

EXHIBIT

This exhibit accompanies amendments to: (1) various applications seeking the Commission's consent to transfer control of SkyTerra Subsidiary, LLC ("SkyTerra Sub"), from SkyTerra Communications, Inc. ("SkyTerra"), which is SkyTerra Sub's parent company,¹ to Harbinger Capital Partners Funds² (collectively referred to herein as "Harbinger"), which are controlled by Philip A. Falcone; and (2) a petition for declaratory ruling ("PDR") relating to the foreign ownership levels associated with the proposed transfer of control.

It has been proposed in the transfer of control applications that Harbinger assume control of SkyTerra Sub by acquiring additional shares of SkyTerra, thereby giving Harbinger an ownership interest in SkyTerra of up to 100%. The parties hereby amend this proposal in three respects.

First, Harbinger no longer will have a direct interest in SkyTerra. Rather, Harbinger will hold its interest in SkyTerra through a wholly-owned holding company, HGW Holding Company, L.P. ("HGW"),³ that will own shares of SkyTerra. Second, Harbinger no longer will assume control of SkyTerra Sub by acquiring additional shares of SkyTerra. Instead, pursuant to a merger agreement under which SkyTerra will go from a publicly-held corporation to a "privatized," closely-held corporation, a

¹ SkyTerra is a holding company that wholly owns its operating subsidiary, SkyTerra L.P., which in turn wholly owns SkyTerra Sub.

² These funds consist of Harbinger Capital Partners Master Fund I, Ltd. (the "Master Fund") and Harbinger Capital Partners Special Situations Fund, L.P. (the "Special Situations Fund").

³ The Master Fund and the Special Situations Fund collectively own 100% of HGW's equity. The general partner of HGW is HGW GP, Ltd. ("HGW GP"). The sole shareholder of HGW GP, which has a 0% equity interest in HGW, is Philip A. Falcone.

subsidiary of HGW will be merged with SkyTerra and SkyTerra will be the surviving company. Finally, Harbinger's post-consummation interest in SkyTerra, instead of being "up to" 100%, will be 100%.⁴

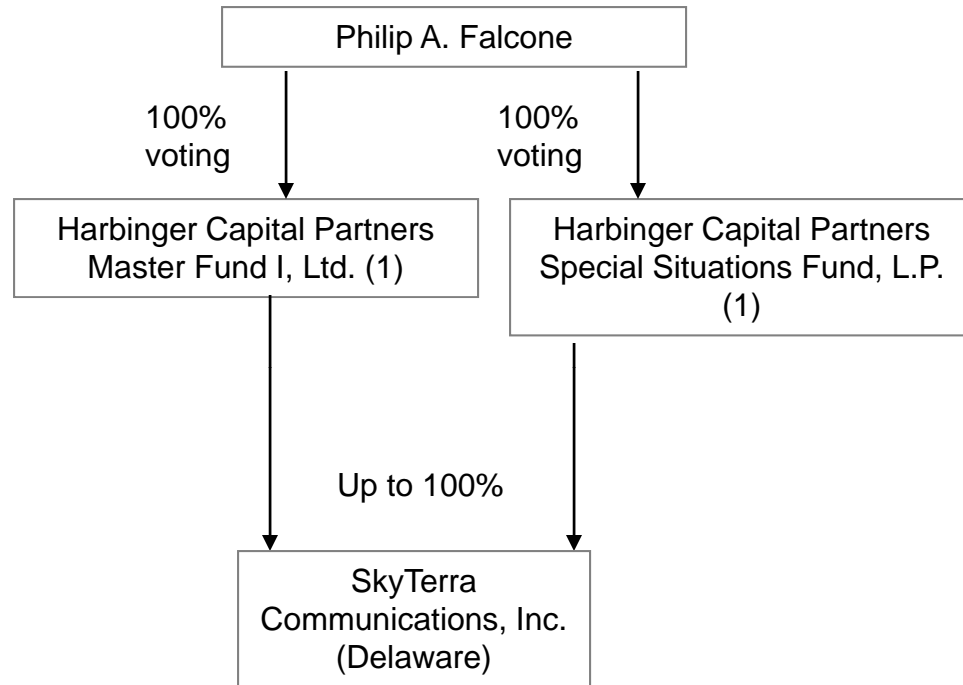
There are three attachments to this exhibit. The first two attachments depict, respectively, the post-consummation ownership structure that has been proposed to date and the revised, post-consummation ownership structure that is proposed in this exhibit. The third attachment updates the principal place of business showing that had been filed previously in connection with the PDR by providing a principal place of business showing for HGW.

The parties respectfully request that the changes described in this exhibit be classified as a "minor amendment" that need not be the subject of a public notice. The changes are minor because they have no impact on the ultimate control of SkyTerra Sub. Philip A. Falcone will continue to control Harbinger and Harbinger will continue, following FCC consent and consummation of the proposed transaction, to have ultimate control of SkyTerra Sub. Accordingly, the changes need not be placed on public notice.⁵

⁴ As stated above, under the revised proposal this 100% interest will be indirect, through HGW.

⁵ See, e.g., 47 C.F.R. § 25.151(d) (limiting the thirty day public notice period to initial applications and "major amendment[s] thereto"); 47 C.F.R. § 25.116(b)(4) (providing that an amendment involving an ownership change is not a major amendment unless the effect of the amendment is "substantial").

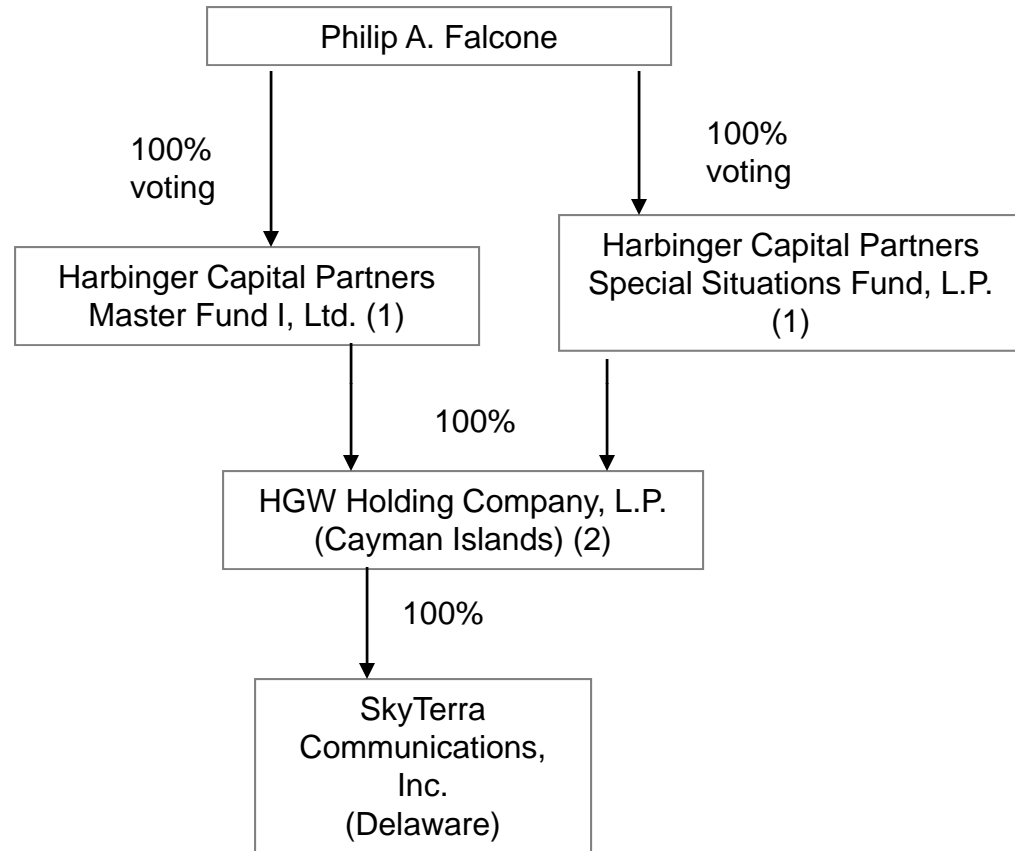
Pending Application Structure



Legend:

- (1) The exact percentages to be held by each fund will vary depending upon market conditions and other factors.

Revised Application Structure



Legend:

- (1) The exact percentages to be held by each fund will vary by asset class and depending upon market conditions and other factors.
- (2) The general partner of HGW Holding Company, L.P., is HGW GP, Ltd., a Cayman Islands exempted company. The sole shareholder of HGW GP, Ltd., which has a 0% equity interest in HGW Holding Company, L.P., is Philip A. Falcone.

Principal place of business showing for HGW Holding Company, L.P.

- (i) Country of organization:
CAYMAN ISLANDS
- (ii) Citizenship of investment principals, officers and directors:
CAYMAN ISLANDS, UNITED STATES, IRELAND, UNITED KINGDOM
- (iii) Location of world headquarters:
UNITED STATES
- (iv) Location of tangible properties:
N/A
- (v) Location of greatest sales and/or revenues:
N/A