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March 26, 2010

Marlene H. Dortch, Secretary
Federal Communications Commission
445 12th Street, S.W.
Washington, D.C. 20554

**Re: IB Docket No. 08-184, FCC File Nos.: ITC-T/C-200080822-00397,
SAT-T/C-20080822-00157, SES-T/C20080822, SES-T/C-20080822-
01088, 0003540644, 0021-EX-TU-2008 (the "Transfer of Control
Applications")**

Dear Ms. Dortch:

On February 26, 2010, Harbinger Capital Partners Funds ("Harbinger") filed on a confidential basis information concerning the above-referenced Transfer of Control Applications. Harbinger hereby files for inclusion in the public record information concerning the February 26 filing.

The first attachment to this letter summarizes the business model Harbinger expects to follow once the transaction outlined in the Transfer of Control Applications has been consummated. The second attachment to this letter outlines conditions Harbinger commits to abiding by if the Transfer of Control Applications and a pending application filed by SkyTerra to modify its ATC authority are granted.¹ Harbinger's commitments are contingent upon a grant of the applications filed by SkyTerra for

¹ As stated in the attachment, the commitments would be binding on Harbinger, SkyTerra (once controlled by Harbinger), their successors and assigns, and affiliates of SkyTerra (*i.e.*, entities directly or indirectly controlling SkyTerra, controlled by SkyTerra, or under common control with SkyTerra).

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modification of its ATC authority (the "ATC Modification Applications") being granted prior to or concurrently with the grant of the Transfer of Control Applications. The commitments will not be effective unless and until the FCC has granted the requests made by SkyTerra in the ATC Modification Applications, as requested by SkyTerra, without requiring changes that are material and adverse to Harbinger.

Please direct any questions concerning this filing to the undersigned.

Respectfully submitted,

A handwritten signature in black ink that reads "Henry Goldberg". The signature is written in a cursive style with a large, prominent "H" and "G".

Henry Goldberg

Joseph A. Godles

Goldberg, Godles, Wiener & Wright

Counsel for the Harbinger Capital Partners Funds

Attachment

Attachment 1

Harbinger Business Model

Harbinger plans to develop a nationwide terrestrial broadband mobile 4G LTE network, which, without regard to satellite coverage, will provide wireless data on a nationwide basis. The network will be operated on an open access basis. It will employ MSS spectrum, Ancillary Terrestrial Component (“ATC”) spectrum, and terrestrial-only spectrum, as well as spectrum hosting and pooling agreements, all supplemented as appropriate with roaming agreements. As noted, even without regard to satellite coverage, this combination of spectrum and technologies will enable Harbinger to bring the latest 4G terrestrial wireless broadband technology to underserved areas.

Available Spectrum

At the outset, the network will have no less than 23 MHz of spectrum, consisting of 8 MHz of 1.4 GHz terrestrial spectrum, access to 5 MHz of 1.6 GHz terrestrial spectrum and 10 MHz of MSS/ATC L-band spectrum. Through a cooperation agreement with Inmarsat and associated waivers of the Commission’s ATC rules, by 2013 Harbinger will have access to an additional 30 MHz of ATC spectrum.

Harbinger also is discussing with other Commission licensees the possibility of hosting or pooling their spectrum in order to enable them on the terrestrial wireless network, *i.e.*, the spectrum would be incorporated into the infrastructure of the terrestrial wireless network. The hosted or pooled spectrum then could be integrated with Harbinger’s spectrum to enhance the broadband capacity of the terrestrial network.

Network Overview

As planned, the network will consist of SkyTerra’s next generation satellites, approximately 36,000 terrestrial base stations, multi-frequency mode user handsets and other consumer devices, a terrestrial cell site and backhaul network, network operations centers, and the networks of other terrestrial carriers with whom Harbinger plans to have roaming agreements.

Thus configured and equipped, the network will support a rapidly growing demand for mobile data and the increasing number of devices using wireless broadband connections. After the construction of additional terrestrial

base stations, the network will be able to support higher numbers of wireless subscribers, increasing spectrum utilization more than 200% between 2011 and 2013. By 2015, the company expects to serve more than 40 million connected consumer terrestrial devices on a wholesale basis.

Future Terrestrial Customers

The company intends to be a wholesale only, data only network operator, providing a competitively-priced 4G option, including network, operations and spectrum. A three-tiered pricing plan (tiered, flat rate and advanced) will be offered. Potential retail distribution customers would include PC manufacturers, national retailers, service providers without wireless capacity, CE manufacturers and mobile providers. Unrestricted access will allow retail distribution customers to completely own the relationship with the end user. ATC devices will be subsidized to enable retail distribution customers to sell devices at conventional prices.

Fostering Competition

The network will enhance competition in the terrestrial mobile broadband wireless industry and help meet increasing consumer demands for high-capacity wireless mobility. Without regard to satellite coverage, the terrestrial network will achieve population coverage of at least 260 million by 2015, which is comparable to the coverage provided by other nationwide terrestrial carriers.

Efficient use of spectrum and network assets will not require massive capital spending, allowing for competitive pricing. The wholesale business model will mean that Harbinger is committed to the success of the retail customers, enabling competitive carriers and new entrants to enjoy a level playing field in network performance and economics. With access to a truly open network, retail distribution customers can develop new business models and generate new revenue sources.

Timeline

LTE devices and chipsets are already in development, with mobile modems scheduled for commercial availability in the second half of 2010 and handsets following in late 2011. Service will begin in two trial markets, Denver and Phoenix, with a commercial launch before the third quarter of 2011 providing service to up to 9 million POPs. All major markets will be installed by the end of the second quarter of 2013.

Attachment 2

Conditions

1. The conditions set forth below shall apply to the Applicants SkyTerra Communications, Inc. and Harbinger Capital Partners Funds, to their successors and assigns, and to any affiliate of SkyTerra Communications, Inc. (collectively, "SkyTerra"). For the purpose of the conditions set forth below, an "Affiliate" of any person means any other person directly or indirectly controlling, controlled by, or under common control with, such person at the time the determination of affiliation is being made.
2. These conditions apply in addition to any other prohibitions, restrictions, or requirements that might be applicable to SkyTerra or its operations, now or in the future.
3. **Condition 1.** SkyTerra shall not, directly or indirectly, enter into any agreement to make its spectrum used by its terrestrial network in the 1525-1559 MHz/1626.5-1660.5 MHz band ("L-band") available to an entity that, at the time the agreement is entered into, is the largest or second largest wireless provider without receiving prior Commission approval. Approval shall be at the sole discretion of the Commission (or one of its Bureaus, acting on delegated authority). For purposes of this Order, the largest or second largest wireless provider means the largest or second largest provider of commercial mobile radio services ("CMRS") and wireless broadband services (including the provider's Affiliates) measured by aggregate nationwide revenues of the provider and its Affiliates for such services. This Condition 1 shall not restrict SkyTerra's customers from roaming on the network of the largest or second largest wireless provider.
4. Violation of this Condition 1 shall render SkyTerra's authorizations null and void without any further action required by the Commission.
5. **Condition 2.** Without regard to satellite service, SkyTerra shall construct a terrestrial network to provide coverage to at least 100 million people in the United States by December 31, 2012; to at least 145 million people in the United States by December 31, 2013; and to at least 260 million people in the United States by December 31, 2015. For purposes of this Condition 2, "terrestrial network" shall mean the network comprised of: (a) SkyTerra's L-band spectrum used by its terrestrial network; (b) other terrestrial spectrum that Skyterra is the licensee of or has access to under a spectrum manager lease or *de facto* transfer lease and deploys to provide the coverage and level of service requirements described in the paragraph 6; and (c) any other terrestrial spectrum that is used by SkyTerra's terrestrial network or is made available to SkyTerra for pooling with its spectrum and that SkyTerra deploys to provide the Coverage and level of service requirements defined in paragraph 6. "Spectrum that is used by SkyTerra's terrestrial network" means spectrum that is licensed to or controlled by a party other than SkyTerra that has been incorporated into the infrastructure of SkyTerra's terrestrial network.
6. "Coverage" means service provided by terrestrial base stations with a signal level sufficient to provide commercially viable mobile broadband service to the entire covered population. Throughout its coverage area, SkyTerra's terrestrial network must be interconnected with the public Internet and must provide, without regard to satellite connectivity, terrestrial service to mobile terminals or stations (*e.g.*, handsets) operated by end users and by persons roaming on its system; service must be to at least one end user that is not affiliated with SkyTerra. The terrestrial network must be capable throughout the coverage area of providing speeds to end users at least at a level commensurate with deployments of terrestrial networks using "fourth-generation" ("4G") technologies, such as the 3GPP Long Term Evolution (LTE) or Worldwide Interoperability for Microwave Access ("WiMAX") standards. The mobile stations must be able to originate data sessions to and receive information from other servers through the public Internet.
7. Beginning on October 31, 2010, and every six months thereafter, SkyTerra shall file reports

detailing its progress towards meeting the construction and terrestrial service requirements described in this Condition 2, including descriptions of the deployment of the terrestrial network and the population covered. The reports due immediately after the milestone dates set forth above, specifically, the reports due on April 30, 2013, April 30, 2014, and April 30, 2016, shall include maps showing SkyTerra's terrestrial system and the terrestrial system's coverage and separately showing SkyTerra's satellite coverage as of the prior December's milestone date; the reports shall also include the technical assumptions that form the basis of the maps and coverage areas and shall contain other supporting documents showing in detail SkyTerra's compliance with the construction and service requirements. All such reports may be filed on a confidential basis. SkyTerra may determine the population included within its service areas using either the 2000 or 2010 census data but not both.

8. Violation of this Condition 2 shall render SkyTerra's authorizations null and void without any further action required by the Commission.

9. **Condition 3.** SkyTerra shall not, in any Economic Area, in any rolling 12-month period (as determined at the end of every calendar quarter), directly or indirectly, provide via its terrestrial network, to any combination of the largest and second largest wireless providers (as defined in Condition 1), or any of their respective Affiliates, traffic accounting for more than 25 percent of total bytes of data carried on its terrestrial network, without prior Commission approval. Commission approval shall be at the sole discretion of the Commission (or one of its Bureaus, acting on delegated authority). For purposes of this Condition 3, "terrestrial network" shall have the same meaning as in Condition 2. Compliance with the 25 percent limit contained in this Condition 3 shall be determined separately for each Economic Area and shall be calculated at the end of each calendar quarter by dividing the total bytes of traffic carried on SkyTerra's terrestrial network in an Economic Area on behalf of the largest and second largest wireless providers and their Affiliates during the previous twelve months (the numerator) by the total bytes of traffic carried on SkyTerra's terrestrial network in that Economic Area during the same period (the denominator) and multiplying by 100 to express the result as a percentage.

10. The term "Economic Area" has the meaning set forth in Section 90.7 of the Commission's regulations (47 C.F.R. § 90.7), and is based on Economic Areas as defined by the Bureau of Economic Analysis of the United States Department of Commerce.

11. This Condition 3 shall become effective in an Economic Area twelve months after SkyTerra first provides service in that Economic Area. For purposes of this Condition 3, providing "service" is defined as providing one gigabyte of chargeable traffic over SkyTerra's terrestrial network to, or on behalf of, SkyTerra's customers in the relevant Economic Area and excludes any traffic generated for test purposes from which SkyTerra does not generate revenue. For purposes of this Condition 3, traffic generated by SkyTerra's customers' roaming on the network of the largest or second largest wireless provider shall not count toward the 25 percent limit. If SkyTerra enters into an agreement to provide service to an entity that is not the largest or second largest wireless provider or an Affiliate thereof at the time the agreement is entered into and that entity subsequently merges with, is acquired by, or otherwise comes under common control with the largest or second largest wireless provider, then the 25% limit contained in this Condition 3 shall not apply to the traffic subject to that agreement unless, and only to the extent that, the Commission (or one of its Bureaus, acting on delegated authority) so orders in light of the relevant circumstances.

12. If SkyTerra exceeds the 25 percent limit contained in this Condition 3: (1) in the case of an initial violation, the violation shall be treated as a continuing violation, and SkyTerra shall be subject to a forfeiture of up to the maximum amount specified in Section 1.80(b)(3) of the Commission's rules, 47 C.F.R. § 1.80(b)(3), as may be amended from time to time; and (2) in the case of a subsequent violation in the same Economic Area, SkyTerra's authorizations shall be rendered null and void without any further

action required by the Commission. Each violation in an Economic Area shall be considered a separate act or failure to act and the forfeiture shall be calculated separately for each Economic Area.

13. To ensure compliance with this Condition 3, beginning on April 30, 2011, and every three months thereafter, SkyTerra shall report, by Economic Area in service (as defined in paragraph 11), the date on which provision of service commenced, the total number of bytes carried on the terrestrial network during the twelve month period ending one month prior to the date of the report, and the total number of bytes carried on the terrestrial network on behalf of the largest and second largest wireless providers during the twelve month period ending one month prior to the date of the report. All such reports may be filed on a confidential basis.