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April 14, 2010

By Electronic Filing

Marlene H. Dortch
Federal Communications Commission
445 12th Street, SW
Washington, DC 20554

Re: IB Docket No. 08-184
Ex Parte Filing

Dear Ms. Dortch:

On April 13, 2010, Harbinger Capital Partners Master Fund I, Ltd. and Harbinger Capital Partners Special Situations Fund, L.P. (collectively, "Harbinger") submitted information updated through March 26, 2010, concerning the citizenship of Harbinger's owners. Attached hereto is a copy of the April 13 filing that has been marked to show changes from information that was filed on August 7, 2009.¹ A copy of the side-by-side comparison has been provided today to the FCC's staff.

¹ A revised version of one of the pages from the August 7 filing was submitted on September 11, 2009.

Marlene H. Dortch
April 14, 2010
Page 2

Please direct any questions concerning this filing to the undersigned.

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
Attorney for Harbinger Capital Partners

**Annex 1 to Petition for Declaratory Ruling:
Investor Interests in the Harbinger Funds (Apr 2010 version)**

<i>Harbinger Capital Partners Fund I, L.P.</i>		
<i>Category of Investor</i>	<i>Aggregate % Equity</i>	<i>Country of Citizenship/Country of Organization/Principal Place of Business of Beneficial Owner of Equity Interest</i>
Individuals that are citizens of the United States	11.64%	United States
Individuals that are citizens of foreign countries	0.0%	
Banks, insurance companies, pension plans and foundations/endowments organized in the United States <u>and</u> controlled by U.S. citizens	13.63%	United States
Banks, insurance companies, pension plans and foundations/endowments controlled by foreign citizens <u>or</u> organized in foreign countries	0.0%	
Private equity and mutual funds that are organized in the United States <u>and</u> have their principal place of business in the U.S.	0.0%	
Private equity and mutual funds that are organized in a foreign country <u>or</u> have their principal place of business in a foreign country	0.0%	
Any investors that do not fall into one of the foregoing categories that are organized in the United States <u>and</u> have their principal place of business in the U.S.	74.74%	United States
Any investors that do not fall into one of the foregoing categories that are organized in a foreign country <u>or</u> have their principal place of business in a foreign country	0.0%	

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**Annex 1 to Petition for Declaratory Ruling:
Investor Interests in the Harbinger Funds**

<i>Harbinger Capital Partners Offshore Fund I, Ltd.</i>		
<i>Category of Investor</i>	<i>Aggregate % Equity</i>	<i>Country of Citizenship/Country of Organization/Principal Place of Business of Beneficial Owner of Equity Interest</i>
Individuals that are citizens of the United States	0.10%	United States
Individuals that are citizens of foreign countries	0.91%	South Africa, Canada, United Kingdom, China (Hong Kong S.A.R.), Switzerland, Liechtenstein, Cayman Islands
Banks, insurance companies, pension plans and foundations/endowments organized in the United States <u>and</u> controlled by U.S. citizens	7.13%	United States
Banks, insurance companies, pension plans and foundations/endowments controlled by foreign citizens <u>or</u> organized in foreign countries	13.44%	Bermuda, Canada, Cayman Islands, Channel Islands, France, Luxembourg, Norway, Sweden, Switzerland, Netherlands, United Kingdom
Private equity and mutual funds that are organized in the United States <u>and</u> have their principal place of business in the U.S.	0.0%	United States
Private equity and mutual funds that are organized in a foreign country <u>or</u> have their principal place of business in a foreign country	0.0%	
Any investors that do not fall into one of the foregoing categories that are organized in the United States <u>and</u> have their principal place of business in the U.S.	4.10%	United States
Any investors that do not fall into one of the foregoing categories that are organized in a foreign country <u>or</u> have their principal place of business in a foreign country	74.33%	Arab Emirates, Australia, Bahrain, Bermuda, Brazil, British Virgin Islands, Canada, Cayman Islands, Channel Islands, Chile, France, Italy, Ireland, Japan, Luxembourg, Netherlands Antilles, Norway, Panama, Singapore, Spain, Switzerland, Bahamas, Netherlands, United Kingdom

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**Annex 1 to Petition for Declaratory Ruling:
Investor Interests in the Harbinger Funds**

<i>Harbinger Capital Partners Special Situations Fund, L.P.</i>		
<i>Category of Investor</i>	<i>Aggregate % Equity</i>	<i>Country of Citizenship/Country of Organization/Principal Place of Business of Beneficial Owner of Equity Interest</i>
Individuals that are citizens of the United States	4.079%	United States, United Kingdom
Individuals that are citizens of foreign countries	0.0%	
Banks, insurance companies, pension plans and foundations/endowments organized in the United States <u>and</u> controlled by U.S. citizens	4.198%	United States
Banks, insurance companies, pension plans and foundations/endowments controlled by foreign citizens <u>or</u> organized in foreign countries	0.0%	
Private equity and mutual funds that are organized in the United States <u>and</u> have their principal place of business in the U.S.	0.0%	United States
Private equity and mutual funds that are organized in a foreign country <u>or</u> have their principal place of business in a foreign country	0.0%	
Any investors that do not fall into one of the foregoing categories that are organized in the United States <u>and</u> have their principal place of business in the U.S.	27.448%	United States
Any investors that do not fall into one of the foregoing categories that are organized in a foreign country <u>or</u> have their principal place of business in a foreign country	64.072%	Cayman Islands ¹ , United States

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¹ Information regarding the investors in this fund is set forth on p. 4 of this Attachment 1.

**Annex 1 to Petition for Declaratory Ruling:
Investor Interests in the Harbinger Funds**

<i>Harbinger Capital Partners Special Situations Offshore Fund, L.P.</i>		
<i>Category of Investor</i>	<i>Aggregate % Equity</i>	<i>Country of Citizenship/Country of Organization/Principal Place of Business of Beneficial Owner of Equity Interest</i>
Individuals that are citizens of the United States	0.13%	United States
Individuals that are citizens of foreign countries	None	
Banks, insurance companies, pension plans and foundations/endowments organized in the United States <u>and</u> controlled by U.S. citizens	9.37%	United States
Banks, insurance companies, pension plans and foundations/endowments controlled by foreign citizens <u>or</u> organized in foreign countries	21.08%	Bermuda, British Virgin Islands, Cayman Islands, Finland, Luxembourg, Switzerland, The Netherlands
Private equity and mutual funds that are organized in the United States <u>and</u> have their principal place of business in the U.S.	0.0%	United States
Private equity and mutual funds that are organized in a foreign country <u>or</u> have their principal place of business in a foreign country	0.0%	
Any investors that do not fall into one of the foregoing categories that are organized in the United States <u>and</u> have their principal place of business in the U.S.	2.12%	United States
Any investors that do not fall into one of the foregoing categories that are organized in a foreign country <u>or</u> have their principal place of business in a foreign country	67.29%	Cayman Islands, United States

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**Annex 1 to Petition for Declaratory Ruling:
Investor Interests in the Harbinger Funds**

<i>Harbinger Capital Partners SSF CFF Fund, Ltd.</i>		
<i>Category of Investor</i>	<i>Aggregate % Equity</i>	<i>Country of Citizenship/Country of Organization/Principal Place of Business of Beneficial Owner of Equity Interest</i>
Individuals that are citizens of the United States	0.0%	
Individuals that are citizens of foreign countries	0.0%	
Banks, insurance companies, pension plans and foundations/endowments organized in the United States <u>and</u> controlled by U.S. citizens	0.0%	
Banks, insurance companies, pension plans and foundations/endowments controlled by foreign citizens <u>or</u> organized in foreign countries	21.38%	Cayman Islands
Private equity and mutual funds that are organized in the United States <u>and</u> have their principal place of business in the U.S.	0.0%	
Private equity and mutual funds that are organized in a foreign country <u>or</u> have their principal place of business in a foreign country	0.0%	
Any investors that do not fall into one of the foregoing categories that are organized in the United States <u>and</u> have their principal place of business in the U.S.	34.85%	United States
Any investors that do not fall into one of the foregoing categories that are organized in a foreign country <u>or</u> have their principal place of business in a foreign country	43.77%	Cayman Islands

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**Annex 1 to Petition for Declaratory Ruling:
Investor Interests in the Harbinger Funds**

<i>Harbinger Class L Holdings (U.S.), L.L.C.</i>		
<i>Category of Investor</i>	<i>Aggregate % Equity</i>	<i>Country of Citizenship/Country of Organization/Principal Place of Business of Beneficial Owner of Equity Interest</i>
Individuals that are citizens of the United States	15.585%	United States, United Kingdom
Individuals that are citizens of foreign countries	0.0%	
Banks, insurance companies, pension plans and foundations/endowments organized in the United States <u>and</u> controlled by U.S. citizens	6.143%	United States
Banks, insurance companies, pension plans and foundations/endowments controlled by foreign citizens <u>or</u> organized in foreign countries	0.0%	
Private equity and mutual funds that are organized in the United States <u>and</u> have their principal place of business in the U.S.	0.0%	<u>United States</u>
Private equity and mutual funds that are organized in a foreign country <u>or</u> have their principal place of business in a foreign country	0.0%	
Any investors that do not fall into one of the foregoing categories that are organized in the United States <u>and</u> have their principal place of business in the U.S.	78.271%	United States
Any investors that do not fall into one of the foregoing categories that are organized in a foreign country <u>or</u> have their principal place of business in a foreign country	0.0%	

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**Annex 1 to Petition for Declaratory Ruling:
Investor Interests in the Harbinger Funds**

<i>Harbinger Class L Holdings (Cayman), Ltd.</i>		
<i>Category of Investor</i>	<i>Aggregate % Equity</i>	<i>Country of Citizenship/Country of Organization/Principal Place of Business of Beneficial Owner of Equity Interest</i>
Individuals that are citizens of the United States	1.08%	United States
Individuals that are citizens of foreign countries	0.12%	Cayman Islands
Banks, insurance companies, pension plans and foundations/endowments organized in the United States <u>and</u> controlled by U.S. citizens	1.86%	United States
Banks, insurance companies, pension plans and foundations/endowments controlled by foreign citizens <u>or</u> organized in foreign countries	17.25%	Australia, Bermuda, Cayman Islands, Channel Islands, China, China (Hong Kong S.A.R.), Finland, France, Ireland, Luxembourg, Netherlands Antilles, Netherlands, Norway, Switzerland, United Kingdom, British Virgin Islands
Private equity and mutual funds that are organized in the United States <u>and</u> have their principal place of business in the U.S.	0.0%	
Private equity and mutual funds that are organized in a foreign country <u>or</u> have their principal place of business in a foreign country	0.0%	
Any investors that do not fall into one of the foregoing categories that are organized in the United States <u>and</u> have their principal place of business in the U.S.	0.91%	United States
Any investors that do not fall into one of the foregoing categories that are organized in a foreign country <u>or</u> have their principal place of business in a foreign country	78.77%	Australia, Bermuda, Cayman Islands, Channel Islands, China, China (Hong Kong S.A.R.), Finland, France, Ireland, Luxembourg, Netherlands Antilles, Netherlands, Norway, Switzerland, United Kingdom, British Virgin Islands, Canada, Brazil, Japan, Panama, Italy,

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**Annex 1 to Petition for Declaratory Ruling:
Investor Interests in the Harbinger Funds**

<i>Harbinger Class PE Holdings (U.S.) Trust</i>		
<i>Category of Investor</i>	<i>Aggregate % Equity</i>	<i>Country of Citizenship/Country of Organization/Principal Place of Business of Beneficial Owner of Equity Interest</i>
Individuals that are citizens of the United States	17.70%	United States, United Kingdom
Individuals that are citizens of foreign countries	0.0%	
Banks, insurance companies, pension plans and foundations/endowments organized in the United States <u>and</u> controlled by U.S. citizens	3.90%	United States
Banks, insurance companies, pension plans and foundations/endowments controlled by foreign citizens <u>or</u> organized in foreign countries	0.0%	
Private equity and mutual funds that are organized in the United States <u>and</u> have their principal place of business in the U.S.	0.0%	
Private equity and mutual funds that are organized in a foreign country <u>or</u> have their principal place of business in a foreign country	0.0%	
Any investors that do not fall into one of the foregoing categories that are organized in the United States <u>and</u> have their principal place of business in the U.S.	78.39%	United States
Any investors that do not fall into one of the foregoing categories that are organized in a foreign country <u>or</u> have their principal place of business in a foreign country	0.0%	

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**Annex 1 to Petition for Declaratory Ruling:
Investor Interests in the Harbinger Funds**

<i>Harbinger Class PE Holdings (Cayman), Ltd.</i>		
<i>Category of Investor</i>	<i>Aggregate % Equity</i>	<i>Country of Citizenship/Country of Organization/Principal Place of Business of Beneficial Owner of Equity Interest</i>
Individuals that are citizens of the United States	1.31%	United States
Individuals that are citizens of foreign countries	0.11%	United Kingdom, China (Hong Kong S.A.R.), Cayman Islands
Banks, insurance companies, pension plans and foundations/endowments organized in the United States <u>and</u> controlled by U.S. citizens	2.10%	United States
Banks, insurance companies, pension plans and foundations/endowments controlled by foreign citizens <u>or</u> organized in foreign countries	13.90%	China (Hong Kong S.A.R.), Finland, France, Ireland, Luxembourg, Netherlands Antilles, Netherlands, Norway, Switzerland, United Kingdom, British Virgin Islands
Private equity and mutual funds that are organized in the United States <u>and</u> have their principal place of business in the U.S.	0.0%	
Private equity and mutual funds that are organized in a foreign country <u>or</u> have their principal place of business in a foreign country	0.0%	
Any investors that do not fall into one of the foregoing categories that are organized in the United States <u>and</u> have their principal place of business in the U.S.	1.11%	United States
Any investors that do not fall into one of the foregoing categories that are organized in a foreign country <u>or</u> have their principal place of business in a foreign country	81.48%	Australia, Bermuda, Cayman Islands, Channel Islands, China, China (Hong Kong S.A.R.), Finland, France, Ireland, Luxembourg, Netherlands Antilles, Netherlands, Norway, Switzerland, United Kingdom, British Virgin Islands, Canada, Brazil, Japan, Panama, Italy, Bahamas

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**Annex 1 to Petition for Declaratory Ruling:
Investor Interests in the Harbinger Funds**

<i>Harbinger Capital Partners Fund II, L.P.²</i>		
<i>Category of Investor</i>	<i>Aggregate % Equity</i>	<i>Country of Citizenship/Country of Organization/Principal Place of Business of Beneficial Owner of Equity Interest</i>
Individuals that are citizens of the United States	<u>1.89%</u>	<u>United States</u>
Individuals that are citizens of foreign countries	<u>0.00%</u>	
Banks, insurance companies, pension plans and foundations/endowments organized in the United States <u>and</u> controlled by U.S. citizens	<u>1.38%</u>	<u>United States</u>
Banks, insurance companies, pension plans and foundations/endowments controlled by foreign citizens <u>or</u> organized in foreign countries	<u>95.49%</u>	<u>Netherlands Antilles</u>
Private equity and mutual funds that are organized in the United States <u>and</u> have their principal place of business in the U.S.	<u>0.00%</u>	
Private equity and mutual funds that are organized in a foreign country <u>or</u> have their principal place of business in a foreign country	<u>0.00%</u>	
Any investors that do not fall into one of the foregoing categories that are organized in the United States <u>and</u> have their principal place of business in the U.S.	<u>1.24%</u>	<u>United States</u>
Any investors that do not fall into one of the foregoing categories that are organized in a foreign country <u>or</u> have their principal place of business in a foreign country	<u>0.00%</u>	

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² No investor interests are shown because this fund had no investors as of May 31, 2009.

**Annex 1 to Petition for Declaratory Ruling:
Investor Interests in the Harbinger Funds**

Harbinger Capital Partners Offshore Fund II, Ltd.

<i>Category of Investor</i>	<i>Aggregate % Equity</i>	<i>Country of Citizenship/Country of Organization/Principal Place of Business of Beneficial Owner of Equity Interest</i>
Individuals that are citizens of the United States	0.0%	
Individuals that are citizens of foreign countries	0.0%	<u>United States</u>
Banks, insurance companies, pension plans and foundations/endowments organized in the United States <u>and</u> controlled by U.S. citizens	20.18%	<u>Liechtenstein, Switzerland</u>
Banks, insurance companies, pension plans and foundations/endowments controlled by foreign citizens <u>or</u> organized in foreign countries	1.38%	<u>United States</u>
Private equity and mutual funds that are organized in the United States <u>and</u> have their principal place of business in the U.S.	0.0%	
Private equity and mutual funds that are organized in a foreign country <u>or</u> have their principal place of business in a foreign country	0.0%	<u>United States</u>
Any investors that do not fall into one of the foregoing categories that are organized in the United States <u>and</u> have their principal place of business in the U.S.	6.31%	<u>United States</u>
Any investors that do not fall into one of the foregoing categories that are organized in a foreign country <u>or</u> have their principal place of business in a foreign country	72.13%	<u>Ireland, France, Bermuda, Guernsey, Netherlands, China, Cayman Islands, Italy</u>

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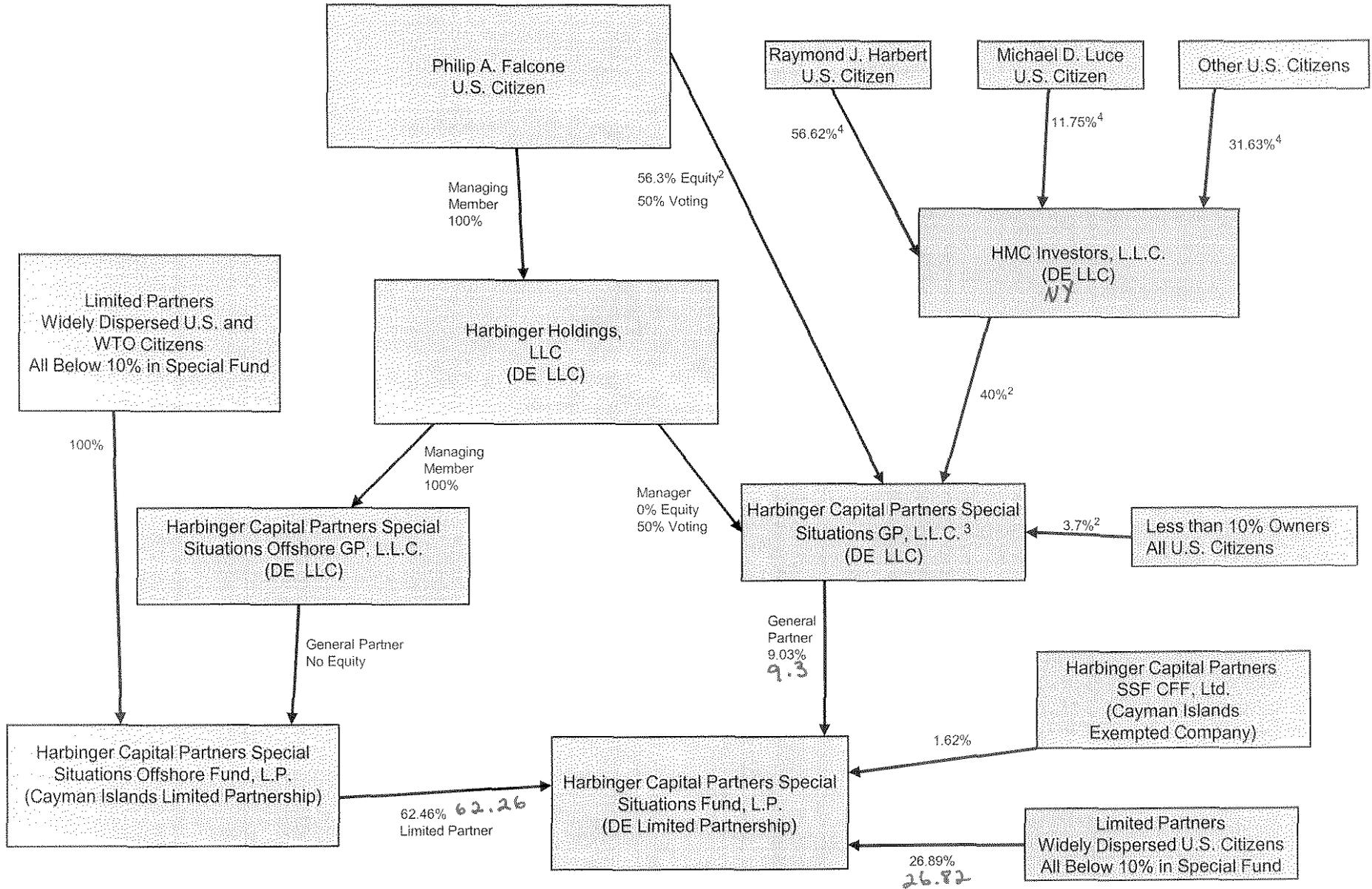
(footnotes from previous page)

1. All equity percentages are calculated as of ~~May 31, 2009~~ February 28, 2010.
2. The equity percentages shown apply only to performance allocations received by Harbinger Capital Partners GP, L.L.C. from each of Harbinger Capital Partners Fund I, L.P. ("HCP Onshore Fund I"), Harbinger Capital Partners Intermediate Fund II, Ltd. ("HCP Intermediate Fund II") and Harbinger Capital Partners Fund II, L.P. ("HCP Onshore Fund II"). HMC Investors, L.L.C. does not share in any other fees or performance based compensation received by Harbinger Capital Partners GP, L.L.C. In 2009 and 2010, as the asset value and performance returns of ~~Harbinger Capital Partners Fund I, L.P.~~ HCP Onshore Fund I, HCP Intermediate Fund II and HCP Onshore Fund II increase, Philip A. Falcone's equity percentage in Harbinger Capital Partners GP, L.L.C. will increase and HMC Investors, L.L.C.'s equity percentage will decrease. In 2011, Philip A. Falcone's equity percentage will be 76.3% and HMC Investors, L.L.C.'s equity percentage will be 20%. In 2012, Philip A. Falcone's equity percentage will be 81.3% and HMC Investors, L.L.C.'s equity percentage will be 15%. Thereafter, Philip A. Falcone's equity percentage will be 96.3% and HMC Investors, L.L.C.'s equity percentage will be 0%. Other U.S. citizens, each of whom is one of the "less than 10% owners," collectively will own the remaining 3.7%.
3. The equity percentages shown apply only to performance fees received by Harbinger Capital Partners LLC from Harbinger Capital Partners Offshore Fund I, Ltd. ("HCP Offshore Fund I"); neither Raymond J. Harbert nor the "less than 10% owners" share in management fees or other fees received by Harbinger Capital Partners LLC. In 2009 and 2010, as the asset value and performance returns of ~~Harbinger Capital Partners~~ HCP Offshore Fund I, Ltd. increase, Philip A. Falcone's equity percentage in Harbinger Capital Partners LLC also will increase and the equity percentages of Raymond J. Harbert and the "less than 10% owners" who are employees, stockholders or are otherwise related to Harbert Management Corp. (the "Harbert-Related Owners") will decrease. In 2011, Philip A. Falcone's equity percentage will be 76.3% and the equity percentages of Raymond J. Harbert and the Harbert-Related Owners collectively will be 20%. In 2012, Philip A. Falcone's equity percentage will be 81.3% and the equity percentages of Raymond J. Harbert and the Harbert-Related Owners collectively will be 15%. Thereafter, Philip A. Falcone's equity percentage will be 96.3% and the equity percentages of Raymond J. Harbert and the Harbert-Related Owners will be 0%. Other U.S. citizens, each of whom is one of the "less than 10% owners," collectively will own the remaining 3.7%.
4. Directors: Martin Byrne, Cayman Islands Resident and Irish Citizen; Ian Goodall, Cayman Islands Resident and U.K. Citizen.
5. Ownership is widely dispersed U.S. and WTO Citizens all below 10%, except for five investment funds from the Bahamas, which is non-WTO, that collectively have a .22% interest in Harbinger Class PE Holdings (Cayman), Ltd. and a .18% interest in Harbinger Class L Holdings (U.S.), LLC.
6. Harbinger Capital Partners LLC is also the Investment Manager for (but holds no equity in): Harbinger Class PE Holdings (Cayman), Ltd. (Cayman Islands Exempted Company); Harbinger Class L Holdings (Cayman), Ltd. (Cayman Islands exempted company); and Harbinger Capital Partners Fund II, L.P. (DE Limited Partnership); and is the Administrator, which is comparable to an Investment Manager, for Harbinger Class PE Holdings (U.S.) Trust.

7. Harbinger Class L Holdings (U.S.), LLC and Harbinger Class L Holdings (Cayman), Ltd. are subsidiaries of HCP Onshore Fund I and HCP Offshore Fund I, respectively (each of these subsidiary entities as referred to herein, "Class L Holdings"), that were established in September 2008 to hold each such fund's pro rata portion of the Class LU Shares of the Master Fund. The Class LU Shares represent an undivided interest in the ultimate net value of certain assets of the Master Fund with exposure to bankrupt Lehman Brothers entities. Originally, HCP Onshore Fund I and HCP Offshore Fund I held 100% of their respective Class L Holdings subsidiary, but as investors in each fund have redeemed their shares after the formation of the Class L Holdings subsidiary, the redeeming investors have received, in addition to cash proceeds, partial in-kind proceeds representing a pro rata portion of such shareholder's or limited partner's proportional interest in Class L Holdings subsidiary. The interests in Class L Holdings (although an interest in the Master Fund) will have no interest in the SkyTerra shares obtained by the Master Fund by virtue of this transaction. The boxes denoted with "RI" represent redeemed investors; to the extent that these investors have made complete redemptions, their only remaining indirect interest in the Master Fund is in the portion of the assets attributable to the Class LU Shares. It is expected similar in kind distributions will be made to redeeming investors until the assets attributable to the Class LU Shares are liquidated.
8. Harbinger Class PE Holdings (U.S.) Trust and Harbinger Class PE Holdings (Cayman), Ltd. are subsidiaries of HCP Onshore Fund I and HCP Offshore Fund I, respectively (each of these subsidiary entities as referred to herein, "Class PE Holdings"), that were established in December 2008 to hold each such fund's pro rata portion of the Class PE Shares of the Master Fund. The Class PE Shares represent an undivided interest in the Master Fund's private equity and certain other illiquid investments. Originally, HCP Onshore Fund I and HCP Offshore Fund I held 100% of their respective Class PE Holdings subsidiary, but as investors in each fund have redeemed their shares after the formation of the Class PE Holdings, the redeeming investors have received, in addition to cash proceeds, partial in-kind proceeds representing a pro rata portion of such shareholder's or limited partner's proportional interest in Class PE Holdings subsidiary. The interests in Class PE Holdings (although an interest in the Master Fund) will have no interest in the SkyTerra shares obtained by the Master Fund by virtue of this transaction. The boxes denoted with "RI" represent redeemed investors; to the extent that these investors have made complete redemptions, their only remaining indirect interest in the Master Fund is in the portion of the assets attributable to the Class PE Shares. It is expected similar in kind distributions will be made to redeeming investors until the assets attributable to the Class PE Shares are liquidated.
9. Harbinger Capital Partners Fund II, L.P., a Delaware limited partnership, ("*HCP Onshore Fund II*") and Harbinger Capital Partners Offshore Fund II, Ltd. ("*HCP Offshore Fund II*"), a Cayman Island exempted company, ~~have been~~were created to facilitate new investment in the Master Fund without those investors taking a proportionate interest in either the Class LU Shares or the Class PE Shares. Harbinger Capital Partners LLC is the Investment Manager for HCP Offshore Fund II, as well as for Harbinger Capital Partners Intermediate Fund II, Ltd., a Cayman Island exempted company through which HCP Offshore Fund II has invested in the Master Fund. ~~As of May 31, 2009, there were no limited partners in HCP Onshore Fund II. HCP Onshore Fund II accepted its first limited partner on June 1. As of July 1, 2009, it had two limited partners, both of which are U.S. persons.~~ (The general partner of HCP Onshore Fund II is Harbinger Capital Partners GP, L.L.C.)

10. The percentages shown here are for the class of interests of HMC Investors, L.L.C. - known as Series 2 Units - relevant to the Master Fund, which is different from the class of interests of HMC Investors, L.L.C. relevant to the Special Situations Fund.

Annex 3 SPECIAL SITUATIONS FUND OWNERSHIP DIAGRAM¹



(footnotes from previous page)

1. All equity percentages are calculated as of ~~May 31, 2009~~ February 28, 2010.
2. In 2009 and 2010, as the asset value and performance returns of the Special Situations Fund increase, Philip A. Falcone's equity percentage in Harbinger Capital Partners Special Situations GP, L.L.C. ("Special Situations GP") increases and HMC Investors, L.L.C.'s equity percentage decreases. In 2011, Philip A. Falcone's equity percentage will be 76.3% and HMC Investors, L.L.C.'s equity percentage will be 20%. In 2012, Philip A. Falcone's equity percentage will be 81.3% and HMC Investors, L.L.C.'s equity percentage will be 15%. Thereafter, Philip A. Falcone's equity percentage will be 96.3% and HMC Investors, L.L.C.'s equity percentage will be 0%. Other U.S. citizens, each of whom is one of the "less than 10% owners," collectively will own the remaining 3.7%.
3. Until such time as the investors in the Special Situations Fund have had the opportunity to redeem their interests, the consent of HMC-New York, Inc., which was formerly the Managing Member of, and had a 50% voting interest in, Special Situations GP, will be required to take certain actions with respect to Special Situations GP.
4. The percentages shown here are for the class of interests of HMC Investors, L.L.C. - known as Series 5 Units - relevant to the Special Situations Fund, which is different from the class of interests of HMC Investors, L.L.C. relevant to the Master Fund.

Annex 7

Fund	II-GOV ¹ Non-US	II-C/BE ² Non-US	II-Family Offs Non-US	FOF ⁴ Non-US	FOF-INST ⁵ Non-US	SP-ADVIS ⁶ Non-US	TOTALS	
Harbinger Capital Partners Special Situations Fund, LP:								
FCC Categorization at 2.28.10	5.31.09	64.07% ^{6a} 63.98					0.00%	
Harbinger Capital Partners Special Situations Offshore Fund, LP								
FCC Categorization at 2.28.10	5.31.09	0.22% ⁸	14.65% ¹³ 14.05		49.3% ²¹ 48.9	3.04% ²⁶ 3.03	0.00%	
Harbinger Capital Partners SSF CFF, Ltd.:								
FCC Categorization at 2.28.10	5.31.09			43.77% ¹⁷ 43.73			0.00%	
Harbinger Capital Partners Offshore Fund I, Ltd.								
FCC Categorization at 2.28.10	5.31.09	3.95% ⁷ 3.12	32.85% ¹⁰ 26.35	1.59% ¹⁴ 2.08	13.64% ¹⁸ 16.4	18.37% ²² 19.96	3.92% ²⁷ 4.35	0.00%
Harbinger Class L Holdings (Cayman), Ltd:								
FCC Categorization at 2.28.10	5.31.09	28.02% ¹¹ 35.52	1.62% ¹⁵ 1.4	28.66% ¹⁹ 26.7	28.10% ²³ 17.14	0.38% ²⁸ 0.3	0.00%	
Harbinger Class PE Holdings (Cayman), Ltd:								
FCC Categorization at 2.28.10	5.31.09	33.53% ¹² 41.86	1.69% ¹⁶ 1.41	27.93% ²⁰ 25.62	17.86% ²⁴ 12.71	.46% ²⁹ 2.5	0.00%	
Harbinger Capital Partners Offshore Fund II, Ltd:								
FCC Categorization at 2.28.10	5.31.09		20.18%¹⁰⁰	.79% ³¹ New	6.31% ³² 100	2.49% ³³ New	0.00%	

Annex 7

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- 1 "II-GOVT" – Includes government and government-controlled investors.
- 2 "II-C/BE" – Includes corporations and other business entities not falling into one of the other categories.
- 3 "II-Family Off" – Includes family offices, including private wealth management firms that serve high net worth investors (oftentimes these investors are individuals within a single family).
- 4 "FOF" – Includes fund-of-funds, which are investment vehicles (comprised of multiple investors) that invest in other investment funds, therefore allowing the underlying investors to diversify their investment.
- 5 "FOF-INST" – Includes institutional fund-of-funds, meaning fund-of-funds that are established for institutional investors (e.g. , endowments, pension plans, sovereign wealth plans, government plans, etc.).
- 6 "SP-ADVIS" – Includes professional firms and service providers such as law firms and consulting firms.
- 7 United Arab Emirates
- 8 New York, Cayman Islands
- 9 Cayman Islands, United States
- 10 Bermuda, Cayman Islands, Italy, Japan, Luxembourg, The Netherlands, Switzerland, United Kingdom, British Virgin Islands, Canada
- 11 Bahamas, Bermuda, Cayman Islands, China (Hong Kong), Ireland, Italy, Japan, Luxembourg, The Netherlands, Switzerland, United Kingdom, British Virgin Islands, Canada
- 12 Bahamas, Bermuda, Cayman Islands, Ireland, Italy, Japan, Luxembourg, The Netherlands, Switzerland, United Kingdom, British Virgin Islands
- 13 Canada, Cayman Islands, Ireland, Liechtenstein, Netherland Antilles, The Netherlands, Norway, Switzerland
- 14 Bermuda, Cayman Islands, Channel Islands, France, Ireland, The Netherlands, Panama, Switzerland, British Virgin Islands
- 15 Cayman Islands, Channel Islands, France, Ireland, The Netherlands, Switzerland, British Virgin Islands
- 16 Cayman Islands, Channel Islands, France, Ireland, The Netherlands, Switzerland, British Virgin Islands
- 17 Cayman Islands, United Kingdom
- 18 Bahamas, Bermuda, Canada, Cayman Islands, Channel Islands, France, Guernsey, Ireland, Italy, Luxembourg, Netherlands Antilles, The Netherlands, Panama, Portugal, Switzerland, United Kingdom
- 19 Bahamas, Bermuda, Brazil, Canada, Cayman Islands, Channel Islands, France, Ireland, Italy, ^AJapan, Luxembourg, Netherland Antilles, The Netherlands, Panama, Sweden, Switzerland, Guernsey, Portugal
United Kingdom, British Virgin Islands ISLE OF MAN
- 20 Bahamas, Bermuda, Cayman Islands, Channel Islands, France, Ireland, Isle of Man, Italy, Japan, Luxembourg, Netherland Antilles, The Netherlands, Panama, Switzerland, Bahrain
United Kingdom, British Virgin Islands ASWEDEN
- 21 Canada, Cayman Islands, Channel Islands, Germany, Guernsey, Ireland, Italy, Luxembourg, Panama, Switzerland, British Virgin Islands
- 22 Bahrain, Bermuda, Canada, Cayman Islands, Channel Islands, France, Guernsey, Ireland, Japan, Luxembourg, Netherland Antilles, The Netherlands, Panama, Spain, Switzerland, United Kingdom, Italy
- 23 Bermuda, Cayman Islands, Channel Islands, France, Luxembourg, Netherland Antilles, The Netherlands, Panama, Singapore, Switzerland, United Kingdom, British Virgin Islands, Bahrain
- 24 Bermuda, Cayman Islands, Channel Islands, France, ^MLuxembourg, Netherland Antilles, The Netherlands, Panama, Switzerland, United Kingdom, British Virgin Islands, Bahrain, Singapore
- 25 China ^A, FRANCE, IRELAND, SWITZERLAND
- 26 Cayman Islands, Norway, Switzerland
- 27 Bermuda, Cayman Islands, Channel Islands, Chile, The Netherlands, Panama, Singapore, Switzerland, United Kingdom
- 28 United Kingdom, The Netherlands, Cayman Islands, Guernsey, Channel Islands, ^MSWITZERLAND
- 29 Channel Islands, Netherland Antilles, Singapore, Switzerland, United Kingdom, Guernsey, Cayman Islands
- 30 Switzerland, Liechtenstein,
- 31 Cayman Islands, Italy,
- 32 Cayman Islands, France, Guernsey, Ireland, Luxembourg, the Netherlands
- 33 Bermuda

BRAZIL
CANADA

IRELAND
ISLE OF MAN

IRELAND