

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

	)	
In re:	)	Chapter 11
	)	
TERRESTAR CORPORATION, <i>et al.</i> , <sup>1</sup>	)	Case No. 11-10612 (SHL)
	)	
Debtors.	)	Jointly Administered
	)	

**NOTICE OF DEADLINE FOR FILING PROOFS OF CLAIM INCLUDING  
CLAIMS UNDER BANKRUPTCY CODE SECTION 503(b)(9) AGAINST  
TERRESTAR CORPORATION AND TERRESTAR HOLDINGS INC. ON OR  
BEFORE MAY 13, 2011 AT 5:00 PM (PREVAILING EASTERN TIME)**

**TO: ALL PERSONS AND ENTITIES WHO MAY HAVE CLAIMS AGAINST  
TERRESTAR CORPORATION OR TERRESTAR HOLDINGS INC.:**

**PLEASE TAKE NOTICE THAT:**

1. On February 16, 2011 (the “*Petition Date*”), the February Debtors each filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code (the “*Bankruptcy Code*”) in the United States Bankruptcy Court for the Southern District of New York (the “*Court*”). Set forth below are the name, address and respective case number for each February Debtor:

DEBTOR	ADDRESS	CASE NO.	PRIOR NAMES OF THE DEBTOR USED IN THE LAST 6 YEARS
TerreStar Corporation	12010 Sunset Hills Road 6 <sup>th</sup> Floor Reston, VA 20190	11-10612 (SHL)	Motient Corporation
TerreStar Holdings Inc.	12010 Sunset Hills Road 6 <sup>th</sup> Floor Reston, VA 20190	11-10613 (SHL)	Not applicable

<sup>1</sup> The debtors in these chapter 11 cases, along with the last four digits of each debtor’s federal taxpayer-identification number, are: (a) TerreStar Corporation [6127] and TerreStar Holdings Inc. [0778] (collectively, the “*February Debtors*”); and (b) TerreStar New York Inc. [6394]; Motient Communications Inc. [3833]; Motient Holdings Inc. [6634]; Motient License Inc. [2431]; Motient Services Inc. [5106]; Motient Ventures Holding Inc. [6191]; and MVH Holdings Inc. [9756] (collectively, the “*Other TSC Debtors*” and, collectively with the February Debtors, the “*TSC Debtors*”). Pursuant to orders of the Court entered February 23, 2011, the Other TSC Debtors’ cases were de-consolidated from the jointly administered case of *In re TerreStar Networks Inc., et al.* [Case No. 10-15446 (SHL), Docket No. 445] and procedurally consolidated and jointly administered with the chapter 11 cases of the February Debtors under the case of *In re TerreStar Corporation, et al.* [Case No. 11-10612 (SHL), Docket No. 11].

**DEADLINES FOR FILING CLAIMS AGAINST TERRESTAR CORPORATION OR  
TERRESTAR HOLDINGS INC.:**

2. On April 6, 2011, the Court entered an order (the “***Bar Date Order***”) establishing **May 13, 2011, at 5:00 p.m. prevailing Eastern Time**, as the deadline for filing proofs of claim against the February Debtors (the “***General Bar Date***”) and **August 15, 2011, at 5:00 p.m. prevailing Eastern Time**, as the deadline for governmental units to file proofs of claim against the February Debtors (the “***Governmental Bar Date***,” and together with the General Bar Date, the “***Bar Dates***,” and each a “***Bar Date***”).
3. The Bar Dates apply to all claims against the February Debtors that arose before **February 16, 2011**, except the excluded claims listed in paragraph 6 below. The Bar Date Order also sets procedures to be used for filing proofs of claim, which are summarized in this notice for your convenience.

**WHO MUST FILE A PROOF OF CLAIM:**

4. You **MUST** file a proof of claim by the applicable Bar Date to vote on a chapter 11 plan filed by the February Debtors or share in distributions from the February Debtors’ estates if you have any claim against any of the February Debtors that arose before **February 16, 2011**. The only exception to this requirement is for claims described in paragraph 6 below. Acts or omissions that occurred before **February 16, 2011** may give rise to claims subject to the Bar Dates even if the claims may not have become known or fixed or liquidated until after **February 16, 2011**. **ANY CLAIMS YOU HAVE AGAINST TERRESTAR CORPORATION OR TERRESTAR HOLDINGS INC. MUST BE TIMELY FILED AND, IF NOT, WILL BE FOREVER BARRED, EXCEPT AS OTHERWISE AUTHORIZED BY ORDER OF THE COURT.**
5. Under Bankruptcy Code section 101(5) and as used herein, the word “claim” means: (a) a right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, or unsecured; or (b) a right to an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured, or unsecured.

**WHO NEED NOT FILE A PROOF OF CLAIM:**

6. The Bar Date Order provides that creditors do **NOT** have to file proofs of claim by the Bar Dates for the types of claims listed below in this paragraph 6 (collectively, the “***Excluded Claims***”). You should not file a proof of claim at this time for any Excluded Claim. The Court may enter one or more separate orders at a later time requiring creditors to file proofs of claim for some kinds of Excluded Claims and setting related deadlines. If the Court does enter such an order, you will receive notice of it. The Bar Dates do not apply to:
  - (a) claims for which a proof of claim has already been filed against the applicable February Debtor with the Clerk of the Court or The Garden

City Group, Inc. (“*GCG*”) in a form substantially similar to Official Bankruptcy Form 10;

- (b) claims that were listed in the February Debtors’ schedules of assets and liabilities, which were filed by the February Debtors on March 2, 2011 (the “*Schedules*”), but only if (i) such claims were not scheduled as “disputed,” “contingent” or “unliquidated”; (ii) the claimant does not disagree with the amount, nature and priority of the claim as set forth in the Schedules; and (iii) the claimant does not dispute that the claim is an obligation of the specific February Debtor(s) as set forth in the Schedules;
- (c) claims allowed by order of the Court before the Bar Date;
- (d) claims against the February Debtors that have been paid in full by any of the February Debtors or any other party;
- (e) claims held by a TSC Debtor against a February Debtor;
- (f) claims that are subject to other specific deadlines fixed by this Court (including those claims that were required to be filed against the Other TSC Debtors on or before December 10, 2010);
- (g) claims that are based on an interest in an equity security of the February Debtors; provided, however, that any claimant who wishes to assert a claim for damages or rescission against any of the February Debtors based on the purchase or sale of an equity security, must file a Proof of Claim on or before the General Bar Date. The February Debtors reserve all rights with respect to any such claims including, *inter alia*, to assert that such claims are subject to subordination pursuant to Bankruptcy Code section 510(b); and
- (h) claims allowable under Bankruptcy Code sections 503(b) and 507(a)(2) as administrative expenses of the February Debtors’ chapter 11 cases, with the exception of claims allowable under Bankruptcy Code section 503(b)(9), which are subject to the General Bar Date.

For the avoidance of doubt, any party who filed a proof of claim in the chapter 11 case of any of the Other TSC Debtors prior to December 10, 2010 need not file an additional proof of claim against such Other TSC Debtor. Further, the General Bar Date shall not be applicable to any person or entity that was required to file a proof of claim against the Other TSC Debtors by December 10, 2010 and failed to do so.

**THE FACT THAT YOU HAVE RECEIVED THIS NOTICE DOES NOT MEAN THAT YOU HAVE A CLAIM OR THAT THE FEBRUARY DEBTORS BELIEVE YOU HAVE A CLAIM.**

7. If the February Debtors amend their Schedules after you receive this notice, the February Debtors will give notice of that amendment to the holders of the Claims that are affected by such amendment and those holders will be given an opportunity to file proofs of claim before a new deadline that will be specified in that future notice.

## **INSTRUCTIONS FOR FILING PROOFS OF CLAIM:**

8. If you file a proof of claim, your filed proof of claim must (a) be written in the English language; (b) include a claim amount denominated in lawful currency of the United States; (c) be **signed** by the claimant or, if the claimant is not an individual, by an authorized agent of the claimant; (d) include as attachments any documents on which the claim is based; (e) specifically identify the February Debtor against which you assert a claim by name and proper chapter 11 case number; (f) state a claim against only one February Debtor; and (g) conform substantially with the enclosed proof of claim form or to Official Bankruptcy Form 10. If a proof of claim form is not enclosed with this notice, you may obtain a proof of claim form from any bankruptcy court clerk's office; from your lawyer; from certain business supply stores; from [www.uscourts.gov/bkforms](http://www.uscourts.gov/bkforms); by calling the TSC Debtors' reorganization hotline at (888) 872-9182; or by contacting GCG at TerreStar Corporation, c/o The Garden City Group, Inc., P.O. Box 9680, Dublin, OH 43017-4980.
9. **YOU MUST SPECIFICALLY IDENTIFY THE FEBRUARY DEBTOR AGAINST WHICH YOU ASSERT A CLAIM BY NAME AND PROPER CHAPTER 11 CASE NUMBER. YOU SHOULD INCLUDE ALL CLAIMS AGAINST A PARTICULAR FEBRUARY DEBTOR IN A SINGLE PROOF OF CLAIM FORM. IF YOU HAVE A CLAIM AGAINST MORE THAN ONE FEBRUARY DEBTOR, YOU MUST FILE A SEPARATE PROOF OF CLAIM FORM AGAINST EACH FEBRUARY DEBTOR.**

## **WHEN AND WHERE TO FILE:**

10. **Your proof of claim form must be filed so as to be received on or before 5:00 p.m. prevailing Eastern Time on May 13, 2011.** The deadline for governmental units to file proofs of claim is 5:00 p.m. prevailing Eastern Time on August 15, 2011. You can file your proof of claim by mailing it to the following address:

**if sent by first-class U.S. mail (postage prepaid):**

TerreStar Corporation  
c/o The Garden City Group, Inc.  
P.O. Box 9680  
Dublin, OH 43017-4980

**if delivered in person, by courier service or by overnight delivery:**

TerreStar Corporation  
c/o The Garden City Group, Inc.  
5151 Blazer Parkway, Suite A  
Dublin, OH 43017

**or by delivering the original proof of claim by hand to:**

Clerk of the Bankruptcy Court  
United States Bankruptcy Court  
Southern District of New York  
One Bowling Green, Room 534  
New York, NY 10004-1408

**NEITHER THE COURT NOR GCG WILL ACCEPT A PROOF OF  
CLAIM SENT BY FACSIMILE OR E-MAIL.**

11. Proofs of claim will be deemed filed only when received by the Court or GCG on or before the applicable Bar Date.

**EXECUTORY CONTRACTS AND UNEXPIRED LEASES:**

12. The Bankruptcy Code provides that a debtor may, at any time before a plan of reorganization is confirmed by the bankruptcy court, choose to reject certain executory contracts or unexpired leases. If your contract or lease is rejected, you may have a claim resulting from that rejection. The deadline to file a proof of claim for damages relating to the rejection of the contract or lease is the later of (a) the applicable Bar Date or (b) the date provided in the order authorizing the February Debtor(s) to reject (or notice of rejection of) the contract or lease or, if no such date is provided, then 30 days after the date the order is entered or notice of rejection is provided.<sup>2</sup>

**CONSEQUENCES OF MISSING THE DEADLINE FOR FILING CLAIMS:**

**EXCEPT WITH RESPECT TO EXCLUDED CLAIMS (AS DESCRIBED IN PARAGRAPH 6), IF YOU FAIL TO FILE A PROOF OF CLAIM ON OR BEFORE 5:00 P.M. PREVAILING EASTERN TIME ON THE APPLICABLE BAR DATE ON ACCOUNT OF ANY CLAIM YOU WISH TO ASSERT AGAINST ANY OF THE FEBRUARY DEBTORS, THEN YOU WILL BE BARRED FROM ASSERTING SUCH CLAIM AGAINST THE FEBRUARY DEBTORS AND THEIR CHAPTER 11 ESTATES, FROM VOTING ON ANY PLAN OF REORGANIZATION FILED IN THESE CASES AND FROM PARTICIPATING IN ANY DISTRIBUTION IN THE FEBRUARY DEBTORS' CASES ON ACCOUNT OF SUCH CLAIM.**

**EXAMINATION OF THE FEBRUARY DEBTORS' SCHEDULES:**

13. The February Debtors' Schedules and the Bar Date Order may be examined and inspected by interested parties during regular business hours at any of (a) the offices of Akin Gump Strauss Hauer & Feld LLP, One Bryant Park, New York, New York 10036

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<sup>2</sup> For the avoidance of doubt, a party to an executory contract or unexpired lease that asserts a claim on account of unpaid amounts accrued and outstanding as of the Petition Date pursuant to such executory contract or unexpired lease (other than a rejection damages claim) must file a proof of claim for such amounts on or before the General Bar Date unless another exception identified herein applies.

or (b) the Clerk of the Bankruptcy Court, United States Bankruptcy Court, Southern District of New York, One Bowling Green, New York, New York 10004, during posted hours. The February Debtors' Schedules and the Bar Date Order are also available online at [www.TerreStarCorpRestructuring.com](http://www.TerreStarCorpRestructuring.com). The Court's docket sheet and documents are also accessible at the Court's internet site: [ecf.nysb.uscourts.gov](http://ecf.nysb.uscourts.gov) through an account obtained from the PACER website at [www.pacer.gov](http://www.pacer.gov). Creditors that wish to rely on the Schedules will have the responsibility for determining that their claims are listed accurately on the Schedules.

**QUESTIONS:**

14. Proof of claim forms and a copy of the Bar Date Order may be obtained by contacting GCG at TerreStar Corporation, c/o The Garden City Group, Inc., P.O. Box 9680, Dublin, OH 43017-4980, Telephone: (888) 872-9182. GCG cannot advise you how to, or whether you should, file a proof of claim form.
15. **A holder of a possible claim against the February Debtors should consult an attorney regarding any matters not covered by this notice, such as whether the holder should file a proof of claim.**

***BY ORDER OF THE COURT***

New York, New York

Dated: April 6, 2011

/s/ Ira S. Dizengoff

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