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Proposed Counsel to the February Debtors*

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

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

NOTICE OF COMMENCEMENT OF CHAPTER 11 BANKRUPTCY CASES

On February 16, 2011, the following debtors and debtors in possession in the above-captioned cases (collectively, the “***February Debtors***”) filed voluntary petitions 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 “***Bankruptcy Court***”).

¹ 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***”).

Debtor's Name	Address	Last Four Digits of Taxpayer Identification Number
TerreStar Corporation	12010 Sunset Hills Rd. 6 th Floor Reston, VA 20190	6127
TerreStar Holdings Inc.	12010 Sunset Hills Rd. 6 th Floor Reston, VA 20190	0778

You may be a creditor of the February Debtors. You may want to consult an attorney to protect your rights. All documents filed in the February Debtors' cases are available for inspection at the bankruptcy clerk's office at the address and hours listed below. In addition, certain documents may be available at www.TerreStarCorpRestructuring.com or can be viewed on the Bankruptcy Court's website, www.nysb.uscourts.gov, for a fee using a PACER password (to obtain a PACER password, go to the PACER website, www.pacer.gov).

DATE, TIME AND LOCATION OF MEETING OF CREDITORS. March 23, 2011 at 2:30 p.m. (Prevailing Eastern Time) at the Office of the United States Trustee, 80 Broad Street, 4th Floor, New York, NY 10004.

DEADLINE TO FILE A PROOF OF CLAIM. None at this time. Notice of the deadline, once set by the Bankruptcy Court, will be sent to you by mail.

DEADLINE TO FILE A COMPLAINT TO DETERMINE DISCHARGEABILITY OF CERTAIN DEBTS. None at this time.

COUNSEL FOR THE FEBRUARY DEBTORS.

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COMMENCEMENT OF CASES. Petitions for reorganization under chapter 11 of the Bankruptcy Code have been filed in this Bankruptcy Court by the February Debtors listed above, and orders for relief have been entered. Chapter 11 allows a debtor to reorganize or liquidate

pursuant to a plan. A plan is not effective unless confirmed by the Bankruptcy Court. You may be sent a copy of the plan and a disclosure statement telling you about the plan, and you might have the opportunity to vote on the plan. You will be sent notice of the date of the confirmation hearing, and you may object to confirmation of the plan and attend the confirmation hearing. The February Debtors will remain in possession of their property and may continue to operate their businesses.

LEGAL ADVICE. Neither the staff of the bankruptcy clerk's office, the Office of the United States Trustee nor The Garden City Group, Inc. ("GCG"), the February Debtors' claims agent, can provide legal advice. You may consult a lawyer to determine your rights in this case.

CREDITORS MAY NOT TAKE CERTAIN ACTIONS. A creditor is anyone to whom a debtor owes money or property. Under the Bankruptcy Code, a debtor is granted certain protection against creditors. In most instances, the filing of the bankruptcy case automatically stays certain collection and other actions against the debtor and the debtor's property. Under certain circumstances, the stay may be limited to 30 days or not exist at all, although the debtor can request the court to extend or impose a stay. Prohibited collection actions are listed in the Bankruptcy Code. Common examples of prohibited actions include contacting a debtor by telephone, mail or otherwise to demand repayment, taking actions to collect money or obtain property from a debtor, repossessing a debtor's property and starting or continuing lawsuits or foreclosures. If you attempt to collect a debt or take other action against the February Debtors in violation of the Bankruptcy Code, you may be penalized. You may consult a lawyer to determine your rights in this case.

MEETING OF CREDITORS. The February Debtors' representative is required to appear at the meeting of creditors on the date and at the place set forth above for the purpose of being examined under oath. Creditors are welcome to attend, but are not required to do so. The meeting may be continued and concluded at a later date without further notice.

CLAIMS. You may file a Proof of Claim in these chapter 11 cases. A Proof of Claim is a signed statement describing a creditor's claim. The Bankruptcy Court has not yet set a deadline to file a Proof of Claim, but a deadline will be set in the future. Notice of the deadline to file Proofs of Claim, a Proof of Claim form and instructions regarding Proofs of Claim will be provided to the February Debtors' known creditors. A secured creditor retains rights in its collateral regardless of whether that creditor files a Proof of Claim. Filing a Proof of Claim submits a creditor to the jurisdiction of the Bankruptcy Court, with consequences a lawyer can explain. For example, creditor who files a Proof of Claim may surrender important nonmonetary rights, including the right to a jury trial. Proof of Claim forms are available in the clerk's office of any bankruptcy court. Proof of Claim forms are also available from the Bankruptcy Court's website at www.nysb.uscourts.gov. Also, GCG can provide a Proof of Claim form. GCG can be reached as follows:

TerreStar Corporation
c/o The Garden City Group, Inc.
P.O. Box 9680
Dublin, OH 43017-4980
Telephone: (888) 872-9182

DISCHARGE OF DEBTS. Confirmation of a chapter 11 plan may result in a discharge of debts, which may include all or part of your debt. *See* Bankruptcy Code § 1141(d). A discharge means that you may never try to collect the debt from the February Debtors, except as provided in the plan. If you believe that a debt owed to you is not dischargeable under Bankruptcy Code § 1141(d)(6)(A), you must start a lawsuit by filing a complaint in the bankruptcy clerk's office. As noted above, the "Deadline to File a Complaint to Determine Dischargeability of Certain Debts" has not yet been set.

BANKRUPTCY CLERK'S OFFICE. Any paper you file in these bankruptcy cases should be filed at the bankruptcy clerk's office at the address listed below. You may inspect all papers filed, including the list of the February Debtors' property and debts and the list of the property claimed as exempt, at the bankruptcy clerk's office, during normal business hours (i.e., Monday through Friday, 8:30 a.m. to 5:00 p.m.). In addition, certain documents may be available at www.TerreStarCorpRestructuring.com or can be viewed on the Bankruptcy Court's website, www.nysb.uscourts.gov for a fee using a PACER password (to obtain a PACER password, go to the PACER website, www.pacer.gov).

Address of the Clerk of the Bankruptcy Court

Vito Genna, Clerk of Court
United States Bankruptcy Court
Southern District of New York
One Bowling Green
New York, NY 10004-1408

Dated: February 24, 2011