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

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

**PROPOSED AGENDA FOR FIRST DAY HEARING**

Date and Time of Hearing: February 22, 2011 at 10:00 a.m. (Eastern Time)

Location of Hearing: Honorable Judge Sean H. Lane  
Courtroom No. 701  
United States Bankruptcy Court  
for the Southern District of New York  
Alexander Hamilton Custom House  
One Bowling Green  
New York, New York 10004-1408

<sup>1</sup> The debtors in these chapter 11 cases as requested, 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*”).

Copies of Motions: A copy of each pleading can be viewed on the Court's website at [www.ecf.nysb.uscourts.gov](http://www.ecf.nysb.uscourts.gov) and at the website of the TSC Debtors' proposed notice and claims agent, The Garden City Group ("GCG"), at [www.TerreStarCorpRestructuring.com](http://www.TerreStarCorpRestructuring.com). Further information may be obtained by calling GCG at 1-888-872-9182.

## I. INTRODUCTION

## II. PROCEDURAL MOTIONS

- A. Motion for Admission of Sarah Link Schultz *Pro Hac Vice*
- B. Chapter 11 Cases of TerreStar Corporation, *et al.* [Case No. 11-10612]
  - 1. Joint Administration Motion. TSC Debtors' Motion for Entry of an Order Directing Joint Administration of Related Chapter 11 Cases<sup>2</sup>
  - 2. Applicability Motion. Motion for Entry of an Order Pursuant to Bankruptcy Code Section 105(a) Directing that Certain Orders in the Chapter 11 Cases of TerreStar Networks Inc., *et al.* Be Made Applicable to the Chapter 11 Cases of TerreStar Corporation and TerreStar Holdings Inc. *Nunc Pro Tunc* to the Petition Date

Orders from the chapter 11 cases of TerreStar Networks Inc., *et al.* [Case No. 10-15446] requested to be applied to the TSC Debtors' chapter 11 cases pursuant to the Applicability Motion and to be heard on February 22, 2011 are attached as Exhibit 1 to Exhibit A to the Applicability Motion:

- i. Final Order (A) Authorizing, But Not Directing Debtors To Continue Using Their Cash Management System, Bank Accounts and Business Forms, (B) Granting Postpetition Intercompany Claims Administrative Expense Priority and (C) Authorizing Continued Intercompany Transactions
- ii. Order Authorizing the Debtors to (A) Prepare an Electronic List of Creditors in Lieu of Submitting and Filing a Formatted Mailing Matrix, (B) File a Consolidated List of the Debtors' 30 Largest Unsecured Creditors, and (C) Mail Initial Notices

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<sup>2</sup> Contemporaneously with the filing of the chapter 11 petitions of TerreStar Corp. and TerreStar Holdings Inc., the Other TSC Debtors have requested that the cases of the Other TSC Debtors be de-consolidated from the case of TerreStar Networks Inc. [Case No. 10-154456, Docket No. 416] and have requested that such motion be heard on shortened notice at the February 22, 2011 omnibus hearing in the TerreStar Networks Inc. cases [Case No. 10-15446, Docket No. 417].

- iii. 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
- iv. Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals
- v. Order Authorizing and Approving the Employment and Retention of the Garden City Group, Inc., as Claims and Noticing Agent for the Debtors
- vi. Order Authorizing the Debtors' Retention and Compensation of Certain Professionals Utilized in the Ordinary Course of Business

### III. REQUEST TO SCHEDULE FUTURE HEARINGS

#### MATTERS TO BE HEARD INCLUDE:

- A. Applicability Motion. Motion for Entry of an Order Pursuant to Bankruptcy Code Section 105(a) Directing that Certain Orders in the Chapter 11 Cases of TerreStar Networks Inc., *et al.* Be Made Applicable to the Chapter 11 Cases of TerreStar Corporation and TerreStar Holdings Inc. *Nunc Pro Tunc* to the Petition Date

Orders from the chapter 11 cases of TerreStar Networks Inc., *et al.* [Case No. 10-15446] requested to be applied to the TSC Debtors' chapter 11 cases pursuant to the Applicability Motion and requested to be heard at a later date are attached as Exhibit 1 to Exhibit B to the Applicability Motion:

- i. Order (A) Authorizing, But Not Directing, Debtors To Continue To Administer Insurance Coverage and (B) Authorizing Financial Institutions To Honor All Related Checks and Electronic Payment Requests
  - ii. Order (A) Authorizing, But Not Directing, the Debtors To Pay Taxes and Fees and (B) Authorizing Financial Institutions To Honor All Related Checks and Electronic Payment Requests
  - iii. Order Pursuant to Bankruptcy Code Sections 327(a) and 330 and Federal Rules of Bankruptcy Procedure 2014 and 2016 Authorizing the Employment and Retention of Akin Gump Strauss Hauer & Feld LLP as Attorneys for the Debtors *Nunc Pro Tunc* to the Petition Date
- B. DIP Motion. Motion of the February Debtors and the Guarantor for Order (A) Authorizing the February Debtors to Obtain Postpetition Financing and (B) Authorizing the February Debtors to Use Cash Collateral

New York, New York  
Dated: February 16, 2011

/s/ Ira S. Dizengoff  
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