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March 7, 2011

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:

Annexes 1-3 and Annex 7 of a filing submitted by Harbinger Capital Partners Master Fund I, Ltd. (the "Master Fund") and Harbinger Capital Partners Special Situations Fund, L.P. (collectively, "Harbinger") in the above-referenced proceeding provide information concerning the citizenship of Harbinger's owners. On April 13, 2010, Harbinger updated these annexes with information through the March 26, 2010, release date of the Commission's Memorandum Opinion and Order and Declaratory Ruling in this matter,¹ and since that time Harbinger began submitting monthly updates.

¹ The updates were based on the most current information Harbinger had on March 26, 2010, which was as of February 28, 2010.

Pursuant to Section 1.65 of the Commission's rules,² attached to this letter are revised versions of Annexes 1, 3, and 7 that have been updated through January 21, 2011.³

The ownership diagram for the Master Fund shown in the attached version of Annex 3 includes new boxes, which for ease of identification are shown in red. As reflected in the updated Annex 3, there is now an intermediate fund, Harbinger Capital Partners Intermediate Fund I, Ltd. ("Intermediate Fund I"), between one of the Master Fund's two offshore feeder funds, Harbinger Capital Partners Offshore Fund I, Ltd. ("Offshore Fund I"), and the Master Fund itself. Adding the intermediate fund, which is treated as a partnership for U.S. tax purposes, to the structure will enable Harbinger, in connection with its management structure, to take its incentive compensation in respect of Offshore Fund I as an allocation of partnership profits. The intermediate fund structure already is in place for Harbinger's other offshore feeder fund, Harbinger Capital Partners Offshore Fund II, Ltd. ("Offshore Fund II"). This change in structure enables Harbinger to take its incentive compensation from Offshore Fund I and Offshore Fund II in a consistent manner.

As also shown in the updated Annex 3, there are now "Class LS" special purpose vehicles ("SPVs"), four in total, that lie just below each of the two offshore feeder funds and each of the two onshore feeder funds ("LS" is short for LightSquared). The Class LS SPVs that lie below the offshore feeder funds feed into Intermediate Fund I and Intermediate Fund II. The Class LS SPVs that lie below the onshore feeder funds feed directly into the Master Fund.

The sole purpose of each Class LS SPV is to hold, either directly or through an intermediate fund, a feeder fund's *pro rata* share of the Master Fund's Class LS shares. These Class LS shares represent an undivided interest in the Master Fund's investment in LightSquared.

The Class LS SPVs provide additional flexibility in two respects. The first of these concerns investors who redeem their interests in the Master Fund. Harbinger has the option of paying redeeming investors either in cash or in kind, and it may pay in cash with respect to some Harbinger assets and in kind with respect to other Harbinger assets. The Class LS SPVs provide a mechanism for paying redeeming investors in kind with respect to Harbinger's interest in LightSquared. The second way the Class LS SPVs enhance flexibility is that they

² 47 C.F.R. § 1.65.

³ The updates are based on information as of December 31, 2010. Complete information as of December 31, 2010, was not available in time to file these updates on the usual monthly schedule, and Harbinger is filing the updates at the earliest possible opportunity.

Marlene H. Dortch

March 7, 2011

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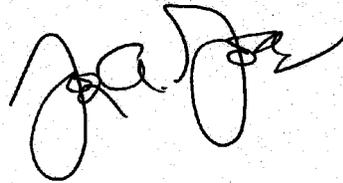
enable the Master Fund potentially to raise new capital from investors who wish to receive exposure to LightSquared only, and not to the remainder of the Master Fund's portfolio. To date, neither a payment in kind to investors in the form of interests in Class LS SPVs nor a capital raising from investors wishing to participate in LightSquared only has occurred.

Please note that the addition of Intermediate Fund I and the Class LS SPVs to the Master Fund's ownership structure has no impact on control of LightSquared. Phil Falcone controls LightSquared, and will continue to control LightSquared, through his ownership of the general partners of the two limited partnerships - HGW US Holding Company, L.P., and its 100% parent company HGW Holding Company, L.P. ("HGW Parent") - through which Harbinger holds its interest in LightSquared. The Master Fund is a limited partner in HGW Parent.

The addition of Intermediate Fund I and the Class LS SPVs to the Master Fund's ownership structure also has no impact on the magnitude of foreign investment in LightSquared. As stated above, no new investment, foreign or domestic, was associated with the establishment of these entities.

Please direct any questions concerning this filing to the undersigned.

Sincerely,

A handwritten signature in black ink, appearing to read "Joe Godles", with a stylized flourish at the end.

Joseph A. Godles
Attorney for Harbinger Capital Partners

Annex 1 to Petition for Declaratory Ruling:
Investor Interests in the Harbinger Funds (Feb. 2011 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>
<i>Individuals that are citizens of the United States</i>	<i>13.73%</i>	<i>United States</i>
<i>Individuals that are citizens of foreign countries</i>	<i>0.00%</i>	
<i>Banks, insurance companies, pension plans and foundations/endowments organized in the United States and controlled by U.S. citizens</i>	<i>14.07%</i>	<i>United States</i>
<i>Banks, insurance companies, pension plans and foundations/endowments controlled by foreign citizens or organized in foreign countries</i>	<i>0.00%</i>	
<i>Private equity and mutual funds that are organized in the United States and have their principal place of business in the U.S.</i>	<i>0.00%</i>	
<i>Private equity and mutual funds that are organized in a foreign country or have their principal place of business in a foreign country</i>	<i>0.00%</i>	
<i>Any investors that do not fall into one of the foregoing categories that are organized in the United States and have their principal place of business in the U.S.</i>	<i>72.20%</i>	<i>United States</i>

Any investors that do not fall into one of the foregoing categories that are organized in a foreign country or have their principal place of business in a foreign country

0.00%

Harbinger Capital Partners Offshore Fund I, 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	0.12%	United States
Individuals that are citizens of foreign countries	0.88%	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 and controlled by U.S. citizens	6.87%	United States
Banks, insurance companies, pension plans and foundations/endowments controlled by foreign citizens or organized in foreign countries	14.46%	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 and have their principal place of business in the U.S.	0.00%	
Private equity and mutual funds that are organized in a foreign country or have their principal place of business in a foreign country	0.00%	

<p>Any investors that do not fall into one of the foregoing categories that are organized in the United States and have their principal place of business in the U.S.</p>	<p>3.21%</p>	<p>United States</p>
<p>Any investors that do not fall into one of the foregoing categories that are organized in a foreign country or have their principal place of business in a foreign country</p>	<p>74.45%</p>	<p>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</p>

Harbinger Capital Partners Special Situations Fund, L.P.

<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>
<i>Individuals that are citizens of the United States</i>	<i>3.97%</i>	<i>United States, United Kingdom</i>
<i>Individuals that are citizens of foreign countries</i>	<i>0.00%</i>	
<i>Banks, insurance companies, pension plans and foundations/endowments organized in the United States and controlled by U.S. citizens</i>	<i>4.23%</i>	<i>United States</i>
<i>Banks, insurance companies, pension plans and foundations/endowments controlled by foreign citizens or organized in foreign countries</i>	<i>0.00%</i>	
<i>Private equity and mutual funds that are organized in the United States and have their principal place of business in the U.S.</i>	<i>0.00%</i>	<i>United States</i>
<i>Private equity and mutual funds that are organized in a foreign country or have their principal place of business in a foreign country</i>	<i>0.00%</i>	

<p><i>Any investors that do not fall into one of the foregoing categories that are organized in the United States and have their principal place of business in the U.S.</i></p>	<p>27.34%</p>	<p><i>United States</i></p>
<p><i>Any investors that do not fall into one of the foregoing categories that are organized in a foreign country or have their principal place of business in a foreign country</i></p>	<p>64.46%</p>	<p><i>Cayman Islands, United States</i></p>

Harbinger Capital Partners Special Situations Offshore Fund, L.P.

<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>
<i>Individuals that are citizens of the United States</i>	<i>0.13%</i>	<i>United States</i>
<i>Individuals that are citizens of foreign countries</i>	<i>0.00%</i>	
<i>Banks, insurance companies, pension plans and foundations/endowments organized in the United States and controlled by U.S. citizens</i>	<i>9.08%</i>	<i>United States</i>
<i>Banks, insurance companies, pension plans and foundations/endowments controlled by foreign citizens or organized in foreign countries</i>	<i>20.90%</i>	<i>Bermuda, British Virgin Islands, Cayman Islands, Finland, Luxembourg, Switzerland, Netherlands</i>
<i>Private equity and mutual funds that are organized in the United States and have their principal place of business in the U.S.</i>	<i>0.00%</i>	<i>United States</i>
<i>Private equity and mutual funds that are organized in a foreign country or have their principal place of business in a foreign country</i>	<i>0.00%</i>	
<i>Any investors that do not fall into one of the foregoing categories that are organized in the United States and have their principal place of business in the U.S.</i>	<i>2.52%</i>	<i>United States</i>
<i>Any investors that do not fall into one of the foregoing categories that are organized in a foreign country or have their principal place of business in a foreign country</i>	<i>67.37%</i>	<i>Cayman Islands, United States</i>

Harbinger Capital Partners SSF CFF Fund, 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>
<i>Individuals that are citizens of the United States</i>	<i>0.0%</i>	
<i>Individuals that are citizens of foreign countries</i>	<i>0.0%</i>	
<i>Banks, insurance companies, pension plans and foundations/endowments organized in the United States and controlled by U.S. citizens</i>	<i>0.0%</i>	
<i>Banks, insurance companies, pension plans and foundations/endowments controlled by foreign citizens or organized in foreign countries</i>	<i>21.38%</i>	<i>Cayman Islands</i>
<i>Private equity and mutual funds that are organized in the United States and have their principal place of business in the U.S.</i>	<i>0.0%</i>	
<i>Private equity and mutual funds that are organized in a foreign country or have their principal place of business in a foreign country</i>	<i>0.0%</i>	
<i>Any investors that do not fall into one of the foregoing categories that are organized in the United States and have their principal place of business in the U.S.</i>	<i>34.85%</i>	<i>United States</i>

Any investors that do not fall into one of the foregoing categories that are organized in a foreign country or have their principal place of business in a foreign country

43.77%

Cayman Islands

Harbinger Class L Holdings (U.S.), L.L.C.

<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>
<i>Individuals that are citizens of the United States</i>	<i>17.58%</i>	<i>United States, United Kingdom</i>
<i>Individuals that are citizens of foreign countries</i>	<i>0.00%</i>	
<i>Banks, insurance companies, pension plans and foundations/endowments organized in the United States and controlled by U.S. citizens</i>	<i>7.15%</i>	<i>United States</i>
<i>Banks, insurance companies, pension plans and foundations/endowments controlled by foreign citizens or organized in foreign countries</i>	<i>0.00%</i>	
<i>Private equity and mutual funds that are organized in the United States and have their principal place of business in the U.S.</i>	<i>0.00%</i>	<i>United States</i>
<i>Private equity and mutual funds that are organized in a foreign country or have their principal place of business in a foreign country</i>	<i>0.00%</i>	
<i>Any investors that do not fall into one of the foregoing categories that are organized in the United States and have their principal place of business in the U.S.</i>	<i>75.26%</i>	<i>United States</i>
<i>Any investors that do not fall into one of the foregoing categories that are organized in a foreign country or have their principal place of business in a foreign country</i>	<i>0.00%</i>	

Harbinger Class L Holdings (Cayman), 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>
<i>Individuals that are citizens of the United States</i>	1.16%	United States
<i>Individuals that are citizens of foreign countries</i>	0.27%	Cayman Islands
<i>Banks, insurance companies, pension plans and foundations/endowments organized in the United States and controlled by U.S. citizens</i>	2.50%	United States
<i>Banks, insurance companies, pension plans and foundations/endowments controlled by foreign citizens or organized in foreign countries</i>	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
<i>Private equity and mutual funds that are organized in the United States and have their principal place of business in the U.S.</i>	0.00%	
<i>Private equity and mutual funds that are organized in a foreign country or have their principal place of business in a foreign country</i>	0.00%	

<p><i>Any investors that do not fall into one of the foregoing categories that are organized in the United States and have their principal place of business in the U.S.</i></p>	<p>1.20%</p>	<p><i>United States</i></p>
<p><i>Any investors that do not fall into one of the foregoing categories that are organized in a foreign country or have their principal place of business in a foreign country</i></p>	<p>77.62%</p>	<p><i>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</i></p>

Harbinger Class PE Holdings (U.S.) Trust

<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	19.84%	United States, United Kingdom
Individuals that are citizens of foreign countries	0.00%	
Banks, insurance companies, pension plans and foundations/endowments organized in the United States and controlled by U.S. citizens	4.41%	United States
Banks, insurance companies, pension plans and foundations/endowments controlled by foreign citizens or organized in foreign countries	0.00%	
Private equity and mutual funds that are organized in the United States and have their principal place of business in the U.S.	0.00%	
Private equity and mutual funds that are organized in a foreign country or have their principal place of business in a foreign country	0.00%	
foregoing categories that are organized in the United States and have their principal place of business in the U.S.	75.76%	United States

Any investors that do not fall into one of the foregoing categories that are organized in a foreign country or have their principal place of business in a foreign country

0.00%

Harbinger Class PE Holdings (Cayman), 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	1.42%	United States
Individuals that are citizens of foreign countries	0.23%	United Kingdom, China (Hong Kong S.A.R.), Cayman Islands
Banks, insurance companies, pension plans and foundations/endowments organized in the United States and controlled by U.S. citizens	2.88%	United States
Banks, insurance companies, pension plans and foundations/endowments controlled by foreign citizens or organized in foreign countries	14.56%	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 and have their principal place of business in the U.S.	0.00%	
Private equity and mutual funds that are organized in a foreign country or have their principal place of business in a foreign country	0.00%	

<p>Any investors that do not fall into one of the foregoing categories that are organized in the United States and have their principal place of business in the U.S.</p>	<p>1.33%</p>	<p>United States</p>
<p>Any investors that do not fall into one of the foregoing categories that are organized in a foreign country or have their principal place of business in a foreign country</p>	<p>79.58%</p>	<p>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</p>

Harbinger Capital Partners Fund II, L.P.

<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	5.03%	United States
Individuals that are citizens of foreign countries	0.00%	
Banks, insurance companies, pension plans and foundations/endowments organized in the United States and controlled by U.S. citizens	1.16%	United States
Banks, insurance companies, pension plans and foundations/endowments controlled by foreign citizens or organized in foreign countries	0.00%	
Private equity and mutual funds that are organized in the United States and have their principal place of business in the U.S.	0.00%	
Private equity and mutual funds that are organized in a foreign country or have their principal place of business in a foreign country	0.00%	
Any investors that do not fall into one of the foregoing categories that are organized in the United States and have their principal place of business in the U.S.	14.80%	United States
Any investors that do not fall into one of the foregoing categories that are organized in a foreign country or have their principal place of business in a foreign country	79.00%	Netherlands Antilles

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	0.11%	United States
Individuals that are citizens of foreign countries	0%	United States
Banks, insurance companies, pension plans and foundations/endowments organized in the United States and controlled by U.S. citizens	7.22%	United States
Banks, insurance companies, pension plans and foundations/endowments controlled by foreign citizens or organized in foreign countries	27.68%	Liechtenstein, Switzerland
Private equity and mutual funds that are organized in the United States and have their principal place of business in the U.S.	0.00%	
Private equity and mutual funds that are organized in a foreign country or have their principal place of business in a foreign country	0%	United States
Any investors that do not fall into one of the foregoing categories that are organized in the United States and have their principal place of business in the U.S.	0.16%	United States
Any investors that do not fall into one of the foregoing categories that are organized in a foreign country or have their principal place of business in a foreign country	64.83%	Ireland, France, Bermuda, Guernsey, Netherlands, China, Cayman Islands, Italy

Annex 3 MASTER FUND OWNERSHIP DIAGRAM

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FOOTNOTES

1. All equity percentages are calculated as of December 31, 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 I, Ltd. (“HCP Intermediate Fund I”), Harbinger Capital Partners Fund II, L.P. (“HCP Onshore Fund II”) and Harbinger Capital Partners Intermediate Fund II, Ltd. (“HCP Intermediate 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 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 own the remaining 3.7%.
3. Effective December 31, 2010, the investment of HCP Offshore Fund I in the Master Fund was restructured and HCP Offshore Fund I now holds such investment (other than its investment in Class PE Shares of the Master Fund) through its investment in HCP Intermediate Fund I (Cayman Islands Exempted Company). Harbinger Capital Partners LLC remains the investment manager of the Master Fund, Offshore Fund I and Intermediate Fund I. However, effective January 1, 2011, Harbinger Capital Partners LLC will no longer receive any performance fees from Offshore Fund I. Rather, a performance allocation will be received by Harbinger Capital Partners GP, L.L.C. from Intermediate Fund I. The equity percentages shown apply only to management fees received by Harbinger Capital Partners LLC from Offshore Fund I; neither Raymond J. Harbert nor the “less than 10% owners” share in such management fees or other fees received by Harbinger Capital Partners LLC.
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 eight investment funds from the Bahamas, which is non-WTO, that collectively have a .36% interest in Harbinger Class PE Holdings (Cayman), Ltd. and a .29% interest in Harbinger Class L Holdings (Cayman), Ltd.
6. Harbinger Capital Partners LLC is also the Investment Manager for (but holds no equity in):, Harbinger Capital Partners Fund II, L.P. (DE Limited Partnership),, Harbinger Class PE Holdings (Cayman), Ltd. (Cayman Islands Exempted Company), Harbinger Class L Holdings (Cayman), Ltd. (Cayman Islands exempted company), Harbinger Class LS Holdings I (Cayman), Ltd. (Cayman Islands Exempted Company), and Harbinger Class LS Holdings II (Cayman), Ltd. (Cayman Islands Exempted

Annex 3 MASTER FUND OWNERSHIP DIAGRAM

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Company). Harbinger Capital Partners LLC is also the Administrator, which is comparable to an Investment Manager, for Harbinger Class PE Holdings (U.S.) Trust, Harbinger Class LS Holdings I (U.S.) Trust and Harbinger Class LS Holdings II (U.S.) Trust.

7. Harbinger Class L Holdings (U.S.), LLC and Harbinger Class L Holdings (Cayman), Ltd. were established as subsidiaries of HCP Onshore Fund I and HCP Offshore Fund I, respectively (each of these subsidiary entities as referred to herein, “Class L Holdings”), 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) have no interest in LightSquared Inc. 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. (As of December 2010, the remaining interest of HCP Offshore Fund I in the Class LU Shares of the Master Fund was restructured and currently HCP Offshore Fund I no longer holds such interest through Harbinger Class L Holdings (Cayman), Ltd., but now holds an interest in such Class LU shares indirectly through its interest in HCP Intermediate Fund I.) It is expected that until the assets attributable to the Class LU Shares are liquidated, similar in-kind distributions will be made to redeeming investors (by distributing interests in Class L Holdings or interests in a new special purpose vehicle that would be formed by HCP Offshore Fund I to hold the indirect interest of redeemed investors of such fund in the Class LU Shares.
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) have no interest in LightSquared Inc. 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

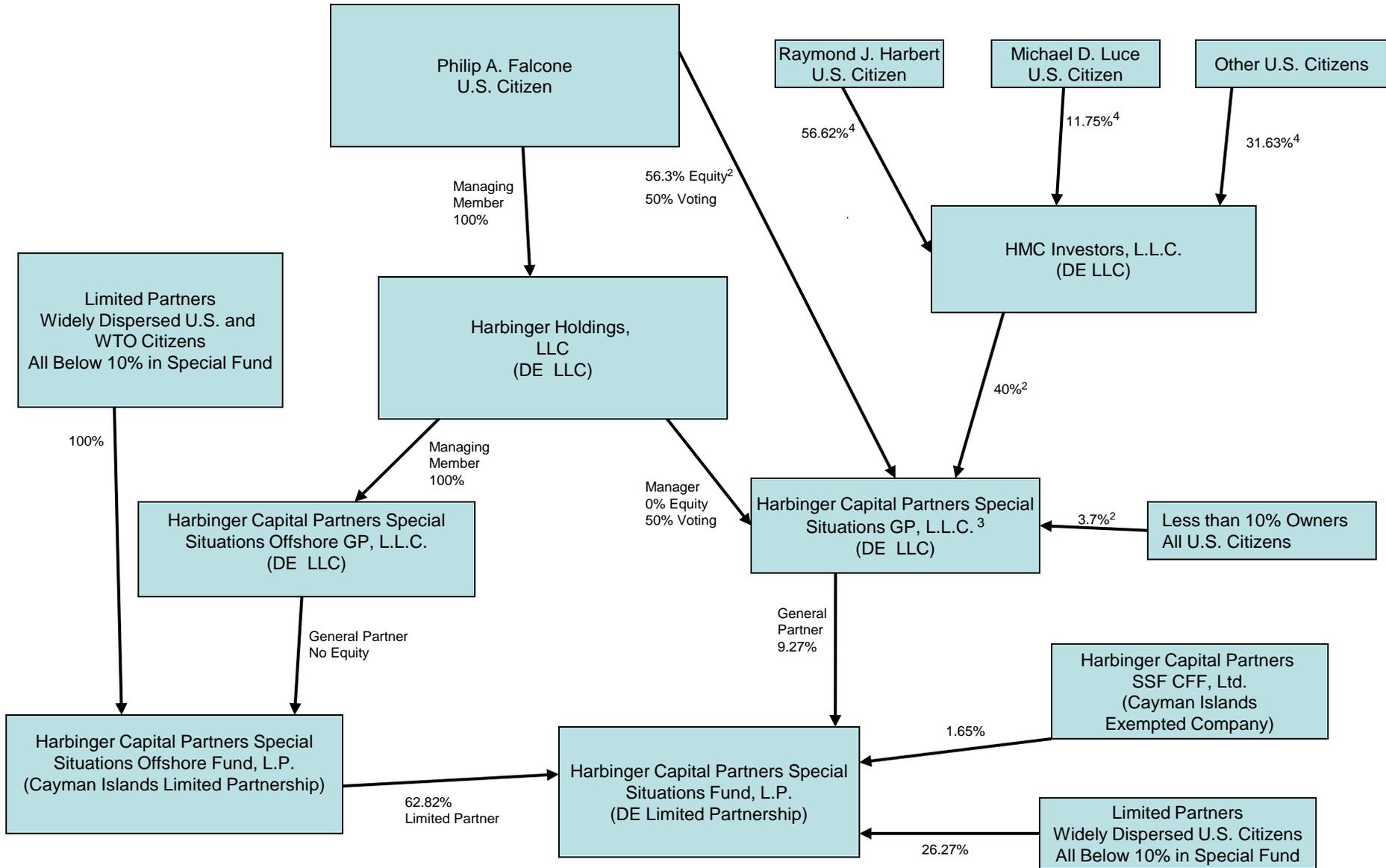
Annex 3 MASTER FUND OWNERSHIP DIAGRAM

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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, 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. (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.
11. Harbinger Class LS Holdings I (U.S.) Trust, Harbinger Class LS Holdings I (Cayman), Ltd., Harbinger Class LS Holdings II (U.S.) Trust and Harbinger Class LS Holdings II (Cayman), Ltd. were established in December 2010 as wholly-owned subsidiaries of HCP Onshore Fund I, HCP Offshore Fund I, HCP Onshore Fund II and HCP Offshore Fund II, respectively, to hold each such fund’s pro rata portion of the Class LS Shares of the Master Fund. The Class LS Shares of the Master Fund represent an undivided interest in the Master Fund's investment in LightSquared Inc.

Annex 3 SPECIAL SITUATIONS FUND OWNERSHIP DIAGRAM¹



(footnotes from previous page)

1. All equity percentages are calculated as of December 31, 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-GOVT¹ Non-US	II-C/BE² Non-US	II-Family Off³ Non-US	FOF⁴ Non-US	FOF-INST⁵ Non-US	SP-ADVIS⁶ Non-US	TOTALS
Harbinger Capital Partners Special Situations Fund, LP:							
FCC Categorization at 12.31.10		64.46% ⁸					0.00%
Harbinger Capital Partners Special Situations Offshore Fund, LP							
FCC Categorization at 12.31.10		0.22% ⁹	13.43% ¹³		50.18% ²¹	2.23% ²⁶	0.00%
Harbinger Capital Partners SSF CFF, Ltd.:							
FCC Categorization at 12.31.10				43.77% ¹⁷			0.00%
Harbinger Capital Partners Offshore Fund I, Ltd.							
FCC Categorization at 12.31.10	5.14% ⁷	41.72% ¹⁰	1.03% ¹⁴	7.95% ¹⁸	16.18% ²²	2.41% ²⁷	0.00%
Harbinger Class L Holdings (Cayman), Ltd:							
FCC Categorization at 12.31.10		23.07% ¹¹	1.75% ¹⁵	30.28% ¹⁹	22.16% ²³	0.48% ²⁸	0.00%
Harbinger Class PE Holdings (Cayman), Ltd:							
FCC Categorization at 12.31.10		25.60% ¹²	1.90% ¹⁶	30.33% ²⁰	21.00% ²⁴	0.55% ²⁹	0.00%
Harbinger Capital Partners Offshore Fund II, Ltd:							
FCC Categorization at 12.31.10	0.00% ²⁵		4.50% ³⁰	0.62% ³¹	52.60% ³²	7.11% ³³	

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, Japan, Luxembourg, Netherland Antilles, The Netherlands, Panama, Sweden, Switzerland, Guernsey, Portugal

United Kingdom, British Virgin Islands

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

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 , Baharain

24 Bermuda, Cayman Islands, Channel Islands, France,-Luxembourg, Netherland Antilles, The Netherlands, Panama, Switzerland, United Kingdom, British Virgin Islands , Bahrain, Singapore

25 China

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 Isalands, Guernsey, Channel Islands

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