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REDACTED - FOR PUBLIC INSPECTION

November 27, 2009

VIA ELECTRONIC FILING

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

**RE: Redacted Confidential Filing Pursuant to Protective
Order in IB Docket No. 08-184**

Dear Ms. Dortch:

Pursuant to the terms of the Protective Order released in the above-referenced proceeding on November 24, 2009 (DA No. 09-2472), two copies of a Redacted Confidential Filing are to be provided in response to the International Bureau's Initial Information and Document Request dated November 18, 2009 (the "Request").¹ A redacted version of the narrative portion of the response to the Request is attached to this letter. However, because all of the documents submitted in response to the Request are confidential and/or proprietary (*i.e.*, not for public inspection), no redacted version of the documents has been attached to this letter.

¹ Letter from Roderick Porter, Deputy Bureau Chief, International Bureau, FCC to Mr. Henry Goldberg *et al.* (dated Nov. 18, 2009).

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Pursuant to the requirements of the Protective Order, confidential copies of our response have been submitted to your office and to Ms. Marilyn Simon and Ms. Jennifer Balatan of the International Bureau.

Please do not hesitate to contact me if you have any questions.

Sincerely,

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
Counsel to Harbinger Capital Partners Funds

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Response of Harbinger, IB Docket No. 08-184

Harbinger's Financial Interests in Mobile Satellite Operators and Other Telecommunications Services Providers

1. Fully describe your role, if any, in the selection of the management or board members of SkyTerra Communications, Inc. ("SkyTerra").
2. Fully describe the nature and extent of your financial interests in SkyTerra, including shareholdings and other instruments that are convertible into shares, and debt.
3. Fully describe your role, if any, in the selection of management or board members of TerreStar Corp. ("TerreStar").
4. Fully describe the nature and extent of your financial interests in TerreStar, including shareholdings and other instruments that are convertible into shares, and debt.
5. Fully describe your role, if any, in the selection of the management or board members of Inmarsat plc ("Inmarsat").
6. Fully describe the nature and extent of your financial interests in Inmarsat, including shareholdings and other instruments that are convertible into shares, and debt.
7. Fully describe your role, if any, in the selection of the management or board members of ICO Global Communications (Holdings) Limited ("ICO").
8. Fully describe the nature and extent of your financial interests in ICO, including shareholdings and other instruments that are convertible into shares, and debt.
9. Fully describe your role, if any, in the selection of management or board members of any other telecommunications services provider.
10. Fully describe the nature and extent of your financial interests in any other telecommunications services provider, including shareholdings and other instruments that are convertible into shares, and debt.

RESPONSE:

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REDACTED

Mobile Satellite Services (“MSS”)

- 1. Submit documents sufficient to describe your company's historic and future plans for investment in the mobile satellite service industry.**

Copies of documents describing the company’s historic and future plans for investment in the mobile satellite service industry are contained in Harbinger’s production at HARB FCC 0000001 – HARB FCC 0000648 and HARB FCC 0001249 – HARB FCC 0001288.

- 2. Submit any studies on which you relied in formulating your investment strategy in the mobile satellite services industry.**

Copies of studies on which the company has relied in formulating its investment strategy in the MSS industry are contained in Harbinger’s production at HARB FCC 0000649 – HARB FCC 0001248.

Ancillary Terrestrial Component (ATC)

- 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.**

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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.

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Naturally, Harbinger's business plans are subject to ongoing development and refinement, and Harbinger produces information and documents relating to its business plans with the understanding that particular aspects of its plan may be updated or refined in the normal course.

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- 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.**

Subject to the *caveat* that Harbinger's business plan is subject to further refinement in the normal course, the company has no plan to utilize ATC other than as described in response to Question 1 above and documents produced in response thereto.

- 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.**

REDACTED

REDACTED

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.**

REDACTED

REDACTED

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.**

REDACTED

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).

Harbinger has not yet entered into any formal contracts responsive to this question.

REDACTED

- 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.**

Harbinger does not hold any contract with a current or anticipated future FCC licensee involving sale or use of ATC-eligible spectrum it owns. Although Harbinger owns equity interests in SkyTerra and in TerreStar Corporation, both of which own ATC-eligible spectrum, Harbinger is not aware of, and has no access to non-public information regarding, any contracts that these companies may hold with any other current or future FCC licensee for the use of their respective spectrum.

- 8. ATC Discussions. List and fully describe any discussions that any Harbinger 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.**

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9. *ATC Discussions.* List and fully describe any discussions that any Harbinger 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.

REDACTED

REDACTED

- 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.

REDACTED

- 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.

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- 12. Fully describe how you selected any companies identified as potential consultants or partners in your response to (1) or (2), above, including, but not limited to, the qualifications of that company. Describe the structure of the management arrangement between your company and the companies identified as potential consultants or partners in your response to (1) or (2), above.**

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Additional Documents Requested:

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RESPONSE:

Copies of documents in Harbinger's possession, custody or control responsive to these requests are contained in Harbinger's production at HARB FCC 0001289 – HARB FCC 0001427.