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REDACTED - FOR PUBLIC INSPECTION

December 11, 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:

On November 27, 2009, 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 were provided in response to the International Bureau's Initial Information and Document Request dated November 18, 2009 (the "Request").¹ Based on subsequent discussions with the FCC's staff, the redacted version of the narrative portion of the response to the Request has been revised. The revised version is 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).

Marlene H. Dortch
Federal Communications Commission
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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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IN IB DOCKET NO. 08-184 before the Federal Communications Commission**

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:

Role in the Selection of Management and Board Members

Harbinger has no ongoing right to appoint any member to the board of directors of any mobile satellite services or other telecommunications services provider that has a competitive presence in the United States in terms of offering services or generating revenues.

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Harbinger has the right to nominate individuals for election to the boards of TerreStar Corporation (“TerreStar”) and its subsidiary, TerreStar Networks Inc. (“Networks”), neither of which has revenue-generating operations. Harbinger’s right as to TerreStar and Networks is limited to the right to nominate two individuals for election to the respective boards of directors, subject to a vote of all stockholders of the respective companies. The right does not encompass the appointment or any other guarantee that Harbinger’s nominees will be elected. Rather, Harbinger’s nominees must be elected by a plurality of the stockholders at TerreStar’s and Network’s respective annual meetings.

Harbinger acquired this nomination right pursuant to the terms of a Master Investment Agreement, dated as of February 5, 2008 (the “Master Investment Agreement”). Through the Master Investment Agreement, Harbinger provided TerreStar with additional financing and, in return, received certain debt securities, one share of TerreStar Series D Preferred Stock and one share of Networks Series B Preferred Stock (collectively, the “TerreStar Preferred Stock”). The board nomination rights described above are granted pursuant to Harbinger’s ownership of the TerreStar Preferred Stock. Also in connection with the Master Investment Agreement, TerreStar agreed to expand the size of the boards from five to eight members. At that time, Harbinger nominated William Freeman, who was at that time already serving as Chairman of TerreStar, and Eugene Davis, Chairman and CEO of Pirinate Consulting Group, LLC. Both nominations were affirmed and these individuals continue to serve. Neither individual is an employee of, or affiliated with, Harbinger.

As a holder of TerreStar common stock, Harbinger has the right to nominate, or to second

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the nomination of, persons for the election to the board of directors of TerreStar so long as it complies with certain procedural requirements contained in the TerreStar by-laws. All holders of TerreStar common stock have this right, which is inherent to the terms of the TerreStar common stock. Since first acquiring TerreStar common stock, Harbinger has not nominated any directors to the board of TerreStar (except as described immediately above in connection with the Master Investment Agreement).

REDACTED

As detailed below, Harbinger owns voting stock in a number of other mobile satellite services providers or other telecommunications services providers. Similar to Harbinger's ownership of TerreStar common stock, Harbinger (along with all other holders of voting stock of these entities) has the right to nominate, or to second the nomination of, persons for election to the boards of the respective entity, so long as certain procedural requirements are fulfilled. Additionally, Harbinger has the right to vote its shares in these entities. Harbinger has not nominated or seconded the nomination of any persons to the board of any other mobile satellite services or other telecommunications provider except as described above. Although Harbinger has these general nomination rights, it does not have any right or ability to appoint members to the board of any other any mobile satellite services or other telecommunications services

provider except as described above.¹ In addition, Harbinger does not have any right or ability to select the officers or managers of any telecommunications services provider.²

Financial Interests

Harbinger's financial interests in mobile satellite services providers and other telecommunications services providers are set forth below.³ The mobile satellite industry is highly capital intensive, and access to capital is a constant challenge that has only been exacerbated by the recent crisis in the financial markets. These challenges are even more acute for emerging mobile satellite services providers, which must obtain substantial financing to launch satellites, design and deploy communications networks, and market services and

¹ To avoid any potential confusion, Harbinger notes that, in connection with its acquisition of SkyTerra Communications, Inc. ("SkyTerra") shares and warrants in April 2008 from investment funds affiliated with Apollo Advisors LP ("Apollo"), two of Apollo's representatives to SkyTerra's six person board resigned and were replaced by two individuals designated by Harbinger. That designation was a one-time event resulting from the specific circumstance of that transaction, and the two individuals designated by Harbinger are not employees of, or otherwise affiliated with, Harbinger. Harbinger does not hold any ongoing right to appoint any member of the SkyTerra board, but like all holders of SkyTerra common stock, has the ability to nominate, or second the nomination of, directors for election so long as it complies with procedural requirements. Harbinger also has the right to vote the voting shares of common stock that it owns.

REDACTED

² Harbinger owns a majority of TVCC Holdings Company, LLC ("TVCC"). An indirect wholly-owned subsidiary of TVCC, TVCC One Six Holdings LLC ("TVCC One Six"), has entered into a long-term lease with OP LLC ("OP") for spectrum in the 1.6 GHz band for which OP holds a nationwide license. Because OP's license is not a common carrier license, TVCC One Six and TVCC are not telecommunications services providers as that term is used in the Communications Act of 1934. Nevertheless, to avoid any potential confusion, Harbinger notes that it has the right, and has exercised such right, to designate three out of five members of the board of managers of TVCC.

REDACTED

³ Harbinger also notes also that the Master Fund currently holds 150,000,000 Common Units and 100,000,000 Series A Preferred Units of TVCC, representing a 50% voting and economic interest. Special Situations Fund currently holds 75,000,000 Common Units and 50,000,000 Series A Preferred Units of TVCC, representing an approximate 25% voting and economic interest.

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products. The bankruptcy reorganization of DSBD North America, Inc. (f/k/a/ ICO North America Inc.) (“ICO”) this past year highlights the challenging financial environment in which such development-stage companies operate.

Harbinger is committed to the long-term growth of the mobile satellite industry, and has therefore provided much-needed investment capital, in the form of both debt and equity, to a number of development-stage and established companies in this industry. In addition, as a private investment fund, Harbinger buys and sells securities in a wide variety of companies where Harbinger believes it can realize value for its clients. At any given point in time, Harbinger may own equity or other securities in companies in a number of industries, including the telecommunications industry. Harbinger’s current financial interests in mobile satellite services and other telecommunications services providers as of November 24, 2009 are described below.

Augere

Harbinger Capital Investments S.a.r.l., a Luxembourg special purpose entity (“Augere SPV”), is owned 67% by Harbinger Capital Partners Master Fund I, Ltd. (“Master Fund”) and 33% by Harbinger Capital Partners Special Situations Fund, L.P. (“Special Situations Fund”). Augere SPV currently holds 13,500 voting shares of Augere Holdings (Netherlands) B.V., a Dutch private limited liability company (“Augere”), which combined represents a 25% voting interest in Augere. Augere currently provides broadband internet services in emerging markets in South Asia.

REDACTED

REDACTED

Inmarsat

Master Fund currently holds 89,804,544 ordinary shares⁴ of Inmarsat plc (“Inmarsat”), representing approximately 19.5% of the total outstanding voting securities of that company. Master Fund also holds convertible debt instruments issued by subsidiaries of Inmarsat having an

⁴ Master Fund owns 67.42% of the Class C Units (the “Class C Units”) of HGW Holding Company, L.P., a Cayman Islands exempted limited partnership (“HGW SPV”), which Class C Units were obtained by Master Fund in exchange for the contribution of certain ordinary shares of Inmarsat and certain convertible bonds issued by subsidiaries of Inmarsat previously held by the Master Fund. Pursuant to a Securities Lending Agreement dated November 12, 2009 by and between HGW SPV and Master Fund, HGW SPV loaned 73,359,963 ordinary shares of Inmarsat to Master Fund, which are included in the total of 89,804,544 ordinary shares set forth above.

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aggregate par value of approximately \$70,000 (convertible to 5,514 ordinary shares of Inmarsat).

Special Situations Fund currently holds 39,472,805 ordinary shares⁵ of Inmarsat, representing approximately 8.6% of the total outstanding voting securities of that company. Special Situations Fund also holds convertible debt instruments issued by subsidiaries of Inmarsat having an aggregate par value of approximately \$12.53 million (convertible to 987,080 ordinary shares of Inmarsat).

REDACTED

SatMex

HCP Satmex (Dutch) B.V., a Dutch private limited liability company (“Satmex SPV”), is a wholly-owned subsidiary of Master Fund.

REDACTED

⁵ Special Situations Fund owns 32.58% of the Class C Units of HGW SPV, which Class C Units were obtained by Special Situations Fund in exchange for certain convertible bonds of Inmarsat previously held by Special Situations Fund. Pursuant to a Securities Lending Agreement dated November 12, 2009 by and between HGW SPV and Special Situations Fund, HGW SVP loaned 20,251,690 ordinary shares of Inmarsat to Special Situations Fund, which are included in the total of 39,472,805 shares set forth above.

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The interests held by Satmex SPV therefore represent an approximate 17.5% equity interest and 9.6% voting interest in Satélites Mexicanos.

SkyTerra

Master Fund currently holds 13,467,931 shares of voting common stock⁶ and 5,556,898 shares of non-voting common stock of SkyTerra Communications, Inc. (“SkyTerra”), representing an approximate 17.5% equity interest and 27.6% voting interest. Master Fund also holds 27,658,526 warrants exercisable for 27,658,526 shares of voting common stock of SkyTerra, and the right to acquire from escrow, upon receipt of FCC approval, 1,541,308 shares of voting common stock and 5,271,158 shares of non-voting common stock of SkyTerra. In addition, Master Fund holds various non-convertible debt instruments issued by subsidiaries of SkyTerra having an aggregate par value of approximately \$713 million.

Special Situations Fund currently holds 7,854,396 shares of voting common stock and 9,982,121 shares of non-voting common stock of SkyTerra, representing an approximate 16.4% equity interest and 16.1% voting interest. Special Situations Fund also holds 10,235,512 warrants exercisable for 10,235,512 shares of voting common stock of SkyTerra, and the right to acquire from escrow, upon receipt of FCC approval, 536,225 shares of voting common stock and 2,635,579 shares of non-voting common stock of SkyTerra. In addition, Special Situations Fund holds various non-convertible debt instruments issued by subsidiaries of SkyTerra having an aggregate par value of approximately \$163.5 million.

⁶ This number excludes 1,113,197 shares that were held in an account at LBIE, which at this time are believed to have been rehypothecated by LBIE, and which are not believed by Master Fund to be recoverable.

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Harbinger Capital Partners Fund I, L.P. (“Partners Fund”) currently holds 1,016,956 shares of voting common stock and 14,407,343 shares of non-voting common stock of SkyTerra, representing an approximate 14.2% equity interest and 2.1% voting interest.

REDACTED

TerreStar

Master Fund currently holds 31,636,394 shares of voting common stock⁸ of TerreStar Corporation (“TerreStar”), representing an approximate 22.65% voting interest. Master Fund also

REDACTED

⁸ This number excludes 1,498,721 shares that were held in an account at LBIE which are believed to have been rehypothecated by LBIE, and which are not believed by Master Fund to be recoverable.

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holds 122,835 shares of Series B Cumulative Convertible Preferred Stock (non-voting), 1 share of Series D Preferred Stock (non-voting), and 864,000 shares of Series E Junior Participating Preferred Stock (non-voting). In addition, Master Fund holds 9,431 warrants exercisable for 1,886 shares of voting common stock of TerreStar, as well as convertible debt instruments issued by TerreStar Networks Inc., a subsidiary of TerreStar (“Networks”), with an aggregate par value of approximately \$37.3 million (convertible to 6,694,225 shares of voting common stock of TerreStar). Master Fund also holds non-convertible debt instruments issued by Networks with an aggregate par value of approximately \$126.1 million, which includes notes issued to Master Fund in return for Master Fund’s and Special Situation Fund’s promise to provide \$50 million in financing towards TerreStar’s construction of an additional satellite. In addition, Master Fund owns 1 share of Series B Preferred Stock (non-voting) of Networks.

Special Situations Fund currently holds 11,642,368 shares of voting common stock of TerreStar, representing an approximate 8.3% voting interest. Special Situations Fund also holds 24,004 shares of Series B Cumulative Convertible Preferred Stock (non-voting) and 336,000 shares of Series E Junior Participating Preferred Stock (non-voting). In addition, Special Situations Fund holds convertible debt instruments issued by Networks with an aggregate par value of approximately \$18.7 million (convertible to 3,347,213 shares of voting common stock of TerreStar). Special Situations Fund also holds non-convertible debt instruments issued by Networks with an aggregate par value of approximately \$9.3 million, which includes notes issued to Special Situations Fund in return for Master Fund’s and Special Situation Fund’s promise to provide \$50 million in financing towards TerreStar’s construction of an additional satellite.

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TerreStar has made an offer to exchange the outstanding shares of Series B Cumulative Convertible Preferred Stock and Series E Junior Participating Preferred Stock for shares of preferred, non-voting stock to be issued by a subsidiary of TerreStar. It is unknown at this time whether such exchange will be effectuated and whether one or both of Master Fund and Special Situations Fund will participate.

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.

REDACTED

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REDACTED

REDACTED

- 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.

REDACTED

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. 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**

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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.

Harbinger plans to construct a new and open terrestrial 4G LTE network with its own unique architecture. Harbinger plans to use ATC as core spectrum in developing an integrated satellite/terrestrial 4G mobile broadband network that will provide both satellite and terrestrial communications services designed to meet increasing consumer demand for data-intensive wireless telecommunications services, to provide traditional mobile satellite services to end users such as public safety and emergency services agencies, and to spur availability and demand for wireless services in rural areas underserved by current terrestrial wireless providers.

REDACTED

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REDACTED

With respect to the deployment of satellite services, Harbinger hopes to ensure the successful launch of SkyTerra's planned next-generation satellite in accordance with SkyTerra's current timetable, which calls for launch sometime between August and October 2010.

REDACTED

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REDACTED

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.

- 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**

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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

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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.**

REDACTED

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REDACTED

REDACTED

- 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.**

Harbinger's business plan contemplates partnerships, joint ventures or other cooperative arrangements, and Harbinger therefore has engaged, and is engaging, in discussions with various potential partners or participants in such arrangements.

REDACTED

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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.**

Information responsive to this question is set forth above in Harbinger's response to question 9 above and related documents.

- 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.**

Harbinger has retained a number of consultants to assist it in developing and executing its business plan for the development of its new and independent terrestrial 4G LTE network.

Harbinger selected these consultants on the basis of their experience and expertise in the wireless telecommunications industry and their ability to deliver to Harbinger sophisticated analysis and advice for the development and implementation of its business plan. The primary consultants retained by Harbinger include:

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REDACTED

Additional Documents Requested:

REDACTED

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.