

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

In re:

TERRESTAR CORPORATION, *et al.*,¹

Debtors.

)
) Chapter 11
)
) Case No. 11-10612 (SHL)
)
) Jointly Administered
)
)

**DECLARATION OF JEFFREY S. STEIN OF THE GARDEN CITY GROUP, INC.
CERTIFYING THE METHODOLOGY FOR THE TABULATION OF VOTES ON
AND RESULTS OF VOTING WITH RESPECT TO THE THIRD AMENDED JOINT
CHAPTER 11 PLAN OF TERRESTAR CORPORATION, ET AL.**

INTRODUCTION

1. I am a Vice President with The Garden City Group, Inc. (“**GCG**”) and have personal knowledge of the facts set forth herein. GCG is a bankruptcy and class action settlement administration firm headquartered in Lake Success, New York.

2. On October 20, 2010, the Court² entered the *Order Authorizing and Approving the Employment and Retention of The Garden City Group, Inc., as Claims and Noticing Agent for the Debtors* in Case No. 10-15446 (SHL) (styled as *In re TerreStar Networks Inc., et al.*) authorizing TerreStar Networks, Inc. and its affiliated debtors and debtors in possession to retain GCG as claims and noticing agent (the “**Claims Agent Retention Order**”) (Docket No. 28). On February 23, 2011, the Court entered orders amending joint administration of the Debtors’ chapter 11 cases and providing for the joint administration of the TSC Debtors’ cases for procedural purposes only, styled as *In re TerreStar Corporation, et al.*, Case No. 11-10612 (SHL). The Claims Agent Retention Order was made applicable to the chapter 11 cases of the

¹ The debtors in these chapter 11 cases (the “**TSC Debtors**” or “**Debtors**”), are: TerreStar Corporation; TerreStar Holdings Inc.; TerreStar New York Inc.; Motient Communications Inc.; Motient Holdings Inc.; Motient License Inc.; Motient Services Inc.; Motient Ventures Holding Inc.; and MVH Holdings Inc.

² Capitalized terms that are not otherwise defined herein have the meanings ascribed to such terms in the Disclosure Statement, the Disclosure Statement Supplement, the Third Amended Plan and/or the Second Solicitation Procedures Order (as defined below).

TSC Debtors by the *Order 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.*, entered February 23, 2011 (Docket No. 13).

3. On January 12, 2012, the Debtors filed their *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.* (Docket No. 336) (the “**Second Amended Plan**”) and related *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.* (Docket No. 338) (the “**Disclosure Statement**”).

4. On January 17, 2012, the Court entered an order approving the Disclosure Statement and approving procedures for soliciting votes on the Second Amended Plan. (Docket No. 343) (the “**First Solicitation Procedures Order**”).

5. On January 25, 2012, in accordance with the First Solicitation Procedures Order, and at the direction of Akin Gump Strauss Hauer & Feld, LLP (“**Akin**”), counsel for the Debtors, GCG served solicitation documents on all parties-in-interest and solicited votes from Classes 3a, 3b, 4a through 4i, 8a and 8b (the “**First Solicitation**”). On January 31, 2012, GCG filed an Affidavit of Service detailing its service of solicitation materials on behalf of the Debtors in accordance with the First Solicitation Procedures Order (Docket No. 361).

6. GCG received, processed and tabulated ballots in accordance with the First Solicitation Procedures Order. However, the Debtors did not move forward with confirmation of the Second Amended Plan due to a number of events. See the Debtors’ Supplement Motion (as defined below) at paragraph 8.

7. On June 27, 2012, the Debtors filed their *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.* (Docket No. 513) (the “**Third Amended Plan**”). On August 10, 2012, the Debtors filed their *First Amended Supplement to the Second Amended Disclosure Statement for the Third Amended Joint Chapter 11 Plan of the TSC Debtors* (the “**Disclosure Statement Supplement**”). (Docket No. 564).

8. On June 28, 2012, the Debtors filed their *Motion for Entry of an Order: (A) Approving the First Amended Supplement To the Second Amended Disclosure Statement for the Third Amended Joint Chapter 11 Plan of the TSC Debtors; (B) Approving Related Notice and Objection Procedures; (C) Approving Amended Forms of Ballots for the Solicitation of Votes To Accept or Reject the Third Amended Plan; and (D) Scheduling Confirmation Hearing* (the “**Supplement Motion**”). (Docket No. 516). The Supplement Motion indicated that the Debtors would not re-solicit votes in Classes 4c through 4i under the Third Amended Plan because the treatment of said classes was the same as under the Second Amended Plan. Supplement Motion at paragraph 11. However, Classes 3a, 3b, 4a, 4b, 8a and 8b would be re-solicited, and claimants in those Classes would be allowed, but not required, to change their votes by voting again. *Id.* Thus, the Debtors intended to carry forward any ballots in the Voting Classes from the First Solicitation to its solicitation of votes on the Third Amended Plan, unless explicitly superseded by a subsequent ballot.

9. On August 24, 2012, the Court entered the *Order (A) Approving the First Amended Supplement To the Second Amended Disclosure Statement for the Third Amended Joint Chapter 11 Plan of the TSC Debtors; (B) Approving Related Notice and Objection Procedures; (C) Approving Amended Forms of Ballots for the Solicitation of Votes To Accept or Reject the Third Amended Plan; and (D) Scheduling Confirmation Hearing.* (Docket No. 591) (the

“**Second Solicitation Procedures Order**”, and together with the First Solicitation Procedures Order, the “**Solicitation Procedures Orders**”) governing, among other things, the solicitation of votes to accept or reject the Plan from the following classes (the “**Voting Classes**”)³:

CLASS	DESCRIPTION
Class 3a	Bridge Loan Claims Against TSC
Class 3b	Bridge Loan Claims Against TS Holdings
Class 4a	Unsecured Claims Against TSC
Class 4b	Unsecured Claims Against TS Holdings
Class 4c	Unsecured Claims Against MVH Holdings Inc.
Class 4d	Unsecured Claims Against Motient Ventures Holding Inc.
Class 4e	Unsecured Claims Against Motient Holdings Inc.
Class 4f	Unsecured Claims Against Motient Communications Inc.
Class 4g	Unsecured Claims Against Motient Services Inc.
Class 4h	Unsecured Claims Against Motient License Inc.
Class 4i	Unsecured Claims Against TerreStar New York Inc.
Class 8a	Preferred Series A TSC Interests
Class 8b	Preferred Series B TSC Interests

MAILING OF SOLICITATION MATERIALS

10. On August 29, 2012, in accordance with the Solicitation Procedures Order and at the direction of Akin:

³ As noted above, Classes 4c through 4i were not solicited. Also, prior to mailing the solicitation packages, all claims comprising Classes 4b through 4e and 4g through 4i were satisfied in full, leaving those Classes empty. Thus, pursuant to the Second Solicitation Procedures Order, all votes in those classes were invalidated as not entitled to vote.

(a) GCG caused a true and correct copy of the following documents to be served via first class mail, postage prepaid, on the holders of Claims in Class 3a (Bridge Loan Claims Against TSC): (i) *Notice of Hearing to Consider Confirmation of the Chapter 11 Plan Filed by the TSC Debtors and Related Voting and Objection Deadlines* (the “**Confirmation Hearing Notice**”); (ii) the Disclosure Statement Supplement (with all exhibits thereto, including the Plan); (iii) the Solicitation Procedures Order (collectively with the foregoing documents, the “**Solicitation Package**”); and (iv) the *Ballot for Accepting or Rejecting 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.* (the “**Ballot**”) - *Class 3a - Bridge Loan Claims Against TSC*, together with a pre-addressed, postage prepaid return envelope (the “**Return Envelope**”);

(b) GCG caused a true and correct copy of the following documents to be served via first class mail, postage prepaid, on the holders of Claims in Class 3b (Bridge Loan Claims Against TS Holdings): (i) the Solicitation Package; and (ii) the Ballot - Class 3b - Bridge Loan Claims Against TS Holdings, together with a Return Envelope;

(c) GCG caused a true and correct copy of the following documents to be served via first class mail, postage prepaid, on the holders of Claims in Class 4a (Unsecured Claims Against TSC): (i) the Solicitation Package; and (ii) the Ballot - Class 4a - Unsecured Claims Against TSC, together with a Return Envelope;

(d) GCG caused an appropriate number of true and correct copies of the following documents to be served via hand delivery to Broadridge Financial Solutions, Attn: Special Processing, Job No. Z58594, 51 Mercedes Way, Edgewood, NY 11717 (“**Broadridge**”), together with an instructional letter directing Broadridge to distribute the documents to all Class 8a beneficial owners of the Debtors’ publicly traded securities bearing CUSIP No. 881451207

(the “**Preferred Series A TSC Interests**”), as of January 10, 2012 (the “**Voting Record Date**”), the nominees for which Broadridge services: (i) the Solicitation Package; and (ii) the *Preferred Stock Ballot for Accepting or Rejecting 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. - Class 8a - Preferred Series A TSC Interests* for use by Class 8a Beneficial Owners. Broadridge was also provided with a true and correct copy of the *Master Preferred Stock Ballot for Accepting or Rejecting 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. - Class 8a - Preferred Series A TSC Interests* and a Return Envelope for its own use;

(e) GCG caused an appropriate number of true and correct copies of the following documents to be served via hand delivery to Broadridge, together with an instructional letter directing Broadridge to distribute the documents to all Class 8b Beneficial Owners of the Debtors’ publicly traded securities bearing CUSIP No. 881451306 (the “**Preferred Series B TSC Interests**”), as of the Voting Record Date, the nominees for which Broadridge services: (i) the Solicitation Package; and (ii) the *Preferred Stock Ballot for Accepting or Rejecting 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. - Class 8b - Preferred Series B TSC Interests* (for use by Class 8b Beneficial Owners) (the “**Class 8b Beneficial Ballot**”). Broadridge was also provided with a true and correct copy of the *Master Preferred Stock Ballot for Accepting or Rejecting 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. - Class 8b - Preferred Series B TSC Interests (the “**Class 8b Master Ballot**”) and a Return Envelope for its own use;

(f) GCG caused an appropriate number of true and correct copies of the following documents to be served via overnight delivery on the known broker nominees for the Class 8b Beneficial Owners of the Preferred Series B TSC Interests as of the Voting Record Date that do not employ Broadridge as their mailing agent (the “**Non-Broadridge Class 8b Nominees**”), together with an instructional letter directing the Non-Broadridge Class 8b Nominees to distribute the documents to said Class 8b Beneficial Owners: (i) the Solicitation Package; and (ii) the Class 8b Beneficial Ballot. The Non-Broadridge Class 8b Nominees were also provided with a true and correct copy of the Class 8b Master Ballot and a Return Envelope for their own use;

(g) GCG caused an appropriate number of true and correct copies of the following documents to be served via first class mail on the registered holders of the Preferred Series B TSC Interests as specified on a schedule provided by the Transfer Agent therefor as of the Voting Record Date (the “**Class 8b Registered Holders**”): (i) the Solicitation Package; and (ii) a Class 8b General Ballot (a preferred stock ballot substantially the same as the Class 8b Beneficial Ballot, except designed to provide votes directly to GCG, rather than through a nominee), together with a Return Envelope;

(h) GCG caused an appropriate number of true and correct copies of the Confirmation Hearing Notice to be served via hand delivery to Broadridge, Job N57224, together with an instructional letter directing Broadridge to distribute the document to all Class 9a Beneficial Owners of the Debtors’ publicly traded securities bearing CUSIP no. 881451108 (the “**Other TSC Equity Interests**”) as of the Voting Record Date, the nominees for which Broadridge services;

(i) GCG caused an appropriate number of true and correct copies of the Confirmation Hearing Notice to be served via overnight delivery to the known broker nominees for the Class 9a Beneficial Owners of the Other TSC Equity Interests as of the Voting Record Date that do not employ Broadridge as their mailing agent (the “**Non-Broadridge Class 9a Nominees**”), together with an instructional letter directing the Non-Broadridge Class 9a Nominees to distribute the document to said Class 9a Beneficial Owners;

(j) GCG caused an appropriate number of true and correct copies of the Confirmation Hearing Notice to be served via first class mail on all Class 9a registered holders of Other TSC Equity Interests as specified on a schedule provided by the transfer agent of said holders;

(k) GCG caused a true and correct copy of the Solicitation Package to be served via first class mail, postage prepaid, on all parties on the master service list maintained by GCG that otherwise did not fall into any of the categories described in the preceding subparagraphs of this paragraph;

(l) GCG caused a true and correct copy of the following documents to be served via first class mail, postage prepaid, on the U.S. Trustee and counsel to the Designated Holders: (i) the Solicitation Package; (ii) sample versions of the Ballots for Classes 3a, 3b, 4a, 8a, and 8b; and (iii) sample versions of the Master Ballots for classes 8a and 8b; and

(m) GCG caused a true and correct copy of the Confirmation Hearing Notice to be served via first class mail, postage prepaid, on all parties in GCG’s creditor database that did not fall within any of the categories described in the preceding subparagraphs of this paragraph, including all holders of Administrative and Priority Claims.

11. On August 30, 2012, GCG filed an Affidavit of Service detailing its service of solicitation materials on behalf of the Debtors in accordance with the Second Solicitation Procedures Order (Docket No. 601).

12. GCG promptly complied with all requests from interested parties for copies of the solicitation documents (including Ballots, where the party was entitled to vote).

TABULATION PROCEDURES

13. Pursuant to the Solicitation Procedures Orders, members of the Voting Classes were directed to return the applicable Ballots either (a) by first class mail to: The Garden City Group, Inc., Claims Agent For Terrestar Corporation, *et al.*, P.O. Box 9680, Dublin, Ohio 43017-4980; or (b) if by hand delivery or overnight courier, to: The Garden City Group, Inc., Claims Agent For Terrestar Corporation, *et al.*, 5151 Blazer Parkway, Suite A, Dublin, Ohio 43017, so as to be received by GCG no later than 5:00 p.m. (prevailing Eastern Time) on September 28, 2012 (the “**Voting Deadline**”).

14. Upon GCG’s receipt of a Ballot or Master Ballot:

(a) GCG personnel opened the envelope containing the Ballot or Master Ballot and stamped it with the date and time received. GCG personnel then scanned the Ballot or Master Ballot into GCG’s system and assigned it a sequential number (the “**Sequence Number**”); and

(b) GCG personnel then entered into a computer database, reserved exclusively for recording votes in these cases, all pertinent information from the Ballot or Master Ballot, including the date of receipt, Sequence Number, voting dollar amount, acceptance or rejection of the Plan, and opt-out release election, where applicable.

15. In accordance with the Solicitation Procedures Orders, each Claim within Classes 3a, 3b, and 4a was temporarily allowed for voting purposes in a dollar amount in accordance with the following hierarchy:

(a) the amount settled and/or agreed upon by the TSC Debtors as reflected in a pleading, stipulation, agreement or other document filed with the Court, in an order of the Court or in a document executed by the TSC Debtors pursuant to authority granted by the Court;

(b) the amount allowed (temporarily or otherwise) pursuant to a Resolution Event (as defined and described in the Solicitation Procedures Orders);

(c) the amount contained in a Proof of Claim that was timely filed by the applicable bar date, or determined to be timely filed by an order of the Court, and was not paid, withdrawn, expunged or disallowed as of the Voting Record Date, and except for any amount asserted on account of interest accrued after the Petition Date; provided however, that with respect to a Proof of Claim that was filed in an unliquidated or unknown amount and that was not listed on the Schedules and was not the subject of an objection, the amount of \$1.00; provided further, that with respect to a Proof of Claim that was filed in a partially liquidated amount, in the liquidated amount;

(d) the amount listed in the Schedules to the extent that such Claim (i) was not listed as contingent, disputed or unliquidated or in an unknown or zero amount; and (ii) was not paid during the TSC Debtors' chapter 11 cases pursuant to the terms of a settlement, stipulation, order of the Court or otherwise; and

(e) the amount of \$1.00 with respect to Claims subject to an objection as of the Voting Record Date (or, if disputed in part, the undisputed portion of the Claim, plus \$1.00), unless such holders became eligible to vote the disputed portion of such Claim through a Resolution Event.

16. If a party that was entitled to vote had more than one Claim (either scheduled or filed or both) against a TSC Debtor based upon different transactions, said party was entitled to one vote per Class for numerosity purposes in the aggregate dollar amount of all of said Claims.

17. In accordance with the Solicitation Procedures Orders, GCG tabulated Class 8a (Preferred Series A TSC Interests) and Class 8b (Preferred Series B TSC Interests) Preferred Stock Ballots and Master Preferred Stock Ballots in accordance with the following procedures:

(a) Votes cast by beneficial holders through Nominees were applied to the applicable positions held by such Nominees in Class 8 as of the Voting Record Date, as evidenced by depository listings. Votes submitted by a Nominee, whether pursuant to a Master Preferred Stock Ballot or a pre-validated Preferred Stock Ballot, were not counted in excess of the amount of such equity interests held by such Nominee as of the Voting Record Date; and

(b) If conflicting votes or “over-votes” were submitted by a Nominee, whether pursuant to a Master Preferred Stock Ballot or pre-validated Preferred Stock Ballot, GCG used reasonable efforts to reconcile discrepancies.

18. In accordance with the Solicitation Procedures Order, the following Ballots were not counted or considered for any purpose in determining whether the Plan has been accepted or rejected:

(a) Ballots not timely submitted and actually received by GCG on or before the Voting Deadline (unless the Debtors specifically waived such defect);

(b) Ballots submitted by facsimile, email or any other electronic means (unless the Debtors specifically waived such defect);

(c) Illegible Ballots or those containing insufficient information to permit the identification of the holder of the Claim or Equity Interest;

(d) Ballots submitted by a party that did not hold a Claim or Equity Interest in a Class that was entitled to vote on the Plan;

(e) Ballots submitted by a holder of a Claim or Equity Interest listed in the Schedules as contingent, unliquidated or disputed, or any combination thereof, or in a zero or unknown amount, for which the applicable bar date had passed and no Proof of Claim was timely filed;

(f) Unsigned Ballots or those submitted without an original signature;

(g) Ballots not clearly marked to accept or reject the Plan or marked both to accept and reject the Plan;

(h) Ballots submitted by a holder of a Claim or Equity Interest that voted inconsistently within the same Class; and

(i) Ballots submitted by any entity not entitled to vote pursuant to the Bankruptcy Code, the Bankruptcy Rules or the procedures described within the Solicitation Procedures Orders.

19. GCG complied in all respects with the provisions of the Solicitation Procedures Orders, including as to provisions thereof not explicitly set forth above.

20. GCG is in possession of all ballots received, and the same are available for review during GCG's regular business hours at The Garden City Group, Inc., Claims Agent for TerreStar Corporation, *et al.*, 5151 Blazer Parkway, Suite A, Dublin, Ohio 43017.

TABULATION RESULTS

21. The results of the tabulation of valid Ballots for the Voting Class are set forth below:

TerreStar Corporation								
Class	Accepting				Rejecting			
	Ballot Count	% Ballot Count	Dollar/Share Amount	% Dollar/Share Amount	Ballot Count	% Ballot Count	Dollar/Share Amount	% Dollar/Share Amount
3a	1	100.00%	\$4,334,055.85	100.00%	0	0.00%	\$0.00	0.00%
4a	1	100.00%	\$1,602,336.48	100.00%	0	0.00%	\$0.00	0.00%
8a	4	100.00%	90,000	100.00%	0	0.00%	0	0.00%
8b	17	89.47%	298,473	99.00%	2	10.53%	3,000	1.00%

TerreStar Holdings Inc.

Class	Accepting				Rejecting			
	Ballot Count	% Ballot Count	Dollar Amount	% Dollar Amount	Ballot Count	% Ballot Count	Dollar Amount	% Dollar Amount
3b	1	100.00%	\$4,334,055.85	100.00%	0	0.00%	\$0.00	0.00%

Motient Communications Inc.

Class	Accepting				Rejecting			
	Ballot Count	% Ballot Count	Dollar Amount	% Dollar Amount	Ballot Count	% Ballot Count	Dollar Amount	% Dollar Amount
4f	0	0.00%	\$0.00	0.00%	1	100.00%	\$1,454,347.79	100.00%

22. Exhibit A attached hereto sets forth a detailed accounting of the aforesaid tabulation.

23. Exhibit B attached hereto sets forth a detailed accounting of invalid Ballots. The following entries under “Reasons for Invalid Status” have the following meanings:

(a) “Not Entitled to Vote” means that the Ballot or Master Ballot was cast by a party not entitled to vote in that Class; and

(b) “Superseded” means that the Ballot was superseded by a later Ballot cast by the same party on account of the same Claim or Equity Interest.

24. In accordance with 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Dated October 3, 2012

/s/ Jeffrey S. Stein
Jeffrey S. Stein

EXHIBIT A

BLT01
BLT01294

Detail Report of Voting Results
IN RE TERRESTAR CORPORATION, ET AL.

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Class 3a

Ballot ID & Voter Name	\$ Value Accepting	\$ Value Rejecting	Opt-Out
#26: NEXBANK SSB	\$4,334,055.85	\$.00	
Total for Class 3a			
Total # of Votes Reported:	1		
Total # of Votes Accepting:	1 (100.00%)		
Total # of Votes Rejecting:	0 (0.00%)		
Total Value in Dollars of Votes Reported:	\$4,334,055.85		
Total Value in Dollars Voting to Accept:	\$4,334,055.85 (100.00%)		
Total Value in Dollars Voting to Reject:	\$.00 (0.00%)		

Class 3b

Ballot ID & Voter Name	\$ Value Accepting	\$ Value Rejecting	Opt-Out
#25: NEXBANK SSB	\$4,334,055.85	\$.00	
Total for Class 3b			
Total # of Votes Reported:	1		
Total # of Votes Accepting:	1 (100.00%)		
Total # of Votes Rejecting:	0 (0.00%)		
Total Value in Dollars of Votes Reported:	\$4,334,055.85		
Total Value in Dollars Voting to Accept:	\$4,334,055.85 (100.00%)		
Total Value in Dollars Voting to Reject:	\$.00 (0.00%)		

Class 4a

Ballot ID & Voter Name	\$ Value Accepting	\$ Value Rejecting	Opt-Out
#28: VAN VLISSINGEN AND CO	\$1,602,336.48	\$.00	Y
Total for Class 4a			
Total # of Votes Reported:	1		
Total # of Votes Accepting:	1 (100.00%)		
Total # of Votes Rejecting:	0 (0.00%)		
Total Value in Dollars of Votes Reported:	\$1,602,336.48		
Total Value in Dollars Voting to Accept:	\$1,602,336.48 (100.00%)		
Total Value in Dollars Voting to Reject:	\$.00 (0.00%)		

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Detail Report of Voting Results
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Class 4f

Ballot ID & Voter Name	\$ Value Accepting	\$ Value Rejecting	Opt-Out
#14: VAN VLISSINGEN AND CO	\$0.00	\$1,454,347.79	Y
Total for Class 4f			
Total # of Votes Reported:	1		
Total # of Votes Accepting:	0 (0.00%)		
Total # of Votes Rejecting:	1 (100.00%)		
Total Value in Dollars of Votes Reported:	\$1,454,347.79		
Total Value in Dollars Voting to Accept:	\$0.00 (0.00%)		
Total Value in Dollars Voting to Reject:	\$1,454,347.79 (100.00%)		

Class 8a

Ballot ID & Voter Name	Account No	Shares Accepting	Shares Rejecting	Opt-Out
#31: BROADRIDGE FINANCIAL SOLUTIONS, INC	6953953599	1,818	0	
	6953954622	78,182	0	
#24: HIGHLAND CAPITAL MANAGEMENT SVCS INC		6,091	0	
#23: HIGHLAND CAPITAL MANAGEMENT, LP		3,909	0	
Total for Class 8a				
Total # of Votes Reported:		4		
Total # of Votes Accepting:		4 (100.00%)		
Total # of Votes Rejecting:		0 (0.00%)		
Total Value in Shares of Votes Reported:		90,000		
Total Value in Shares Voting to Accept:		90,000 (100.00%)		
Total Value in Shares Voting to Reject:		0 (0.00%)		

Class 8b

Ballot ID & Voter Name		Shares Accepting	Shares Rejecting	Opt-Out
#15: AMTRUST INTL INSURANCE WESCO REINSURANCE		0	1,500	Y
#30: BROADRIDGE FINANCIAL SOLUTIONS, INC	6953907966	3,709	0	
	6954412322	339	0	
	6956722205	1,566	0	
	6958149156	0	1,500	Y
#16: BROADRIDGE SPECIAL PROCESSING	0885174689	1,400	0	Y
	0885176845	2,200	0	Y
	0885178001	3,900	0	Y
	0885180492	7,500	0	Y
#27: CREDIT SUISSE SECURITIES (USA) LLC		76,176	0	
#19: GORDEL HOLDINGS LTD		602	0	
#20: MORGAN STANLEY & CO		7,407	0	
		21,521	0	
		9,733	0	
#18: OZ MASTER FUND, LTD		34,398	0	
#22: STATE STREET BANK & TRUST COMPANY	HNR0	21,764	0	

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Detail Report of Voting Results
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Class 8b

Ballot ID & Voter Name	Account No	Shares Accepting	Shares Rejecting	Opt-Out
#22: STATE STREET BANK & TRUST COMPANY	HNR4	100,000	0	
#29: THE BANK OF NEW YORK MELLON	ACCT #1	1,869	0	
	ACCT #2	4,389	0	

Total for Class 8b

Total # of Votes Reported: 19
Total # of Votes Accepting: 17 (89.47%)
Total # of Votes Rejecting: 2 (10.53%)

Total Value in Shares of Votes Reported: 301,473
Total Value in Shares Voting to Accept: 298,473 (99.00%)
Total Value in Shares Voting to Reject: 3,000 (1.00%)

EXHIBIT B

BLT04
BLT04091

BLT04
IN RE TERRESTAR CORPORATION, ET AL.

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Class 4a - General

Ballot ID & Voter Name	Reason for Invalid Status	Ballot Value	Vote
# 10 : ELEKTROBIT INC	Not Entitled to Vote	\$27,869,769.82	Reject
# 2 : JEFFERIES & CO	Superseded	\$1,700,000.00	Accept
# 17 : JEFFERIES & COMPANY	Not Entitled to Vote	\$1,700,000.00	Accept
# 12 : JEFFREY M & PATRICIA E SWARTS	Not Entitled to Vote	\$960,342.13	Reject
# 21 : THOMAS W. BINDER	Not Entitled to Vote	\$0.00	Reject
# 13 : VAN VLISSINGEN AND CO	Superseded	\$1,602,336.48	Reject
Total for Class 4a		\$33,832,448.43	

Class 4b - General

Ballot ID & Voter Name	Reason for Invalid Status	Ballot Value	Vote
# 4 : JEFFERIES & COMPANY, INC	Not Entitled to Vote	\$1,701,524.68	Accept
Total for Class 4b		\$1,701,524.68	

Class 4c - General

Ballot ID & Voter Name	Reason for Invalid Status	Ballot Value	Vote
# 7 : JEFFERIES & COM	Not Entitled to Vote	\$1,701,524.68	Accept
Total for Class 4c		\$1,701,524.68	

Class 4d - General

Ballot ID & Voter Name	Reason for Invalid Status	Ballot Value	Vote
# 1 : JEFFERIES & CO	Not Entitled to Vote	\$1,701,524.68	Accept
Total for Class 4d		\$1,701,524.68	

Class 4e - General

Ballot ID & Voter Name	Reason for Invalid Status	Ballot Value	Vote
# 8 : JEFFERIES & CO	Not Entitled to Vote	\$1,701,524.68	Accept
Total for Class 4e		\$1,701,524.68	

Class 4f - General

Ballot ID & Voter Name	Reason for Invalid Status	Ballot Value	Vote
# 3 : JEFFERIES & CO	Not Entitled to Vote	\$1,701,524.68	Accept
Total for Class 4f		\$1,701,524.68	

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Class 4g - General

Ballot ID & Voter Name	Reason for Invalid Status	Ballot Value	Vote
# 6 : JEFFERIES & CO	Not Entitled to Vote	\$1,701,524.68	Accept
Total for Class 4g		\$1,701,524.68	

Class 4h - General

Ballot ID & Voter Name	Reason for Invalid Status	Ballot Value	Vote
# 5 : JEFFERIES & CO	Not Entitled to Vote	\$1,701,524.68	Accept
Total for Class 4h		\$1,701,524.68	

Class 4i - General

Ballot ID & Voter Name	Reason for Invalid Status	Ballot Value	Vote
# 9 : JEFFERIES & CO	Not Entitled to Vote	\$1,701,524.68	Accept
Total for Class 4i		\$1,701,524.68	

Class 8b - Master

Ballot ID & Voter Name	Reason for Invalid Status	Ballot Value	Vote
# 11 : MORGAN STANLEY CLIENT #1	Superseded	9,733	Accept
# 11 : MORGAN STANLEY CLIENT #2	Superseded	21,521	Accept
# 11 : MORGAN STANLEY CLIENT #3	Superseded	7,407	Accept
Total for Class 8b		38,661	