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Federal Communications Commission
Office of the Secretary

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

Re: ITC-T/C-20080822-00397; SES-T/C-20080822-01089;
SES-T/C-20080822-01088; SAT-T/C-20080822-00157;
0021-EX-TU-2008; File No. 0003540644; SES-STA-
20080822-01085; 0022-EX-TU-2008

Dear Ms. Dortch:

As requested by the Commission's staff in connection with the above-referenced applications, this letter provides additional information seeking the Commission's consent to transfer control of Mobile Satellite Ventures Subsidiary, LLC, Inmarsat Hawaii Inc., and Inmarsat, Inc. We also provide an update concerning a 1.6 GHz spectrum lease that was referred to in the applications.

1. Information Concerning Twenty-One Day Period for Announcement of Firm Intention to Issue an Offer.

Rule 12.2(ii) of the U.K. Takeover Code states that:

"at the end of the competition reference period, if the offer is allowed to proceed (whether conditionally or unconditionally), (A) any cleared offeror or potential offeror must, normally within 21 days of the offer's being allowed to proceed, clarify its intentions with regard to the offeree company by making an announcement either of a firm intention to make an offer for the offeree company in accordance with Rule 2.5 or that it does not intend to make an offer for the offeree company..."

While the provision, by its terms, refers to clearances by the U.K. Competition Commission or the European Commission, the U.K. Panel on Takeovers and Mergers ("Panel") suggested that Harbinger follow it with respect to U.S. regulatory approvals in this case and Harbinger has committed to the Panel that it would do so. Accordingly, Harbinger will announce its intention to make a firm offer or not for Inmarsat within 21 days of final U. S. regulatory approval, unless a longer period for such announcement is authorized by the Panel. The U.K. Takeover Code (Rule 30.1(a)) would then normally allow 28 days from the announcement of such firm intention for the actual offer to be issued to the target company shareholders.

Under the U.K. Takeover Code, the Panel could permit more time for an announcement of a firm intention to issue an offer, or for the issuance of such offer itself, but that would not be the ordinary course, as the rules themselves reflect. Modest extensions for the issuance of offers have been granted, for example, to accommodate court schedules for the approval of alternative takeover schemes (discussed below), but Harbinger has been advised by U.K. counsel that the grant of any such extension in the absence of the support of the target company would likely be brief.

2. Confirmation That Harbinger's Proposed Control Over Inmarsat Would be Exercised Through SkyTerra and Provision of Requested Before and After Organizational Charts.

We confirm that under the contemplated structure described in the applications,¹ Harbinger's proposed control of Inmarsat would be exercised through SkyTerra. Harbinger's ownership of up to 100% of SkyTerra's voting stock would give it control of SkyTerra, and SkyTerra's ownership (directly or through a wholly-owned subsidiary) of up to 100% of Inmarsat's voting stock would give it control of Inmarsat.

For clarification, three organizational charts are attached to this letter. The first chart (Exhibit 1) shows the current ownership structure, under which Harbinger has a non-controlling interest in each of SkyTerra and Inmarsat. The second chart (Exhibit 2) shows the ownership structure that will be in place following consummation of the proposal to transfer control of SkyTerra to Harbinger. At this time, Harbinger will continue to have a non-controlling interest in Inmarsat. In the final contemplated stage (as shown in Exhibit 3), following consummation of the proposal to transfer control of Inmarsat, Harbinger will have contributed its interests in Inmarsat to a Harbinger-controlled SkyTerra, which in turn, directly or through a to be created subsidiary, will control Inmarsat.

¹ As stated in the Narrative submitted with the applications, this structure may change, in which case the applications will be amended.

3. Requested Additional Information Regarding a "Cancellation Scheme."

As noted in the Narrative submitted with the applications, under U.K. law, a possible alternative to a tender offer for acquiring control of a company is a court approved cancellation scheme. Such a scheme of arrangement may be effected under Section 899 of the U.K. Companies Act 2006.

In the context of takeover, a scheme of arrangement may take different forms. As noted in the Narrative, one form is a "cancellation scheme," under which all the issued shares of the target company not already owned by the offeror are cancelled and the reserve arising on cancellation is capitalized and applied in paying up new shares which are issued directly to the offeror in exchange for the offeror paying cash and/or issuing its own securities to the existing shareholders of the target company in proportion to their holdings. An alternative form is a "transfer scheme," under which all the issued shares of the target company not already owned by the offeror are transferred to the offeror in exchange for the offeror paying cash and/or issuing its own securities to the existing shareholders of the target company in proportion to their holdings. The third form is a "hybrid scheme," under which some of the issued shares of the target company are cancelled and the remainder are transferred.

While the scheme and tender offer processes have their differences, the end result under all three procedures is the same. Instead of holding shares in the target company, the existing shareholders of the target company will receive cash and/or hold securities in the offeror in the same proportions as their existing holdings in the target company, and the target company will become a wholly-owned subsidiary of the offeror.

An important difference between a cancellation scheme and a tender offer is that a scheme does not constitute an "offer" to the public: it takes effect by operation of law. It is an arrangement between a target company and its shareholders which, if approved by the requisite majority of shareholders and subsequently sanctioned by the court, becomes binding on all the shareholders of the target company by operation of law whether they have voted in favor of it or not. A scheme is, however, an "offer" for the purpose of the U.K. Takeover Code (see paragraph 3(b) of the Introduction to the Code and the definition of "Offer"). The provisions of the U.K. Takeover Code apply to an offer effected by means of a scheme of arrangement in the same way as they apply to a tender offer, with certain specified exceptions (see Appendix 7 to the U.K. Takeover Code).

Under the U.K. Takeover Code, the normal procedure for making an offer by way of a scheme of arrangement is to announce a "firm intention to make an offer" under Rule 2.5 of the U.K. Takeover Code (in the same way as the procedure for a

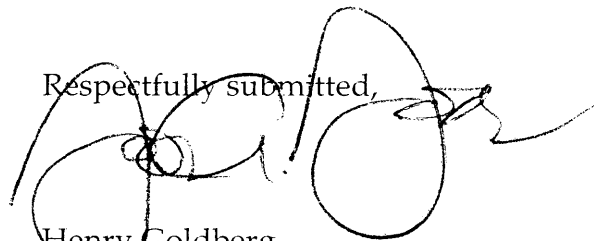
tender offer is commenced). The requirement for a "cash confirmation" is precisely the same for the announcement of a scheme of arrangement as it is for a tender offer. The announcement is followed by the posting of a scheme document to the target company's shareholders. Unlike the offer document in the context of a tender offer, the scheme document is in fact the target company's document (rather than the offeror's document). The scheme document will contain a notice convening a meeting of the target company's shareholders to consider and vote upon the scheme of arrangement. Subject to the passing of the necessary shareholders' resolutions (the scheme must be approved by a 75% majority in value and a 50% majority in number of each class of shareholders present and voting at the meeting), application will then be made to the High Court of England and Wales to approve the scheme. If the court approves the scheme, then the scheme becomes effective and the cancellation and/or transfer referred to above will take place.

4. Update Concerning 1.6 GHz Licenses.

In n. 5 of the Narrative submitted with the Harbinger applications, it was stated that Harbinger had an option to acquire, subject to prior FCC consent, a controlling interest in a lessee of 1.6 GHz spectrum under a *de facto* transfer lease and that, if the option were exercised, it was contemplated that Harbinger would contribute its interest in the lessee to SkyTerra pursuant to a *pro forma* transfer of control. Please be advised that although Harbinger has exercised its option, it no longer intends to contribute its interest to SkyTerra.

Please direct any questions regarding this submission to the undersigned.

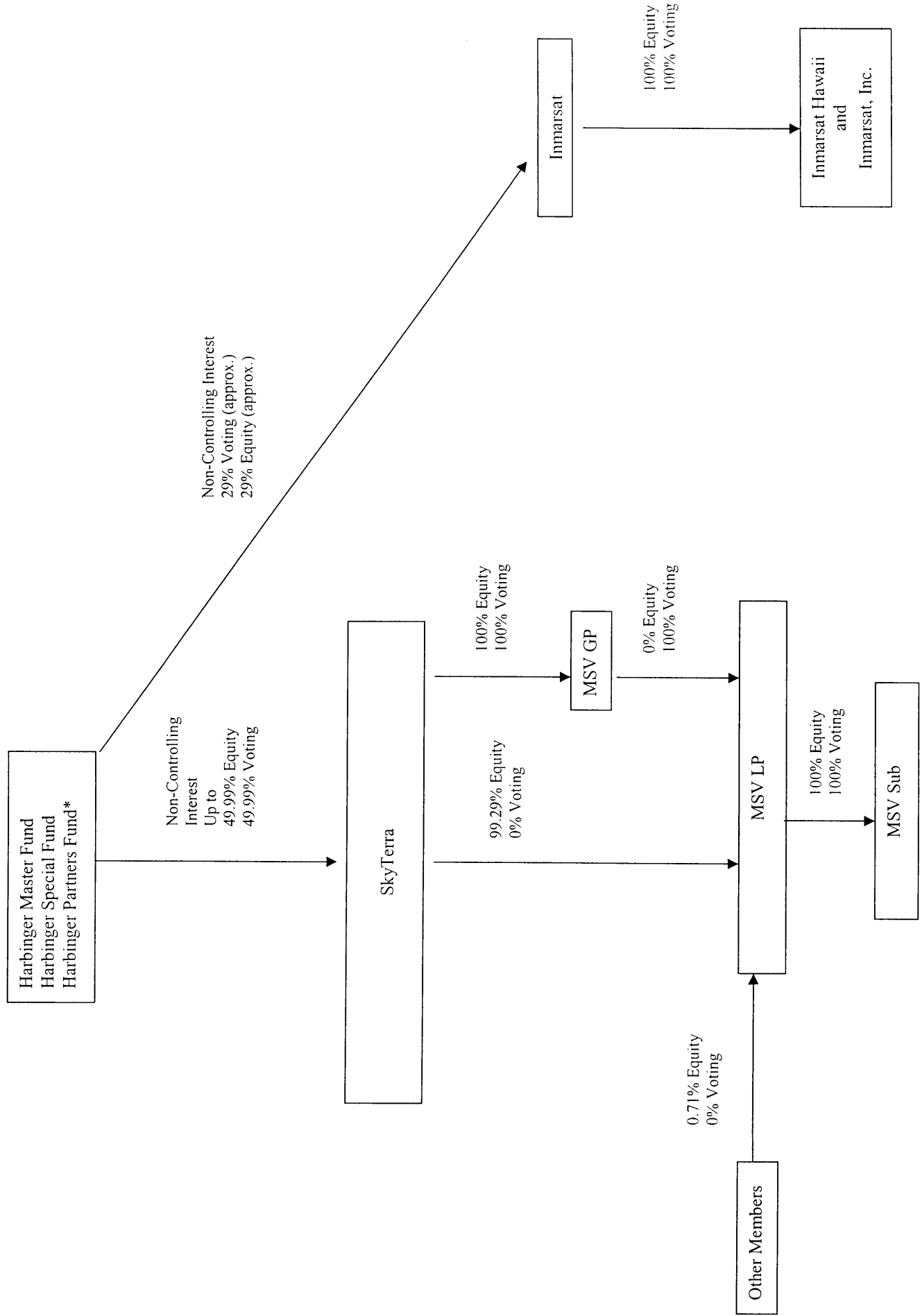
Respectfully submitted,



Henry Goldberg
Joseph A. Godles
Counsel for the
Harbinger Capital Partners Funds

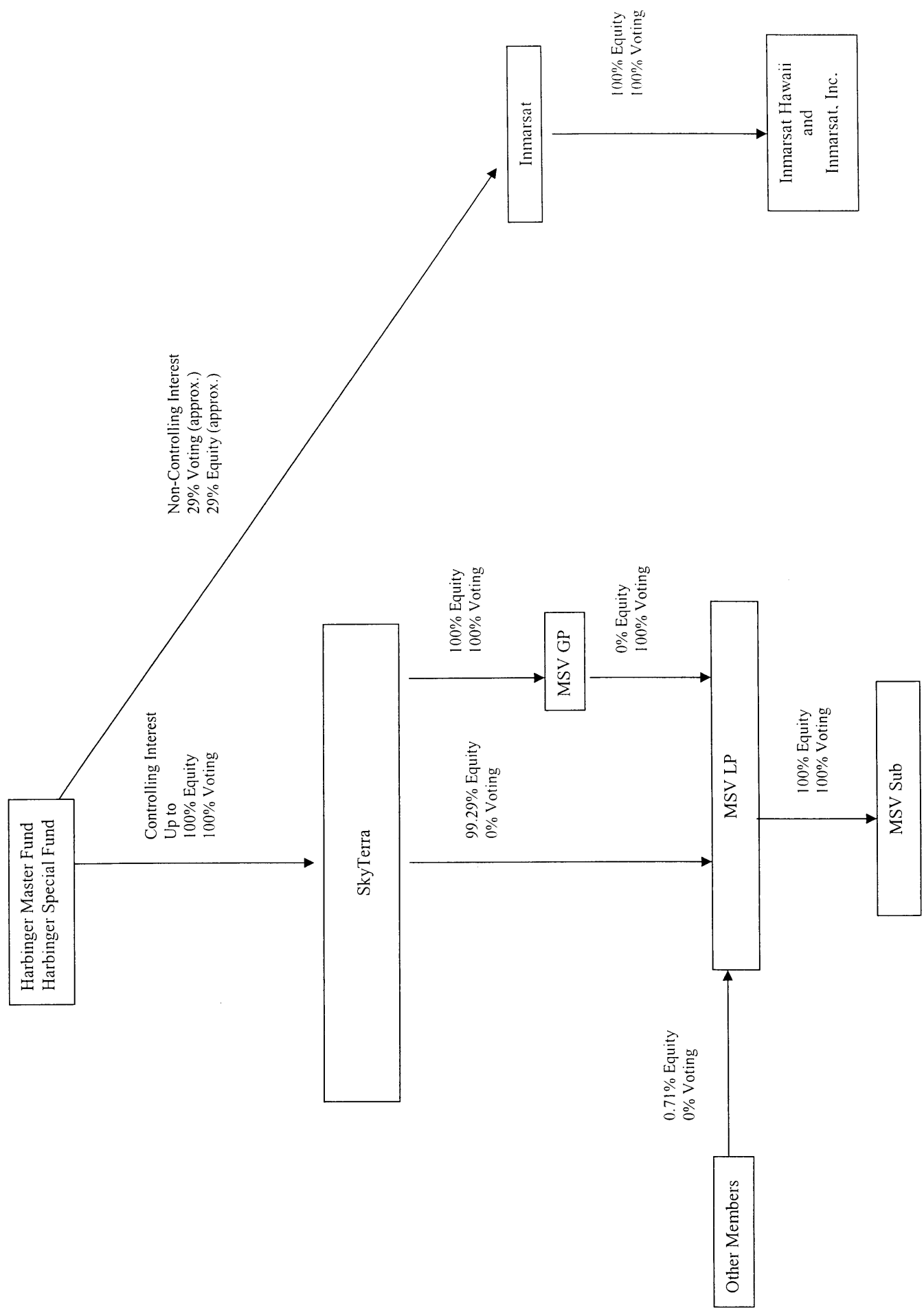
cc: Bruce D. Jacobs (counsel for SkyTerra Communications, Inc.)
Jennifer A. Manner (SkyTerra Communications, Inc.)
Francis Gutierrez (FCC)
Neil Dellar (FCC)

HARBINGER'S CURRENT (NON-CONTROLLING) INTERESTS IN MSV SUB, INMARSAT HAWAII, AND INMARSAT, INC.

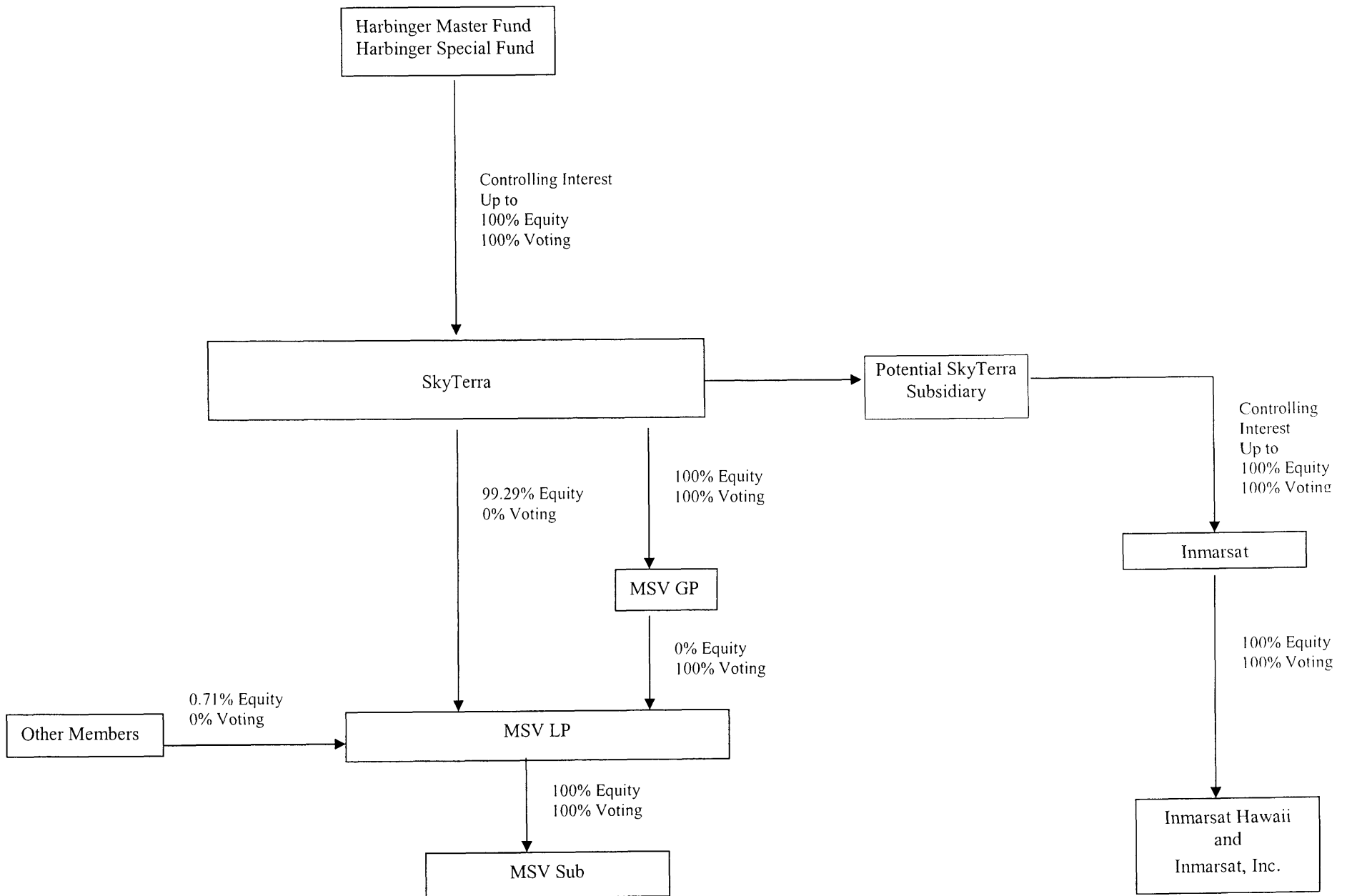


* As set forth in the Narrative, it is contemplated that interest of Harbinger Partners Fund in SkyTerra would be absorbed by the other listed Harbinger funds by the time of consummation of either transaction.

Exhibit 2 to Letter
HARBINGER'S PROPOSED CONTROLLING INTEREST IN MSV SUB AND NON-CONTROLLING INTEREST
IN INMARSAT HAWAII AND INMARSAT, INC.
(Intermediate Position)



**Exhibit 3 to Letter
HARBINGER'S PROPOSED CONTROLLING INTERESTS IN MSV SUB, INMARSAT HAWAII, AND INMARSAT, INC.***



* As discussed in the Narrative, the exact structure of the takeover has not been determined. As reflected in this Exhibit, for example, SkyTerra's interests in Inmarsat could run through a to be created subsidiary of SkyTerra.