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

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In re:		: Chapter 11
TERRESTAR CORPORATION, et al.,		: Case No. 11-10612 (SHL)
		:
Debtors.		: Jointly Administered
		:
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DECLARATION OF STATUS AS A SUBSTANTIAL SHAREHOLDER¹

PLEASE TAKE NOTICE that West Face Long Term Opportunities Global Master L.P. (“*West Face*”) is a Substantial Shareholder with respect to the Series B Preferred Stock (the “**Series B Preferred Stock**”) issued by TerreStar Corporation (“**TSC**”) or of any beneficial

¹ For purposes of this Declaration: (a) a “Substantial Shareholder” is any entity (as defined by section 101(15) of the Bankruptcy Code, 11 U.S.C. §§ 101-1532) that has Beneficial Ownership of at least (i) 4,455 shares of Series A Preferred Stock, (ii) 15,765 shares of Series B Preferred Stock or (iii) 59,400 shares of Series E Preferred Stock; (b) “Beneficial Ownership” of Preferred Stock includes direct and indirect ownership (i.e., a holding company would be considered to beneficially own all shares owned or acquired by its subsidiaries), ownership by such holder’s family members and persons acting in concert with such holder to make a coordinated acquisition of stock and certain ownership of shares that such holder has an option to acquire; and (c) an “Option” to acquire stock includes any contingent purchase, warrant, convertible debt, put, stock subject to risk of forfeiture, contract to acquire stock or similar interest, regardless of whether it is contingent or otherwise not currently exercisable.

interest therein. TSC is a debtor and debtor in possession in Case No. 11-10612 (SHL) pending in the United States Bankruptcy Court for the Southern District of New York.

PLEASE TAKE FURTHER NOTICE that, as of the date hereof, West Face has Beneficial Ownership of 125,473 shares of Series B Preferred Stock of TSC. Such shares were acquired in February 2012.

PLEASE TAKE FURTHER NOTICE that, pursuant to that certain Order Establishing Notification and Hearing Procedures for Transfers of Certain Preferred Stock and Granting Related Relief, this declaration is being filed with the Court and served upon counsel to the TSC Debtors.

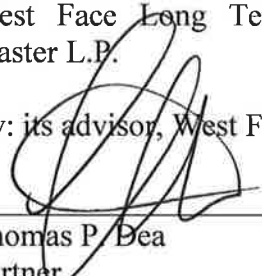
PLEASE TAKE FURTHER NOTICE that the last four digits of the employee identification number of West Face are 2792.

PLEASE TAKE FURTHER NOTICE that, pursuant to 28 U.S.C. § 1746, under penalty of perjury, Thomas P. Dea hereby declares that he has examined this Declaration, and, to the best of his knowledge and belief, this Declaration is true, correct and complete.

Toronto, Canada
Dated: April 18, 2012

West Face Long Term Opportunities Global
Master L.P.

By: its advisor, West Face Capital Inc.



Thomas P. Dea
Partner