

AKIN GUMP STRAUSS HAUER & FELD LLP

One Bryant Park

New York, New York 10036

(212) 872-1000 (Telephone)

(212) 872-1002 (Facsimile)

Ira S. Dizengoff

Arik Preis

1700 Pacific Avenue, Suite 4100

Dallas, Texas 75201

(214) 969-2800 (Telephone)

(214) 969-4343 (Facsimile)

Sarah Link Schultz

Counsel to the Reorganized TSC Debtors

**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)
Reorganized Debtors.)	Jointly Administered
_____)	

**NOTICE OF HEARING ON THE REORGANIZED TSC DEBTORS'
THIRD OMNIBUS OBJECTION TO CERTAIN PROOFS OF CLAIM**

**(LATE FILED AND EQUITY INTERESTS;
BOOKS AND RECORDS; AND LATE FILED CLAIMS)**

**TO THE CLAIMANTS IDENTIFIED ON SCHEDULES 1, 2, AND 3 TO EXHIBIT
A TO THIS OBJECTION:**

The Reorganized TSC Debtors provide you with this notice of objection to claim(s) pursuant to Rule 3007 of the Federal Rules of Bankruptcy Procedure (the "*Bankruptcy Rules*").

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*"); (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 "*Reorganized TSC Debtors*").

You have filed one or more proofs of claim (each, a “*Claim*”) in the TSC Debtors’ chapter 11 cases to which the Reorganized TSC Debtors have filed an objection (the “*Objection*”). **Your Claim (a “*Disputed Claim*”) will be affected as a result of the Objection. Therefore, you should read this notice and the enclosed Objection carefully.**

The Reorganized TSC Debtors’ representatives will be available to discuss and potentially resolve the Objection to your Disputed Claim without the need for you to file a response or attend a hearing. Factual inquiries regarding the Objection and your Disputed Claim may be directed to the TerreStar Corporation Restructuring Hotline at (888) 872-9182 within 14 calendar days after the date on which this notice was served. Legal matters, however, will be referred to the Reorganized TSC Debtors’ attorneys. When you contact the hotline, please have your proof(s) of claim available. Your discussions with the Reorganized TSC Debtors’ personnel or the Reorganized TSC Debtors’ attorneys may result in an agreement to settle the Objection. If you do not reach an agreement to settle the Objection with respect to your Claim with the Reorganized TSC Debtors before October 3, 2013 at 5:00 p.m. (prevailing Eastern Time) (the “*Response Deadline*”), you must file a response in compliance with the procedures set forth below. **Speaking with the Reorganized TSC Debtors’ personnel or the Reorganized TSC Debtors’ attorneys will not satisfy the requirement that you must reach an agreement before the Response Deadline or file a response and attend the hearing on the Objection, as discussed below.**

If you disagree with the Objection and are unable or unwilling to consensually resolve the Objection with respect to your Claim with the Reorganized TSC Debtors before the Response Deadline, you or your attorney must (i) file a response (the “*Response*”) to the Objection with the Clerk of the United States Bankruptcy Court for the Southern District of New York,

Alexander Hamilton Custom House, One Bowling Green, New York, New York 10004-1408 **no later than the Response Deadline**, (ii) serve the Response on (a) TerreStar Corporation, 344 Maple Avenue West, #275, Vienna, Virginia 20190, Attn: Doug Brandon, Esq.; (b) counsel to the Reorganized TSC 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 1700 Pacific Ave., Suite 4100, Dallas, Texas 75201, Attn: Sarah Link Schultz, Esq.; (c) the Office of the United States Trustee for the Southern District of New York; (d) Weil, Gotshal & Manges LLP as counsel to Harbinger Capital Partners LLC and 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 Solus Alternative Asset Management LP; (g) Richards Kibbe & Orbe LLP as counsel to West Face Long Term Opportunities Global Master L.P.; (h) the Internal Revenue Service; (i) the Securities and Exchange Commission; (j) the United States Attorney for the Southern District of New York; (k) the Federal Communications Commission; and (l) parties in interest who have filed a notice of appearance in these cases pursuant to Bankruptcy Rule 2002.

Your Response, if any, to the Objection must: (i) be in writing; (ii) conform to the Bankruptcy Rules, the Local Rules of Bankruptcy Practice and Procedure for the Southern District of New York and the Bankruptcy Court's *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* [Docket No. 12] (the "**Case Management Order**"); (iii) be filed with the Bankruptcy Court either (a) electronically in accordance with General Order M-399 (which can be found at <http://www.nysb.uscourts.gov>) by registered users of the Bankruptcy Court's filing system, or (b) on a 3.5 inch disk, preferably in Portable Document

Format (PDF), WordPerfect, or any other Windows-based word processing format (with a hard copy delivered directly to Chambers), in accordance with General Order M-182 (which can be found at <http://www.nysb.uscourts.gov>); and (iv) shall be served in accordance with General Order M-399.

A hearing (the “*Hearing*”) to consider the Objection shall be held before the Honorable Sean H. Lane, United States Bankruptcy Judge, at the Courthouse, Alexander Hamilton Custom House, One Bowling Green, New York, New York 10004 on October 10, 2013 at 10:00 a.m. (prevailing Eastern Time).

If you or your designated attorney or representative do not timely file and serve a Response in accordance with the above-referenced procedures and attend the Hearing (in the absence of an agreement between you and the Reorganized TSC Debtors providing otherwise), the Bankruptcy Court may enter an order granting the relief requested in the Objection. Only those Responses made in accordance with the above-referenced requirements and timely filed and received by the Bankruptcy Court and the Reorganized TSC Debtors’ attorneys will be considered by the Bankruptcy Court at the Hearing. **If you fail to respond in accordance with this notice, the Bankruptcy Court may grant the relief requested in the Objection without further notice or hearing.**

Nothing in this notice or the accompanying Objection constitutes a waiver of any claims, counterclaims, rights of offset or recoupment, preference actions, fraudulent transfer actions, or any other bankruptcy claims against you. All parties reserve the right to assert additional objections to your proof(s) of claim.

If you would like to obtain a copy of the Objection or any other pleadings filed in these chapter 11 cases, you should contact The Garden City Group, Inc., the claims agent retained by

the Reorganized TSC Debtors in these chapter 11 cases, by: (a) calling the Reorganized TSC Debtors' restructuring hotline at (888) 872-9182; (b) visiting the Reorganized TSC Debtors' restructuring website at www.TerreStarCorpRestructuring.com; or (c) writing to TerreStar Corporation, c/o The Garden City Group, Inc. P.O. Pox 9680, Dublin, Ohio 43017-4980. You may also obtain copies of any pleadings filed in these chapter 11 cases for a fee at the Bankruptcy Court's website at <http://www.nysb.uscourts.gov> for registered users of the Public Access to Court Electronic Records (PACER) System.

New York, New York
Dated: August 30, 2013

/s/ Ira S. Dizengoff

AKIN GUMP STRAUSS HAUER & FELD LLP
One Bryant Park
New York, New York 10036
(212) 872-1000 (Telephone)
(212) 872-1002 (Facsimile)
Ira S. Dizengoff
Arik Preis

1700 Pacific Avenue, Suite 4100
Dallas, Texas 75201
(214) 969-3800 (Telephone)
(214) 969-4343 (Facsimile)
Sarah Link Schultz

Counsel to the Reorganized TSC Debtors

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New York, New York 10036

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Ira S. Dizengoff

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1700 Pacific Avenue, Suite 4100

Dallas, Texas 75201

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Sarah Link Schultz

Counsel to the Reorganized TSC Debtors

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

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

**REORGANIZED TSC DEBTORS' THIRD OMNIBUS OBJECTION TO CERTAIN
PROOFS OF CLAIM**

**(LATE FILED AND EQUITY INTERESTS;
BOOKS AND RECORDS; AND LATE FILED CLAIMS)**

**THIS OBJECTION SEEKS TO DISALLOW AND
EXPUNGE OR REDUCE CERTAIN
PROOFS OF CLAIM. CLAIMANTS RECEIVING
THIS OBJECTION SHOULD LOCATE THEIR
NAMES AND CLAIMS ON
SCHEDULES 1, 2, AND 3 TO EXHIBIT A
OF THIS OBJECTION.**

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*"); (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 "*Reorganized TSC Debtors*").

The Reorganized TSC Debtors hereby object (the “*Objection*”) to certain proofs of claim that are not in compliance with the Bankruptcy Code and/or the Bar Date Order (each as defined below) as listed on Schedules 1, 2, and 3 to Exhibit A annexed hereto (the “*Disputed Claims*”). The Reorganized TSC Debtors seek entry of an order, substantially in the form attached hereto as Exhibit A, pursuant to section 502(b) of title 11 of the United States Code (the “*Bankruptcy Code*”) and Rule 3007 of the Federal Rules of Bankruptcy Procedure (the “*Bankruptcy Rules*”), disallowing and expunging the Disputed Claims found on Schedules 1, 2, and 3 to Exhibit A from the claims register. In support of this Objection, the Reorganized TSC 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 Bankruptcy Code sections 105(a) and 502(b) and Bankruptcy Rule 3007.

II. BACKGROUND

A. The TSC Debtors’ Chapter 11 Cases

4. On October 19, 2010 (the “*October Petition Date*”) and February 16, 2011 (the “*Petition Date*”), the Other TSC Debtors² and the February Debtors, respectively, filed petitions with this Court under chapter 11 of the Bankruptcy Code. During the course of these chapter 11

² Also on the October Petition Date, TerreStar Networks Inc. (“*TSN*”) and certain of its affiliated debtors (collectively, the “*TSN Debtors*,” and together with the Other TSC Debtors, the “*October Debtors*”) each filed a petition with this Court under chapter 11 of the Bankruptcy Code.

cases, the TSC Debtors operated their business and managed their property as debtors in possession pursuant to Bankruptcy Code sections 1107(a) and 1108.

5. 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.³ No statutory committees were appointed or designated in the February Debtors’ cases.

6. A detailed description of the TSC Debtors’ business and the reasons for filing these chapter 11 cases are 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.

7. The Court approved the adequacy of the *Second Amended Disclosure Statement for the Second Amended Joint Chapter 11 Plan of TerreStar Corporation, Motient Communications Inc., Motient Holdings Inc., Motient License Inc., Motient Services Inc., Motient Ventures Holding Inc., MVH Holdings Inc., TerreStar Holdings Inc. and TerreStar New York Inc.* by order entered on August 24, 2012 [Docket No. 591] (as supplemented and amended from time to time, the “*Disclosure Statement*”).

8. The Court entered an order (the “*Confirmation Order*”) confirming the *Third Amended Joint Chapter 11 Plan of TerreStar Corporation, Motient Communications Inc., Motient Holdings Inc., Motient License Inc., Motient Services Inc., Motient Ventures Holding Inc., MVH Holdings Inc., TerreStar Holdings Inc. and TerreStar New York Inc.* on October 24, 2012 [Docket No. 668] (as amended and modified from time to time, the “*Plan*”).

³ The TSN Debtors have confirmed and consummated their chapter 11 plan and the TSN Committee is no longer in existence.

B. Establishing the Bar Dates

9. On November 8, 2010 and March 2, 2011, respectively, the Other TSC Debtors and the February Debtors filed their schedules of assets and liabilities and statements of financial affairs (collectively, the “*SOFAs and Schedules*”). By order dated November 8, 2010 (the “*October Bar Date Order*”), the Court established December 10, 2010⁴ (the “*December Bar Date*”) as the deadline by which any person or entity asserting a claim against any of the Other TSC Debtors was required to file written proof of such claim. On April 6, 2011, the Court entered an order (the “*February Bar Date Order*” and together with the October Bar Date Order, the “*Bar Date Orders*”) establishing May 13, 2011⁵ (the “*May Bar Date*” and together with the December Bar Date, the “*Bar Dates*”) as the deadline by which each person or entity asserting a claim against any of the February Debtors was required to file written proof of such claim.

C. The First Omnibus Objection to Claims

10. On July 22, 2011, the TSC Debtors filed the *TSC Debtors’ First Omnibus Objection to Certain Proofs of Claim (Equity Interests)* [Docket No. 142], pursuant to which the TSC Debtors sought entry of an order disallowing and expunging from the TSC Debtors’ claims register certain proofs of claim that were asserted on account of equity interests in the TSC Debtors, and thus did not constitute proper “claims” as such term is defined in Bankruptcy Code section 101(5). On August 26, 2011, the Court entered the *Order Granting the TSC Debtors’ First Omnibus Objection to Certain Proofs of Claim (Equity Interests)* [Docket No. 176].

⁴ For governmental units (as such term is defined in Bankruptcy Code section 101(27)), the applicable bar date was April 18, 2011.

⁵ For governmental units (as such term is defined in Bankruptcy Code section 101(27)), the applicable bar date was August 15, 2011.

D. The Second Omnibus Objection to Claims

11. On September 6, 2011, the TSC Debtors filed the *TSC Debtors' Second Omnibus Objection to Certain Proofs of Claim (Amended and Superseded, Noncompliant, Fully Satisfied, Partially Satisfied and Improper Amount)* [Docket No. 142] (the "***Second Omnibus Claims Objection***"), pursuant to which the TSC Debtors sought entry of an order disallowing and expunging from the TSC Debtors' claims register certain proofs of claims that had been amended and superseded, were not in compliance with the Bankruptcy Code or the TSC Debtors' Bar Date Orders, had been fully or partially satisfied or were filed in an improper amount. On October 12, 2011, the Court entered the *Order Granting the TSC Debtors' Second Omnibus Objection to Certain Proofs of Claim (Amended and Superseded, Noncompliant, Fully Satisfied, Partially Satisfied and Improper Amount)* [Docket No. 234]. The hearing was adjourned to November 16, 2011 with respect to claim numbers 33, 61 and 64 pursuant to the terms of the Second Omnibus Claims objection because additional documentation was submitted on account of such claims. Following the November 16, 2011 hearing, the Court entered the *Supplemental Order Granting the TSC Debtors' Second Omnibus Objection to Certain Proofs of Claim* [Docket No. 286].

III. RELIEF REQUESTED

12. By this Objection and pursuant to Bankruptcy Code section 502 and Bankruptcy Rule 3007, the Reorganized TSC Debtors request that the Court enter an order disallowing and expunging the Disputed Claims found on Schedules 1, 2, and 3 to Exhibit A attached hereto from the Reorganized TSC Debtors' claims register.

IV. OBJECTION

13. The Reorganized TSC Debtors hereby object to the Disputed Claims identified on Schedules 1, 2, and 3 to Exhibit A attached hereto. A filed proof of claim is deemed allowed unless a party in interest objects thereto. *See* 11 U.S.C. § 502(a); *see also* § 1111(a) ("A proof of

claim . . . is deemed filed under section 501 of this title for any claim . . . that appears in the schedules . . . except a claim . . . that is scheduled as disputed, contingent, or unliquidated.”). If an objection refuting at least one of the claim’s essential allegations is asserted, the claimant has the burden to demonstrate validity of the claim. *See, e.g., Sherman v. Novak (In re Reilly)*, 245 B.R. 768, 773 (2d Cir. BAP 2000); *In re Rockefeller Ctr. Props.*, 272 B.R. 524, 539 (Bankr. S.D.N.Y. 2000); *In re St. Johnsbury Trucking Co.*, 206 B.R. 318, 323 (Bankr. S.D.N.Y. 1997).

14. Bankruptcy Rule 3007 expressly permits omnibus claim objections when the grounds for the objections are that the claims should be disallowed, in whole or in part, for the following reasons:

(1) they duplicate other claims; (2) they have been filed in the wrong case; (3) they have been amended by subsequently filed proofs of claim; (4) they were not timely filed; (5) they have been satisfied or released during the case in accordance with the Code, applicable rules, or a court order; (6) they were presented in a form that does not comply with applicable rules, and the objection states that the objector is unable to determine the validity of the claim because of the noncompliance; (7) they are interests, rather than claims; or (8) they assert priority in an amount that exceeds the maximum amount under § 507 of the Code.

Fed. R. Bankr. P. 3007(d).

15. To provide claimants affected by omnibus objections with adequate notice thereof, Bankruptcy Rule 3007 requires that omnibus objections:

(1) state in a conspicuous place that claimants receiving the objection should locate their names and claims in the objection; (2) list claimants alphabetically, provide a cross-reference to claim numbers, and, if appropriate, list claimants by category of claims; (3) state the grounds of the objection to each claim and provide a cross-reference to the pages in the omnibus objection pertinent to the stated grounds; (4) state in the title the identity of the objector and the grounds for the objections; (5) be numbered consecutively with other omnibus objections filed by the same objector; and (6) contain objections to no more than 100 claims.

Fed. R. Bankr. P. 3007(e).

16. The Reorganized TSC Debtors submit that this Objection meets or exceeds the procedural requirements under Bankruptcy Rule 3007(e). The recent changes to Bankruptcy Rule 3007, which limit the number and nature of claims that may be included in an omnibus objection, were intended to ensure each claimant's due process rights by preventing the claimant from being forced to search an otherwise cumbersome omnibus objection for its name or claim. Indeed, the clear purpose of Bankruptcy Rule 3007 is to ensure greater transparency to creditors than is often the case in an omnibus claims objection process. This Objection has been served on each holder of a Disputed Claim affected by this Objection, and clearly identifies the claims filed by that claimant that are subject to the Objection and the grounds and response deadline therefor. Specifically, the Objection explicitly states: (a) the name of the claimant asserting the Disputed Claim; (b) the claim number from the claims register or other information identifying the Disputed Claim; and (c) the name of the TSC Debtor entity against which the Disputed Claim is asserted. Additionally, the notice accompanying this Objection: (a) states the basis of the Objection; (b) identifies a response date and response procedures; (c) identifies the hearing date and related procedures; and (d) describes how proofs of claim, the SOFAs and Schedules and other pleadings in the Reorganized TSC Debtors' cases may be obtained from the Reorganized TSC Debtors' claims agent or its website. The Reorganized TSC Debtors believe that such notice satisfies the due process concerns that led to the change in Bankruptcy Rule 3007 limiting omnibus objections to claims.

A. Disputed Claims on Schedule 1—Equity Interest and Late Filed

17. Following a thorough review of the proofs of claim filed to date, the Reorganized TSC Debtors have determined that the Disputed Claims identified on Schedule 1 to Exhibit A were not timely filed and are based on alleged equity interests in TSC and, thus, that those Disputed Claims should be disallowed and expunged in their entirety. Each such proof of claim

is defective on its face because it was both (a) late-filed and (b) asserted on account of common equity interests formerly held by a person or entity in TSC.⁶

18. The TSC Debtors object to each such Disputed Claim on the basis that it is defective pursuant to Bankruptcy Rule 3001, Bankruptcy Rule 3003, and the Bar Date Orders. Moreover, the TSC Debtors object to the Disputed Claims as improperly asserted against the TSC Debtors because, among other reasons, they do not constitute a proper “claim” as such term is defined in Bankruptcy Code section 101(5). Accordingly, the TSC Debtors request that each Disputed Claim on Schedule 1 be disallowed and expunged from the TSC Debtors’ claims register and that the creditors filing such Disputed Claims be held to have no remaining claims against the TSC Debtors as a result of the disallowance of their proofs of claim.

B. Disputed Claims on Schedule 2—Books and Records

19. Each of the Disputed Claims on Schedule 2 are defective because (a) they do not comport with the TSC Debtors’ books and records, (b) they were filed in unliquidated amounts, and (c) the TSC Debtors are not liable for such claims. The Reorganized TSC Debtors have reviewed each of the Disputed Claims on Schedule 2 in detail and have examined their books and records with respect to the same. Following such review, the Reorganized TSC Debtors have determined that such claims do not comport with their books and records. In addition, each of the Disputed Claims on Schedule 2 was asserted in an unliquidated amount. The Reorganized TSC Debtors have considered the alleged bases for such claims and determined that they have no monetary liability therefor. As a result, the Reorganized TSC Debtors request that each Disputed Claim on Schedule 2 be disallowed and expunged from the TSC Debtors’ claims register and

⁶ Pursuant to the Plan, all common equity interests in TSC were deemed cancelled and are of no further force or effect.

that the creditors filing such Disputed Claims be held to have no remaining claims against the TSC Debtors as a result of the disallowance of their proofs of claim.

C. Disputed Claim on Schedule 3—Late Filed

20. Finally, the Disputed Claim on Schedule 3 is objectionable because it was filed after the applicable Bar Date. Such claim appears to be a tax claim asserted by a governmental entity against TerreStar New York, Inc., one of the Other TSC Debtors. As set forth above, the deadline for governmental units (as such term is defined in Bankruptcy Code section 101(27)) to file claims against the Other TSC Debtors was April 18, 2011. The Disputed Claim was filed on or about September 12, 2012, more than one year after the Bar Date. Accordingly, the Disputed Claim was not filed in accordance with the Bar Date Order, and the Reorganized TSC Debtors request that the Disputed Claim on Schedule 3 be disallowed and expunged from the Reorganized TSC Debtors' claims register and that the creditor filing such Disputed Claim be held to have no remaining claims against the TSC Debtors as a result of the disallowance of such proof of claim.

21. For the reasons stated above, the Reorganized TSC Debtors object to the allowance of the Disputed Claims as set forth herein and the Reorganized TSC Debtors respectfully request this Court enter an order disallowing and expunging the Disputed Claims.

V. RESERVATION OF RIGHTS

22. This Objection is limited to the grounds stated herein. Accordingly, it is without prejudice to the rights of the Reorganized TSC Debtors or any other party in interest to object to any of the Disputed Claims on any ground whatsoever, and the Reorganized TSC Debtors expressly reserve all further substantive and/or procedural objections they may have to the Disputed Claims.

VI. MOTION PRACTICE

23. This Objection 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 Objection. Accordingly, the Reorganized TSC Debtors submit that this Objection satisfies Rule 9013-1(a) of the Local Rules of Bankruptcy Practice and Procedure for the Southern District of New York.

VII. NOTICE

24. The Reorganized TSC Debtors have provided notice of this Objection to: (a) the Office of the United States Trustee for the Southern District of New York; (b) Weil, Gotshal & Manges LLP as counsel to Harbinger Capital Partners LLC and certain of its managed and affiliated funds; (c) Wachtell, Lipton, Rosen & Katz as counsel to Highland Capital Management, L.P. and certain of its managed and affiliated funds; (d) Quinn Emanuel Urquhart & Sullivan, LLP as counsel to Solus Alternative Asset Management LP; (e) Richards Kibbe & Orbe LLP as counsel to West Face Long Term Opportunities Global Master L.P.; (f) the Internal Revenue Service; (g) the Securities and Exchange Commission; (h) the United States Attorney for the Southern District of New York; (i) the Federal Communications Commission; (j) each holder of a Disputed Claim affected by this Objection; and (k) parties in interest who have filed a notice of appearance in these cases pursuant to Bankruptcy Rule 2002. In light of the nature of the relief requested, the Reorganized TSC Debtors respectfully submit that no further notice is necessary.

WHEREFORE, for the reasons set forth herein, the Reorganized TSC Debtors respectfully request that the Court enter an order disallowing and expunging the Disputed Claims found on Schedules 1, 2, and 3 on Exhibit A attached hereto from the Reorganized TSC Debtors' claims register, and (b) granting such other and further relief as is just and proper.

New York, New York
Dated: August 30, 2013

/s/ Ira S. Dizengoff
AKIN GUMP STRAUSS HAUER & FELD LLP
One Bryant Park
New York, New York 10036
(212) 872-1000 (Telephone)
(212) 872-1002 (Facsimile)
Ira S. Dizengoff
Arik Preis

1700 Pacific Avenue, Suite 4100
Dallas, Texas 75201
(214) 969-2800 (Telephone)
(214) 969-4343 (Facsimile)
Sarah Link Schultz

Counsel to the Reorganized TSC Debtors

EXHIBIT A

Proposed Order

**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)
)	
Reorganized Debtors.)	Jointly Administered

**ORDER GRANTING THE REORGANIZED TSC DEBTORS' THIRD OMNIBUS
OBJECTION TO CERTAIN PROOFS OF CLAIM**

Upon the *Reorganized TSC Debtors' Third Omnibus Objection to Certain Proofs of Claim (Late Filed and Equity Interests; Books and Records; and Late Filed Claims)* (the "**Objection**")² requesting entry of an order disallowing and expunging the Disputed Claims listed on Schedules 1, 2, and 3 attached hereto pursuant to Bankruptcy Code sections 105(a) and 502(b) and Bankruptcy Rule 3007; and the Court having determined that the Court has jurisdiction over the subject matter of the Objection and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; and this is 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 due and proper notice of the Objection having been provided and it appearing that no other or further notice need be provided; and the Court having determined that the relief requested in the Objection is in the best interests of the Reorganized TSC Debtors, their estates and creditors and all other parties in interest; and upon the arguments presented at the hearing before the Court,

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 together with the February Debtors, the "**Reorganized TSC Debtors**").

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

and any responses to the Objection having been withdrawn, resolved or overruled on the merits;
and after due deliberation and sufficient cause appearing therefor, it is **HEREBY ORDERED**
that:

1. The Objection is granted to the extent set forth herein.
2. The Disputed Claims listed on Schedules 1, 2, and 3 attached hereto are hereby disallowed and expunged in their entirety pursuant to Bankruptcy Code section 502(b) and the Reorganized TSC Debtors shall have no further liability with respect to any such Disputed Claims.
3. The terms and conditions of this Order shall be immediately effective and enforceable upon entry of the Order.
4. The Reorganized TSC Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order and in accordance with the Objection.
5. This Court shall retain jurisdiction with respect to all matters arising from or relating to the implementation of this order.

Date: _____, 2013
New York, New York

United States Bankruptcy Judge

SCHEDULE 1

Disputed Claims (Late Filed and Equity Interest)

In re TerreStar Corporation, *et al.*
 Schedule 1 - Equity Interest/Late Filed Claims

NAME	DATE FILED	CLAIMED DEBTOR	CASE NUMBER	CLAIM NUMBER	CLAIM AMOUNT	CATEGORY
JESUS GOMEZ PEREZ 1904 OREGON AVE CORCORAN, CA 93212	10/19/11	TerreStar Corporation	11-10612	172	\$14,833.00	Equity Interest - Common / Late Filed
JON SCALZITTI 405 TWIN BROOK CT CARMEL, NY 10512	12/05/11	TerreStar Corporation	11-10612	173	\$699.91	Equity Interest - Common / Late Filed
JON SCALZITTI 405 TWIN BROOK CT CARMEL, NY 10512	12/05/11	TerreStar Corporation	11-10612	174	\$1,468.69	Equity Interest - Common / Late Filed
ANNE E NICHOLS 814 NW 4TH AVE DELRAY BEACH, FL 33444	02/25/12	TerreStar Corporation	11-10612	175	Unliquidated	Equity Interest - Common / Late Filed
DALE GATTIS 9538 OLD DEPOT SAN ANTONIO, TX 78250	05/05/12	TerreStar Corporation	11-10612	177	\$709.19	Equity Interest - Common / Late Filed
KENNETH M KLINE 14952 CARRY BACK DR NORTH POTOMAC, MD 20878	12/07/12	TerreStar Corporation	11-10612	181	\$314.75	Equity Interest - Common / Late Filed
WAI SHUN CHIU 1051 W 32 ND ST 2/F CHICAGO, IL 60608	04/01/13	Undetermined		185	\$3,000.00	Equity Interest - Common / Late Filed

Total: \$21,025.54

SCHEDULE 2

Disputed Claims (Books and Records)

In re TerreStar Corporation, *et al.*
Schedule 2 - Books and Records Claims

NAME	DATE FILED	CLAIMED DEBTOR	CASE NUMBER	CLAIM NUMBER	CLAIM AMOUNT	CATEGORY
HARBINGER CAPITAL PARTNERS SPECIAL SITUATIONS FUNDS LP C/O HARBINGER CAPITAL PARTNERS FUNDS ATTN: ROBIN ROGER ESQ 450 PARK AVE, 30TH FL NEW YORK, NY 10022	05/12/11	TerreStar Corporation	11-10612	111	Unliquidated	Books and Records
HARBINGER CAPITAL PARTNERS MASTER FUND I LTD C/O HARBINGER CAPITAL PARTNERS FUNDS ATTN: ROBIN ROGER, ESQ 450 PARK AVENUE, 30TH FLOOR NEW YORK, NY 10022	05/12/11	TerreStar Corporation	11-10612	112	Unliquidated	Books and Records
ONE DOT FOUR CORP ATTN: BETH CREARY 10802 PARKRIDGE BOULEVARD RESTON, VA 20191	05/12/11	TerreStar Corporation	11-10612	113	Unliquidated	Books and Records
ACE AMERICAN INSURANCE COMPANY C/O BALLARD SPAHR LLP ATTN: TOBEY M DALUZ, ESQUIRE 919 NORTH MARKET STREET, 11TH FLOOR WILMINGTON, DE 19801	05/12/11	TerreStar Corporation	11-10612	114	Unliquidated	Books and Records

Total: \$0.00

SCHEDULE 3

Disputed Claim (Late Filed)

In re TerreStar Corporation, *et al.*

Schedule 3 - Late Filed Claims

NAME	DATE FILED	CLAIMED DEBTOR	CASE NUMBER	CLAIM NUMBER	CLAIM AMOUNT	CATEGORY
NEW YORK STATE DEPARTMENT OF TAXATION AND FINANCE BANKRUPTCY SECTION PO BOX 5300 ALBANY, NEW YORK 12205-0300	09/12/12	TerreStar New York Inc.	10-15455	179	\$1,353.98	Late Filed

Total: \$1,353.98