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**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
	:	

**NOTICE OF APPEARANCE AND
REQUEST FOR SERVICE OF PAPERS**

PLEASE TAKE NOTICE THAT the undersigned counsel, pursuant to Rules 2002, 9007 and 9010(b) of the Federal Rules of Bankruptcy Procedure and section 1109(b) of title 11 of the United States Code (the "Bankruptcy Code"), enter their appearance as attorneys for Jefferies & Company, Inc., ("Jefferies"), in the above-referenced chapter 11 cases, and request that the names of the counsel listed below be added to the mailing list maintained by the Clerk, and that all notices given or required to be given in these cases, all pleadings and other papers served, or required to be served, in these cases, be given to and served upon the following:

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

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PLEASE TAKE FURTHER NOTICE THAT, pursuant to section 1109(b) of the Bankruptcy Code, the foregoing demand includes not only the notices and papers referred to in the rules and sections specified above but also includes, without limitation, any notice, application, complaint, demand, motion, petition, pleading or request, whether formal or informal, written or oral, and whether transmitted or conveyed by mail, electronic mail, hand or courier delivery, telephone, telecopy, telegraph, telex or otherwise filed with regard to the referenced cases and proceedings therein. Further, this request includes copies of any disclosure statements to be submitted prior to approval and any and all plans of reorganization.

PLEASE TAKE FURTHER NOTICE THAT, this notice and request shall not be deemed a consent to jurisdiction or venue of any type by Jefferies, nor waive: (1) Jefferies' rights to have final orders in non-core matters in these cases entered only after de novo review by a District Court, (2) Jefferies' rights to trial by jury in any proceeding so triable in these cases or any case, controversy or proceeding related to these cases; (3) Jefferies' rights to have a District Court withdraw the reference in any matter in these cases subject to mandatory or discretionary

withdrawal; or (4) any other rights, claims, actions, defenses, setoffs or recoupments to which Jefferies is or may be entitled under any agreements, or in law or in equity, all of which rights, claims, actions, defenses, setoffs and recoupments are expressly reserved.

Dated: March 21, 2011

Respectfully submitted,

/s/ Lisa G. Laukitis

Lisa G. Laukitis

Steven C. Bennett

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