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

In re:

TERRESTAR CORPORATION, *et al.*,

Debtors.

Chapter 11

Case No. 11-10612 (SHL)

(Jointly Administered)

**RESPONSE BY ELEKTROBIT INC. TO THE TSC DEBTORS' MOTION
FOR AN ORDER AUTHORIZING ENTRY INTO A CONSULTING
AGREEMENT WITH RKF ENGINEERING SOLUTIONS, LLC**

Elektrobit Inc. ("Elektrobit"), by and through its undersigned counsel, hereby responds to the TSC Debtors' Motion (the "Motion"), for an Order Authorizing Entry into a Consulting Agreement with RKF Engineering Solutions, LLC ("RKF"), stating as follows:

Elektrobit's Response to the Motion

1. In the Motion, the debtors represent to the Court that "in the exercise of prudent business judgment and in consultation with their stakeholders," they "need to explore their options with respect to their indirect ownership of the 1.4 Spectrum". They state further that "[a]ny transaction regarding the 1.4 Spectrum will require a full understanding of the 1.4

{B1447942; 1}

Spectrum, which is a highly technical asset.” They propose to hire RKF to help them do these things.

2. Elektrobit became acquainted with RKF and its principals some time ago, since both RKF and Elektrobit contemporaneously supplied goods and services to TSC and its affiliates. RKF’s staff includes several former senior employees of TSC and its affiliates. After TSC and its affiliates filed the Motion, Elektrobit’s counsel visited RKF’s website to learn more about the proposed consultant. In so doing, Elektrobit discovered that RKF identifies Elektrobit on its website as a “Partner” of RKF.¹ Elektrobit wishes to inform the Court and parties in interest that Elektrobit is not a “Partner” or otherwise formally connected to RKF.

3. As to the substance of the Motion, Elektrobit supports any genuine effort by the debtors to monetize their principal asset – their indirect ownership of certain 1.4 GHz spectrum – for the benefit of their creditors. However, Elektrobit still maintains the view that certain preferred shareholders of TerreStar Corporation (“TSC”) have used this bankruptcy case as a means of maintaining and consolidating their long-term control over TSC and the spectrum asset. Consequently, Elektrobit questions whether there is any legitimate purpose in engaging RKF. Elektrobit can only assume (and hope) for the present that the Motion is not filed for the improper purpose of giving the appearance of an objective deliberation as to the benefits of a possible sale and subsidizing the preparation of a report in support of a foregone conclusion, although time will tell.²

¹ On its website, at http://rkf-eng.com/index.php?option=com_content&view=article&id=56&Itemid=60, RKF includes lists of its “Clients” and “Partners”. Elektrobit’s name appears in the list of “Partners”.

² For example, the Motion does not disclose whether the debtors expect to receive RKF’s report prior to a hearing (yet to be scheduled) on confirmation of their proposed, still-pending plan.

Conclusion

WHEREFORE, Elektrobit respectfully requests that the Court consider Elektrobit's response as set forth herein, and grant it such other and further relief as is just and proper.

Dated: June 27, 2012

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CERTIFICATE OF SERVICE

The undersigned certifies that as of this date s/he caused a true and correct copy of the foregoing **Response by Elektrobit Inc. to the TSC Debtors' Motion for an Order Authorizing Entry into a Consulting Agreement with RKF Engineering Solutions, LLC** to be filed electronically via the ECF system and served, postage prepaid, and in the manner so indicated, on all members of the attached Service List.

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