

directing that certain orders entered in the chapter 11 cases of TerreStar Networks Inc. (“*TSN*”) and its affiliated debtors and debtors in possession (collectively, the “*October Debtors*”),² Case Number 10-15446 (SHL), be made applicable to the chapter 11 cases of the February Debtors *nunc pro tunc* to February 16, 2011 (the “*Petition Date*”).³ In support of this motion, the February Debtors respectfully state as follows:

I. JURISDICTION

1. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2).
2. Venue in this Court is proper pursuant to 28 U.S.C. §§ 1408 and 1409.
3. The bases for the relief requested herein are section 105(a) of title 11 of the United States Code (the “*Bankruptcy Code*”) and Bankruptcy Rules 1007(a), 1007(c), 1015(b) and 6003.

II. BACKGROUND

A. **Background of the Chapter 11 Cases**

4. On October 19, 2010 (the “*October Petition Date*”) and the Petition Date, the Other TSC Debtors and the February Debtors, respectively, filed petitions with this Court under chapter 11 of the Bankruptcy Code. The TSC Debtors are operating their business and managing

² On October 19, 2010, the October Debtors each filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code in this Court. The October Debtors are: TerreStar New York Inc.; Motient Communications Inc.; Motient Holdings Inc.; Motient License Inc.; Motient Services Inc.; Motient Ventures Holding Inc.; and MVH Holdings Inc. (collectively, the “*Other TSC Debtors*” and, together with the February Debtors, the “*TSC Debtors*”); TerreStar Networks Inc.; TerreStar License Inc.; TerreStar National Services Inc.; TerreStar Networks Holdings (Canada) Inc.; TerreStar Networks (Canada) Inc.; and 0887729 B.C. Ltd. (collectively, the “*TSN Debtors*”).

³ The TSC Debtors recognize that Rule 6003 of the Federal Rules of Bankruptcy Procedure (the “*Bankruptcy Rules*”) requires that certain relief not be granted during the first 21 days of a chapter 11 case. To the extent Bankruptcy Rule 6003 applies to any of the motions and/or orders the TSC Debtors seek to apply to TerreStar Corporation and TerreStar Holdings Inc., the TSC Debtors are seeking to have such matters heard on or after the 22nd day of these cases. Exhibit A attached hereto is the proposed order with respect to relief not implicated by Bankruptcy Rule 6003, and Exhibit B attached hereto is the proposed order with respect to relief to which Bankruptcy Rule 6003 is applicable.

their property as debtors in possession pursuant to Bankruptcy Code sections 1107(a) and 1108. No request for the appointment of a trustee or examiner has been made in these chapter 11 cases.

5. On October 20, 2010, the Court entered an order providing for the joint administration of the October Debtors' cases for procedural purposes under the case number of TerreStar Networks Inc. (Case No. 10-15446 (SHL)). Contemporaneous with the filing of the petitions for the February Debtors, the October Debtors have requested that the chapter 11 cases of the Other TSC Debtors be de-consolidated from the TSN case, and the TSC Debtors have sought procedural consolidation and joint administration of the chapter 11 cases of the Other TSC Debtors and the February Debtors under the case of TerreStar Corporation.

6. On October 29, 2010, the United States Trustee for the Southern District of New York (the "*U.S. Trustee*") appointed an official committee of unsecured creditors (the "*TSN Committee*") of the October Debtors. No statutory committees have been appointed or designated in the February Debtors' cases. On information and belief, only one member of the TSN Committee, Van Vlissingen and Company, holds a claim against the TSC Debtors.⁴

7. A detailed description of the TSC Debtors' business and the reasons for filing these chapter 11 cases is set forth in the Declaration of Jeffrey W. Epstein Pursuant to Local Bankruptcy Rule 1007-2 in Support of First Day Pleadings (the "*First Day Declaration*"), which was filed contemporaneously with the February Debtors' voluntary petitions for relief under chapter 11 of the Bankruptcy Code.

B. Applicability of Initial Orders

8. In connection with their chapter 11 filings, the October Debtors filed a series of procedural and operational motions on the October Petition Date designed to maintain the

⁴ For the avoidance of doubt, to the extent the TSN Committee is referenced, such references shall apply only to the October Debtors and not to the February Debtors.

confidence and support of employees, customers and other key constituencies and to establish procedures for the efficient administration of their chapter 11 cases (the “**First Day Pleadings**”).

9. In connection with the February Debtors’ filing of voluntary petitions under chapter 11 of the Bankruptcy Code, the February Debtors require some of the same relief sought in the First Day Pleadings and granted by this Court (collectively, the “**First Day Orders**”). As with the October Debtors, the relief provided in certain of the First Day Orders is necessary to facilitate the February Debtors’ smooth transition into chapter 11 and to maximize the value of the February Debtors’ estates for the benefit of all parties in interest. Thus, in an effort to eliminate filing duplicative applications and motions, which in turn will reduce the burdens on this Court and parties in interest as well as the administrative costs to the February Debtors’ estates, the February Debtors request that the First Day Orders set forth below and entered in the October Debtors’ cases be applied to the chapter 11 cases of the February Debtors *nunc pro tunc* to the Petition Date as if the February Debtors were movants therein.⁵ The substantive relief requested by this motion would include the following items:⁶

- Cash Management Order. The October Debtors filed a First Day Pleading seeking authority to continue their existing cash management system, bank accounts and business forms after the October Petition Date and grant post-petition intercompany claims administrative expense priority and continue intercompany arrangements (the “**Cash Management Motion**”). On October 20, 2010, this Court entered an order granting such relief on an interim basis, which was followed by a final order on November 17, 2010 [Case No. 10-15446, Docket No. 177] (the “**Cash Management Order**”). Because the February Debtors are affiliates of the October Debtors, the TSC Debtors will seek to include the February Debtors’ operating accounts within their

⁵ For the avoidance of doubt, with respect to each reference to the Debtors in the First Day Orders that are sought to be applied pursuant to this motion, such reference shall also include the February Debtors.

⁶ Exhibit I to Exhibit A and Exhibit I to Exhibit B attached hereto contain copies of each of the First Day Orders that the February Debtors seek to have applied to their chapter 11 cases pursuant to this motion.

collective cash management system.⁷ As is more fully set forth in the Cash Management Motion (the arguments in support of which are equally applicable to the February Debtors), that relief is justified pursuant to Bankruptcy Code sections 363, 364 and 507 and will allow the February Debtors to meet their financial obligations.⁸

- Procedural Orders. To facilitate a smooth and efficient administration of the October Debtors' chapter 11 cases, this Court entered several procedural First Day Orders authorizing the October Debtors to, among other things: (a) prepare an electronic list of creditors in lieu of submitting and filing a formatted mailing matrix and mail initial notices required by the Bankruptcy Code and the Bankruptcy Rules [Case No. 10-15446, Docket No. 31] (the "**Matrix Order**"); (b) establish certain notice, case management and administrative procedures [Case No. 10-15446, Docket No. 60] (the "**Case Management Order**");⁹ and (c) establish procedures for the interim compensation and reimbursement of expenses for professionals retained during the chapter 11 cases [Case No. 10-15446, Docket No. 174] (the "**Interim Compensation Order**").¹⁰ On October 20, 2010, this Court also approved the joint administration of the October Debtors' chapter 11 cases. As discussed above, contemporaneously herewith, the February Debtors are seeking joint administration of the February Debtors' chapter 11 cases with the Other TSC Debtors' chapter 11 cases. Assuming joint administration of the February Debtors' chapter 11 cases with the Other TSC

⁷ Exhibit B to the Cash Management Motion identified a non-exclusive list of the bank accounts utilized by the October Debtors prior to the Petition Date, which the October Debtors sought to continue to use after the Petition Date. Such list did not include the bank accounts relating exclusively to the February Debtors. Those bank accounts maintained by the February Debtors, with the name and contact information of the corresponding bank, are attached hereto as Exhibit C. Accordingly, in addition to the relief granted in the Cash Management Order, by this motion, the February Debtors seek authority to continue to use, with the same account numbers, the accounts listed on Exhibit C.

⁸ For the avoidance of doubt, to the extent the Cash Management Motion and Cash Management Order reference motions and orders that do not apply to the February Debtors, the February Debtors do not seek to make such motions and orders applicable to their chapter 11 cases pursuant to this motion. Additionally, notwithstanding any provision to the contrary in the Cash Management Order, the TSC Debtors shall not be permitted to make any intercompany transfers to or enter into any intercompany transactions with any of the TSN Debtors without further approval of this Court, which approval may be granted in the post-petition financing order.

⁹ With respect to the Case Management Order, the February Debtors request that the following provisions of the Case Management Order not be made applicable to the February Debtors' cases: (a) ¶ 1 regarding the October Debtors' case website address; (b) ¶ 2 regarding the docket on which electronic filing of pleadings and other documents is to occur; (c) ¶ 8 regarding specific parties to be served with all filed documents; (d) ¶ 20 regarding the specific omnibus hearing dates; (e) ¶ 28 regarding specific parties to be served with the hearing agenda letter; and (f) Exhibit 2, which contains the notice of the October Debtors' tax identification numbers. Rather, the February Debtors request that such provisions be modified for purposes of the TSC Debtors' jointly administered cases as reflected on Exhibit D attached hereto.

¹⁰ On December 21, 2010, the Board of Judges for the United States Bankruptcy Court for the Southern District of New York adopted General Order M-412, which amends General Order M-388 – Order Pursuant to 11 U.S.C. §§ 105(a) and 331 Establishing Procedures for Monthly Compensation and Reimbursement of Expenses of Professionals, with respect to all orders establishing compensation procedures signed on or after December 21, 2010. The only substantive difference between General Order M-388 and General Order M-412 is that each professional seeking compensation under an interim compensation order must file their monthly fee statement with the Court. Accordingly, the February Debtors request that ¶ 3(a)-(b) of the Interim Compensation Order not be made applicable to the February Debtors' cases. Rather, the February Debtors request that such provisions be modified for purposes of the TSC Debtors' jointly administered cases as reflected on Exhibit E attached hereto.

Debtors' chapter 11 cases, the relief provided in the foregoing orders is justified under the circumstances and will facilitate the efficient administration of the February Debtors' chapter 11 cases with the Other TSC Debtors' chapter 11 cases.

- Other Operational Orders. To minimize interruption as a result of the commencement of their chapter 11 cases and to facilitate the stabilization of their businesses, the October Debtors filed several operational First Day Pleadings designed to facilitate their "soft landing" into chapter 11 and to ensure a smooth transition into operating under chapter 11. By way of example, this Court entered orders (a) authorizing, but not directing, the October Debtors to continue to administer their pre-petition insurance coverage policies and practices [Case No. 10-15446, Docket No. 88] (the "**Insurance Order**") and (b) authorizing, but not directing, the October Debtors to pay certain taxes and fees [Case No. 10-15446, Docket No. 172] (the "**Tax Order**"). The TSC Debtors believe that the relief provided in the foregoing orders is justified under the circumstances and will facilitate the efficient administration of the TSC Debtors' chapter 11 cases. As set forth in the First Day Declaration, the arguments in support of the Insurance Order and the Tax Order are, as a general matter, equally applicable to the February Debtors.
- Employment and Retention of Professionals. This Court entered orders authorizing the October Debtors to retain the following professionals and advisors: (a) Akin Gump Strauss Hauer & Feld LLP, as counsel [Case No. 10-15446, Docket No. 179] (the "**Akin Retention Order**"); (b) The Garden City Group, Inc., as claims and noticing agent [Case No. 10-15446, Docket No. 28] (the "**GCG Retention Order**"); and (c) various other ordinary course professionals [Case No. 10-15446, Docket No. 173] (the "**OCP Retention Order**")¹¹ and, together with the Akin Retention Order and the GCG Retention Order, the "**Retention Orders**").¹² Many of the professionals and advisors retained in the October Debtors' cases have substantial knowledge about the TSC Debtors' operations, including the operations of the February Debtors, and as set forth more fully in the motions seeking approval of the Retention Orders, this relief will facilitate the efficient administration of the TSC Debtors' chapter 11 cases. As

¹¹ To the extent that an ordinary course professional that seeks to be retained in the TSC Debtors' cases has filed a declaration of disinterestedness in the TSN Debtors' cases, such ordinary course professional will be required to file a separate declaration of disinterestedness in the TSC Debtors' cases. Additionally, for the avoidance of doubt, if an ordinary course professional performs services for both the TSN Debtors and the TSC Debtors, such ordinary course professional must keep separate billing records for the TSN Debtors' cases and the TSC Debtors' cases and will be paid from the proceeds of the TSC Debtors' debtor in possession financing facility only to the extent it has performed services on behalf of the TSC Debtors. Accordingly, the February Debtors request that ¶ 4(a) of the OCP Order not be made applicable to the February Debtors' cases. Rather, the February Debtors request that such provisions be modified for purposes of the TSC Debtors' jointly administered cases as reflected on Exhibit F attached hereto.

¹² As set forth in the *Third Supplemental Declaration of Ira S. Dizengoff in Support of Debtors' Application To Employ and Retain Akin Gump Strauss Hauer & Feld LLP as Attorneys for the Debtors Nunc Pro Tunc to the Petition Date*, which will be filed in advance of the hearing on this motion with respect to the Akin Retention Order, since October 20, 2010, Akin Gump has maintained and will continue to maintain separate billing records with respect to services rendered to TSC, TerreStar Holdings Inc. and the TSN Debtors. Going forward, all of the professionals retained by both the TSC Debtors and the TSN Debtors will maintain separate billing records with respect to services rendered to the TSC Debtors and the TSN Debtors, as applicable.

set forth in the First Day Declaration, the arguments in support of the Retention Orders are, as a general matter, equally applicable to the February Debtors.

III. RELIEF REQUESTED

10. By this motion, the February Debtors request that this Court enter orders pursuant to Bankruptcy Code section 105(a), substantially in the forms attached hereto as Exhibit A and Exhibit B, directing that certain orders entered in the October Debtors' cases (collectively, the "***October Debtors' Orders***"), apply to the February Debtors in their chapter 11 cases *nunc pro tunc* to the Petition Date.¹³

11. The February Debtors seek the relief requested herein in an effort to eliminate the filing of duplicative applications and motions. As a result, the relief requested herein will directly reduce the burdens on this Court and all parties in interest and ensure the efficient operation of the February Debtors' estates and the administration of their chapter 11 cases.

IV. SUPPORTING AUTHORITY

12. Bankruptcy Code section 105(a) provides, in relevant part, that "[t]he court may issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of this title." 11 U.S.C. § 105(a). Pursuant to Bankruptcy Code section 105(a), a bankruptcy court has expansive equitable powers to fashion any order or decree that is in the interest of preserving or protecting the value of a debtor's assets. *See, e.g., In re Chinichian*, 784 F.2d 1440, 1443 (9th Cir. 1986) ("Section 105 sets out the power of the bankruptcy court to fashion orders as necessary pursuant to the purposes of the Bankruptcy Code."); *Bird v. Crown Convenience (In re NWFx, Inc.)*, 864 F.2d 588, 590 (8th Cir. 1988) ("The overriding consideration in

¹³ The February Debtors seek to have an order, substantially in the form attached hereto as Exhibit A, applying the Cash Management Order, Matrix Order, Case Management Order, Interim Compensation Order, GCG Retention Order and OCP Retention Order to the February Debtors' chapter 11 cases as soon as practicable after the Petition Date. In accordance with Bankruptcy Rule 6003, the February Debtors seek to have a supplemental order, substantially in the form attached hereto as Exhibit B, applying the Insurance Order, Tax Order and Akin Retention Order to the February Debtors' chapter 11 cases no earlier than 21 days after the Petition Date.

bankruptcy . . . is that equitable principles govern.”); *In re Cooper Props. Liquidating Trust, Inc.*, 61 B.R. 531, 537 (Bankr. W.D. Tenn. 1986) (“[T]he Bankruptcy Court is one of equity and as such it has a duty to protect whatever equities a debtor may have in property for the benefit of its creditors as long as that protection is implemented in a manner consistent with the bankruptcy laws.”).

13. Entry of an order directing that the October Debtors’ Orders be made applicable to the February Debtors will obviate the need for duplicative notices, motions, applications and orders to be filed in these cases. The February Debtors simply seek to save considerable time and expense for their estates and reduce the burden on this Court and parties in interest by proceeding in this manner. The February Debtors require the protections and authorizations that are set forth in the October Debtors’ Orders to enter chapter 11 in an orderly manner and to maintain their ability to reorganize successfully and efficiently. Indeed, if this motion is not granted, the February Debtors would seek substantially the same relief granted in the October Debtors’ Orders, which address many of the matters that most debtors face in a chapter 11 case.

14. Had the February Debtors filed their chapter 11 petitions on the same date as the October Debtors, they would likely have also been movants with respect to the October Debtors’ Orders. By proceeding in the manner of this motion, the February Debtors seek to streamline the motion practice for requesting such relief as if the February Debtors had filed such motions. Finally, absent this relief, there is a risk that the February Debtors will be subject to one set of administrative orders while the Other TSC Debtors will be subject to another. This may unnecessarily increase the administrative burdens on the estate. The substantive legal authority supporting the relief requested in the various motions was set forth in detail in such motions and,

accordingly, the February Debtors respectfully refer the Court to those motions rather than reiterating herein the bases for relief articulated in each such motion.

15. The February Debtors believe that the relief requested herein is appropriate to carry out the provisions of the Bankruptcy Code. Moreover, similar procedures have been authorized in other complex chapter 11 cases. *See, e.g., Motors Liquidation Co.*, Case No. 09-50026 (Bankr. S.D.N.Y. Oct. 16, 2009);¹⁴ *In re Lehman Bros. Holdings Inc.*, (Bankr. S.D.N.Y. Sept. 17, 2008); *In re Calpine Corp.*, Case No. 05-60200 (Bankr. S.D.N.Y. June 29, 2006); *In re NRG Energy, Inc.*, Case No. 03-13024 (Bankr. S.D.N.Y. Aug. 20, 2003); *In re WorldCom, Inc.*, Case No. 02-13533 (Bankr. S.D.N.Y. Nov. 26, 2002); *In re Enron Corp.*, Case No. 01-16034 (Bankr. S.D.N.Y. Nov. 7, 2002).

V. MOTION PRACTICE

16. This motion includes citations to the applicable rules and statutory authorities upon which the relief requested herein is predicated and a discussion of their application to this motion. Accordingly, the February Debtors respectfully submit that this motion satisfies Rule 9013-1(a) of the Local Bankruptcy Rules for the Southern District of New York.

VI. NOTICE¹⁵

17. The TSC Debtors have provided notice of this motion to: (a) the Office of the United States Trustee for the Southern District of New York; (b) the entities listed on the Consolidated List of Creditors Holding the 30 Largest Unsecured Claims filed pursuant to Bankruptcy Rule 1007(d); (c) NexBank, SSB as agent for the lenders under the Bridge Loan Agreement; (d) Weil, Gotshal & Manges LLP as counsel to Harbinger Capital Partners LLC and

¹⁴ Because of the voluminous nature of the orders and transcripts cited herein, they are not attached to the DIP Motion. Copies of all orders and transcripts cited herein are available on request of the TCS Debtors' counsel.

¹⁵ For the avoidance of doubt, the TSC Debtors will serve this motion and any order entered with respect to the relief requested herein on each Affected Party (as such term is defined in the Case Management Order) that was initially served with the October Debtors' Orders.

certain of its managed and affiliated funds; (e) Wachtell, Lipton, Rosen & Katz as counsel to Highland Capital Management, L.P. and certain of its managed and affiliated funds; (f) Quinn Emanuel Urquhart & Sullivan, LLP as counsel to certain holders of the Debtors' 6.5% Senior Exchangeable Notes and as counsel to Solus Alternative Asset Management, L.P.; (g) NexBank, SSB as agent for the TSC Debtors' proposed post-petition debtor-in-possession financing; (h) Quinn Emanuel Urquhart & Sullivan, LLP as counsel to the agent for the TSC Debtors' proposed post-petition debtor-in-possession financing; (i) Schulte Roth & Zabel LLP as counsel to Colbeck Capital Management, LLC; (j) the Internal Revenue Service; (k) the Securities and Exchange Commission; (l) the United States Attorney for the Southern District of New York; and (m) the Federal Communications Commission. In light of the nature of the relief requested, the TSC Debtors respectfully submit that no further notice is necessary.

VII. NO PRIOR REQUEST

18. No prior application for the relief requested herein has been made to this or any other court.

WHEREFORE, for the reasons set forth herein, the February Debtors respectfully request that the Court enter an order, substantially in the forms attached hereto as Exhibit A and Exhibit B, (a) directing that certain orders entered in the October Debtors' chapter 11 cases be made applicable to the February Debtors *nunc pro tunc* to the Petition Date and (b) granting such other relief as this Court may deem just and proper.

New York, New York
Dated: February 16, 2011

/s/ Ira S. Dizengoff

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EXHIBIT A

Proposed Order

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:	)	Chapter 11
TERRESTAR CORPORATION,	)	Case No. 11-_____ (SHL)
Debtor.	)	Joint Administration Requested
In re:	)	Chapter 11
TERRESTAR HOLDINGS INC.,	)	Case No. 11-_____ (SHL)
Debtor.	)	Joint Administration Requested

**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. *NUNC PRO TUNC* TO THE PETITION DATE**

Upon the motion (the “*Motion*”)¹ of TerreStar Corporation and TerreStar Holdings Inc. (together, the “*February Debtors*”) for entry of an order directing that certain orders entered in the October Debtors’ chapter 11 cases, attached hereto as Exhibit 1 and with certain modified provisions as set forth in Exhibit 2, be made applicable to the February Debtors and their chapter 11 cases *nunc pro tunc* to the Petition Date; and it appearing that the relief requested in the Motion is in the best interests of the February Debtors’ estates, their stakeholders and all other parties in interest; and this Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper in this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided, and it appearing that no other or further notice need be

¹ All capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Motion.

provided; and upon the arguments and testimony presented at the hearing before the Court, and any objections to the Motion having been withdrawn, resolved or overruled on the merits; and after due deliberation and sufficient cause appearing therefore; it is **ORDERED** that:

1. The Motion is granted.
2. Certain of the First Day Orders entered in the chapter 11 cases of the October Debtors, copies of which are attached hereto as Exhibit 1, as modified as reflected in Exhibit 2 attached hereto, are applicable to the February Debtors chapter 11 cases, *nunc pro tunc* to the Petition Date, with such modifications as are set forth in the Motion, and as if each of the February Debtors were a Debtor as set forth in such orders.
3. The TSC Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.
4. Nothing contained in the Motion or this Order shall be deemed or construed as directing or otherwise effecting a substantive consolidation of the TSC Debtors' chapter 11 cases.
5. Notwithstanding the possible applicability of Bankruptcy Rules 6004(h), 7062 or 9014, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.
6. Notwithstanding any provision to the contrary in the First Day Orders made applicable to the February Debtors pursuant to this Order and in this Order, the February Debtors shall not be authorized to make any payments from any amounts loaned to the February Debtors pursuant to their debtor-in-possession financing unless such payments or disbursements are included in the budget contained therein or otherwise authorized to be paid pursuant to their debtor-in-possession financing agreement.

7. The relief granted herein shall be binding upon any chapter 11 trustee appointed in these chapter 11 cases and upon any chapter 7 trustee appointed in the event of a subsequent conversion of these chapter 11 cases to cases under chapter 7.

8. This Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: _____, 2011
New York, New York

United States Bankruptcy Judge

Exhibit 1 to Exhibit A

First Day Orders To Be Applied to the February Debtors

- ***Final Order (A) Authorizing, But Not Directing Debtors To Continue Using Their Cash Management System, Bank Accounts and Business Forms, (B) Granting Postpetition Intercompany Claims Administrative Expense Priority and (C) Authorizing Continued Intercompany Transactions [Case No. 10-15446, Docket No. 177]***
- ***Order Authorizing the Debtors to (A) Prepare an Electronic List of Creditors in Lieu of Submitting and Filing a Formatted Mailing Matrix, (B) File a Consolidated List of the Debtors' 30 Largest Unsecured Creditors, and (C) Mail Initial Notices [Case No. 10-15446, Docket No. 31]***
- ***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 [Case No. 10-15446, Docket No. 60]***
- ***Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals [Case No. 10-15446, Docket No. 174]***
- ***Order Authorizing and Approving the Employment and Retention of the Garden City Group, Inc., as Claims and Noticing Agent for the Debtors [Case No. 10-15446, Docket No. 28]***
- ***Order Authorizing the Debtors' Retention and Compensation of Certain Professionals Utilized in the Ordinary Course of Business [Case No. 10-15446, Docket No. 173]***

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

In re:

TERRESTAR NETWORKS INC., *et al.*,¹

Debtors.

) Chapter 11

) Case No. 10-15446 (SHL)

) Jointly Administered

**FINAL ORDER (A) AUTHORIZING, BUT NOT DIRECTING DEBTORS TO
CONTINUE USING THEIR CASH MANAGEMENT SYSTEM, BANK ACCOUNTS
AND BUSINESS FORMS, (B) GRANTING POSTPETITION INTERCOMPANY
CLAIMS ADMINISTRATIVE EXPENSE PRIORITY AND (C) AUTHORIZING
CONTINUED INTERCOMPANY TRANSACTIONS**

Upon the motion (the "*Motion*")² of the above-captioned debtors (collectively, the "*Debtors*") for the entry of an order (a) authorizing the Debtors to continue using their existing Cash Management System, Bank Accounts and business forms, (b) granting postpetition Intercompany Claims administrative expense priority, and (c) authorizing the Debtors to continue Intercompany Transactions; and upon the First Day Declaration; and it appearing that the relief requested is in the best interests of the Debtors' estates, their creditors and other parties in interest; and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and notice of the Motion

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal taxpayer-identification number, are: TerreStar New York Inc. (6394); TerreStar Networks Inc. (3931); Motient Communications Inc. (3833); Motient Holdings Inc. (6634); Motient License Inc. (2431); Motient Services Inc. (5106); Motient Ventures Holding Inc. (6191); MVH Holdings Inc. (9756); TerreStar License Inc. (6537); TerreStar National Services Inc. (6319); TerreStar Networks Holdings (Canada) Inc. (1337); TerreStar Networks (Canada) Inc. (8766) and 0887729 B.C. Ltd. (1345).

² Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Motion.

appearing to be adequate and appropriate under the circumstances; and any objections to the requested relief having been withdrawn or overruled on the merits; and after due deliberation and sufficient cause appearing therefor, it is hereby ORDERED that:

1. The Motion is granted as set forth herein on an final basis.
2. The Debtors are authorized to continue using their integrated Cash Management System as described in the Motion.

3. The Debtors are authorized to: (a) continue to use, with the same account numbers, all of the bank accounts in existence as of the Petition Date, including, without limitation, those accounts identified on Exhibit B to the Motion (the "**Bank Accounts**"); (b) use, in their present form, all correspondence and business forms (including, but not limited to, letterhead, purchase orders and invoices), as well as checks written manually and other documents related to the Bank Accounts existing immediately before the Petition Date, without reference to their status as debtors in possession; *provided, however*, that upon depletion of the Debtors' correspondence and business forms, the Debtors will obtain new business forms reflecting their status as debtors in possession; and, *provided, further, however*, that as soon as practicable after the Petition Date, the Debtors will note their status as "debtors in possession" on checks that are electronically printed; and (c) treat the Bank Accounts for all purposes as accounts of the Debtors as debtors in possession.

4. Except as otherwise expressly provided in this Order, all Banks are authorized and directed to continue to service and administer the Bank Accounts as accounts of the Debtors as debtors in possession, without interruption and in the ordinary course, and to receive, process, honor and pay any and all checks, drafts, wires and automated clearing house transfers issued

and drawn on the Bank Accounts after the Petition Date by the holders or makers thereof, as the case may be.

5. The Debtors are authorized to open any new bank accounts or close any existing Bank Accounts as they may deem necessary and appropriate in the ordinary course; *provided, however*, that the Debtors may only open a new bank account with a bank designated as an Authorized Depository under the U.S. Trustee Guidelines, unless first obtaining the consent of the U.S. Trustee. For purposes of this Order, any new bank account opened by the Debtors will be deemed a capital Bank Account and so listed on Exhibit B to the Motion.

6. All Intercompany Claims against a Debtor by another Debtor or non-Debtor affiliate arising after the Petition Date shall be accorded administrative expense priority in accordance with sections 503(b) and 507(a)(2) of the Bankruptcy Code.

7. The Debtors shall provide the statutory committee of unsecured creditors appointed in these chapter 11 cases with at least two (2) business days notice before the transfer of any funds or assets from a Debtor to a non-Debtor affiliate.

8. Subject to the terms of the DIP Facility, the Debtors are authorized, but not required, to continue using their Cash Management System to manage their cash, to pay intercompany payables, if any, to extend intercompany credit, if necessary, and to continue performing under and honoring their respective obligations and commitments related to Intercompany Transactions and the resulting Intercompany Claims that reflect intercompany receivables and payments made in the ordinary course of the business between and among the Debtors and their non-Debtor affiliates.

9. The Debtors shall keep records of any postpetition intercompany transfers and services that occur during the chapter 11 cases in accordance with their ordinary course

procedures for tracking such intercompany transfers, including as described further in the Motion by: (a) creating notes to evidence Intercompany Transactions; (b) maintaining the Intercompany Credit Facility; and (c) tracking Intercompany Transactions by book entry.

10. The Debtors are authorized to direct the Banks and the Banks are authorized and directed to pay obligations in accordance with this or any separate order of this Court.

11. Except as otherwise provided in this Order or in a separate order of this Court, including, without limitation, the Interim or Final Order (A) Authorizing, but not Directing, Debtors (I) to Pay Certain Prepetition Wages and Reimbursable Employee Expenses, (II) to Pay and Honor Employee Medical and Other Benefits and (III) to Continue Employee Benefits Programs and (B) Authorizing Financial Institutions to Honor all Related Checks and Electronic Payment Requests, all Banks provided with notice of this Order maintaining any of the Bank Accounts shall not honor or pay any bank payments drawn on the listed Bank Accounts or otherwise issued prior to the Petition Date.

12. As soon as practicable after the entry of this Order, the Debtors shall serve a copy of this Order on those Banks that make disbursements pursuant to the Debtors' Cash Management System except as expressly directed by the Debtors pursuant to paragraph 10, above.

13. Notwithstanding any provision herein to the contrary, the Debtors shall not be authorized to make any payments under this Order from any amounts loaned to the Debtors pursuant to the debtor-in-possession financing unless such payments or disbursements are included in the budget contained therein or otherwise authorized to be paid pursuant to the debtor-in-possession financing agreement.

14. The requirements set forth in Bankruptcy Rule 6003(b) are satisfied by the contents of the Motion or otherwise deemed waived.

15. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.

16. Notwithstanding the possible applicability of Rules 6004(a) and 6004(h) of the Federal Rules of Bankruptcy or otherwise, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

17. The Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

New York, New York

Date: November 17, 2010

/s/ Sean H. Lane

The Honorable Sean H. Lane
United States Bankruptcy Judge

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:)	
	)	Chapter 11
TERRESTAR NETWORKS INC., <i>et al.</i> , ¹)	
	)	Case No. 10-15446 (SHL)
Debtors.)	
	)	Jointly Administered

ORDER AUTHORIZING THE DEBTORS TO (A) PREPARE AN ELECTRONIC LIST OF CREDITORS IN LIEU OF SUBMITTING AND FILING A FORMATTED MAILING MATRIX, (B) FILE A CONSOLIDATED LIST OF THE DEBTORS' 30 LARGEST UNSECURED CREDITORS, AND (C) MAIL INITIAL NOTICES

Upon the motion (the "*Motion*")² of the above-captioned debtors (collectively, the "*Debtors*") for entry of an order authorizing the Debtors to (a) prepare an electronic list of creditors in lieu of submitting and filing a formatted mailing matrix, (b) file a consolidated list of the Debtors' 30 largest unsecured creditors and (c) mail initial notices; and upon the First Day Declaration; and it appearing that the relief requested is in the best interests of the Debtors' estates, their creditors, and other parties in interest; and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue appearing proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and notice of the Motion appearing to be adequate and appropriate under the circumstances; and any objections to the requested relief having been withdrawn or overruled on

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal taxpayer-identification number, are: TerreStar New York Inc. (6394); TerreStar Networks Inc. (3931); Motient Communications Inc. (3833); Motient Holdings Inc. (6634); Motient License Inc. (2431); Motient Services Inc. (5106); Motient Ventures Holding Inc. (6191); MVH Holdings Inc. (9756); TerreStar License Inc. (6537); TerreStar National Services Inc. (6319); TerreStar Networks Holdings (Canada) Inc. (1337); TerreStar Networks (Canada) Inc. (8766) and 0887729 B.C. Ltd. (1345).

² Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Motion.

the merits; and after due deliberation and sufficient cause appearing therefore, it is ORDERED that:

1. The Motion is granted to the extent set forth herein.
2. The Debtors are authorized to file a consolidated list of their 30 largest unsecured creditors in the Debtors' chapter 11 cases in lieu of each Debtor filing a list of its 20 largest unsecured creditors.
3. In lieu of submitting a formatted mailing matrix to the clerk of the Court and filing such matrix on the case docket, the Debtors shall make available a single, consolidated list of all of the Debtors' creditors in electronic form to any party who so requests and in non-electronic form at such requesting party's sole cost and expense.
4. The Debtors, with the assistance of the Proposed Notice and Claims Agent (upon this Court's authorization to engage GCG as the Debtors' Proposed Notice and Claims Agent), are (a) authorized to mail initial notices, such as a notice of filing of the chapter 11 cases and (b) are authorized, but not directed, to mail any correspondence the Debtors may wish to send to creditors and equity security holders as part of the Debtors' communication efforts to keep their creditors and equity security holders informed with respect to the status of the chapter 11 cases.
5. The Debtors, with the assistance of the Proposed Notice and Claims Agent, are authorized to undertake all mailings directed by the Court, the U.S. Trustee, or as required by the Bankruptcy Code, including, but not limited to, the notice of commencement and any other correspondence that the Debtors may wish to send to creditors and equity security holders.
6. The Proposed Notice and Claims Agent shall run the list of creditors and equity security holders through the United States Postal Service's National Change of Address ("NCOA") software and update any mailing addresses accordingly. If the NCOA software

determines that a mailing address has changed, the Proposed Notice and Claims Agent shall mail documents to the updated address and is under no obligation to mail to the original address.

7. If mail is returned to the Proposed Notice and Claims Agent as undeliverable with a forwarding address, the Proposed Notice and Claims Agent shall re-mail the document to the new address and update its mailing database accordingly. If mail is returned to the Proposed Notice and Claims Agent as undeliverable with no forwarding address, the Proposed Notice and Claims Agent is under no further obligation to mail any notices or other pleadings to that address; provided, however, that the Debtors shall use their reasonable due diligence to locate an updated address for creditors for which mail was previously returned as undeliverable with no forwarding address before each required mailing to the creditor matrix.

8. The Debtors and the Proposed Notice and Claims Agent are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.

9. The Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

New York, New York
Date: October 20, 2010

/s/ Sean H. Lane
United States Bankruptcy Judge

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

In re:)	
	)	Chapter 11
TERRESTAR NETWORKS INC., <i>et al.</i> , ¹)	
	)	Case No. 10-15446 (SHL)
Debtors.)	
	)	Jointly Administered

**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 “**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

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal taxpayer-identification number, are: TerreStar New York Inc. (6394); TerreStar Networks Inc. (3931); Motient Communications Inc. (3833); Motient Holdings Inc. (6634); Motient License Inc. (2431); Motient Services Inc. (5106); Motient Ventures Holding Inc. (6191); MVH Holdings Inc. (9756); TerreStar License Inc. (6537); TerreStar National Services Inc. (6319); TerreStar Networks Holdings (Canada) Inc. (1337); TerreStar Networks (Canada) Inc. (8766) and 0887729 B.C. Ltd. (1345).

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 Debtors' notice and claims agent, is authorized, but not directed, to establish a case website available at www.TerreStarInfo.com (the "**Case Website**"), where, among other things, key dates and information about the Debtors' chapter 11 cases will be posted.

2. All documents filed in the 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 Networks Inc., et al., Case No. 10-15446 (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 Debtors and their counsel; (iii) the Office of the United States Trustee for the Southern District of New York (the "**U.S. Trustee**"); (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 Debtors on a consolidated basis; (v) counsel to any other statutory committee appointed in the cases; (vi) counsel to the agent for the Debtors' proposed postpetition secured lenders; (vii) counsel to the agent for the Debtors' prepetition secured lenders; (viii) the indenture trustee for each of the Debtors' outstanding bond issuances; (ix) counsel to the ad hoc committee of holders of the Debtors' 6.5% Senior Exchangeable PIK Notes (the "**Ad Hoc Bondholders' Committee**"); (x) the Information Officer appointed in the Debtors' Canadian Recognition Proceedings²; (xi) the Internal Revenue Service; (xi) the Federal Communications Commission; (xii) the Securities and Exchange Commission (collectively, the "**Standard Parties**"); and (xiii) 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

² The Debtors will seek ancillary relief in Canada on behalf of all Debtors, pursuant to the Companies' Creditors Arrangement Act (Canada) R.S.C. 1985, c. C-36 as amended (the "**CCAA**") in the Ontario Superior Court of Justice (Commercial List) (the "**Canadian Court**") in Toronto, Ontario, Canada. The purpose of the ancillary proceeding is to request that the Canadian Court recognize these chapter 11 cases as a "foreign main proceeding" under the applicable provisions of the CCAA (the "**Canadian Proceedings**"). The Debtors have proposed that Deloitte & Touche Inc. ("**D&T Canada**") be appointed by the Canadian Court as information officer in the Canadian Proceedings (the "**Information Officer**").

Parties; provided, however, that any Pleading seeking the abandonment or disposition of substantially all of the 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 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 Debtors' discretion.

12. The 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 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 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 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 Debtors, the party shall be served by U.S. mail, overnight delivery, facsimile, or hand delivery; the choice of the foregoing being in the 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 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) **December 15, 2010 at 10:00 a.m.**; (ii) **January 13, 2010 at 10:00 a.m.**; and (iii) **February 16, 2010 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 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 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-Debtor must be scheduled for an Omnibus Hearing except for Pleadings requiring emergency relief.

22. If a Document is filed by a non-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 Debtors shall provide such non-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 Debtors determines that a motion or application requires emergency or expedited relief, the movant or applicant shall contact the Debtors’ attorneys by telephone and request that the motion or application be considered on an expedited basis. If the 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 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 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) the Committee; (iv) counsel to any other statutory committee appointed in the cases; (v) counsel to the agent for the Debtors’ proposed postpetition secured lenders; (vi) counsel to the agent for the Debtors’ prepetition secured lenders; (vii) the indenture trustee for each of the Debtors’ outstanding bond issuances; (viii) counsel to the Ad Hoc Bondholders’ Committee; and (ix) any parties that has filed Documents referenced in the Agenda Letter; provided, however, that an Agenda Letter shall not be required where the Debtors have less than forty-eight (48) hours notice of the hearing.

29. The Agenda Letter will include, to the extent known by the 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 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 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 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 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 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 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 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 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 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 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 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
November 1, 2010

/s/ Sean H. Lane
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT 1

Notice of Debtors' Tax Identification Numbers

In re:) Chapter 11
TERRESTAR NETWORKS INC., <i>et al.</i> , ¹) Case No. 10-15446 (SHL)
Debtors.) Joint Administration Requested

PLEASE TAKE NOTICE that pursuant to the *Order Establishing Certain Notice, Case Management and Administrative Procedures* approved by the Bankruptcy Court on [____], 2010, 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 New York Inc.	545 8 th Ave. Room 401 New York, NY 10018	6394
TerreStar Networks Inc.	12010 Sunset Hills Rd. 6 th Floor Reston, VA 20190	3931
Motient Communications Inc.	12010 Sunset Hills Rd. 6 th Floor Reston, VA 20190	3833
Motient Holdings Inc.	12010 Sunset Hills Rd. 6 th Floor Reston, VA 20190	6634

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal taxpayer-identification number, are: TerreStar New York Inc. (6394); TerreStar Networks Inc. (3931); Motient Communications Inc. (3833); Motient Holdings Inc. (6634); Motient License Inc. (2431); Motient Services Inc. (5106); Motient Ventures Holding Inc. (6191); MVH Holdings Inc. (9756); TerreStar License Inc. (6537); TerreStar National Services Inc. (6319); TerreStar Networks Holdings (Canada) Inc. (1337); TerreStar Networks (Canada) Inc. (8766) and 0887729 B.C. Ltd. (1345).

Debtor Name	Address	Last Four Digits of Taxpayer Identification Number
Motient License Inc.	12010 Sunset Hills Rd. 6 th Floor Reston, VA 20190	2431
Motient Services Inc.	12010 Sunset Hills Rd. 6 th Floor Reston, VA 20190	5106
Motient Ventures Holding Inc.	12010 Sunset Hills Rd. 6 th Floor Reston, VA 20190	6191
MVH Holdings Inc	12010 Sunset Hills Rd. 6 th Floor Reston, VA 20190	9756
TerreStar License Inc.	12010 Sunset Hills Rd. 6 th Floor Reston, VA 20190	6537
TerreStar National Services Inc.	11951 Freedom Drive. 13 th Floor Reston, VA 20190	6319
TerreStar Networks (Canada) Inc.	1035 Ave. Laurier West 2 nd Floor Outremont, Canada QC-H2V-2L1	8766
TerreStar Networks Holdings (Canada) Inc.	1035 Ave. Laurier West 2 nd Floor Outremont, Canada QC-H2V-2L1	1337
0887729 B.C. Ltd.	1040 West Georgia Street 15 th Floor Vancouver, B.C. V6E 4H8	1345

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

In re:)	
	)	Chapter 11
TERRESTAR NETWORKS INC., <i>et al.</i> , ¹	)	Case No. 10 15446 (SHL)
)	
Debtors.	)	Jointly Administered
)	

**ORDER ESTABLISHING PROCEDURES FOR INTERIM
COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR PROFESSIONALS**

Upon the motion (the “*Motion*”)² of the above-captioned debtors (collectively, the “*Debtors*”) for entry of an order establishing procedures for interim compensation for professional services rendered and reimbursement of expenses; and upon the First Day Declaration; and it appearing that the relief requested is in the best interests of the Debtors’ estates, their creditors and other parties in interest; and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this court pursuant to 28 U.S.C. §§ 1408 and 1409; and notice of the Motion appearing to be adequate and appropriate under the circumstances; and any objections to the requested relief having been withdrawn or overruled on the merits; and after due deliberation and sufficient cause appearing therefor, it is hereby

ORDERED that:

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal taxpayer-identification number, are TerreStar New York Inc. (6394), TerreStar Networks Inc. (3931), Motient Communications Inc. (3833), Motient Holdings Inc. (6634), Motient License Inc. (2431), Motient Services Inc. (5106), Motient Ventures Holding Inc. (6191), MVH Holdings Inc. (9756), TerreStar License Inc. (6537), TerreStar National Services Inc. (6319), TerreStar Networks Holdings (Canada) Inc. (1337), TerreStar Networks (Canada) Inc. (8766) and 0887729 B.C. Ltd. (1345).

² Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Motion.

1. The Motion is granted to the extent set forth herein.
2. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.
3. Except as may otherwise be provided in orders of the Court authorizing the retention of specific Professionals, all Professionals retained by the Debtors in these chapter 11 cases pursuant to order of the Court may seek compensation for professional services rendered and reimbursement of expenses incurred in accordance with the following Compensation Procedures:

- a) On or before the twentieth (20th) day of each month following the month for which compensation is sought, each Professional seeking compensation under the Order will serve a monthly statement (a "**Monthly Fee Statement**"), by hand or overnight delivery, on (i) TerreStar Networks Inc., 12010 Sunset Hills Road, 6th Flr., Reston, Virginia 20190, Attn: Doug Brandon, Esq.; (ii) proposed counsel to the Debtors, Akin Gump Strauss Hauer & Feld LLP, One Bryant Park, New York, New York 10036, Attn: Ira S. Dizengoff, Esq.; and Arik Preis, Esq.; (iii) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, 21st Floor, New York, New York 10004, Attn: Susan D. Golden, Esq.; (iv) counsel to all postpetition lenders or their agent(s); (v) proposed counsel to the statutory committee of unsecured creditors appointed in these chapter 11 cases, Otterbourg, Steindler, Houston & Rosen LLP, 230 Park Avenue, New York, NY 10169-0075, Attn: Scott Hazan, Esq. and David Posner, Esq.; and (vi) counsel to Harbinger, Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, New York 10153, Attn: Ronit J. Berkovich, Esq. (collectively, the "**Application Recipients**");
- b) The Monthly Fee Statement need not be filed with the Court, and a courtesy copy need not be delivered to the presiding Judge's chambers, since the Order is not intended to alter the fee application requirements outlined in sections 330 and 331 of the Bankruptcy Code, and since Professionals are still required to serve and file interim and final applications for approval of fees and expenses in accordance with the relevant provisions of the Bankruptcy Code, the Bankruptcy Rules and the Local Rules;
- c) For those Professionals who bill based on time, each Monthly Fee Statement must contain a list of the individuals and their respective titles (e.g., attorney, accountant or paralegal) who provided services during the statement period; their respective billing rates; the aggregate hours spent by each individual; a reasonably detailed breakdown of the disbursements incurred (no Professional should seek reimbursement of an expense that would otherwise not be allowed pursuant to the

Court's Administrative Orders dated June 24, 1991 and April 21, 1995 or the U.S. Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330, dated January 30, 1996); and contemporaneously maintained time entries for each individual in increments of tenths (1/10) of an hour;

- d) Each Application Recipient will have fourteen (14) days after the receipt of the Monthly Fee Statement to review it and, in the event that the Application Recipient has an objection to the compensation for professional services rendered or reimbursement of expenses sought in the Monthly Fee Statement, the Application Recipient shall, by no later than the thirty-fifth (35th) day following the month for which compensation is sought (the "***Objection Deadline***"), serve upon such Professional, and the other persons designated to receive Monthly Fee Statements in paragraph (a), a written "Notice of Objection to Fee Statement" setting forth the nature of the objection and the amount of fees or expenses at issue;
- e) At the expiration of the Objection Deadline, the Debtors shall promptly pay (i) 80% of the Professional fees and (ii) 100% of the expenses identified in each Monthly Fee Statement to which no objection has been served in accordance with paragraph (d);
- f) If the Debtors receive an objection to a Monthly Fee Statement, they shall withhold payment of that portion of the Monthly Fee Statement to which the objection is directed and promptly pay the remainder of the fees and disbursements in the percentages set forth in paragraph (e);
- g) Similarly, if the parties to an objection are able to resolve their dispute following the service of a Notice of Objection to Fee Statement and if the Professional whose Monthly Fee Statement was objected to serves on all of the parties listed in paragraph (a) a statement indicating that the objection is withdrawn and describing in detail the terms of the resolution, then the Debtors shall promptly pay, in accordance with paragraph (e), that portion of the Monthly Fee Statement which is no longer subject to an objection;
- h) All objections that are not resolved by the parties shall be preserved and presented to the Court at the next interim or final fee application hearing to be held by the Court;
- i) The service of an objection in accordance with paragraph (d) shall not prejudice the objecting party's right to object to any fee application made to the Court in accordance with the Bankruptcy Code on any ground, whether raised in the objection or not. Furthermore, the decision by any party not to object to a fee statement shall not be a waiver of any kind or prejudice that party's right to object to any fee application subsequently made to the Court in accordance with the Bankruptcy Code;

- j) Approximately every 120 days, but no more than every 150 days, each of the Professionals shall serve and file with the Court, in accordance with the standing General Order M-389 (which can be found at www.nysb.uscourts.gov), an application for interim or final Court approval and allowance, pursuant to sections 330 and 331 of the Bankruptcy Code (as the case may be), of the compensation for professional services rendered and reimbursement of expenses requested;
 - k) Any Professional who fails to file an application seeking approval of compensation for professional services rendered and reimbursement of expenses previously paid under the Order when such application is due shall (i) be ineligible to receive further monthly payments of fees or expenses as provided herein until further order of the Court, and (ii) may be required to disgorge any fees paid since retention or the last fee application, whichever is later;
 - l) The pendency of an application or a Court order that payment of compensation for professional services rendered or reimbursement of expenses was improper as to a particular statement shall not disqualify a Professional from the future payment of compensation for professional services rendered or reimbursement of expenses as set forth above, unless otherwise ordered by the Court;
 - m) Neither the payment of nor the failure to pay, in whole or in part, monthly compensation for professional services rendered and reimbursement of expenses as provided herein shall have any effect on this Court's interim or final allowance of compensation for professional services rendered and reimbursement of expenses of any Professional; and
 - n) Counsel for each official committee may, in accordance with the foregoing procedure for monthly compensation for professional services rendered and reimbursement of expenses of Professionals, collect and submit statements of expenses, with supporting vouchers, from members of the committee he or she represents; provided, however, that such committee counsel ensures that these reimbursements requests comply with this Court's Administrative Orders dated June 24, 1991 and April 21, 1995.
4. All Professionals shall record separately, fees and expenses for the TSN Debtors³ and the Non-TSN Debtors⁴, respectively.

³ The "**TSN Debtors**" include TerreStar Networks Inc. (3931), TerreStar License Inc. (6537), TerreStar National Services Inc. (6319), TerreStar Networks Holdings (Canada) Inc. (1337), TerreStar Networks (Canada) Inc. (8766) and 0887729 B.C. Ltd. (1345).

⁴ The "**Non-TSN Debtors**" include 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).

5. All fees and expenses paid to Professionals under the Compensation Procedures are subject to full disgorgement until final allowance by the Court.

6. The Debtors may not make any payments under this Order if the Debtors have not timely filed monthly operating reports or remained current with their administrative expenses and 29 U.S.C. § 1930. Otherwise, this Order shall continue and shall remain in effect during the pendency of these chapter 11 cases, unless otherwise ordered by the Court.

7. All time periods set forth in this Order shall be calculated in accordance with Bankruptcy Rule 9006(a).

8. The Debtors will serve a copy of this Order on (a) all entities specified in paragraph 3(a) of this Order and (b) the creditors holding the 30 largest unsecured claims against the Debtors, on a consolidated basis, within two business days after the entry of this Order.

9. Each professional may seek, in its first Monthly Fee Statement for compensation for professional services rendered and reimbursement of expenses pursuant to this Order, compensation for professional services rendered and reimbursement of expenses incurred during the period beginning on the date of the professional's retention and ending on October 31, 2010.

10. Service of interim and final fee Applications may be limited to the Application Recipients. All other parties that have filed a notice of appearance with the Clerk of this Court and requested notice of pleadings in these chapter 11 cases shall be entitled to receive only notices of hearings on the Applications, with a right to receive copies of the Applications upon request.

11. Any party may object to requests for payments made pursuant to this Order on the grounds that the Debtors have not timely filed monthly operating reports or remained current with their administrative expenses and 28 U.S.C. § 1930 fees, or a manifest exigency exists by

seeking a further order of this Court; otherwise, this Order shall continue and shall remain in effect during the pendency of this case.

12. Upon motion or application, and after due notice to all Application Recipients, additional Professionals employed by the Debtors or any statutory committee appointed in these chapter 11 cases may be authorized to participate in the Compensation Procedures as set forth in this Order.

13. All Professionals subject to this Order shall be required to monitor their own compliance with the terms of this Order and shall include the following certification on each monthly invoice: "I hereby certify that I am in compliance with the terms of the order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals."

14. Notwithstanding any provision herein to the contrary, the Debtors shall not be authorized to make any payments under this Order from any amounts loaned to the Debtors pursuant to the debtor-in-possession financing unless such payments or disbursements are included in the budget contained therein or otherwise authorized to be paid pursuant to the debtor-in-possession financing agreement.

15. The Debtors shall include all payments to Professionals on their monthly operating reports, detailed so as to state the amount paid to each of the Professionals.

16. Notwithstanding the possible applicability of Rules 6004(a) and 6004(h) of the Federal Rules of Bankruptcy Procedure or otherwise, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

17. The Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

New York, New York
Date: *November 17, 2010*

/s/ *Sean H. Lane*
United States Bankruptcy Judge

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:

TERRESTAR NETWORKS INC., *et al.*,¹

Debtors.

)
) Chapter 11
)
) Case No. 10-15446 (SHL)
)
) Jointly Administered
)

**ORDER AUTHORIZING AND APPROVING THE
EMPLOYMENT AND RETENTION OF THE GARDEN CITY
GROUP, INC., AS CLAIMS AND NOTICING AGENT FOR THE DEBTORS**

Upon consideration of the Application (the "*Application*")² of the above-captioned debtors (collectively, the "*Debtors*"), for entry of an order pursuant to 28 U.S.C. § 156(c) and Rule 5075-1(a) of the Local Rules for the Southern District of New York, authorizing the retention of The Garden City Group, Inc. ("*GCG*") as its claims and noticing agent and in connection therewith, the appointment of GCG as agent of the Court; and upon the First Day Declaration; and upon the Declaration of Angela Ferrante in support of the Application; and it appearing that the Court has jurisdiction to consider the Application and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334; and it appearing that consideration of the Application and the relief requested herein is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and it appearing that venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and notice of the Application appearing to be adequate and appropriate under the circumstances; and any objections to the requested relief having been withdrawn or overruled on

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal taxpayer identification number, are: TerreStar New York Inc. (6394); TerreStar Networks Inc. (3931); Motient Communications Inc. (3833); Motient Holdings Inc. (6634); Motient License Inc. (2431); Motient Services Inc. (5106); Motient Ventures Holding Inc. (6191); MVH Holdings Inc. (9756); TerreStar License Inc. (6537); TerreStar National Services Inc. (6319); TerreStar Networks Holdings (Canada) Inc. (1337); TerreStar Networks (Canada) Inc. (8766) and 0887729 B.C. Ltd. (1345).

² Capitalized terms used but not defined herein shall have the meanings ascribed to such terms in the Application.

the merits; and the Court having determined that the relief sought in the Application is in the best interests of the Debtors, their estates and all parties in interest; and it appearing that GCG is disinterested and eligible for retention pursuant to Sections 101(14) and 327(a) of the Bankruptcy Code and that the terms of the Retention Agreement are reasonable and appropriate; and after due deliberation and sufficient cause appearing therefore, it is hereby ORDERED that:

1. The Application is granted to the extent set forth herein.
2. The Debtors are authorized to employ and retain GCG as their claims and noticing agent subject to the terms and for the purposes and to provide the services as set forth in the Retention Agreement.
3. The terms of the Retention Agreement are hereby approved.
4. GCG will assist the Debtors with, among other things, preparing and mailing notices and customized proofs of claims to creditors, claims processing, solicitation of votes on any plan, tabulation of ballots and such other services as may be requested by the Debtors or the Clerk's Office from time to time.
5. The Clerk's Office shall release all filed claims directly to GCG, and GCG will provide the Clerk's Office with the necessary labels and boxes for shipping the claims to GCG.
6. Without further Order of the Court, the Debtors are authorized to compensate GCG in accordance with the terms and conditions of the Retention Agreement, upon GCG's submission to (a) the Debtors; (b) the U.S. Trustee; and (c) counsel to any statutory committee appointed in these chapter 11 cases, of invoices summarizing in reasonable detail the services rendered and expenses incurred in connection therewith. The fees and expenses of GCG incurred in performance of these services are to be treated as an administrative expense of the Debtors' estates and shall be paid by the Debtors upon receipt of each invoice from GCG, unless

GCG is advised, within ten days of receipt of the invoice, that the Debtors object to the invoice, in which case (unless the objection is resolved consensually) the Debtors will schedule a hearing before the Court to consider the disputed invoice. In such case, the Debtors shall remit to GCG only the undisputed portion of the invoice and, if applicable, shall pay the remainder to GCG upon the resolution of the disputed portion, as mandated by this Court. Notwithstanding the foregoing, the Debtors may be required to prepay for certain services in accordance with the terms of the Retention Agreement.

7. In connection with its appointment as claims and noticing agent in these cases, GCG:

- (a) is not and will not be employed by any federal or state agency (the "**Government**") and will not seek any compensation from the Government;
- (b) by accepting employment in these cases, waives any right to receive compensation from the Government;
- (c) is not an agent of the Government and is not acting on behalf of the Government;
- (d) will not misrepresent any fact to the public; and
- (e) will not employ any past or present employees of the Debtors for work involving these cases.

8. In the event GCG is unable to provide the services set out in this Order, subject to further approval by the Court, GCG will immediately notify the Clerk's Office and Debtors' counsel and cause to have all original proofs of claim and computer information turned over to another claims agent with the advice and consent of the Clerk's Office and Debtors' counsel.

9. If these cases convert to cases under chapter 7 of the Bankruptcy Code, subject to an appropriate order of the Court being entered, GCG will continue to be paid for its services until the claims filed in the chapter 11 cases have been completely processed; if claims agent

representation is necessary in the converted chapter 7 case, GCG will continue to be paid in accordance with 28 U.S.C. §156(c) under the terms set out in the Retention Agreement and this Order.

10. Prior to the close of these cases, an Order dismissing GCG shall be submitted terminating the services of GCG upon completion of its duties and responsibilities.

11. Upon the close of these cases, GCG shall box and transport all original documents in proper format, as provided by the Clerk's office, to the Federal Records Administration.

12. Notwithstanding any provision herein to the contrary, the Debtors shall not be authorized to make any payments under this Order from any amounts loaned to the Debtors pursuant to the debtor-in-possession financing unless such payments or disbursements are included in the budget contained therein or otherwise authorized to be paid pursuant to the debtor-in-possession financing agreement.

13. GCG and the Debtors shall comply with ~~and endeavor to meet the requirements of~~ *all requests of the Clerk's office and guidelines promulgated by the Judicial Conference of the United States for the implementation of* section 156(c) of title 28 of the United States Code. ~~the Bankruptcy Rules, and the Local Rules.~~

14. The Debtors and GCG are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Application.

15. Notwithstanding the possible applicability of Rule 6004(h) of the Federal Rules of Bankruptcy Procedure or otherwise, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

16. The Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

New York, New York
Date: ***October 20, 2010***

/s/ Sean H. Lane
United States Bankruptcy Judge

In re:) Chapter 11
TERRESTAR NETWORKS INC., <i>et al.</i> , ¹) Case No. 10-15446 (SHL)
Debtors.) Jointly Administered

Upon the motion (the “*Motion*”)² of the above-captioned debtors (collectively, the “*Debtors*”) for entry of an order authorizing the Debtors to retain and compensate certain professionals utilized in the ordinary course of the Debtors’ business; and upon the First Day Declaration; and it appearing that the relief requested is in the best interests of the Debtors’ estates, their creditors and other parties in interest; and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this court pursuant to 28 U.S.C. §§ 1408 and 1409; and notice of the Motion appearing to be adequate and appropriate under the circumstances; and any objections to the requested relief having been withdrawn or overruled on the merits; and after due deliberation and sufficient cause appearing therefor, it is hereby ORDERED that:

² Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Motion.

1. The Motion is granted to the extent set forth herein.
2. The Debtors are authorized, in their discretion, to retain and pay reasonable fees and expenses for the services of attorneys in the ordinary course of their business.
3. The procedures for the retention and compensation of OCPs described herein, including the form of the Declaration of Disinterestedness attached hereto as Exhibit 1, are hereby approved in their entirety.

OCP Procedures

4. The following OCP Procedures shall govern the retention of professionals retained by the Debtors in the ordinary course of business:³

- a. Each OCP shall file with the Court and serve a declaration of disinterestedness (each, a “*Declaration of Disinterestedness*”) substantially in the form attached hereto as Exhibit 1 upon: (i) proposed counsel to the Debtors, Akin Gump Strauss Hauer & Feld LLP, One Bryant Park, New York, New York 10036, Attn: Ira S. Dizengoff, Esq., and Arik Preis, Esq.; (ii) the Office of the United States Trustee for the Southern District of New York (the “*U.S. Trustee*”), 33 Whitehall Street, 21st Floor, New York, New York 10004; (iii) Bank of New York Mellon as agent for the Debtors’ postpetition debtor-in-possession financing; and (iv) proposed counsel to the statutory committee of unsecured creditors appointed in these chapter 11 cases (the “*Committee*”), Otterbourg, Steindler, Houston & Rosen LLP, 230 Park Avenue, New York, NY 10169-0075, Attn: Scott Hazan, Esq. and David Posner, Esq. (collectively, the “*Notice Parties*”).
- b. The Notice Parties shall have 10 days after the filing and service of a Declaration of Disinterestedness to object to the retention of the OCP filing such declaration (the “*Objection Deadline*”). Any objecting party shall serve its objection upon the Notice Parties and the relevant OCP on or before the Objection Deadline. If an objection cannot be resolved within 10 days after the Objection Deadline, then the retention of the OCP that is the subject of the objection shall be scheduled for hearing by the Debtors at the next regularly scheduled omnibus hearing date that is no less than 15 days from that date or on a date otherwise agreed to by the parties. The Debtors shall not be authorized to retain and pay such OCP until all outstanding objections have been withdrawn, resolved or

³ Except as authorized by the Court, the OCP Procedures shall not apply to professionals retained by the Debtors pursuant to separate orders of the Court.

overruled by order of the Court.

- c. If no objection is received from any of the Notice Parties by the Objection Deadline with respect to an OCP, the Debtors shall be authorized to retain and pay that OCP in accordance with these OCP Procedures.
- d. The Debtors are authorized to pay any retained OCP, without formal application to the Court, 100% of fees and disbursements upon submission of an appropriate invoice setting forth in reasonable detail the nature of the services rendered after the Petition Date and the fees and disbursements related thereto; provided, however, that each OCP's fees, excluding costs and disbursements, do not exceed (i) \$50,000 per month (the "**OCP Monthly Cap**") or (ii) an aggregate of \$300,000 while these chapter 11 cases are pending (the "**OCP Case Cap**") and; provided, further that the aggregate fees for all OCPs, excluding costs and disbursements, do not exceed \$1 million while these chapter 11 cases are pending (the "**Aggregate OCP Case Cap**").
- e. To the extent that fees payable to any OCP exceed the OCP Monthly Cap set forth in paragraph (d) above, the OCP shall file a fee application (a "**Fee Application**") with the Court for the amount in excess of the OCP Monthly Cap in accordance with sections 330 and 331 of title 11 of the United States Code (the "**Bankruptcy Code**"), the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the Southern District of New York, the Fee Guidelines promulgated by the Executive Office of the United States Trustee, and any applicable orders of the Court, unless the United States Trustee agrees otherwise.
- f. If an OCP exceeds the OCP Case Cap set forth in paragraph (d) above, the OCP shall file a retention application with the Court pursuant to section 327 of the Bankruptcy Code, unless the United States Trustee and counsel for any statutory committee appointed in these cases agrees otherwise.
- g. The aggregate fees for all OCPs, excluding costs and disbursements, shall not exceed the Aggregate OCP Case Cap set forth in paragraph (d) above, absent (i) prior consent of the Committee and the U.S. Trustee, which consent shall not be unreasonably withheld or (ii) an order of the Court.
- h. At three-month intervals during the pendency of these chapter 11 cases beginning on October 19, 2010 through December 31, 2010 and for each three month period thereafter (each, a "**Quarter**"), the Debtors shall file with the Court and serve on the Notice Parties, no later than 30 days after the end of such Quarter, a statement that shall include the following information for each OCP: (i) the name of the OCP; (ii) the aggregate amounts paid as compensation for services rendered and reimbursement of expenses incurred by that OCP during the reported Quarter; (iii) all postpetition payments made to that OCP to date; and (iv) a general description of the services rendered by that OCP.

- i. The Debtors may retain additional OCPs from time to time during these chapter 11 cases by (i) including each additional OCPs on an amended version of Exhibit B attached to the Motion that shall be filed with the Court and served on the Notice Parties and (ii) having such additional OCP otherwise comply with the OCP Procedures.

5. The Debtors are authorized, but not required, to employ and pay reasonable fees and expenses for the services of the Service Providers. Such Service Providers shall include all such parties who are necessary to assist and advise the Debtors in the ordinary course of the Debtors' business.

6. Notwithstanding any provision herein to the contrary, the Debtors shall not be authorized to make any payments under this Order from any amounts loaned to the Debtors pursuant to the debtor-in-possession financing unless such payments or disbursements are included in the budget contained therein or otherwise authorized to be paid pursuant to the debtor-in-possession financing agreement.

7. Notwithstanding the possible applicability of Rules 6004(a) and 6004(h) of the Federal Rules of Bankruptcy Procedure, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

8. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.

9. The Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

New York, New York
Date: *November 17, 2010*

/s/ Sean H. Lane
United States Bankruptcy Judge

EXHIBIT 1

Form Declaration of Disinterestedness

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

In re:

TERRESTAR NETWORKS INC., *et al.*,⁴

Debtors.

) Chapter 11

) Case No. 10-15446 (SHL)

) Jointly Administered

**DECLARATION OF DISINTERESTEDNESS OF
[OCPI] IN SUPPORT OF RETENTION AS ORDINARY COURSE PROFESSIONAL**

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct:

1. I am a _____ of _____, located at _____
(the "**Firm**").

2. The above-captioned debtors (collectively, the "**Debtors**") have requested that the Firm provide [service description] services to the Debtors, and the Firm has consented to provide such services.

3. The Firm may have performed services in the past, may currently perform services and may perform services in the future, in matters unrelated to these chapter 11 cases, for persons that are parties in interest in the Debtors' chapter 11 cases. The Firm does not perform services for any such person in connection with these chapter 11 cases, or have any relationship with any such person, their attorneys, or accountants that would be adverse to the

⁴ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal taxpayer-identification number, are: TerreStar New York Inc. (6394); TerreStar Networks Inc. (3931); Motient Communications Inc. (3833); Motient Holdings Inc. (6634); Motient License Inc. (2431); Motient Services Inc. (5106); Motient Ventures Holding Inc. (6191); MVH Holdings Inc. (9756); TerreStar License Inc. (6537); TerreStar National Services Inc. (6319); TerreStar Networks Holdings (Canada) Inc. (1337); TerreStar Networks (Canada) Inc. (8766) and 0887729 B.C. Ltd. (1345).

Debtors or their estates, except as follows: [PROFESSIONAL TO INSERT DISCLOSURE OF ANY NON-MATERIAL POTENTIALLY ADVERSE INTEREST TO THE DEBTORS.]

4. [As part of its customary practice, the Firm is retained in cases, proceedings, and transactions involving many different parties, some of whom may represent or be retained by the Debtors, claimants and parties in interest in these chapter 11 cases.]

5. Neither I nor any principal, partner, director or officer of, or professional retained by, the Firm has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than the principal and regular employees of the Firm.

6. Neither I nor any principal, partner, director or officer of, or professional retained by, the Firm, insofar as I have been able to ascertain, holds, or represents any interest adverse to the Debtors or their estates with respect to the matter(s) upon which this Firm is to be retained, except as follows: [PROFESSIONAL TO INSERT DISCLOSURE OF ANY NON-MATERIAL POTENTIALLY ADVERSE INTEREST TO THE DEBTORS.]

7. The Debtors owe the Firm \$[] for prepetition services, the payment of which is subject to limitations contained in the Bankruptcy Code.

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8. The Firm is conducting further inquiries regarding its retention by any creditors of the Debtors, and upon conclusion of that inquiry, or at any time during the period of its retention, if the Firm should discover any facts bearing on the matters described herein, the Firm will supplement the information contained in this Declaration.

Executed on

Date: _____, 2010

Name:

Title:

Exhibit 2 to Exhibit A

**Supplemental List of Bank Accounts of the
February Debtors to Cash Management Order**

Checking, Savings, or Other Financial Accounts

Debtor	Institution	Account #	Account	Open date	Bank address	City	State	Zip	Contact	Phone #	Fax #
TerreStar Corporation	SunTrust Bank	1000089268667	Demand Deposit	8/17/2009	8330 Boone Boulevard 7th Floor	Vienna	VA	30303	Linda Jameson	(703) 442-1623	(703) 442-1626
TerreStar Corporation	SunTrust Bank	7044945	Investment	6/10/2008	1445 New York Ave., NW 6th Floor	Washington	DC	20005	Meylin Doram	(202) 879-6439	(202) 879-6333
TerreStar Corporation	Wells Fargo	20445700	Escrow		707 Wilshire Boulevard, 17th Floor	Los Angeles	CA	90017	Tom Orlina	(213) 614-4117	

**Blackline of Modified Provisions of Case Management
Order with Respect to the February Debtors**

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

2. All documents filed in the 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 Networks Inc. Corporation, et al., Case No. 1011-15446[_____] (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.

8. All Documents shall be served, in the manner described herein, on (i) the chambers of the Honorable Sean H. Lane (“**Chambers**”); (ii) the 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 Debtors on a consolidated basis~~the entities listed on the Consolidated List of Creditors Holding the 30 Largest Unsecured Claims filed pursuant to Bankruptcy Rule 1007(d); (v) ~~counsel to any other statutory committee appointed in these cases~~NexBank, SSB as agent for the lenders under the Bridge Loan Agreement; (vi) Weil, Gotshal & Manges LLP as

counsel to Harbinger Capital Partners LLC; (vii) Wachtell, Lipton, Rosen & Katz as counsel to Highland Capital Management, L.P.; (viii) Quinn Emanuel Urquhart & Sullivan, LLP as counsel to Solus Alternative Asset Management, L.P.; (ix) NexBank, SSB as agent for the Debtors' proposed postpetition debtor-in-possession financing; (x) Quinn Emanuel Urquhart & Sullivan, LLP as counsel to the agent for the Debtors' proposed postpetition secured lendersdebtor-in-possession financing; (viii) Schulte Roth & Zabel LLP as counsel to the agent for the Debtors' prepetition secured lenders; (viii) the indenture trustee for each of the Debtors' outstanding bond issuances; (ix) counsel to the ad hoc committee of holders of the Debtors' 6.5% Senior Exchangeable PIK Notes (the "**Ad Hoc Bondholders' Committee**"); (x) the Information Officer appointed in the Debtors' Canadian Recognition Proceedings; ~~(xi) Colbeck Capital Management, LLC; (xii) the Internal Revenue Service; (xixiii) the Federal Communications Commission; (xiixiv) the Securities and Exchange Commission; (xv) the United States Attorney for the Southern District of New York~~ (collectively, the "**Standard Parties**"); and (xiixvi) any person or entity with a particularized interest in the subject matter of a certain Document (each, an "Affected Entity").

20. The 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) ~~December 15, 2010~~_____, 2011 at 10~~00~~__:00__ [a./p.]m.; (ii) ~~January 13, 2010~~_____, 2011 at 10~~00~~__:00__ [a./p.]m.; and (iii) ~~February 16, 2010~~_____, 2011 at 10~~00~~__:00__ [a./p.]m.

28. By two (2) business days before a scheduled hearing, the 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) the Committee entities listed on the Consolidated List of Creditors Holding the 30 Largest Unsecured Claims filed pursuant to Bankruptcy Rule 1007(d); (iv) ~~counsel to any other statutory committee appointed in these~~ NexBank, SSB as agent for the Debtors’ proposed postpetition debtor-in-possession financing; (v) Weil, Gotshal & Manges LLP as counsel to Harbinger Capital Partners LLC; (vi) Wachtell, Lipton, Rosen & Katz as counsel to Highland Capital Management, L.P.; (vii) Quinn Emanuel Urquhart & Sullivan, LLP as counsel to Solus Alternative Asset Management, L.P.; (viii) NexBank, SSB as agent for the Debtors’ proposed postpetition debtor-in-possession financing; (ix) Quinn Emanuel Urquhart & Sullivan, LLP as ~~agent for the Debtors’ proposed postpetition secured lenders~~ debtor-in-possession financing; (~~vix~~) Schulte Roth & Zabel LLP as ~~counsel to the agent for the Debtors’ prepetition secured lenders~~ 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; (~~viiixiv~~) ~~the indenture trustee for each of the Debtors’ outstanding bond issuances~~; (~~viii~~) ~~counsel to the Ad Hoc Bondholders’ Committee~~ Federal Communications Commission; and (~~ixxv~~) ~~any parties~~ party ~~that has filed Documents~~ a Document referenced in the Agenda Letter; provided, however, that an Agenda Letter shall not be required where the Debtors have less than forty-eight (48) hours notice of the hearing.

EXHIBIT 2

Notice of Debtors' Tax Identification Numbers

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

In re:)
) Chapter 11
)
TERRESTAR NETWORKS INC., *et al.*,⁺) Case No. 10-15446 (SHL)
)
Debtors:) Joint Administration Requested
)

In re:)
) Chapter 11
)
TERRESTAR CORPORATION, *et al.*,¹) Case No. 11-[] (SHL)
)
Debtors.) Joint Administration Requested
)

NOTICE OF DEBTORS' TAX IDENTIFICATION NUMBERS

PLEASE TAKE NOTICE that pursuant to the *Order Establishing Directing That Certain Notice, Case Management and Administrative Procedures 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 [], 20102011, the above-captioned debtors and debtors in possession hereby file, make available and give notice of the following information:

⁺ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal taxpayer identification number, are: TerreStar New York Inc. (6394); TerreStar Networks Inc. (3931); Motient Communications Inc. (3833); Motient Holdings Inc. (6634); Motient License Inc. (2431); Motient Services Inc. (5106); Motient Ventures Holding Inc. (6191); MVH Holdings Inc. (9756); TerreStar License Inc. (6537); TerreStar National Services Inc. (6319); TerreStar Networks Holdings (Canada) Inc. (1337); TerreStar Networks (Canada) Inc. (8766) and 0887729 B.C. Ltd. (1345).

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 2 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 2 Debtors, the "**Debtors**" or the "**TSC Debtors**").

Debtor Name	Address	Last Four Digits of Taxpayer Identification Number
TerreStar New York Inc.	545 8 th Ave. Room 401 New York, NY 10018	6394
TerreStar Networks Inc.	12010 Sunset Hills Rd. 6 th Floor Reston, VA 20190	3931
Motient Communications Inc.	12010 Sunset Hills Rd. 6 th Floor Reston, VA 20190	3833
Motient Holdings Inc.	12010 Sunset Hills Rd. 6 th Floor Reston, VA 20190	6634
Motient License Inc.	12010 Sunset Hills Rd. 6 th Floor Reston, VA 20190	2431
Motient Services Inc.	12010 Sunset Hills Rd. 6 th Floor Reston, VA 20190	5106
Motient Ventures Holding Inc.	12010 Sunset Hills Rd. 6 th Floor Reston, VA 20190	6191
MVH Holdings Inc	12010 Sunset Hills Rd. 6 th Floor Reston, VA 20190	9756
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
TerreStar License Inc.	12010 Sunset Hills Rd. 6 th Floor Reston, VA 20190	6537
TerreStar National Services Inc.	11951 Freedom Drive. 13 th Floor Reston, VA 20190	6319
TerreStar Networks (Canada) Inc.	1035 Ave. Laurier West 2 nd Floor Outremont, Canada- QC H2V 2L1	
TerreStar Networks Holdings (Canada) Inc.	1035 Ave. Laurier West 2 nd Floor Outremont, Canada- QC H2V 2L1	
0887729 B.C. Ltd.	1040 West Georgia Street 15 th Floor Vancouver, B.C. V6E 4H8	

**Blackline of Modified Provisions of Interim
Compensation Order with Respect to the February Debtors**

3. Except as may otherwise be provided in orders of the Court authorizing the retention of specific Professionals, all Professionals retained by the Debtors in these chapter 11 cases pursuant to order of the Court may seek compensation for professional services rendered and reimbursement of expenses incurred in accordance with the following Compensation Procedures:

- a) On or before the twentieth (20th) day of each month following the month for which compensation is sought, each Professional seeking compensation under the Order will serve a monthly statement (a “**Monthly Fee Statement**”), by hand or overnight delivery, on (i) TerreStar Networks Inc., 12010 Sunset Hills Road, 6th Flr., Reston, Virginia 20190, Attn: Doug Brandon, Esq.; (ii) proposed counsel to the Debtors, Akin Gump Strauss Hauer & Feld LLP, One Bryant Park, New York, New York 10036, Attn: Ira S. Dizengoff, Esq.; and, Arik Preis, Esq. and Sarah Link Schultz, Esq.; (iii) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, 21st Floor, New York, New York 10004, Attn: Susan D. Golden, Esq.; (iv) counsel to all postpetition lenders or their agent(s); (v) ~~proposed~~ counsel to the statutory committee of unsecured creditors appointed in these chapter 11 cases, ~~Otterbourg, Steindler, Houston & Rosen LLP, 230 if any;~~ (vi) the administrative agent under the Bridge Loan, NexBank, SSB, 13455 Noel Road, 22nd Flr., Dallas, Texas 75240, Attn: Jeff Scott; and (vii) Harbinger Capital Partners Master Fund I, Ltd. and Harbinger Capital Partners Special Situations Fund, L.P., c/o Harbinger Capital Partners, LLC, 450 Park Avenue, 30th Flr., New York, New York 10022; (viii) Highland Crusader Holding Corporation, c/o Highland Capital Management, LP, 13455 Noel Road, Dallas, Texas 75240; (ix) SOLA LTD, c/o Solus Alternative Asset Management LP, 430 Park Avenue, New York, NY 10169-0075 New York 10022; and (x) the agent for the TSC Debtors’ proposed post-petition debtor-in-possession financing, NexBank, SSB, 13455 Noel Road, 22nd Flr., Dallas, Texas 75240, Attn: Jeff Scott Hazan, Esq. and David Posner, Esq.; and (vi) counsel to Harbinger, Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, New York 10153, Attn: Ronit J. Berkovich, Esq. (collectively, the “**Application Recipients**”);
- b) The Monthly Fee Statement ~~need not~~must be filed with the Court; ~~however, and a courtesy copy need not be delivered to the presiding Judge’s chambers, since the~~ The Order is not intended to alter the fee application requirements outlined in sections 330 and 331 of the Bankruptcy Code, ~~and since,~~ Professionals are still required to serve and file interim and final applications for approval of fees and expenses in accordance with the relevant provisions of the Bankruptcy Code, the Bankruptcy Rules and the Local Rules;

**Blackline of Modified Provisions of Ordinary Course
Professionals Order with Respect to the February Debtors**

4. The following OCP Procedures shall govern the retention of professionals retained by the Debtors in the ordinary course of business:¹

- a) Each OCP shall file with the Court and serve a declaration of disinterestedness (each, a “***Declaration of Disinterestedness***”)² substantially in the form attached hereto as Exhibit 1 upon: (i) proposed counsel to the Debtors, Akin Gump Strauss Hauer & Feld LLP, One Bryant Park, New York, New York 10036, Attn: Ira S. Dizengoff, Esq.; and, Arik Preis, Esq. and Sarah Link Schultz, Esq.; (ii) the Office of the United States Trustee for the Southern District of New York (the “***U.S. Trustee***”), 33 Whitehall Street, 21st Floor, New York, New York 10004; (iii) ~~Bank of New York Mellon as agent for the Debtors’ postpetition debtor-in-possession financing; and (iv) proposed counsel to the statutory committee of unsecured creditors appointed in these chapter 11 cases, if any (the “Committee”), Otterbourg, Steindler, Houston & Rosen LLP, 230;~~ (iv) the administrative agent for the lenders under the Bridge Loan Agreement, NexBank, SSB, 13455 Noel Road, 22nd Fl., Dallas, Texas 75240, Attn: Jeff Scott; (v) Harbinger Capital Partners Master Fund I, Ltd. and Harbinger Capital Partners Special Situations Fund, L.P., c/o Harbinger Capital Partners, LLC, 450 Park Avenue, 30th Fl., New York, New York 10022; (vi) Highland Crusader Holding Corporation, c/o Highland Capital Management, LP, 13455 Noel Road, Dallas, Texas 75240; (vii) SOLA LTD, c/o Solus Alternative Asset Management LP, 430 Park Avenue, New York, NY 10169-0075 New York 10022 and (viii) NexBank, SSB as agent for the TSC Debtors’ proposed post-petition debtor-in-possession financing, 13455 Noel Road, 22nd Fl., Dallas, Texas 75240, Attn: Jeff Scott Hazan, Esq. and David Posner, Esq. (collectively, the “Notice Parties”);

¹ Except as authorized by the Court, the OCP Procedures shall not apply to professionals retained by the Debtors pursuant to separate orders of the Court.

² To the extent that an ordinary course professional that seeks to be retained in the TSC Debtors’ cases has filed a Declaration of Disinterestedness in the TSN Debtors’ cases, such ordinary course professional will be required to file a separate Declaration of Disinterestedness in the TSC Debtors’ cases. Additionally, for the avoidance of doubt, if an ordinary course professional performs services for both the TSN Debtors and the TSC Debtors, such ordinary course professional must keep separate billing records for the TSN Debtors’ cases and the TSC Debtors’ cases and will be paid from the proceeds of the TSC Debtors’ debtor in possession financing facility only to the extent it has performed services on behalf of the TSC Debtors.

EXHIBIT B

Proposed Order

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

In re:	)	Chapter 11
TERRESTAR CORPORATION,	)	Case No. 11-_____ (SHL)
Debtor.	)	Joint Administration Requested
In re:	)	Chapter 11
TERRESTAR HOLDINGS INC.,	)	Case No. 11-_____ (SHL)
Debtor.	)	Joint Administration Requested

**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. NUNC PRO TUNC TO THE PETITION DATE**

Upon the motion (the “*Motion*”)¹ of TerreStar Corporation and TerreStar Holdings Inc. (together, the “*February Debtors*”) for entry of an order directing that certain orders entered in the October Debtors’ chapter 11 cases, copies of which are attached hereto as Exhibit 1, be made applicable to the February Debtors and their chapter 11 cases *nunc pro tunc* to the Petition Date; and it appearing that the relief requested in the Motion is in the best interests of the February Debtors’ estates, their stakeholders and all other parties in interest; and this Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper in this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided, and it appearing that no other or further notice need be provided; and upon the arguments and

¹ All capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Motion.

testimony presented at the hearing before the Court, and any objections to the Motion having been withdrawn, resolved or overruled on the merits; and after due deliberation and sufficient cause appearing therefore; it is **ORDERED** that:

1. The Motion is granted.
2. Certain of the First Day Orders entered in the chapter 11 cases of the October Debtors, copies of which are attached hereto as Exhibit 1, are applicable to the February Debtors chapter 11 cases, *nunc pro tunc* to the Petition Date, with such modifications as are set forth in the Motion, and as if each of the February Debtors were a Debtor as set forth in such orders.²
3. The TSC Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.
4. Nothing contained in the Motion or this Order shall be deemed or construed as directing or otherwise effecting a substantive consolidation of the TSC Debtors' chapter 11 cases.
5. Notwithstanding the possible applicability of Bankruptcy Rules 6004(h), 7062 or 9014, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.
6. Notwithstanding any provision to the contrary in the First Day Orders made applicable to the February Debtors pursuant to this Order and in this Order, the February Debtors shall not be authorized to make any payments from any amounts loaned to the February Debtors pursuant to their debtor-in-possession financing unless such payments or disbursements are

² For the avoidance of doubt, (a) with respect to the Insurance Order, the February Debtors are authorized to administer insurance coverage currently in effect and supplement, change or extend such coverage with respect to Policies (as defined in the Insurance Order) applicable to the February Debtors and (b) with respect to the Tax Order, the February Debtors, the February Debtors are authorized to pay certain Taxes and Fees (each as defined in the Tax Order) applicable to the February Debtors. Additionally, separate records will be kept regarding payments to be made with respect to the TSN Debtors and the TSC Debtors pursuant to the terms of the Insurance Order, the Tax Order and the Akin Retention Order to ensure that there is an appropriate allocation of costs between the TSN Debtors and the TSC Debtors.

included in the budget contained therein or otherwise authorized to be paid pursuant to their debtor-in-possession financing agreement.

7. The relief granted herein shall be binding upon any chapter 11 trustee appointed in these chapter 11 cases and upon any chapter 7 trustee appointed in the event of a subsequent conversion of these chapter 11 cases to cases under chapter 7.

8. This Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: _____, 2011
New York, New York

United States Bankruptcy Judge

Exhibit 1 to Exhibit B

First Day Orders To Be Applied to the February Debtors

- ***Order (A) Authorizing, But Not Directing, Debtors To Continue To Administer Insurance Coverage and (B) Authorizing Financial Institutions To Honor All Related Checks and Electronic Payment Requests [Case No. 10-15446, Docket No. 88]***
- ***Order (A) Authorizing, But Not Directing, the Debtors To Pay Taxes and Fees and (B) Authorizing Financial Institutions To Honor All Related Checks and Electronic Payment Requests [Case No. 10-15446, Docket No. 172]***
- ***Order Pursuant to Bankruptcy Code Sections 327(a) and 330 and Federal Rules of Bankruptcy Procedure 2014 and 2016 Authorizing the Employment and Retention of Akin Gump Strauss Hauer & Feld LLP as Attorneys for the Debtors Nunc Pro Tunc to the Petition Date [Case No. 10-15446, Docket No. 179]***

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:)	
	)	Chapter 11
TERRESTAR NETWORKS INC., <i>et al.</i> , ¹)	
	)	Case No. 10-15446 (SHL)
Debtors.)	
	)	Jointly Administered

**ORDER (A) AUTHORIZING, BUT NOT DIRECTING,
DEBTORS TO CONTINUE TO ADMINISTER INSURANCE
COVERAGE AND (B) AUTHORIZING FINANCIAL INSTITUTIONS TO
HONOR ALL RELATED CHECKS AND ELECTRONIC PAYMENT REQUESTS**

Upon the motion (the "*Motion*")² of the above-captioned debtors (collectively, the "*Debtors*") for entry of an order (a) authorizing, but not directing, the Debtors to (i) continue to administer insurance coverage currently in effect and pay any prepetition premiums, taxes and fees related to their insurance Policies and (ii) revise, extend, supplement or change insurance coverage as needed, including authorizing the Debtors to enter into new insurance policies through renewal of the Policies or purchase of new policies and (b) authorizing financial institutions to honor all related checks and electronic payment requests; and upon the First Day Declaration; and it appearing that this Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and it appearing that this proceeding is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and it appearing that venue of this proceeding and this Motion in this Court is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that the relief requested is in the best interests of the

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal taxpayer-identification number, are: TerreStar New York Inc. (6394); TerreStar Networks Inc. (3931); Motient Communications Inc. (3833); Motient Holdings Inc. (6634); Motient License Inc. (2431); Motient Services Inc. (5106); Motient Ventures Holding Inc. (6191); MVH Holdings Inc. (9756); TerreStar License Inc. (6537); TerreStar National Services Inc. (6319); TerreStar Networks Holdings (Canada) Inc. (1337); TerreStar Networks (Canada) Inc. (8766); and 0887729 B.C. Ltd. (1345).

² Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Motion.

Debtors' estates, their creditors, and other parties in interest; and notice of the Motion appearing to be adequate and appropriate under the circumstances; and any objections to the requested relief having been withdrawn or overruled on the merits; and after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED that:

1. The Motion is granted to the extent set forth herein.
2. The Debtors are authorized, but not directed, in their discretion, to continue to administer insurance coverage currently in effect and pay any prepetition Insurance Premiums related to the Policies to the extent that the Debtors determine in their discretion that such payments are necessary or appropriate.
3. The Debtors are authorized, but not directed, to revise, extend, supplement or change insurance coverage as needed, including entering into new insurance policies, through renewal of the Policies or purchase of new policies; *provided, however*, that the Debtors will obtain the consent of the statutory committee of unsecured creditors appointed in these chapter 11 cases, which consent shall not be unreasonably withheld, in order to enter into new insurance policies.
4. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.
5. Notwithstanding the possible applicability of Rules 6004(a) and 6004(h) of the Federal Rules of Bankruptcy Procedure or otherwise, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.
6. The banks and financial institutions on which checks were drawn or electronic payment requests made in payment of the prepetition obligations approved herein are authorized and directed to receive, process, honor and pay all such checks and electronic payment requests

when presented for payment, and that all such banks and financial institutions are authorized to rely on the Debtors' designation of any particular check or electronic payment request as approved by this Order.

7. Notwithstanding any provision herein to the contrary, the Debtors shall not be authorized to make any payments under this Order from any amounts loaned to the Debtors pursuant to the debtor-in-possession financing unless such payments or disbursements are included in the budget contained therein or otherwise authorized to be paid pursuant to the debtor-in-possession financing agreement.

8. The Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

New York, New York
Date: *November 8, 2010*

/s/ Sean H. Lane
The Honorable Sean H. Lane
United States Bankruptcy Judge

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:

TERRESTAR NETWORKS INC., *et al.*,¹

Debtors.

)
) Chapter 11
)
) Case No. 10-15446 (SHL)
)
) Jointly Administered
)

ORDER (A) AUTHORIZING,
BUT NOT DIRECTING, THE DEBTORS TO PAY
TAXES AND FEES AND (B) AUTHORIZING FINANCIAL INSTITUTIONS
TO HONOR ALL RELATED CHECKS AND ELECTRONIC PAYMENT REQUESTS

Upon the motion (the "*Motion*")² of the above-captioned debtors (collectively, the "*Debtors*") for entry of an order (a) authorizing, but not directing, the Debtors to pay certain business, franchise, personal property, sales and use, goods and services, excise and other Taxes, as well as certain annual reporting, FCC and Canadian Regulatory Fees and (b) authorizing financial institutions to receive, process, honor, and pay checks presented for payment and electronic payment requests relating to the foregoing; and upon the First Day Declaration; and it appearing that this Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and it appearing that this proceeding is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and it appearing that venue of this proceeding and this Motion in this Court is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that the relief requested is in the best interests of the Debtors' estates, their creditors, and other parties in interest; and notice of the Motion appearing

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal taxpayer identification number, are: TerreStar New York Inc. (6394); TerreStar Networks Inc. (3931); Motient Communications Inc. (3833); Motient Holdings Inc. (6634); Motient License Inc. (2431); Motient Services Inc. (5106); Motient Ventures Holding Inc. (6191); MVH Holdings Inc. (9756); TerreStar License Inc. (6537); TerreStar National Services Inc. (6319); TerreStar Networks Holdings (Canada) Inc. (1337); TerreStar Networks (Canada) Inc. (8766) and 0887729 B.C. Ltd. (1345).

² Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Motion.

to be adequate and appropriate under the circumstances; and any objections to the requested relief having been withdrawn or overruled on the merits; and after due deliberation and sufficient cause appearing therefor, it is hereby ORDERED that:

1. The Motion is granted to the extent set forth herein.
2. The Debtors are authorized, in their sole discretion, to pay prepetition claims relating to certain business, franchise, personal property, sales and use, goods and services, excise and other Taxes, as well as certain annual reporting, FCC, and Canadian Regulatory Fees (as more fully described in the Motion) as may be necessary.
3. The banks and financial institutions on which checks were drawn or electronic payment requests made in payment of the prepetition obligations approved herein are authorized to receive, process, honor and pay all such checks and electronic payment requests when presented for payment, and that all such banks and financial institutions are authorized to rely on the Debtors' designation of any particular check or electronic payment request as approved by this Order.
4. Neither the Debtors nor any other party in interest concedes that any liens (contractual, common law, statutory or otherwise) satisfied pursuant to this Order are valid, and the Debtors expressly reserve the right to contest the extent, validity or perfection or seek the avoidance of all such liens.
5. Notwithstanding any provision herein to the contrary, the Debtors shall not be authorized to make any payments under this Order from any amounts loaned to the Debtors pursuant to the debtor-in-possession financing unless such payments or disbursements are included in the budget contained therein or otherwise authorized to be paid pursuant to the debtor-in-possession financing agreement.

6. Notwithstanding the relief granted herein and any actions taken hereunder, nothing contained herein shall constitute, nor is it intended to constitute (a) an admission to the validity or priority of any claim against the Debtors; (b) a waiver of the Debtors' rights to dispute any claim; or (c) an approval or assumption of any agreement, contract or lease pursuant to section 365 of the Bankruptcy Code.

7. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.

8. Notwithstanding the possible applicability of Rules 6004(a) and 6004(h) of the Federal Rules of Bankruptcy Procedure or, otherwise, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

9. The Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

New York, New York
Date: *November 17, 2010*

/s/ Sean H. Lane
United States Bankruptcy Judge

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:)	
	)	Chapter 11
TERRESTAR NETWORKS INC., <i>et al.</i> , ¹)	
	)	Case No. 10-15446 (SHL)
Debtors.)	
	)	Jointly Administered

**ORDER PURSUANT TO BANKRUPTCY CODE SECTIONS 327(a) AND 330
AND FEDERAL RULES OF BANKRUPTCY PROCEDURE 2014 AND 2016
AUTHORIZING THE EMPLOYMENT AND RETENTION OF AKIN GUMP
STRAUSS HAUER & FELD LLP AS ATTORNEYS FOR THE DEBTORS
NUNC PRO TUNC TO THE PETITION DATE**

Upon the application (the “*Application*”)² of the above-captioned debtors (collectively, the “*Debtors*”) for entry of an order authorizing the Debtors to employ and retain Akin Gump Strauss Hauer & Feld LLP (“*Akin Gump*”) as their attorneys effective as of the Petition Date, pursuant to section 327 of title 11 of the United States Code, Rules 2014(a) and 2016 of the Federal Rules of Bankruptcy Procedure, Rule 2014-1 of the Local Rules for the United States Bankruptcy Court for the Southern District of New York; and upon the First Day Declaration; and upon the Dizengoff Declaration attached to the Application as Exhibit B; and upon the Supplemental Declaration of Ira S. Dizengoff in Support of Debtors’ Application to Employ and Retain Akin Gump Strauss Hauer & Feld LLP as Attorneys for the Debtors *Nunc Pro Tunc* to the Petition Date (the “*Supplemental Dizengoff Declaration*”); and the Court having jurisdiction pursuant to sections 157 and 1334 of title 28 of the United States Code to consider the

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal taxpayer-identification number, are: TerreStar New York Inc. (6394); TerreStar Networks Inc. (3931); Motient Communications Inc. (3833); Motient Holdings Inc. (6634); Motient License Inc. (2431); Motient Services Inc. (5106); Motient Ventures Holding Inc. (6191); MVH Holdings Inc. (9756); TerreStar License Inc. (6537); TerreStar National Services Inc. (6319); TerreStar Networks Holdings (Canada) Inc. (1337); TerreStar Networks (Canada) Inc. (8766) and 0887729 B.C. Ltd. (1345).

² Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Application.

Application and the relief requested therein; and venue being proper in this Court pursuant to sections 1408 and 1409 of title 28 of the United States Code; and the Court being satisfied that notice of this Application and the opportunity for a hearing on this Application was appropriate under the particular circumstances and no further or other notice need be given; and the Court being satisfied, based on the representations made in the Application, the Dizengoff Declaration and the Supplemental Dizengoff Declaration that Akin Gump does not represent or hold any interest adverse to the Debtors or to their estates as to the matters upon which Akin Gump has been and is to be employed, and that Akin Gump is a “disinterested person” as such term is defined in Bankruptcy Code section 101(14), as modified by Bankruptcy Code section 1107(b), and as required under Bankruptcy Code section 327(a); and the Court having determined that the relief sought in the Application is in the best interests of the Debtors, their creditors and all parties in interest; and the Court having heard the evidence and statements of counsel regarding the Application and having determined that the legal and factual bases set forth in the Application, the Dizengoff Declaration and the Supplemental Dizengoff Declaration establish just cause for the relief granted herein, it is hereby Ordered that:

1. The Application is granted to the extent provided herein and approved *nunc pro tunc* to the Petition Date.

2. In accordance with Bankruptcy Code section 327(a), Bankruptcy Rules 2014(a) and 2016 and Local Rule 2014-1, the Debtors are hereby authorized to employ and retain Akin Gump as their attorneys in these chapter 11 cases, as contemplated by the Application.

3. Akin Gump shall be compensated and file interim and final fee applications for allowance of its fees and expenses in accordance with Bankruptcy Code sections 330 and 331, the Bankruptcy Rules, the Local Rules, the Amended Order Establishing Procedures for Monthly

Compensation and Reimbursement of Expenses of Professionals, dated November 25, 2009, the Amended Guidelines for Fees and Disbursements for Professionals in the Southern District of New York, dated November 25, 2009, and the U.S. Trustee Fee Guidelines (collectively, the "**Fee Guidelines**") and the Court's Order Establishing Procedures for Interim Compensation and Reimbursement of Professionals.

4. Akin Gump shall be reimbursed only for reasonable and necessary expenses as provided by the Fee Guidelines.

5. Akin Gump shall apply any remaining amounts of its prepetition retainer as a credit toward post petition fees and expenses, after such post petition fees and expenses are approved pursuant to the first Order entered by the Court awarding such fees and expenses to Akin Gump.

6. Akin Gump shall (i) provide ten business days' notice to the Debtors, the U.S. Trustee and any statutory committee appointed in these chapter 11 cases before any increases in the rates set forth in the Application and the engagement letter attached to the Dizengoff Declaration as Exhibit C, (the "**Engagement Letter**") and (ii) file such notice with the Court.

7. To the extent the Application or the Engagement Letter is inconsistent with this Order, the terms of this Order shall govern.

8. Notwithstanding any provision herein to the contrary, the Debtors shall not be authorized to make any payments under this Order from any amounts loaned to the Debtors pursuant to the debtor-in-possession financing unless such payments or disbursements are included in the budget contained therein or otherwise authorized to be paid pursuant to the debtor-in-possession financing agreement.

9. The Debtors are authorized and empowered to take all actions necessary to implement the relief granted in this Order.

10. This Court shall retain jurisdiction with respect to all matters arising from or relating to the implementation of this Order.

New York, New York
Date: *November 17, 2010*

/s/ *Sean H. Lane*
United States Bankruptcy Judge

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:

TERRESTAR NETWORKS INC., *et al.*,¹

Debtors.

) Chapter 11

) Case No. 10-15446 (SHL)

) Jointly Administered

**SUPPLEMENTAL DECLARATION OF IRA S. DIZENGOFF IN
SUPPORT OF DEBTORS' APPLICATION TO EMPLOY
AND RETAIN AKIN GUMP STRAUSS HAUER & FELD LLP AS
ATTORNEYS FOR THE DEBTORS *NUNC PRO TUNC* TO THE PETITION DATE**

Under 28 U.S.C. § 1746, I, Ira S. Dizengoff, declare as follows under penalty of perjury:

1. I am an attorney at law admitted to practice in the State of New York and in the United States District Courts for the Southern and Eastern Districts of New York. I am a member of the firm of Akin Gump Strauss Hauer & Feld LLP ("*Akin Gump*"),² which firm maintains offices at One Bryant Park, New York, New York 10036, and I am authorized to make and submit this supplemental declaration (the "*Supplemental Declaration*") on behalf of Akin Gump. There are no disciplinary proceedings pending against me.

2. I am familiar with the matters set forth herein and make this Supplemental Declaration in support of the application (the "*Application*") of the above-captioned debtors

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal taxpayer-identification number, are: Motient Communications Inc. (3833); Motient Holdings Inc. (6634); Motient License Inc. (2431); Motient Services Inc. (5106); Motient Ventures Holding Inc. (6191); MVH Holdings Inc. (9756); TerreStar License Inc. (6537); TerreStar National Services Inc. (6319); TerreStar Networks Inc. (3931); TerreStar New York Inc. (6394) (the foregoing entities are collectively referred to as the "*Domestic Debtors*"); 0887729 B.C. Ltd. (1345); TerreStar Networks (Canada) Inc. (8766); and TerreStar Networks Holdings (Canada) Inc. (1337) are collectively referred to as the "*Canadian Debtors*").

² Capitalized terms not defined herein shall have the meaning ascribed to them in the Application.

(collectively, the “**Debtors**”) seeking authority to employ and retain Akin Gump, *nunc pro tunc* to October 19, 2010 (the “**Petition Date**”), as counsel to the Debtors, filed on the Petition Date.

3. Since that time, my colleagues and I have been engaged in discussions with the Office of the United States Trustee for the Southern District of New York (the “**U.S. Trustee**”) regarding certain questions the U.S. Trustee had related to the Application. This Supplemental Declaration will (i) provide additional information in response to the U.S. Trustee’s questions related to the Application and (ii) update and provide clarification of certain disclosures contained in my declaration annexed to the Application as Exhibit B (the “**Initial Disclosure Declaration**”) with regard to Akin Gump’s representation of TerreStar Corporation (“**TSC**”), the ultimate parent of each of the Debtors and a non-Debtor in these chapter 11 cases.

Supplemental and Updated Disclosures

4. As described in the Initial Disclosure Declaration, Akin Gump is intimately familiar with the Debtors’ business and financial affairs, as Akin Gump has served as counsel to the Domestic Debtors and 0887729 B.C. Ltd., (collectively, “**TerreStar**”) since 2007, providing a broad array of services including general corporate, tax, regulatory and securities services. As counsel, Akin Gump has provided corporate and transactional advice to TerreStar, with regard to, among other things, (i) advice with respect to corporate governance, (ii) board and board committee issues, (iii) the restructuring of its debt, (iv) amendments, waivers and interpretive issues relating to its various credit facilities and (v) general corporate issues. More recently, Akin Gump was retained by TerreStar’s special committee to analyze and advise TerreStar with respect to a variety of restructuring alternatives. Once it was determined that TerreStar would initiate chapter 11 proceedings, TerreStar (and the other Canadian Debtors) retained Akin Gump to represent it during the chapter 11 cases, and in the weeks leading up to the Petition Date, Akin Gump was actively involved in the preparation of the chapter 11 cases.

5. As disclosed in paragraph 7 of Exhibit B of the Initial Disclosure Declaration, in addition to representing the Debtors, Akin Gump has also represented TSC, since 2007. Indeed, until shortly before the chapter 11 filing, the Debtors contemplated that TSC and TerreStar Holdings Inc. ("*TS Holdings*"), an affiliate of the Debtors and a wholly owned subsidiary of TSC, would file for chapter 11 as well. In light of certain events, including, without limitation, the agreement by certain preferred stockholders of TSC to toll the litigation they were bringing against TSC and as an accommodation to the holders of TSC's preferred stock, the decision was made not to file these entities for chapter 11 at the same time as the Debtors.³ In that regard, Akin Gump continues to represent TSC and TS Holdings (collectively, the "*TSC Entities*") in connection with examining its restructuring alternatives. Akin Gump separately tracks the fees and expenses associated with its representation of the TSC Entities, and Akin Gump is paid directly by the TSC Entities for such fees and expenses. Should it be determined that the TSC Entities should file for chapter 11, Akin Gump intends to represent the TSC Entities as counsel during the pendency of that chapter 11 proceeding. Although I am filing this Supplemental Declaration to clarify the record with respect to Akin Gump's representation of the TSC Entities, such representation has been disclosed to the Debtors' primary stakeholders and they have at all relevant times been aware of Akin Gump's representation of the TSC Entities.

Akin Gump's Current Compensation

6. Akin Gump received funds from the Debtors (including the TSN Entities) in the aggregate amount of \$2,270,257.39 within 90 days before the commencement of these chapter 11 cases. Supplementing paragraph 9 of my Initial Disclosure Declaration, after application of

³ As set forth in the Disclosure Statement for the Joint Chapter 11 Plan of TerreStar Networks Inc., TerreStar National Services, Inc., 0887729 B.C. Ltd., TerreStar License Inc., TerreStar Networks Holdings (Canada) Inc., and TerreStar Networks (Canada) Inc. [Docket No. 83], filed on November 5, 2010, it is contemplated that TSC and TS Holdings will file chapter 11 in the near term.

these funds to fees and expenses incurred prior to the Petition Date, Akin Gump had, as of the Petition Date, approximately \$157,000 remaining in funds received prior to the Petition Date. Akin Gump will apply the foregoing amount toward post petition fees and expenses, after such post petition fees and expenses are approved pursuant to the first Order entered by the Court awarding such fees and expenses to Akin Gump.

7. Akin Gump will (i) provide ten business days' notice to the Debtors, the U.S. Trustee and any statutory committee appointed in these chapter 11 cases before any increases in the rates set forth in the Application and the engagement letter attached to the Initial Disclosure Declaration as Exhibit C and (ii) file such notice with the Court.

Connection with Current Clients

8. To the extent that any adversary proceedings are commenced by or against any of Akin Gump's Current Clients during the pendency of these chapter 11 cases, the Debtors will retain conflicts counsel to represent the interest of the Debtors in those matters.

I declare under penalty of perjury that the foregoing is true and correct. Executed on this
11th day of November, 2010.

By: /s/ Ira S. Dizengoff
Name: Ira S. Dizengoff

EXHIBIT C

**Supplemental List of Bank Accounts of the
February Debtors to Cash Management Order**

Checking, Savings, or Other Financial Accounts

Debtor	Institution	Account #	Account	Open date	Bank address	City	State	Zip	Contact	Phone #	Fax #
TerreStar Corporation	SunTrust Bank	1000089268667	Demand Deposit	8/17/2009	8330 Boone Boulevard 7th Floor	Vienna	VA	30303	Linda Jameson	(703) 442-1623	(703) 442-1626
TerreStar Corporation	SunTrust Bank	7044945	Investment	6/10/2008	1445 New York Ave., NW 6th Floor	Washington	DC	20005	Meylin Doram	(202) 879-6439	(202) 879-6333
TerreStar Corporation	Wells Fargo	20445700	Escrow		707 Wilshire Boulevard, 17th Floor	Los Angeles	CA	90017	Tom Orlina	(213) 614-4117	

EXHIBIT D

**Blackline of Modified Provisions of Case Management
Order with Respect to the February Debtors**

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

2. All documents filed in the 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 Networks Inc. Corporation, et al., Case No. 1011-15446[] (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.

8. All Documents shall be served, in the manner described herein, on (i) the chambers of the Honorable Sean H. Lane (“**Chambers**”); (ii) the 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 Debtors on a consolidated basis~~ the entities listed on the Consolidated List of Creditors Holding the 30 Largest Unsecured Claims filed pursuant to Bankruptcy Rule 1007(d); (v) ~~counsel to any other statutory committee appointed in these cases~~ NexBank, SSB as agent for the lenders under the Bridge Loan Agreement; (vi) Weil, Gotshal & Manges LLP as

counsel to Harbinger Capital Partners LLC; (vii) Wachtell, Lipton, Rosen & Katz as counsel to Highland Capital Management, L.P.; (viii) Quinn Emanuel Urquhart & Sullivan, LLP as counsel to Solus Alternative Asset Management, L.P.; (ix) NexBank, SSB as agent for the Debtors' proposed postpetition debtor-in-possession financing; (x) Quinn Emanuel Urquhart & Sullivan, LLP as counsel to the agent for the Debtors' proposed postpetition secured lendersdebtor-in-possession financing; (vixi) Schulte Roth & Zabel LLP as counsel to the agent for the Debtors' prepetition secured lenders; (viii) the indenture trustee for each of the Debtors' outstanding bond issuances; (ix) counsel to the ad hoc committee of holders of the Debtors' 6.5% Senior Exchangeable PIK Notes (the "**Ad Hoc Bondholders' Committee**"); ~~(x) the Information Officer appointed in the Debtors' Canadian Recognition Proceedings; (xi) Colbeck Capital Management, LLC; (xii) the Internal Revenue Service; (xixiii) the Federal Communications Commission; (xixiv) the Securities and Exchange Commission; (xv) the United States Attorney for the Southern District of New York~~ (collectively, the "**Standard Parties**"); and (xiixvi) any person or entity with a particularized interest in the subject matter of a certain Document (each, an "Affected Entity").

20. The 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) ~~December 15, 2010~~_____, 2011 at 10__:00 _ [a./p.]m.; (ii) ~~January 13, 2010~~_____, 2011 at 10__:00 _ [a./p.]m.; and (iii) ~~February 16, 2010~~_____, 2011 at 10__:00 _ [a./p.]m.

28. By two (2) business days before a scheduled hearing, the 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) the Committee entities listed on the Consolidated List of Creditors Holding the 30 Largest Unsecured Claims filed pursuant to Bankruptcy Rule 1007(d); (iv) ~~counsel to any other statutory committee appointed in these cases~~ NexBank, SSB as agent for the Debtors’ proposed postpetition debtor-in-possession financing; (v) Weil, Gotshal & Manges LLP as counsel to Harbinger Capital Partners LLC; (vi) Wachtell, Lipton, Rosen & Katz as counsel to Highland Capital Management, L.P.; (vii) Quinn Emanuel Urquhart & Sullivan, LLP as counsel to Solus Alternative Asset Management, L.P.; (viii) NexBank, SSB as agent for the Debtors’ proposed postpetition debtor-in-possession financing; (ix) Quinn Emanuel Urquhart & Sullivan, LLP as counsel to the agent for the Debtors’ proposed postpetition secured lenders debtor-in-possession financing; (vix) Schulte Roth & Zabel LLP as counsel to the agent for the Debtors’ prepetition secured lenders 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; (viixiv) ~~the indenture trustee for each of the Debtors’ outstanding bond issuances~~; (viii) ~~counsel to the Ad Hoc Bondholders’ Committee~~ Federal Communications Commission; and (ixxv) any ~~parties~~ party that has filed ~~Documents~~ a Document referenced in the Agenda Letter; provided, however, that an Agenda Letter shall not be required where the Debtors have less than forty-eight (48) hours notice of the hearing.

EXHIBIT 2

Notice of Debtors' Tax Identification Numbers

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

In re:

TERRESTAR NETWORKS INC., et al.,¹

Debtors.

) Chapter 11

) Case No. 10-15446 (SHL)

) Joint Administration Requested

In re:

TERRESTAR CORPORATION, et al.,¹

Debtors.

) Chapter 11

) Case No. 11-[] (SHL)

) Joint Administration Requested

NOTICE OF DEBTORS' TAX IDENTIFICATION NUMBERS

PLEASE TAKE NOTICE that pursuant to the *Order Establishing Directing That Certain Notice, Case Management and Administrative Procedures 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 [], 2010/2011, the above-captioned debtors and debtors in possession hereby file, make available and give notice of the following information:

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal taxpayer identification number, are: TerreStar New York Inc. (6394); TerreStar Networks Inc. (3931); Motient Communications Inc. (3833); Motient Holdings Inc. (6634); Motient License Inc. (2431); Motient Services Inc. (5106); Motient Ventures Holding Inc. (6191); MVH Holdings Inc. (9756); TerreStar License Inc. (6537); TerreStar National Services Inc. (6319); TerreStar Networks Holdings (Canada) Inc. (1337); TerreStar Networks (Canada) Inc. (8766) and 0887729 B.C. Ltd. (1345).

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 2 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 2 Debtors, the "**Debtors**" or the "**TSC Debtors**").

Debtor Name	Address	Last Four Digits of Taxpayer Identification Number
TerreStar New York Inc.	545 8 th Ave. Room 401 New York, NY 10018	6394
TerreStar Networks Inc.	12010 Sunset Hills Rd. 6 th Floor Reston, VA 20190	3931
Motient Communications Inc.	12010 Sunset Hills Rd. 6 th Floor Reston, VA 20190	3833
Motient Holdings Inc.	12010 Sunset Hills Rd. 6 th Floor Reston, VA 20190	6634
Motient License Inc.	12010 Sunset Hills Rd. 6 th Floor Reston, VA 20190	2431
Motient Services Inc.	12010 Sunset Hills Rd. 6 th Floor Reston, VA 20190	5106
Motient Ventures Holding Inc.	12010 Sunset Hills Rd. 6 th Floor Reston, VA 20190	6191
MVH Holdings Inc.	12010 Sunset Hills Rd. 6 th Floor Reston, VA 20190	9756
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
TerreStar License Inc.	12010 Sunset Hills Rd. 6 th Floor Reston, VA 20190	6537
TerreStar National Services Inc.	11951 Freedom Drive. 13 th Floor Reston, VA 20190	6319
TerreStar Networks (Canada) Inc.	1035 Ave. Laurier West 2 nd Floor Outremont, Canada QC H2V 2L1	
TerreStar Networks Holdings (Canada) Inc.	1035 Ave. Laurier West 2 nd Floor Outremont, Canada QC H2V 2L1	
0887729 B.C. Ltd.	1040 West Georgia Street 15 th Floor Vancouver, B.C. V6E 4H8	

EXHIBIT E

**Blackline of Modified Provisions of Interim
Compensation Order with Respect to the February Debtors**

3. Except as may otherwise be provided in orders of the Court authorizing the retention of specific Professionals, all Professionals retained by the Debtors in these chapter 11 cases pursuant to order of the Court may seek compensation for professional services rendered and reimbursement of expenses incurred in accordance with the following Compensation Procedures:

- a) On or before the twentieth (20th) day of each month following the month for which compensation is sought, each Professional seeking compensation under the Order will serve a monthly statement (a "***Monthly Fee Statement***"), by hand or overnight delivery, on (i) TerreStar Networks Inc., 12010 Sunset Hills Road, 6th Flr., Reston, Virginia 20190, Attn: Doug Brandon, Esq.; (ii) proposed counsel to the Debtors, Akin Gump Strauss Hauer & Feld LLP, One Bryant Park, New York, New York 10036, Attn: Ira S. Dizengoff, Esq.; ~~and, Arik Preis, Esq. and Sarah Link Schultz, Esq.~~; (iii) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, 21st Floor, New York, New York 10004, Attn: Susan D. Golden, Esq.; (iv) counsel to all postpetition lenders or their agent(s); (v) ~~proposed~~ counsel to the statutory committee of unsecured creditors appointed in these chapter 11 cases, Otterbourg, Steindler, Houston & Rosen LLP, 230 ~~if any~~; (vi) the administrative agent under the Bridge Loan, NexBank, SSB, 13455 Noel Road, 22nd Flr., Dallas, Texas 75240, Attn: Jeff Scott; and (vii) Harbinger Capital Partners Master Fund I, Ltd. and Harbinger Capital Partners Special Situations Fund, L.P., c/o Harbinger Capital Partners, LLC, 450 Park Avenue, 30th Flr., New York, New York 10022; (viii) Highland Crusader Holding Corporation, c/o Highland Capital Management, LP, 13455 Noel Road, Dallas, Texas 75240; (ix) SOLA LTD, c/o Solus Alternative Asset Management LP, 430 Park Avenue, New York, NY 10169-0075 New York 10022; and (x) the agent for the TSC Debtors' proposed post-petition debtor-in-possession financing, NexBank, SSB, 13455 Noel Road, 22nd Flr., Dallas, Texas 75240, Attn: Jeff Scott Hazan, Esq. and David Posner, Esq.; and (vi) counsel to Harbinger, Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, New York 10153, Attn: Ronit J. Berkovich, Esq. (collectively, the "***Application Recipients***");
- b) The Monthly Fee Statement ~~need not~~must be filed with the Court; however, and a courtesy copy need not be delivered to the presiding Judge's chambers, ~~since the, The~~ Order is not intended to alter the fee application requirements outlined in sections 330 and 331 of the Bankruptcy Code, ~~and since,~~ Professionals are still required to serve and file interim and final applications for approval of fees and expenses in accordance with the relevant provisions of the Bankruptcy Code, the Bankruptcy Rules and the Local Rules;

EXHIBIT F

**Blackline of Modified Provisions of Ordinary Course
Professionals Order with Respect to the February Debtors**

4. The following OCP Procedures shall govern the retention of professionals retained by the Debtors in the ordinary course of business:¹

- a) Each OCP shall file with the Court and serve a declaration of disinterestedness (each, a “***Declaration of Disinterestedness***”)² substantially in the form attached hereto as Exhibit 1 upon: (i) proposed counsel to the Debtors, Akin Gump Strauss Hauer & Feld LLP, One Bryant Park, New York, New York 10036, Attn: Ira S. Dizengoff, Esq.; and, Arik Preis, Esq. and Sarah Link Schultz, Esq.; (ii) the Office of the United States Trustee for the Southern District of New York (the “***U.S. Trustee***”), 33 Whitehall Street, 21st Floor, New York, New York 10004; (iii) Bank of New York Mellon as agent for the Debtors’ postpetition debtor-in-possession financing; and (iv) proposed counsel to the statutory committee of unsecured creditors appointed in these chapter 11 cases, if any (the “***Committee***”), Otterbourg, Steindler, Houston & Rosen LLP, 230; (iv) the administrative agent for the lenders under the Bridge Loan Agreement, NexBank, SSB, 13455 Noel Road, 22nd Flr., Dallas, Texas 75240, Attn: Jeff Scott; (v) Harbinger Capital Partners Master Fund I, Ltd. and Harbinger Capital Partners Special Situations Fund, L.P., c/o Harbinger Capital Partners, LLC, 450 Park Avenue, 30th Flr., New York, New York 10022; (vi) Highland Crusader Holding Corporation, c/o Highland Capital Management, LP, 13455 Noel Road, Dallas, Texas 75240; (vii) SOLA LTD, c/o Solus Alternative Asset Management LP, 430 Park Avenue, New York, NY 10169-0075 New York 10022 and (viii) NexBank, SSB as agent for the TSC Debtors’ proposed post-petition debtor-in-possession financing, 13455 Noel Road, 22nd Flr., Dallas, Texas 75240, Attn: Jeff Scott Hazan, Esq. and David Posner, Esq. (collectively, the “***Notice Parties***”);

¹ Except as authorized by the Court, the OCP Procedures shall not apply to professionals retained by the Debtors pursuant to separate orders of the Court.

² To the extent that an ordinary course professional that seeks to be retained in the TSC Debtors’ cases has filed a Declaration of Disinterestedness in the TSN Debtors’ cases, such ordinary course professional will be required to file a separate Declaration of Disinterestedness in the TSC Debtors’ cases. Additionally, for the avoidance of doubt, if an ordinary course professional performs services for both the TSN Debtors and the TSC Debtors, such ordinary course professional must keep separate billing records for the TSN Debtors’ cases and the TSC Debtors’ cases and will be paid from the proceeds of the TSC Debtors’ debtor in possession financing facility only to the extent it has performed services on behalf of the TSC Debtors.