a **Cayman Islands** limited partnership. Harbinger Capital Partners SSF CFF, Ltd. ("Harbinger Capital SSF"), a **Cayman Islands** exempted company, holds a 1.62 percent limited partnership interest in the Special Situations Fund. The Petitioners represent that the remaining limited partnership interests in the Special Situations Fund (26.83%) are widely dispersed and properly ascribed to U.S. investors.

We note that Harbinger also has a pending request for a declaratory ruling with the Commission seeking authority to hold up to 62 percent equity and 49.99 percent voting interest in SkyTerra Communications. *See* ISP-PDR-20080129-00002, *as amended by* ISP-AMD-20090417-00002, EB 2009-14.

A copy of the Public Notice, DA 09-996 (rel. May 1, 2009) in IB Docket No. 08-184, seeking comment on the proposed transaction described in this letter is attached. Should you have any national security, law enforcement, foreign policy or trade concerns with this proposed transaction, please file your comments by **June 1, 2009**. *See* General Information section of the attached Public Notice., DA 09-996.

For further information please contact Jennifer Balatan at (202) 418-1517,
Howard Griboff at (202) 418-0657, Jodi Cooper at (202) 418-2064, Francis Gutierrez at
(202) 418-7370, and Susan O'Connell at (202) 418-1484.

Sincerely,

George Li / *2*

George Li, Deputy Chief, Policy Division

Janeese Parker

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Subject: Cover Letter Reference EB 2009-15 (File Comments by June 1, 2009).
Attachments: TEL01358NS (2).pdf, Executive Branch 2009-15.doc

Cover Letter Reference EB 2009-15. Please file your comments with IB Docket 08-184 by June 1, 2009.

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5/5/2009