

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

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

**DECLARATION OF DISINTERESTEDNESS OF
WILKINSON BARKER KNAUER, LLP IN SUPPORT OF
RETENTION AS ORDINARY COURSE PROFESSIONAL**

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

1. I am Adam D. Krinsky of Wilkinson Barker Knauer, LLP, located at 2300 N Street, NW, Suite 700, Washington, DC 20037 (the “*Firm*”).

2. The TSC Debtors have requested that the Firm provide assistance with respect to regulatory matters related to the 1.4 GHz spectrum, 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 TSC 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 TSC Debtors or their estates in these chapter 11 cases.

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 (“*TSC*”) [6127] and TerreStar Holdings Inc. [0778] (collectively, the “*February Debtors*”); (b) TerreStar New York Inc. [6394]; Motient Communications Inc. [3833]; Motient Holdings Inc. [6634]; Motient License Inc. [2431]; Motient Services Inc. [5106]; Motient Ventures Holding Inc. [6191]; and MVH Holdings Inc. [9756] (collectively, the “*Other TSC Debtors*” and, collectively with the February Debtors, the “*TSC Debtors*”).

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 TSC 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 TSC 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 TSC Debtors or their estates with respect to the matter(s) upon which this Firm is to be retained.

Executed on May 1, 2012
Date: May 1, 2012

/s/ Adam D. Krinsky

Name: Adam D. Krinsky
Title: Partner, Wilkinson Barker Knauer, LLP