

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

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

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**ORDER PURSUANT TO SECTIONS 105(a) AND (d)  
OF THE BANKRUPTCY CODE AND BANKRUPTCY  
RULES 1015(c), 2002(m) AND 9007 IMPLEMENTING  
CERTAIN NOTICE AND CASE MANAGEMENT PROCEDURES**

This matter coming before the Court upon the request of the above-captioned debtors and debtors in possession (collectively, the “**TSC Debtors**”); and the Court having determined that it is necessary and appropriate, pursuant to sections 105(a) and (d) of title 11 of the United States Code (the “**Bankruptcy Code**”), Rules 1015(c), 2002(m), and 9007 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), and the Local Rules for the United States Bankruptcy Court for the Southern District of New York (the “**Local Rules**”), to enter an Order implementing certain notice, case management, and administrative procedures (the “**Case Management Procedures**”) so as to establish clear timelines for the filing of requests for relief and to minimize costs of administration; and the Court having jurisdiction to enter this Order in accordance with 28 U.S.C. §§ 157 and 1334 and the Standing Order M-61 Referring to Bankruptcy Judges for the Southern District of New York Any and All Proceedings Under Title 11, dated July 10, 1984 (Ward, Acting C.J.); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; it is hereby

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<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**”).

**ORDERED**, that the following Case Management Procedures shall govern all applicable aspects of these chapter 11 cases, except as otherwise set forth herein or ordered by the Court:

**General Case Administration and Pleadings**

1. The Garden City Group, Inc. (“**GCG**”), the TSC Debtors’ notice and claims agent, is authorized, but not directed, to establish a case website available at [www.TerreStarCorp Restructuring.com](http://www.TerreStarCorpRestructuring.com) (the “**Case Website**”), where, among other things, key dates and information about the TSC Debtors’ chapter 11 cases will be posted.

2. All documents filed in the TSC Debtors’ chapter 11 cases, including but not limited to all notices, motions, applications, other requests for relief, all briefs, memoranda, affidavits, declarations, replies and other documents filed in support of such papers seeking relief (collectively, the “**Pleadings**”), objections or responses to Pleadings (the “**Objections**”), and replies thereto (the “**Replies**” and together with the Pleadings and the Objections, the “**Documents**”) shall be filed electronically with the Court on the docket of [In re TerreStar Corporation, et al.](#), Case No. 11-10612 (SHL) (the “**Docket**”), pursuant to the Court’s General Order M-399, by registered users of the Court’s case filing system and by all other parties in interest on a 3.5 inch disk, preferably in portable document format (“**PDF**”), Microsoft Word, or any other Windows-based word processing format.

3. A “**Notice of Hearing**” shall be affixed to all Pleadings and shall include the following: (i) the title of the Pleading; (ii) the parties upon whom any Objection to the Pleading is required to be served; (iii) the date and time of the applicable Objection Deadline (as defined below); (iv) the date of the hearing at which the Pleading shall be considered by the Court; and (v) a statement that the relief requested may be granted without a hearing if no Objection is timely filed and served in accordance with these Case Management Procedures.

4. The applicable Objection Deadline (as defined below) and hearing date shall also appear on the upper right corner of the first page of the Notice of Hearing and on the upper right corner of the first page of each Pleading and each Objection thereto.

5. Unless prior permission has been granted, memoranda of law in support of Motions and Objections are limited to thirty-five (35) pages, and memoranda of law in support of Replies are limited to fifteen (15) pages. All memoranda shall be double-spaced, 12-point font, with 1” margins. Memoranda of 10 pages or more shall contain a table of contents and a table of authorities.

6. If any references are made in a Document to (i) an order entered in another case or (ii) an excerpt from a judge’s dictated decision, the party filing such Document must file as an attachment to the Document a copy of the order relied upon or the transcript of the entire decision in order for the Court to consider the citations as precedent.

7. Nothing in these Case Management Procedures shall prejudice the right of any party to move the Court to request relief under section 107(b) of the Bankruptcy Code to protect any entity with respect to a trade secret or confidential research, development, or commercial information or to protect a person with respect to scandalous or defamatory matter contained in a Document filed in these cases.

### **Service**

8. All Documents shall be served, in the manner described herein, on (i) the chambers of the Honorable Sean H. Lane (“**Chambers**”); (ii) the TSC Debtors and their counsel; (iii) the Office of the United States Trustee for the Southern District of New York; (iv) counsel to the statutory committee of unsecured creditors appointed in these chapter 11 cases (the “**Committee**”), or until such time as any such committee is appointed, those creditors holding the

30 largest general unsecured claims against the TSC Debtors on a consolidated basis;

(v) NexBank, SSB as agent for the lenders under the Bridge Loan Agreement; (vi) Weil, Gotshal & Manges LLP as counsel to Harbinger Capital Partners LLC and certain of its managed and affiliated funds; (vii) Wachtell, Lipton, Rosen & Katz as counsel to Highland Capital Management, L.P. and certain of its managed and affiliated funds; (viii) Quinn Emanuel Urquhart & Sullivan, LLP as counsel to Solus Alternative Asset Management, L.P.; (ix) NexBank, SSB as agent for the TSC Debtors' proposed postpetition debtor-in-possession financing; (x) Quinn Emanuel Urquhart & Sullivan, LLP as counsel to the agent for the TSC Debtors' proposed postpetition debtor-in-possession financing; (xi) Schulte Roth & Zabel LLP as counsel to Colbeck Capital Management, LLC; (xii) the Internal Revenue Service; (xiii) the Federal Communications Commission; (xiv) the Securities and Exchange Commission; (xv) the United States Attorney for the Southern District of New York (collectively, the "**Standard Parties**"); and (xvi) any person or entity with a particularized interest in the subject matter of a certain Document (each, an "**Affected Entity**").

9. All Document also shall be served in accordance with the applicable provisions of the Bankruptcy Rules, the Local Rules and the Case Management Procedures, with the following exceptions:

- (i) All Objections shall be served upon the party that filed the Pleading against which the Objection is being asserted, the Standard Parties, the Affected Entities and the Rule 2002 Parties (as defined below);
- (ii) All Replies shall be served upon the Standard Parties, the Affected Entities and each party that filed an Objection;
- (iii) Pleadings related to a compromise or settlement shall be served upon the Standard Parties, the Affected Entities and the Rule 2002 Parties;
- (iv) Pleadings related to the abandonment or disposition of property shall be served upon the Standard Parties, the Affected Entities and the Rule 2002

Parties; provided, however, that any Pleading seeking the abandonment or disposition of substantially all of the TSC Debtors' property shall be served in accordance with Rule 6007; and

- (v) Pleadings related to the proposed use, sale, or lease of property of the state other than in the ordinary course of business shall be served upon the Standard Parties, the Affected Entities and the Rule 2002 Parties; provided, however, that any Pleading seeking the use, sale lease of substantially all of the TSC Debtors' property shall be served in accordance with Rule 2002(a)(2) and Rule 6007.

10. Any creditor, equity interest holder, or party in interest that wishes to receive notice in these chapter 11 cases and is not otherwise entitled to notice pursuant to these Case Management Procedures shall file a notice of appearance and request for service of papers in accordance with Bankruptcy Rules 2002 and 9010(b) and the Case Management Procedures herein (the **"Rule 2002 Parties"**). The request shall include the following: (i) the requesting party's name and address; (ii) the name of the client; (iii) the telephone number of the requesting party; (iv) an e-mail address at which the requesting party may be served; (v) an address by which the requesting party may be served by U.S. mail, hand delivery, and overnight delivery; and (vi) a facsimile number for the requesting party (a **"Service Request"**); and, notwithstanding Bankruptcy Rules 2002 and 9019(b), no request for service filed in the chapter 11 cases shall have any effect unless the foregoing requirements are satisfied.

11. Any individual or entity that does not maintain and cannot practicably obtain an e-mail address must include in its Service Request a certification stating the same. Notice will be provided to these individuals or entities by U.S. mail or facsimile, at the TSC Debtors' discretion.

12. The TSC Debtors shall maintain a master service list which shall include the Standard Parties and the Rule 2002 Parties (the **"Master Service List"**). The Master Service List shall contain addresses, facsimile numbers and e-mail addresses. The TSC Debtors shall use reasonable efforts to update the Master Service List as often as practicable, but in no event less

frequently than every thirty (30) days. The Master Service List and any updates thereto shall be filed electronically on the Court's website (<https://ecf.nysb.uscourts.gov/>) and on the Case Website commencing as of the date that is ten (10) days from the date hereof.

13. Parties shall serve the Standard Parties and the Affected Entities by U.S. mail, overnight delivery, hand delivery, or, with the exception of the Court and the U.S. Trustee, facsimile (the choice of the foregoing being in the TSC Debtors' sole discretion). Any of the Standard Parties and the Affected Entities may request service by e-mail, and if such request is made, such party shall thereby be served in accordance with the Case Management Procedures.

14. Pursuant to Local Rule 9070-1, a hard copy of all papers filed with the Court, including those filed electronically, other than proofs of claim, shall be (a) marked "Chambers Copy" and delivered in an unsealed envelope to Chambers, not later than the next business day following the date on which such Document is electronically filed and (b) delivered to the U.S. Trustee.

15. Parties shall be authorized to serve all Documents to the Rule 2002 Parties by e-mail.

16. All Documents served by parties by e-mail shall include access to an attached file containing the entire Document, including the proposed form(s) of order and any exhibits, attachments, and other relevant materials, in PDF format, readable by Adobe Acrobat or an equivalent program. Notwithstanding the foregoing, if a Document cannot be annexed to an e-mail (because of its size, technical difficulties, or otherwise), the TSC Debtors may, in their sole discretion (i) serve the entire Document by U.S. Mail or overnight delivery, including the proposed form(s) of order and any exhibits, attachments, and other relevant materials, or (ii) email the party being served and include a notation that the Document cannot be annexed and will be (a)

mailed if requested, or (b) posted on the Case Website.

17. Service by e-mail shall be effective as of the date the Document is sent to the e-mail address provided by a party and shall satisfy the Court's rules for services. If service is made by e-mail, parties shall not be required to serve a paper copy of Documents on interested parties by facsimile or regular mail.

18. If a party entitled to notice of a Pleading does not have an e-mail address or an e-mail address is not available to the TSC Debtors, the party shall be served by U.S. mail, overnight delivery, facsimile, or hand delivery; the choice of the foregoing being in the TSC Debtors' sole discretion.

19. Upon the completion of noticing any particular matter, the party seeking relief shall file with the Court within three (3) business days either an affidavit of service or a certification of service attaching the list of parties that received notice; provided, however, that parties shall not be required to serve the affidavits of service to such recipients.

### **Scheduling**

20. The TSC Debtors shall be authorized to schedule, in cooperation with the Court, periodic omnibus hearings (the "**Omnibus Hearings**") at which Pleadings shall be heard. Upon scheduling, GCG shall post the date of the Omnibus Hearings on the Case Website. The first three Omnibus Hearings shall be scheduled for following dates and times (all times prevailing Eastern Time): **(i) March 9, 2011 at 10:00 a.m.; (ii) March 23, 2011 at 10:00 a.m.; and (iii) April 26, 2011 at 10:00 a.m.**

21. Hearings in connection with claims objections, pre-trial conferences and trials related to adversary proceedings, approval of a disclosure statement, confirmation, and any other Pleading filed by the TSC Debtors, may be scheduled for dates other than the Omnibus Hearing

dates; provided, however, that initial pre-trial conferences scheduled in connection with adversary proceedings involving the TSC Debtors shall be set on the next available Omnibus Hearing date that is at least forty-five (45) days after the filing of the complaint; provided, further, that hearings on all other Pleadings filed by a non-TSC Debtor must be scheduled for an Omnibus Hearing except for Pleadings requiring emergency relief.

22. If a Document is filed by a non-TSC Debtor party and purports to set a hearing date inconsistent with the Case Management Procedures (an “**Inconsistent Filing**”), the hearing shall be scheduled, without the necessity of Court order, for the first Omnibus Hearing date after the applicable notice period has expired, and the TSC Debtors shall provide such non-TSC Debtor with notice of the Case Management Procedures within three (3) business days of receipt of the Inconsistent Filing.

23. If a movant or applicant other than the TSC Debtors determines that a motion or application requires emergency or expedited relief, the movant or applicant shall contact the TSC Debtors’ attorneys by telephone and request that the motion or application be considered on an expedited basis. If the TSC Debtors disagree with the movant’s or applicant’s determination regarding the emergency or expedited nature of the relief requested, the movant or applicant shall (i) inform the Court of the disagreement by telephone and thereafter (ii) arrange for a chambers conference, telephonic or in-person, to be held among the Court, the TSC Debtors’ attorneys, and the movant or applicant to discuss the disagreement. If the Court agrees with the position of the movant or applicant regarding the necessity for expedited consideration, the movant or applicant may, by order to show cause, request an expedited hearing.

24. Except as provided with respect to Pleadings requesting relief pursuant to Bankruptcy Rules 2002(a)-(b) or the Presentment Procedures (as defined below), Pleadings shall



not be considered unless filed, notified, and served in accordance with the Case Management Procedures at least fourteen (14) calendar days before the next applicable hearing date; provided, however, that if the parties served with the Pleading include parties being served by (i) U.S. mail, the Pleading must be filed and served at least seventeen (17) calendar days before the next applicable hearing; provided, further, that nothing in the Case Management Procedures shall prejudice the right of any party to move the Court to request an enlargement or reduction of any time period under Bankruptcy Rules 9006(b) and 9006(c).

25. Notwithstanding the immediately preceding paragraph, a party may settle or present a proposed order for approval by the Court as provided by Local Rule 9074-1; provided, however, that the presentment of a proposed order pursuant to Local Rule 9074-1(c), or any other similar administrative or standard order, must be filed and served at least seven (7) calendar days before the presentment date (the “**Presentment Procedures**”).

26. Except as provided for below with respect to Stay Relief Motions, the deadline to file an Objection (the “**Objection Deadline**”) to any Pleading shall be (i) at least seven (7) calendar days before the applicable hearing date or (ii) any date otherwise ordered by the Court. The Objection Deadline may be extended with the consent of the movant or applicant. If such an extension has been agreed upon, the movant shall provide oral notice of the extension to Chambers. The Objection will not be considered timely unless filed with the Court and received by the Standard Parties and the Affected Entities on or before the applicable Objection Deadline. All parties filing an Objection shall include their telephone and facsimile numbers in the signature block on the last page of the Objection.

27. Unless otherwise ordered by the Court, a reply shall be filed with the Court and served in accordance with these Case Management Procedures on or before 12:00 p.m. (prevailing

Eastern Time) on the day that is at least three (3) business days prior to the date of the applicable hearing.

28. By two (2) business days before a scheduled hearing, the TSC Debtors shall file with the Court a letter (the “**Agenda Letter**”) setting forth each matter to be heard at the hearing (the letter must be updated after the initial submission, if necessary) and shall serve the letter(s), by email or facsimile on: (i) the Court; (ii) the U.S. Trustee; (iii) counsel to the statutory committee of unsecured creditors appointed in these chapter 11 cases (the “**Committee**”), or until such time as any such committee is appointed, those creditors holding the 30 largest general unsecured claims against the TSC Debtors on a consolidated basis; (iv) NexBank, SSB as agent for the TSC Debtors’ proposed postpetition debtor-in-possession financing; (v) Weil, Gotshal & Manges LLP as counsel to Harbinger Capital Partners LLC and certain of its managed and affiliated funds; (vi) Wachtell, Lipton, Rosen & Katz as counsel to Highland Capital Management, L.P. and certain of its managed and affiliated funds; (vii) Quinn Emanuel Urquhart & Sullivan, LLP as counsel to Solus Alternative Asset Management, L.P.; (viii) NexBank, SSB as agent for the TSC Debtors’ proposed postpetition debtor-in-possession financing; (ix) Quinn Emanuel Urquhart & Sullivan, LLP as counsel to the agent for the TSC Debtors’ proposed postpetition debtor-in-possession financing; (x) Schulte Roth & Zabel LLP as counsel to Colbeck Capital Management, LLC; (xi) the Internal Revenue Service; (xii) the Securities and Exchange Commission; (xiii) the United States Attorney for the Southern District of New York; (xiv) the Federal Communications Commission; and (xv) any party that has filed a Document referenced in the Agenda Letter; provided, however, that an Agenda Letter shall not be required where the TSC Debtors have less than forty-eight (48) hours notice of the hearing.

29. The Agenda Letter will include, to the extent known by the TSC Debtors: (i) the

docket number and title of each matter to be scheduled to be heard at the hearing, including the initial filing and any responses, replies or documents related thereto; (ii) whether the matters are contested or uncontested, (iii) whether the matters have settled or are proposed to be continued; and (iv) other comments that will assist the Court; provided, however, that the matters listed on the Agenda Letter shall be limited to matters of substance and shall not include administrative filings such as notices of appearance and affidavits of service.

30. The Agenda Letter may include notice of matters that have been consensually adjourned to a later hearing date in lieu of parties filing a separate notice of such adjournment, provided, however, that for all matters adjourned to be heard at a later date, the TSC Debtors will also electronically file on the docket (but need not serve) a notice of adjournment with respect to such matter(s).

31. In the event a matter is properly noticed for hearing and the parties reach agreement on a settlement of the dispute prior to the final hearing, the parties may announce the settlement at the scheduled hearing. In the event the Court determines that the notice of the dispute and the hearing is adequate notice of the effects of the settlement (i.e., that the terms of the settlement are not materially different from what parties in interest could have expected if the dispute were fully litigated), the Court may approve the settlement at the hearing without further notice of the terms of the settlement. In the event the Court determines that additional or supplemental notice is required, the TSC Debtors shall serve such notice in accordance with the Case Management Procedures set forth herein and a hearing to consider such settlement shall be on the next hearing day deemed appropriate by the Court.

32. Notwithstanding anything contained herein, motions for relief from the automatic stay (“**Stay Relief Motions**”) in accordance with section 362 of the Bankruptcy Code shall be

noticed for consideration on the Omnibus Hearing Date that is at least twenty-one (21) days after the motion is filed and notice thereof is served upon the TSC Debtors. Unless otherwise ordered by the Court, the objection deadline with respect thereto shall be the later to occur of (i) fourteen (14) days after the date of filing and service of the motion and (ii) three (3) days prior to the hearing scheduled with respect thereto.

33. Notwithstanding section 362(e) of the Bankruptcy Code, if a Stay Relief Motion is scheduled, in accordance with this Order, for, or adjourned to, a hearing date that falls on or after the thirtieth day after the filing of the Stay Relief Motion, the moving party shall be deemed to have consented to the continuation of the automatic stay in effect pending the conclusion of, or as a result of, a final hearing and determination under section 362(d) of the Bankruptcy Code, and shall be deemed to have waived its right to assert the termination of the automatic stay under section 362(e) of the Bankruptcy Code.

34. Pursuant to Local Rule 7056-1, no motion for summary judgment may be made without first seeking a pre-motion conference. The request for such should be made by letter, filed electronically on the Court's website (<https://ecf.nysb.uscourts.gov/>), setting forth the issues to be presented under the Motion.

35. Motions for reargument must identify with particularity the matter required under Local Rule 9023-1. If, after review of the Motion, the Court determines that it wishes a response, and/or a hearing, it will then notify parties accordingly.

#### **Telephonic Appearances at Hearing**

36. If a party desires to participate in a hearing by telephone, such party must request permission from Chambers and notify attorneys for the TSC Debtors **at least forty-eight (48) hours prior to the scheduled hearing**. If Chambers permits telephonic participation, the party

participating telephonically must arrange such telephonic participation with Court Call, adhering to the Case Management Procedures for telephonic participation applicable in the United States Bankruptcy Court for the Southern District of New York, as well as those required by Chambers. Those participating by phone may not use speakerphones, unless first authorized by the Court; by reason of technical limitations of the equipment, and the way speakerphones disrupt proceedings in the courtroom, speakerphone authorizations usually will not be granted. Persons participating by phone (and especially by speakerphone) must put their phones on “mute” except when they need to be heard. Persons so participating are not to put their phones on “hold” under any circumstances.

### **Hearing Procedures**

37. The initial hearing on all Pleadings will be a non-evidentiary hearing, unless: (i) the Motion is of a type specified in Local Rule 9014-2(b), (c), (d) or (e); or (ii) the Court otherwise directs in advance of the hearing. If, upon or after the filing of a Motion, any party wishes an evidentiary hearing on a Motion not covered under Local Rule 9014-2, such party must confer with all other parties involved to determine whether there is agreement that an evidentiary hearing is appropriate. In the absence of an ability to agree, the Court will consider requests for an evidentiary hearing by conference call. Notwithstanding Local Rule 9014-2, the Court may, upon advance request and for cause shown, order that the initial hearing on a Motion of the type specified in Local Rule 9014-2(c), (d) or (e) will be a non-evidentiary hearing. Normally, interests of judicial economy and the absence of disputed material issues of fact will collectively suggest that a non-evidentiary hearing is appropriate on Motions subject to Local Rule 9014-2(c), (d) or (e).

38. Concurrently with any determination that an evidentiary hearing is necessary or

desirable, Chambers must be notified with an estimate of expected trial time; parties may be informed that a different return date is necessary if the available time on the requested day is insufficient. Any Motion noticed as an evidentiary hearing must prominently state, just below the return date in the upper right-hand corner, "Evidentiary Hearing Requested."

39. A Pleading may be granted without a hearing provided that, after the passage of the Objection Deadline (as defined below), the attorney for the entity who has filed the Pleading (i) files a declaration pursuant to 28 U.S.C. § 1746 indicating that no Objection has been filed or served in accordance with these Case Management Procedures; (ii) serves the declaration via facsimile upon the undersigned attorneys for the TSC Debtors one (1) business day prior to submission thereof to the Court; and (iii) delivers by U.S. mail, hand or overnight delivery, a package to the Court including (a) the declaration described in subsection (i) above, (b) a disk containing an order granting the relief requested in the applicable Pleading, and (c) a printed copy of the order (collectively, the "**Presentment Package**"). Upon receipt of the Presentment Package, the Court may grant the relief requested in the Pleading without further submission, hearing, or request. If the Court does not grant the relief, the Pleading will be heard at the Omnibus Hearing that is at least seven (7) calendar days after the date the Presentment Package is received by the Court; provided, however, that if the Court does not grant the relief requested in a Pleading without a hearing, such action shall not constitute an extension of the objection deadline related thereto, unless otherwise agreed between the TSC Debtors and the party seeking relief. If such an extension has been agreed upon, the moving party shall provide oral notice of the extension to Chambers.

40. Parties seeking a temporary restraining order ("**TRO**") must comply with the requirements of Fed. R. Civ. P. 65(b). Applications for TROs will be heard in open court, on the

record, with a court reporter or audio recording. Parties wishing to be heard in opposition will be heard by telephone upon request. Applicants seeking TROs are reminded of the need to submit with their motion papers the written Affidavit required under Rule 65(b) confirming the notice provided to anyone who might wish to oppose the application. Any assertions that notice cannot or should not be given must likewise be supported by Affidavit.

41. Any request for a TRO must be preceded by a telephone call to Chambers, advising Chambers of the nature of the controversy; the need for emergency relief; why a noticed hearing for a preliminary injunction would be insufficient; when a hearing on the TRO application is needed; and when the papers will be forthcoming. Except in those rare cases where advance notice of the TRO application would vitiate the purpose of the TRO (and where that can be established by Affidavit), immediate telephonic notice of the prospective application must be provided to all parties reasonably expected to be affected by entry of the TRO, or provisions therein. In addition, the papers on any TRO application must be hand delivered, e-mailed or faxed to any such parties at the same time that the papers are provided to Chambers.

### **Discovery and Evidence**

42. Expedited discovery in contested matters in the main bankruptcy proceeding is authorized without further Court order. This authorization is without prejudice to the rights of any party or witness to seek protective order relief if the time to respond or appear, or the burden of the requested discovery, is unreasonable, or for other cause shown. Parties are expected to work informally and cooperatively to effect any necessary discovery, with due recognition of the time exigencies that are typical in bankruptcy litigation. Document requests by letter, fax or e-mail are authorized.

43. For the main bankruptcy proceeding and any related adversary proceedings, no

letter submissions regarding discovery will be accepted. Parties are required in the first instance to resolve discovery and due diligence disputes by negotiation in good faith and, if necessary, a conference call with the Court without submission of papers. The Court will make itself available for such calls, but such calls will not be scheduled until and unless the parties have first tried and failed to resolve the disputed matters themselves. Unless otherwise ordered by the Court, no Motion with respect to a discovery or due diligence dispute may be filed unless the parties have first conferred in good faith to resolve it, and also sought to resolve the matter by conference call with the Court.

44. Except as otherwise ordered by the Court for cause shown before the hearing, all direct testimony in contested matters in the main bankruptcy proceeding, other than duly designated deposition testimony, must be submitted by Affidavit, and all cross-examination and subsequent examination will be taken live. Unless otherwise ordered by the Court, all Affidavits and any designated testimony must be submitted to the adversary and the Court no later than three (3) full business days before the hearing.

45. Notwithstanding the foregoing paragraph, parties may, if they are so advised, introduce the testimony of witnesses who reasonably can be expected not to be cooperative (such as employees or agents of adversaries) by calling them as adverse witnesses and taking their testimony on “adverse direct.” The Court will normally regard taking direct testimony “live” as appropriate if, but only if, matters of credibility are important in the particular case, and credibility on direct, as well as after cross-examination, is at issue; the Court will normally regard “live” direct as inappropriate where the bulk of the testimony is historical or involves more than minimal discussion of accounting information or other financial or numerical analysis. In any instances where direct testimony will proceed “live,” the proponent(s) of such testimony will be responsible



for so advising the Court's chambers in advance, and taking such steps (*e.g.* subpoenas) as are necessary to secure the attendance of any non-cooperating witnesses.

**Other Case Management Procedures**

46. Any notice sent by the TSC Debtors or any other party in interest shall be deemed to comply with the requirements set forth in section 342(c)(1) of the Bankruptcy Code so long as the notice is accompanied by a document, substantially in the form attached hereto as Exhibit 1, containing the name, address and last four digits of the taxpayer identification number of each of the TSC Debtors in these cases.

47. The Bankruptcy Code, the Bankruptcy Rules and the Local Rules shall continue to apply to all proceedings in these cases except to the extent that any provision of the Case Management Procedures by its terms supersedes or is inconsistent with such provisions and rules.

48. Nothing in this Order shall prejudice the rights of any party in interest to seek an amendment or waiver of the provisions of the Case Management Procedures upon a showing of good cause.

49. The TSC Debtors may seek to amend the Case Management Procedures from time to time throughout these chapter 11 cases and shall present such amendments to the Court by motion in accordance with this Order.

50. Within three (3) business days of entry of this Order, the TSC Debtors shall serve a hard copy of this Order upon all parties on the Master Service List and post a copy of this Order on the Case Website. In addition, shortly after the end of each calendar month, the TSC Debtors shall serve a copy of this Order upon any party filing a Service Request within such calendar month.

51. This Court shall retain jurisdiction to hear and determine all matters arising from or

relating to the implementation of this Order.

Dated: New York, New York  
**February 23, 2011**

/s/ Sean H. Lane  
UNITED STATES BANKRUPTCY JUDGE

**EXHIBIT 1**

**Notice of TSC Debtors' Tax Identification Numbers**

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

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

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**NOTICE OF DEBTORS' TAX IDENTIFICATION NUMBERS**

PLEASE TAKE NOTICE that pursuant to the *Order Directing That Certain Orders in the Chapter 11 Cases of TerreStar Networks Inc., et al. Be Made Applicable to the Chapter 11 Cases of TerreStar Corporation and TerreStar Holdings Inc.* approved by the Bankruptcy Court on [\_\_\_\_\_] , 2011, the above-captioned debtors and debtors in possession hereby file, make available and give notice of the following information:

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

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<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**").

<b>Debtor Name</b>	<b>Address</b>	<b>Last Four Digits of Taxpayer Identification Number</b>
	Reston, VA 20190	