

March 4, 2009

BY ELECTRONIC FILING

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; ISP-PDR-20080822-00016 (Transfer of Control of SkyTerra Subsidiary LLC)

and

SES-STA-20080822-01085; 0022-EX-TU-2008
(Transfer of Control of Inmarsat Hawaii Inc.
and Inmarsat, Inc.)

Dear Ms. Dortch:

In the above-referenced applications, the parties have requested 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.

When these applications were first filed in August 2008, the parties requested that the Commission process the applications as a group. Now, given the changes in the financial markets and the need to maintain maximum flexibility in the approach to acquiring control of both SkyTerra and Inmarsat, Harbinger and SkyTerra hereby request that the Commission process these applications in two sets. The first set would

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").

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consist of the applications proposing a transfer of control of SkyTerra Sub, including the Petition for Declaratory Ruling accompanying the applications that addresses foreign ownership issues. The second set would consist of the applications proposing a transfer of control of Inmarsat Hawaii Inc. and Inmarsat, Inc. For the reasons discussed below, it is respectfully requested that the Commission expedite processing of the applications relating to the transfer of control of SkyTerra Sub.

As set forth in the Narrative that accompanied all of the transfer of control applications, the SkyTerra and Inmarsat transactions are interrelated. Given that interrelationship, the parties requested that the transfer of control applications be processed as a group in the belief that this would be the most efficient way to proceed. Since the filing made in August, 2008, however, changes in market conditions and related corporate requirements necessitate expeditious action on the first part of the overall transaction, *i.e.*, the transfer of control of SkyTerra Sub. While it remains the parties' intent to proceed with both parts of the transaction, it is their hope that the request for separate processing will facilitate expedited action on the SkyTerra applications.

In furtherance of the request for separate processing, submitted herewith is a separate Narrative addressing the public interest considerations associated with the transfer of control of SkyTerra Sub. The previously-filed Narrative, the principal focus of which was on the Inmarsat portion of the transaction, remains operative as to that transaction. By separate letter, certain changes to the originally-filed Narrative are being submitted that conform the Narrative to more current information that has been filed in connection with a Petition for Declaratory Ruling. In addition, Harbinger and SkyTerra are filing an amendment today revising the portion of the transfer of control applications that describes the ownership of Harbinger.

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Please direct any questions regarding this submission to the undersigned.

Respectfully submitted,

/s/ Henry Goldberg

Henry Goldberg
Joseph A. Godles
Goldberg, Godles, Wiener & Wright
1229 19th Street, N.W.
Washington, DC 20036
Counsel for the
Harbinger Capital Partners Funds

/s/ Bruce D. Jacobs

Bruce D. Jacobs
Pillsbury Winthrop Shaw Pittman LLP
2300 N Street, N.W.
Washington, DC 20037-1122
Counsel for SkyTerra Communications, Inc.

cc: Jim Ball (FCC)
Howard Griboff (FCC)
Francis Gutierrez (FCC)
Susan O'Connell (FCC)
Neil Dellar (FCC)
Jodi Cooper (FCC)
Jennifer Balatan (FCC)

**Before the
Federal Communications Commission
Washington, D.C. 20554**

In the matter of)
)
SkyTerra Communications, Inc.,) File No. _____
 Transferor,)
)
Harbinger Capital Partners Funds,)
 Transferee,)
)
Applications for Authority to Transfer Control of)
SkyTerra Subsidiary LLC)
)

NARRATIVE

**Before the
Federal Communications Commission
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In the matter of)
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SkyTerra Communications, Inc.,) File No. _____
 Transferor,)
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Harbinger Capital Partners Funds,)
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Applications for Authority to Transfer Control of)
SkyTerra Subsidiary LLC)
)

NARRATIVE

Applications were previously filed requesting the Commission’s consent to:

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

(ii) transfer control of Inmarsat Hawaii Inc. and Inmarsat, Inc. from the current shareholders of Inmarsat plc (“Inmarsat”) to Harbinger.

The parties requested that these applications be processed as a group, and a single, integrated narrative was submitted with the applications. Now, however, Harbinger and SkyTerra are requesting separate processing of the Skyterra transfer of control applications and the Inmarsat transfer of control applications. For the convenience of the Commission and interested parties given these changed circumstances, a revised version

¹ The company names used in this letter and the accompanying attachment and appendices reflect the fact that various subsidiaries of SkyTerra Communications recently changed their names by replacing “MSV” in the company name with “SkyTerra.”

of the portions of the narrative addressing compliance with Communications Act requirements, compliance with Commission requirements, and public interest factors, in all cases now limited to considerations affecting the proposed transfer of control of SkyTerra, is provided below. Basic information concerning the SkyTerra transaction, the parties to the transaction, and the legal standards governing consideration of the SkyTerra transfer of control applications can continue to be found in the originally-filed narrative, the pertinent portions of which are hereby incorporated by reference.

THE PROPOSED TRANSACTION COMPLIES WITH THE COMMUNICATIONS ACT AND THE COMMISSION'S RULES, AND PROMOTES RATHER THAN HARMS THE PUBLIC INTEREST

SkyTerra already holds a controlling interest in SkyTerra Sub, which has been approved by the Commission.² The FCC qualifications of SkyTerra as presently owned, therefore, are a matter of public record. The qualifications of Harbinger are set forth in the applications with which this Narrative is associated, which are listed in Attachment A hereto, and in the Declaratory Ruling Petition discussed below.

Certain FCC authorizations held by SkyTerra Sub are common carrier radio licenses that are subject to the foreign ownership limits of Section 310(b)(4) of the Communications Act. In connection with these common carrier licenses, the Commission has granted Harbinger interim authority pursuant to Section 310(b)(4) to hold a non-controlling interest of up to 49.99 percent equity and voting interests in

² *In the Matter of Motient Corporation and Subsidiaries, Transferors, and SkyTerra Communications, Inc., Transferee, Application for Authority to Transfer Control of Mobile Satellite Ventures Subsidiary LLC*, Memorandum Opinion and Order and Declaratory Ruling, 21 FCC Rcd 10198 (2006).

SkyTerra.³ This interim authority is subject to Commission action upon a pending petition for a declaratory ruling seeking the same authority on a permanent basis.⁴

Attachment B hereto is a new petition for declaratory ruling (the “Declaratory Ruling Petition”) seeking authority pursuant to Section 310(b)(4) for Harbinger to hold interests in SkyTerra in excess of the 49.99 percent equity and voting interests that are presently authorized on an interim basis.

Subject to a favorable Commission ruling on the Declaratory Ruling Petition, the proposed transfer of control will be in conformity with all applicable provisions of the Communications Act and the Commission’s rules.

The proposed transactions raise no national security or law enforcement concerns. SkyTerra Sub and SkyTerra have a long history of cooperating with the United States government on issues of national security, and under Harbinger and Sky Terra’s control, the parties will continue to do so. The parties understand the importance of Executive Branch concurrence that matters of national security and law enforcement will not be compromised by the proposed transactions and the deference the Commission gives to such agencies relative to the same.⁵ The parties intend forthwith to initiate discussions with Executive Branch agencies with respect to the proposed transactions and have every expectation that they will be able to satisfy any concerns that these agencies may raise.

³ *In the Matter of Mobile Satellite Ventures Subsidiary LLC and SkyTerra Communications, Inc.; Petition for Declaratory Ruling under Section 310(b) of the Communications Act of 1934, as Amended; Harbinger Capital Partners Master Fund I, Ltd. and Harbinger Capital Partners Special Situations Fund, L.P.; Petition for Expedited Action for Declaratory Ruling under Section 310(b) of the Communications Act, as Amended*, Order and Declaratory Ruling, 2008 FCC Lexis 2181 (rel. March 7, 2008).

⁴ *Id.* at 2008 FCC Lexis *28.

⁵ *See Rules and Policies on Foreign Participation in the U.S. Telecommunications Market*, Report and Order and Order on Reconsideration, 12 FCC Rcd 23891, 23919-21 (1997).

The proposed transaction serves the public interest. The proposed transaction does not adversely affect the competitive landscape or the broader goals of the Communications Act in any way. Instead, the proposed transfer of control will allow the applicants to conduct their operations more efficiently and effectively, thereby assisting applicants' efforts to deploy its next-generation satellite and integrated satellite-terrestrial network. Harbinger's earlier investments in SkyTerra enabled the latter to go forward with its plans to launch its SkyTerra -1 and SkyTerra -2 satellites. Harbinger's continued investment, and acquisition of a majority stake in SkyTerra Sub, will bring its resources and financial acumen to bear to enable SkyTerra to bring to market advanced services that promise to ring in the era of integrated satellite-terrestrial networks and extend the marketplace for satellite services far beyond their historical bounds.

CONCLUSION

For the foregoing reasons, Commission consent to the transfer of control of SkyTerra Sub to Harbinger is hereby requested.