



Federal Communications Commission
Washington, DC 20554

International Bureau

November 18, 2009

Gary M. Epstein, Esq.
Executive Vice President
Law and Regulation
SkyTerra Communications, Inc.
10802 Parkridge Boulevard
Reston, VA 20191-4334

RE: IB Docket No. 08-184, FCC File Nos.: ITC-T/C-20080822-00397, SAT-T/C-20080822-00157, SES-T/C20080822-01089, SES-T/C-20080822-01088, 0003540644, 0021-EX-TU-2008

Dear Mr. Epstein:

Harbinger Capital Partners and SkyTerra Communications, Inc. (the "Applicants") have filed a series of applications¹ pursuant to sections 214 and 310(d) of the Communications Act of 1934, as amended.² In these applications, the Applicants seek Commission approval to transfer control of licenses and authorizations held by SkyTerra Subsidiary, LLC. In order for the Commission to complete its review of the applications and make the necessary public interest findings under section 310(d) of the Communications Act, we require information from the Applicants.

Accordingly, pursuant to section 308(b) of the Act, we request that you provide written responses and supporting documentation for each request set forth in the Attachment.³ Each response or document should clearly indicate the specific question or request to which it responds, and each page should be marked with a corporate identification and consecutive document control numbers. For the purposes of your responses, the terms "you," "your company," mean SkyTerra Communications Inc., its domestic and foreign parents, predecessors, successors, divisions, subsidiaries, affiliates, partnerships and joint ventures, and all directors, officers, employees, agents, and representatives of the foregoing. The terms "subsidiary," "affiliate," and "joint venture" refer to any person in which the company holds at least a 25 percent interest, regardless of how the company's interest is measured (*e.g.*, number of shares, degree of control, board seats or votes). We would appreciate receiving your response to each inquiry no later than December 2, 2009.

¹ See SkyTerra Communications, Inc., Transferor, Harbinger Capital Partners Funds, Transferee, Applications for Authority to Transfer Control of SkyTerra Subsidiary LLC, Narrative, IB Docket No. 08-184 (filed Mar. 27, 2009) ("SkyTerra Narrative"), *as amended by* Letter from Joseph A. Godles, Counsel for Harbinger Capital Partners Funds, to Marlene H. Dortch, Secretary, Federal Communications Commission (dated March 31, 2009).

² 47 U.S.C. §§ 214, 310(d).

³ 47 U.S.C. § 308(b).

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Your responses should be filed with Marlene H. Dortch, Secretary, Federal Communications Commission, under IB Docket No. 08-184. The International Bureau also should receive, at a minimum, two copies of all paper filings. If you submit the information confidentially, you should deliver to Jennifer Balatan of the Policy Division, International Bureau, and Marilyn Simon of the Satellite Division, International Bureau, one copy each of the unredacted documents marked "Confidential Information - Subject to Protective Order in IB Docket No. 08-184 before the Federal Communications Commission" and two copies of the redacted documents marked "Redacted - For Public Inspection." For any electronic filings made using the Commission's Electronic Comment Filing System ("ECFS"), parties also should serve the documents via e-mail to Jennifer Balatan at Jennifer.Balatan@fcc.gov and Marilyn Simon at Marilyn.Simon@fcc.gov.

If you have any questions regarding this matter, please contact Jennifer Balatan, Policy Division, International Bureau, at 202-418-1517 or Marilyn Simon, Satellite Division, International Bureau, at 202-418-2044.

Sincerely,

A handwritten signature in cursive script, appearing to read "Roderick Porter".

Roderick Porter
Deputy Bureau Chief
International Bureau

Attachment

Information and Document Request for SkyTerra Communications, Inc. (“SkyTerra”)

Current Generation Services:

1. *Description of satellite system.* Fully describe your current satellite system, including the names and number of satellites and their orbital locations, and for each satellite, its capacity and coverage. Identify the portion of the system that provides coverage of North America,¹ and to the United States.
2. *Description of services.* List each service currently provided by your company, and provide a detailed description of each of the services, including, but not limited to, end-user equipment employed, limitations on customer’s physical mobility when using the service, latency, line-of-sight requirements, price, bandwidth, and geographic coverage.
3. *Description of customers.* For each of the services listed in (2), above, describe the targeted customer base, e.g., air transport, business aviation, fishing, maritime transport, oil and gas exploration, mining, trucking, U.S. military, and emergency responders.
4. *Most important customers.* For each of the services listed in (2), above, identify the top twenty customers and, for each listed customer, state the total sales in units of service and in dollars for 2008, and, separately, for the first half of 2009.
5. *Sales.* For each of the services listed in (2), above, for (a) world; (b) North America; and (c) United States: State the annual total sales in units of service and dollars for 2008. For each of the services listed in (2), above for (a) world; (b) North America; and (c) United States: State total sales in units of service and dollars for the first half of 2009.
6. *Available Capacity.* State the capacity of your satellite system as of June 30, 2009, for North America and describe the basis of the calculation, including the treatment of satellites that serve both North America and regions outside North America. As of June 30, 2009, what amount of your capacity is currently: (a) reserved for contracts exceeding one year; (b) reserved for contracts of one year or less; and (c) unused.
7. *Competitors.* For each of the services listed in (2), above, identify the entities that currently compete with your company in the provision of each service. Provide a description of each competitive service provided by the identified entities, including, but not limited to, equipment, mobility, price, bandwidth, and geographic coverage.
8. *Potential competitors.* For each of the services listed in (2), above, identify the entities that you anticipate will compete with your company in the next five years, in the provision of each service listed above, and describe the services that you anticipate each competitor will provide.
9. *Customer switching costs.* For each of the services listed in (2), above, fully describe the costs that your current customers would incur in switching to the suppliers listed in 7, above, including, but not limited to, equipment replacement costs, installation costs, transitioning costs, and early termination fees. Provide copies of any studies of customer switching behavior, including any analyses of other services that your customers had switched to, and services that your current customers had switched from.

¹ In this information request, the term “North America” includes coastal waters and airspace in and around North America.

Next Generation Services:

1. *Description of satellite system.* Fully describe your company's next generation system, including anticipated satellite launch date, anticipated date of commercial availability, service area, and orbital location(s).
2. *Description of services* Provide a detailed description of all the services that will be offered with your next generation system ("next generation services"). For each service, your description should include, but not be limited to, end-user equipment employed; limitations on customer's physical mobility when using the service; latency; line-of-sight requirements; anticipated price; bandwidth; geographic coverage; anticipated satellite launch dates; and when service will be commercially available.
3. *Available Capacity.* Describe the total planned system capacity and the anticipated allocation of capacity for each service listed in (2), above.
4. *Competition in next-generation service.* For each of the your company's next generation services described in (2), above:
 - (a) Identify the entities that you anticipate may compete with your company, and describe the services that you anticipate they will provide in competition with each of your next generation services;
 - (b) Describe the characteristics that customers would consider most important in considering whether to choose between your new service and competing services;
 - (c) Identify your own current services from which customers may migrate;
 - (d) Identify other telecommunications providers' service from which you anticipate your acquired customers will switch;
 - (e) Describe the advantage that your next generation service is expected to provide to customers in (c) and (d). Explain whether you anticipate acquiring customers that are not currently being served by other telecommunications carriers, and if so, describe such customers; and
 - (f) To the extent that you anticipate customers of your next generation services switching from any existing service, describe the costs that customers of your next generation service would incur in switching from their current service, including, but not limited to, equipment replacement costs, installation costs, transitioning costs, and early termination fees.
5. Fully describe your company's sunk investment² in its next-generation satellite system.

Mobile Satellite Services

1. Submit documents sufficient to describe your company's historic and future plans for investment in the mobile satellite service industry.
2. Submit any studies on which you relied in formulating your investment strategy in the mobile satellite services industry.

² The term "sunk investment" refers to the acquisition costs of tangible and intangible assets necessary for the production and sale of these services that cannot be recovered through the redeployment of these assets for other uses.

Ancillary Terrestrial Component:

1. Fully describe any principal plan that you may have for utilizing the ancillary terrestrial component (ATC). The description should include, but not be limited to, the planned geographic coverage (specifying, by census area and population, ATC vs. satellite only); the spectrum blocks used and from whom and under what terms the spectrum blocks are obtained; the timing of terrestrial network build-out (including expected census areas and population covered at different times); date of commercial availability by census area; potential customer segments and pricing plans, and projected levels of customer utilization of the terrestrial and satellite components of the plans; and a detailed description of the services that will be offered. Submit all documents relating to your principal plan, including cost studies, marketing studies and studies of projected utilization.
2. Fully describe any plans other than identified in your response to (1), above, that you have for utilizing the ancillary terrestrial component (ATC). The description should include, but not be limited to the planned geographic coverage (specifying, by census area and population, ATC vs. satellite only); the spectrum blocks used and from whom and under what terms the spectrum blocks are obtained, the timing of terrestrial network build-out (including expected census areas and population covered at different times); date of commercial availability by census area; potential customer segments and pricing plans, and projected levels of customer utilization of the terrestrial and satellite components of the plans; and a detailed description of the services that will be offered. Submit all documents relating to these plans, including cost studies, marketing studies and studies of projected utilization.
3. Fully describe all contingencies that you considered in any plan identified in your response to (1) or (2), above, if that plan does not work out. Also describe under what circumstances you would not build the terrestrial infrastructure yourself and instead rely on the infrastructure of an incumbent terrestrial CMRS provider or infrastructure of a new entrant other than yourself.
4. For each of the services that you plan to offer in connection with MSS/ATC, identify entities that are, or you believe are, planning to provide terrestrial and/or satellite services that might compete with your planned services.
5. For each of the terrestrial services to be offered in connection with ATC, identify in detail each geographic area:
 - a. where your company plans to offer service and where at least one terrestrial CMRS carrier already exists; and for each such area, identify each terrestrial CMRS carrier.
 - b. where your company plans to offer service and where there is currently no terrestrial CMRS carrier.
6. *ATC Contracts.* List and fully describe each contract that has been entered into in order to develop handset chipsets, handsets, or to develop or to launch satellites, for use in connection with ATC. In particular, describe the expected delivery dates for trial and mass market models of the handset chipsets and handsets and the expected performance of the equipment (*e.g.*, with respect to line of sight, handover between ATC and satellite services).
7. *ATC Contracts.* List and fully describe each contract with a current or anticipated future FCC licensee involving sale or use of your company's ATC-eligible spectrum.

8. *ATC Discussions.* List and fully describe any discussions that any SkyTerra director, officer, shareholder, member, or employee supervised by any such director, officer, shareholder, or member has had with another company's director, officer, shareholder, member, or employee supervised by any such director, officer, shareholder, or member relating to satellite production, satellite launches, handset chipset development, handset development, or terrestrial network infrastructure to be used in connection with ATC.
9. *ATC Discussions.* List and fully describe any discussions that any SkyTerra director, officer, shareholder, member, or employee supervised by any such director, officer, shareholder, or member has had with another company's director, officer, shareholder, member, or employee supervised by any such director, officer, shareholder, or member relating to partnerships, joint ventures or cooperative ventures that involve or potentially involve ATC or services to be used in connection with ATC.
10. *ATC Plans.* Identify and fully describe any plans for developing handset chipsets, handsets, or developing or launching satellites, for use in connection with ATC.
11. *ATC Plans.* Identify and fully describe any plans relating to partnerships, joint ventures or cooperative ventures that involve or potentially involve ATC or services to be used in connection with ATC.

Additional Documents:

Please provide copies of the following documents: [REDACTED]