

AMENDMENT TO NARRATIVE

This filing amends a Petition for Declaratory Ruling (“PDR”) accompanying applications requesting the Commission’s consent to:

- (i) transfer control of SkyTerra Subsidiary LLC (“SkyTerra Sub”), formerly known as Mobile Satellite Ventures Subsidiary LLC, from SkyTerra Communications, Inc. (“SkyTerra”), as it is currently controlled, to Harbinger Capital Partners Funds (“Harbinger”),¹ and
- (ii) transfer control of Inmarsat Hawaii Inc. and Inmarsat, Inc. from the current shareholders of Inmarsat plc (“Inmarsat”) to Harbinger.

The PDR seeks a ruling pursuant to Section 310(b)(4) of the Communications Act of 1934, as amended, that it is consistent with the public interest for Harbinger and any commonly-controlled funds to own, directly or indirectly, up to 100% of the issued and outstanding stock of SkyTerra, which has a controlling interest in SkyTerra Sub. The PDR is Attachment B of a Narrative accompanying the transfer of control applications, and Annex 3 of the PDR consists of diagrams depicting the ownership of the Master Fund and the Special Situations Fund.²

Revised versions of these ownership diagrams are attached. The principal revisions to the ownership diagrams reflect a restructuring, implemented on March 4, 2009, of the relationship between Philip A. Falcone, on the one hand, and Harbert Management Corporation (“Harbert”), HMC Investors, LLC (“HMC Investors”), and the owners of those companies, on the other hand.

Until now, Mr. Falcone has had a 50% voting interest in the Master Fund and the Special Situations Fund and Raymond J. Harbert, who has a controlling interest in Harbert and in HMC Investors, also has had a 50% voting interest.³ Under the

¹ These funds consist of Harbinger Capital Partners Master Fund I, Ltd. (“Master Fund”) and Harbinger Capital Partners Special Situations Fund, L.P. (“Special Situations Fund”).

² As part of an erratum filed on September 11, 2008, Harbinger provided a corrected version of the ownership diagram for the Master Fund.

³ The General Partner of the Special Situations Fund is Harbinger Capital Partners Special Situations GP, L.L.C. (“SSGP”). SSGP had two members, each with a 50% voting interest: HMC-New York, Inc., which is a wholly-owned subsidiary of Harbert, and Mr. Falcone. The Master Fund’s Board of Directors delegated broad investment management authority to Harbinger Capital Partners Offshore Manager, L.L.C., a Delaware LLC, which served as the “Offshore Manager”. Two members had voting control of the Offshore Manager: (1) HMC Investors, which had 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 had granted to HMC Investors; and (2) Mr. Falcone.

restructured ownership, Mr. Falcone has a 100% voting interest in both the Master Fund and the Special Situations Fund.⁴

Similarly, until now HMC Investors has had a 40% equity interest, subject to adjustments, in the general partner of the Special Situations Fund and a 40% equity interest, also subject to adjustments, in the general partner of Harbinger Capital Partners Fund I, L.P., which is an investor in the Master Fund. Under the restructured ownership, HMC Investors will retain these equity interests in full through the end of 2010, but the interests will be scaled back progressively in 2011 and 2012 and will be reduced to 0% thereafter. As HMC Investors' equity interests decrease, Mr. Falcone's equity interests will increase by an identical amount.⁵

The restructuring described above has no material impact on the foreign ownership showing in the PDR. Mr. Falcone, Harbert, HMC Investors, and the owners of Harbert and HMC Investors are all U.S. citizens, so the restructuring merely shifts voting power from one U.S. citizen (Mr. Harbert) to another (Mr. Falcone) and shifts equity interests from a company owned by U.S. citizens (HMC Investors) to a U.S. citizen (Mr. Falcone). Accordingly, the demonstration in the PDR that it is in the public interest to permit Harbinger to own up to 100% of SkyTerra remains valid.

Contemporaneously with this filing, Harbinger is supplementing a Petition for Declaratory Ruling requesting authority to have an up to 49.99% equity and an up to 49.99% voting interest in SkyTerra.⁶ The supplement provides updated information concerning the ownership of SkyTerra. The updated information is hereby incorporated by reference.

⁴ Mr. Falcone has a 50% voting interest personally and is the sole member of Harbinger Holdings, LLC, which also has a 50% voting interest. Under the restructured ownership, Harbinger Capital Partners LLC, which is a Delaware LLC, has replaced Harbinger Capital Partners Offshore Manager, L.L.C. as the Offshore Manager.

⁵ Harbert's owners also collectively have a 40% equity interest in performance fees received by the Offshore Manager of the Master Fund. This equity interest will be scaled back, and Mr. Falcone's equity interest will increase correspondingly, on the same schedule as the HMC Investor interests described above. Harbert's owners do not have an equity interest in the management fees or other fees received by the Offshore Manager of the Master Fund.

⁶ See File No. ISP-PDR-20080129-00002. The Commission already has granted interim authority for this ownership. See Order and Declaratory Ruling, FCC 08-77 (Mar. 7, 2008).

(footnotes from previous page)

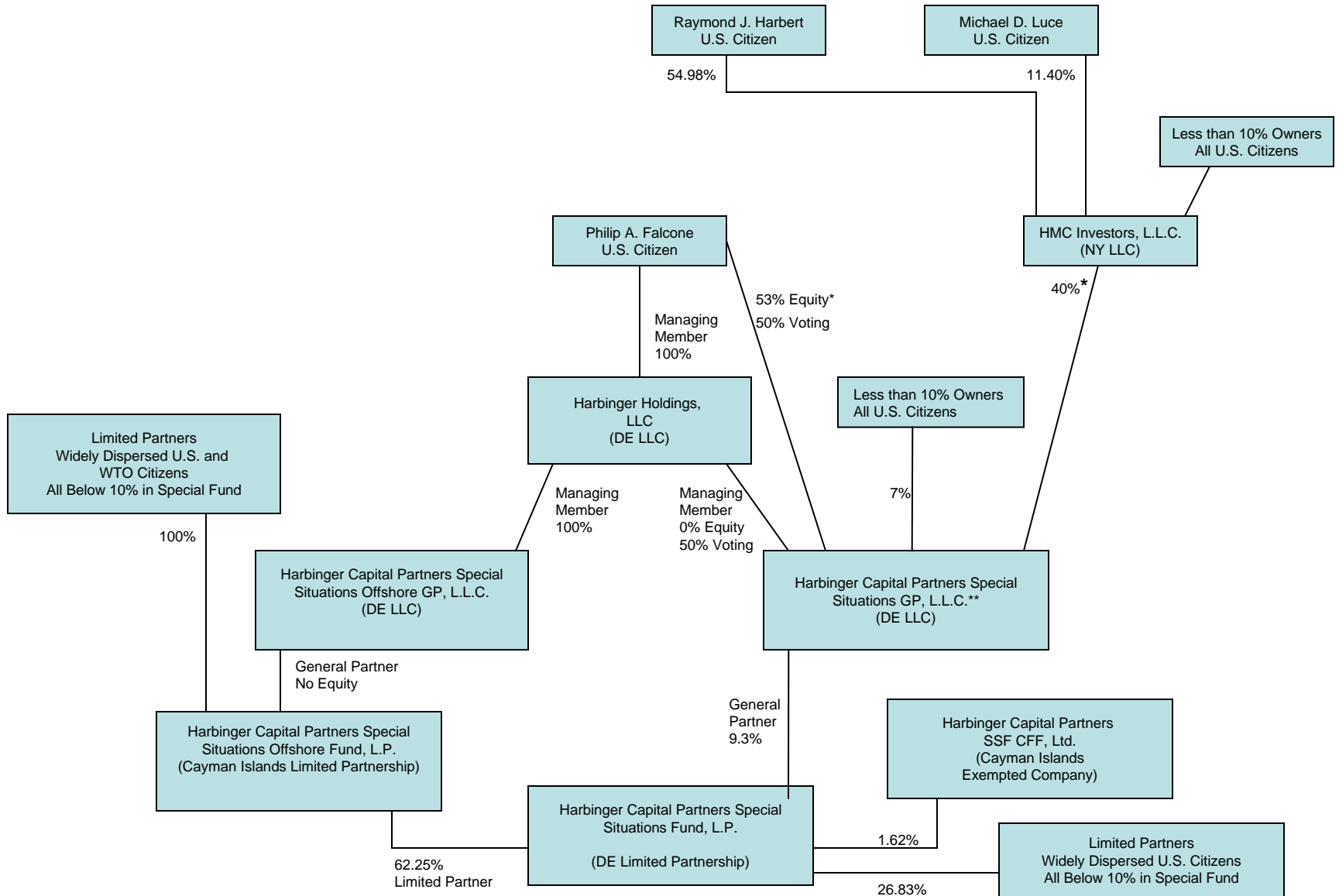
* In 2009 and 2010, as the asset value and performance returns of the fund increase, Philip A. Falcone's equity percentage increases and HMC Investors, L.L.C.'s equity percentage decreases. In 2011, Philip A. Falcone's equity percentage will be 73% and HMC Investors, L.L.C.'s equity percentage will be 20%. In 2012, Philip A. Falcone's equity percentage will be 78% and HMC Investors, L.L.C.'s equity percentage will be 15%. Thereafter, Philip A. Falcone's equity percentage will be 93% and HMC Investors, L.L.C.'s equity percentage will be 0%.

** The equity percentages shown apply only to performance fees received by Harbinger Capital Partners LLC from Harbinger Capital Partners Offshore Fund I, Ltd. and Harbinger Capital Partners Fund I, L.P.; neither Raymond J. Harbert nor the "less than 10% owners" share in management fees or other fees received by Harbinger Capital Partners LLC. In 2009 and 2010, as the asset value and performance returns of the fund increase, Philip A. Falcone's equity percentage increases and the equity percentages of Raymond J. Harbert and the "less than 10% owners" decrease. In 2011, Philip A. Falcone's equity percentage will be 73% and the equity percentages of Raymond J. Harbert and the "less than 10% owners" collectively will be 20%. In 2012, Philip A. Falcone's equity percentage will be 78% and the equity percentages of Raymond J. Harbert and the "less than 10% owners" collectively will be 15%. Thereafter, Philip A. Falcone's equity percentage will be 93% and the equity percentages of Raymond J. Harbert and the "less than 10% owners" will be 0%. Through June 30, 2009, the consent of HMC-New York, Inc., which was formerly the Managing Member of, and had a 50% voting interest in, Harbinger Capital Partners GP, L.L.C., will be required to take certain actions with respect to Harbinger Capital Partners LLC or Harbinger Capital Partners GP, L.L.C.

*** Directors: Martin Byrne, Cayman Islands Resident and Irish Citizen; Ian Goodall, Cayman Islands Resident and U.K. Citizen; and a U.S. citizen whose identity will be determined in the near future.

++ Ownership is widely dispersed U.S. and WTO Citizens all below 10%, except for three investment funds from the Bahamas, which is non-WTO, that collectively have a .01% interest in Harbinger Class PE Holdings (Cayman), Ltd. and a .01% interest in Harbinger Class L Holdings (U.S.), LLC.

Annex 3 SPECIAL SITUATIONS FUND OWNERSHIP DIAGRAM



* In 2009 and 2010, as the asset value and performance returns of the fund increase, Philip A. Falcone's equity percentage increases and HMC Investors, L.L.C.'s equity percentage decreases. In 2011, Philip A. Falcone's equity percentage will be 73% and HMC Investors, L.L.C.'s equity percentage will be 20%. In 2012, Philip A. Falcone's equity percentage will be 78% and HMC Investors, L.L.C.'s equity percentage will be 15%. Thereafter, Philip A. Falcone's equity percentage will be 93% and HMC Investors, L.L.C.'s equity percentage will be 0%.

** Until such time as the investors in the Special Situations Fund have had the opportunity to redeem their interests, the consent of HMC-New York, Inc., which was formerly the Managing Member of, and had a 50% voting interest in, Harbinger Capital Partners Special Situations GP, L.L.C. ("Special Situations GP"), will be required to take certain actions with respect to Special Situations GP.