

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re:

TERRESTAR CORPORATION, *et al.*,<sup>1</sup>

Debtors.

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)  
) Chapter 11  
)

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

**ORDER (A) ESTABLISHING THE DEADLINE FOR FILING PROOFS OF CLAIM  
AGAINST THE FEBRUARY DEBTORS INCLUDING CLAIMS UNDER  
BANKRUPTCY CODE SECTION 503(b)(9); (B) ESTABLISHING THE DEADLINE  
FOR THE TSN DEBTORS AND CERTAIN NON-DEBTOR TSC AFFILIATES TO  
FILE PROOFS OF CLAIM AGAINST THE OTHER TSC DEBTORS; AND  
(C) APPROVING THE FORM AND MANNER OF NOTICE THEREOF**

Upon the motion (the “*Motion*”)<sup>2</sup> of the TSC Debtors for entry of an order (a) establishing the deadline for filing Proofs of Claim against the February Debtors, including administrative claims filed pursuant to Bankruptcy Code section 503(b)(9); (b) establishing the deadline for the TSN Debtors and certain non-debtor TSC affiliates to file Proofs of Claim against the Other TSC Debtors; (c) approving the form and manner for filing such Proofs of Claim; (d) approving notice thereof; and (e) transferring the proofs of claim previously filed against the Other TSC Debtors from the consolidated claims register of the October Debtors to the consolidated claims register of the TSC Debtors and granting authority to insert a notation in the consolidated claims register of the October Debtors reflecting the same; and it appearing that the relief requested is in the best interests of the TSC Debtors’ estates, their creditors and other

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<sup>1</sup> 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*”).

<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Motion.

parties in interest; and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; and consideration of the Motion and the relief requested therein being 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 notice of the Motion having been adequate and appropriate under the circumstances; and after due deliberation and sufficient cause appearing therefore, it is hereby **ORDERED** that:

1. The Motion is granted to the extent set forth herein.

**A. The Bar Dates**

2. General Bar Date: Except as otherwise provided herein, each person or entity that asserts a Claim (as that term is defined in Bankruptcy Code section 101(5)) against any of the February Debtors that arose (or is deemed to have arisen) before the Petition Date shall be required to file an original, written proof of that Claim in substantially the form annexed hereto as Exhibit 1.

3. Intercompany Bar Date. With respect to the Other TSC Debtors for which the December Bar Date has already occurred, the following entities that were not required to file a claim against the Other TSC Debtors by the December Bar Date shall be required to file a Proof of Claim on or before the Intercompany Bar Date: (i) any TSN Debtor that holds a Claim against any Other TSC Debtor<sup>3</sup> and (ii) any of the following non-debtor TSC affiliates that holds a Claim against any Other TSC Debtor: (a) TerreStar 1.4 Holdings LLC; (b) TerreStar Global Ltd.; (c) Trio 2 General Partnership; (d) Healthcare of Ontario Pension Plan; (e) TerreStar Solutions Holdings Inc.; (f) 4491165 Canada Inc.; and (g) TerreStar Solutions Inc.

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<sup>3</sup> For the avoidance of doubt, any TSN Debtor that holds a Claim against any February Debtor is also required to file a Proof of Claim against the applicable February Debtor on or before the General Bar Date.

4. Except as explicitly set forth herein, all Proofs of Claim must be filed so that they are **actually received** on or before **May 13, 2011 at 5:00 p.m. (prevailing Eastern Time)**, at the address and in the form set forth herein.

5. **Governmental Bar Date:** All Governmental Units (as that term is defined in Bankruptcy Code section 101(27)) holding Claims that arose (or are deemed to have arisen) before the Petition Date must file Proofs of Claim, including Claims for unpaid taxes, whether such Claims arose from pre-petition tax periods or pre-petition transactions to which any of the February Debtors were a party must file such Proofs of Claim so that they are **actually received** on or before **August 15, 2011 at 5:00 p.m. (prevailing Eastern Time)**, at the address and in the form set forth herein.

6. **Amended Schedules Bar Date:** In the event the February Debtors amend their Schedules, the February Debtors shall give notice of any supplement or amendment to the holders of Claims affected thereby, and the bar date for filing a Proof of Claim with respect to any Claim affected by such amendment to the Schedules shall be the later of (a) the General Bar Date, (b) a time period fixed by the Court or (c) if no date is provided, 30 days from the date on which the February Debtors provided notice of such amendment to the Schedules.

7. **Rejection Bar Date:** Any holder of a Claim arising from the February Debtors' rejection of an executory contract or unexpired lease pursuant to Bankruptcy Code sections 365 or 1123 **must** file a Proof of Claim, solely with respect to such rejection damages Claim, by the later of (a) the General Bar Date; (b) 30 days after the date of entry of an order authorizing the

February Debtors to reject a contract or lease pursuant to Bankruptcy Code section 365; or  
(c) any date that the Court may fix in the applicable order authorizing such rejection.<sup>4</sup>

8. Supplemental Bar Dates: The February Debtors may request a Supplemental Bar Date as needed with respect to creditors who become known to the February Debtors after the applicable Bar Date. To ensure parties in interest receive adequate notice of the Supplemental Bar Date, the February Debtors shall: (i) file a notice of the Supplemental Bar Date with the Court and (ii) mail notice of the Supplemental Bar Date to known creditors subject to such Supplemental Bar Date.

**B. Parties Not Required to File Proofs of Claim**

9. Notwithstanding the foregoing, the following classes of creditors are not required to submit Proofs of Claim in accordance with the Bar Dates established herein:

- (a) any Claimant that has already filed a signed Proof of Claim against the applicable February Debtor with the Clerk of the Court or The Garden City Group, Inc. (“*GCG*”), the February Debtors’ claims and noticing agent in these chapter 11 cases, in a form substantially similar to Official Bankruptcy Form 10;
- (b) any Claimant whose Claim is listed in the February Debtors’ Schedules, but only if (i) such Claim is not scheduled as “disputed,” “contingent” or “unliquidated”; (ii) the Claimant does not disagree with the amount, nature and priority of the Claim as set forth in the Schedules; and (iii) the Claimant does not dispute that the Claim is an obligation of the specific February Debtor(s) as set forth in the Schedules;
- (c) any Claimant whose Claim has been allowed by order of the Court before the Bar Date;
- (d) any Claimant whose Claim against the February Debtors has been paid in full by any of the February Debtors or any other party;
- (e) any TSC Debtor who holds a Claim against another TSC Debtor;

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<sup>4</sup> For the avoidance of doubt, a party to an executory contract or unexpired lease that asserts a Claim on account of unpaid amounts accrued and outstanding as of the Petition Date pursuant to such executory contract or unexpired lease (other than a rejection damages claim) must file a Proof of Claim for such amounts on or before the General Bar Date unless another exception identified herein applies.

- (f) any Claimant whose Claim is subject to other specific deadlines fixed by this Court (including those Claimants whose Claims were subject to the December Bar Date Order);
- (g) any Claimant whose Claim is based on an interest in an equity security of the February Debtors; provided, however, that any Claimant who wishes to assert a Claim for damages or rescission against any of the February Debtors based on the purchase or sale of an equity security, must file a Proof of Claim on or before the General Bar Date. The February Debtors reserve all rights with respect to any such Claims including, *inter alia*, to assert that such Claims are subject to subordination pursuant to Bankruptcy Code section 510(b); and
- (h) any Claimant whose Claim is allowable under Bankruptcy Code sections 503(b) and 507(a)(2) as an administrative expense of the February Debtors' chapter 11 cases, with the exception of a Claim allowable under Bankruptcy Code section 503(b)(9), which is subject to the General Bar Date.

For the avoidance of doubt, any party who has filed a proof of claim in the chapter 11 case of any of the Other TSC Debtors prior to the December Bar Date need not file an additional proof of claim against such Other TSC Debtor. Further, the General Bar Date shall not be applicable to any person or entity that was required pursuant to the December Bar Date Order to file a proof of claim against the Other TSC Debtors by the December Bar Date and failed to do so.

### **C. Requirements for Preparing and Filing Proofs of Claim**

10. The Proof of Claim Form attached hereto as Exhibit 1 is hereby approved. The February Debtors are directed, with the assistance of GCG, to include the following information on every Proof of Claim Form that they supply to a Claimant: (a) the amount of such creditor's Claim against the applicable February Debtor (if such information is reasonably ascertainable) as reflected in the Schedules; (b) the type of Claim held by such creditor as reflected in the Schedules (*i.e.*, non-priority unsecured, priority unsecured or secured); and (c) whether such Claim is contingent, unliquidated or disputed as reflected in the Schedules. Any person or entity that receives the Proof of Claim Form is authorized to correct any incorrect information contained in the name and address portion of such form.

11. The following rules shall govern the completion and filing of each Proof of Claim:

- (a) Each Proof of Claim must: (i) be written in English; (ii) include a Claim amount denominated in U.S. dollars; (iii) conform substantially with the Proof of Claim Form provided by the TSC Debtors or Official Bankruptcy Form 10; (iv) state a Claim against only one TSC Debtor; (v) clearly indicate the TSC Debtor against which the creditor is asserting a Claim; and (vi) be signed by the Claimant or if the Claimant is not an individual, by an authorized agent of the Claimant;
- (b) Each Proof of Claim must specify by name and case number the TSC Debtor against which the Claim is filed; provided, however, that if the holder asserts a Claim against more than one TSC Debtor or has Claims against different TSC Debtors, a separate Proof of Claim Form must be filed with respect to each TSC Debtor;
- (c) Each Proof of Claim must include supporting documentation (or, if such documentation is voluminous, include a summary of such documentation) or an explanation as to why such documentation is not available; provided, however, that a Proof of Claim may be filed without supporting documentation upon the prior written consent of the TSC Debtors and any other party in interest; provided further that any creditor that received such written consent shall be required to transmit such writings to the TSC Debtors or other party in interest upon request no later than 10 days from the date of such request;
- (d) All Proofs of Claim must be **actually received** no later than 5:00 p.m. prevailing Eastern Time on the applicable Bar Date at the following address:

**if sent by first-class U.S. mail (postage prepaid):**

TerreStar Corporation  
c/o The Garden City Group, Inc.  
P.O. Box 9680  
Dublin, OH 43017-4980

**if delivered in person, by courier service or by overnight delivery:**

TerreStar Corporation  
c/o The Garden City Group, Inc.  
5151 Blazer Parkway, Suite A  
Dublin, OH 43017

**or by delivering the original Proof of Claim by hand to:**

Clerk of the Bankruptcy Court  
United States Bankruptcy Court  
Southern District of New York  
One Bowling Green, Room 534  
New York, NY 10004-1408

**NEITHER THE COURT NOR GCG WILL ACCEPT A PROOF OF CLAIM SENT BY FACSIMILE OR E-MAIL; and**

- (e) A Claimant who wishes to receive acknowledgment of receipt of its Proof of Claim may submit a copy of the Proof of Claim and a self-addressed, stamped envelope to GCG along with the original Proof of Claim.

**D. Failure to File Proofs of Claim by the Applicable Bar Date**

12. Pursuant to Bankruptcy Rule 3003(c)(2), any Claimant who is required, but fails, to file a Proof of Claim in accordance with the Bar Date Order on or before the applicable Bar Date shall not be treated as a creditor with respect to such claim for the purposes of voting and distribution.

**E. Procedures for Providing Notice of the Bar Dates**

13. The TSC Debtors, with the assistance of GCG, are hereby authorized and directed to serve the following materials by first-class U.S. mail, postage prepaid, on all known Claimants holding actual or potential Claims no later than five business days after the date of entry of this Order: (a) written notice of the Bar Dates in substantially the form attached hereto as Exhibit 2 and Exhibit 3, as applicable (together, the “**Bar Date Notice**”) and (b) the Proof of Claim Form (collectively, the “**Bar Date Package**”).

14. GCG is further authorized and directed to mail the Bar Date Package no later than five business days after the date of entry of this order to the following parties:

- (a) the U.S. Trustee;
- (b) counsel to the statutory committee of unsecured creditors in the February Debtors' cases, if any;
- (c) counsel to the statutory committee of unsecured creditors in the Other TSC Debtors' cases;
- (d) counsel to the agent for the February Debtors' post-petition secured lenders;
- (e) all persons or entities that have requested notice of the proceedings in the chapter 11 cases;
- (f) all persons or entities that have filed Claims against the February Debtors, if any;
- (g) all creditors and other known holders of Claims against the February Debtors as of the date of the Bar Date Order, if any, including all persons or entities listed in the Schedules as holding Claims against one or more of the February Debtors;
- (h) all parties to executory contracts and unexpired leases of the February Debtors listed on the Schedules, if any;
- (i) all parties to litigation with the February Debtors;
- (j) the Internal Revenue Service;
- (k) the United States Attorney for the Southern District of New York and relevant state attorneys general;
- (l) the United States Department of Justice;
- (m) the Federal Communications Commission;
- (n) the Securities and Exchange Commission; and
- (o) such additional persons and entities as deemed appropriate by the TSC Debtors.

15. The TSC Debtors are hereby authorized to provide supplemental mailings of the Bar Date Package at any time in advance of the applicable Bar Date, as may be necessary in situations, including, without limitation, (a) notices that are returned by the post office with forwarding addresses, (b) certain parties acting on behalf of parties in interest (*e.g.*, banks and



brokers with respect to bondholders and equity holders) that decline to pass along notices to these parties and instead return their names and addresses to the TSC Debtors for direct mailing and (c) additional potential Claimants that become known as the result of the Bar Date noticing process. Notwithstanding the foregoing, the TSC Debtors shall not be required to provide any additional notice to any Claimant to whom the TSC Debtors mailed the Bar Date Package in accordance with the terms of this Order and such notice was returned to the TSC Debtors as undeliverable without a forwarding address.

16. Pursuant to Bankruptcy Rule 2002(f), the TSC Debtors are directed to give notice of the Bar Dates by publishing the notice modified for publication in substantially the form annexed hereto as Exhibit 4 (the “**Publication Notice**”) in the national edition of the *Washington Post* and *USA Today* on one occasion on or before **April 14, 2011**.<sup>5</sup> The Publication Notice shall include a telephone number that creditors may call to obtain copies of the Proof of Claim Form, a URL for a website where creditors may obtain a copy of a Proof of Claim Form and information concerning the procedures for filing Proofs of Claim. The TSC Debtors are authorized to enter into such transactions to cause such publication to be made and to make reasonable payments required for publication.

17. Notice of the Bar Dates as set forth in this order and in the manner set forth herein (including, without limitation, the Bar Date Package, the Publication Notice and any supplemental notices that the TSC Debtors may send from time to time) constitute adequate and sufficient notice of each of the Bar Dates and satisfies the requirements of the Bankruptcy Code, the Bankruptcy Rules and the Local Rules and General Order M-386.

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<sup>5</sup> Notice by publication is appropriate where notice by mail is impracticable or it is desirable to supplement the bar date notice. *See* Fed. R. Bankr. P. 2002(l). Because the parties subject to the Intercompany Bar Date are known and notice by mail is practicable, the TSC Debtors submit that notice of the Intercompany Bar Date by publication is not necessary under the circumstances of the TSC Debtors’ cases.

18. The TSC Debtors are authorized to extend a Bar Date by stipulation, upon five business days' notice to the Notice Parties, where the TSC Debtors determine that such extension is in the best interests of the TSC Debtors and their estates.

19. Entry of this Order is without prejudice to the right of the TSC Debtors to seek a further order of this Court fixing a date by which holders of Claims not subject to the Bar Dates contained herein must file such Proofs of Claim or be barred from doing so.

20. The TSC Debtors and GCG are authorized to take all actions necessary or appropriate to effectuate the terms of this Order.

21. Nothing in this Order shall prejudice the right of the TSC Debtors or any other party in interest to dispute or assert offsets or defenses to any Claim reflected in the Schedules.

**F. Claims Register for the Other TSC Debtors**

22. The TSC Debtors, with the assistance of GCG, are hereby authorized and directed to (i) transfer proofs of claim filed against the Other TSC Debtors from the consolidated claims register of the October Debtors to the consolidated claims register of the TSC Debtors, (ii) assign new claim numbers to those proofs of claim transferred to reflect their position on the consolidated claims register of the TSC Debtors and (iii) insert a notation on the consolidated claims register of the October Debtors to notify the claimants of the Other TSC Debtors that their respective proofs of claim have been transferred to the consolidated claims register of the TSC Debtors.

23. The terms and conditions of this Order shall be immediately effective and enforceable upon entry of the Order.

24. The Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Date: **April 6, 2011**  
New York, New York

/s/ *Sean H. Lane*  
United States Bankruptcy Judge

**EXHIBIT 1**

**Proof of Claim Form**



UNITED STATES BANKRUPTCY COURT FOR THE SOUTHERN DISTRICT OF NEW YORK		PROOF OF CLAIM
<div>Name of Debtor (Check Only One): <input type="checkbox"/> TerreStar Corporation <input type="checkbox"/> TerreStar Holdings Inc.</div> <div>Case No. 11-10612 11-10613</div>		<b>Your Claim is Scheduled As Follows:</b>
<p>NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case, but may be used for purposes of asserting a claim under 11 U.S.C. § 503(b)(9) (see Item # 6). All other requests for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.</p>		
<div>Name of Creditor (the person or other entity to whom the debtor owes money or property):</div> <div>Name and address where notices should be sent:</div> <div>Telephone number:</div> <div>Email Address:</div>	<div><input type="checkbox"/> Check this box to indicate that this claim amends a previously filed claim.</div> <div>Court Claim Number: _____ (If known)</div> <div>Filed on: _____</div>	If an amount is identified above, you have a claim scheduled by one of the Debtors as shown. (This scheduled amount of your claim may be an amendment to a previously scheduled amount.) If you agree with the amount and priority of your claim as scheduled by the Debtor and you have no other claim against the Debtor, you do not need to file this proof of claim form, <b>EXCEPT AS FOLLOWS</b> : If the amount shown is listed as any of DISPUTED, UNLIQUIDATED, or CONTINGENT, a proof of claim MUST be filed in order to receive any distribution in respect of your claim. If you have already filed a proof of claim in accordance with the attached instructions, you need not file again.
<div>Name and address where payment should be sent (if different from above):</div> <div>Telephone number:</div>	<div><input type="checkbox"/> Check this box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars.</div> <div><input type="checkbox"/> Check this box if you are the debtor or trustee in this case.</div>	
<div>1. Amount of Claim as of Date Case Filed: \$ _____</div> <div>If all or part of your claim is secured, complete item 4 below; however, if all of your claim is unsecured, do not complete item # 4.</div> <div>If all or part of your claim is entitled to priority, complete item # 5.</div> <div><input type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of claim. Attach itemized statement of interest or charges.</div>		
<div>2. Basis for Claim: _____ (See instruction #2 on reverse side.)</div> <div>3. Last four digits of any number by which creditor identifies debtor: _____</div> <div>3a. Debtor may have scheduled account as: _____ (See instruction #3a on reverse side.)</div>		<div>5. Amount of Claim Entitled to Priority under 11 U.S.C. § 507(a). If any portion of your claim falls in one of the following categories, check the box and state the amount.</div> <div>Specify the priority of the claim.</div> <div><input type="checkbox"/> Domestic support obligations under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B).</div> <div><input type="checkbox"/> Wages, salaries, or commissions (up to \$11,725*) earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier – 11 U.S.C. § 507(a)(4).</div> <div><input type="checkbox"/> Contributions to an employee benefit plan – 11 U.S.C. § 507(a)(5).</div> <div><input type="checkbox"/> Up to \$2,600* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use – 11 U.S.C. § 507(a)(7).</div> <div><input type="checkbox"/> Taxes or penalties owed to governmental units – 11 U.S.C. § 507(a)(8).</div> <div><input type="checkbox"/> Other – Specify applicable paragraph of 11 U.S.C. § 507(a)(____).</div> <div>Amount entitled to priority: \$ _____</div> <div><i>*Amounts are subject to adjustment on 4/1/13 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.</i></div>
<div>4. Secured Claim (See instruction #4 on reverse side.) Check the appropriate box if your claim is secured by a lien on property or a right of setoff and provide the requested information.</div> <div>Nature of property or right of setoff: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Equipment <input type="checkbox"/> Other Describe:</div> <div>Value of Property: \$ _____ Annual Interest Rate _____%</div> <div>Amount of arrearage and other charges as of time case filed included in secured claim, if any: \$ _____ Basis for perfection: _____</div> <div>Amount of Secured Claim: \$ _____ Amount Unsecured: \$ _____</div>		
<div>6. Claim Pursuant to 11 U.S.C. § 503(b)(9): Indicate the amount of your claim arising from the value of any goods received by the Debtor within 20 days before February 16, 2011, the date of commencement of the above cases, in which the goods have been sold to the Debtor in the ordinary course of such Debtor's business. Attach documentation supporting such claim. \$ _____</div>		
<div>7. Credits: The amount of all payments on this claim has been credited for the purpose of making this proof of claim.</div> <div>8. Documents: Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements or running accounts, contracts, judgments, mortgages, and security agreements. You may also attach a summary. Attach redacted copies of documents providing evidence of perfection of a security interest. You may also attach a summary. (See instruction # 8 and definition of "redacted" on reverse side.)</div> <div>DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING.</div> <div>If the documents are not available, please explain in an attachment.</div>		
<div>Date:</div>	<div>Signature: The person filing this claim must sign it. Sign and print name and title, if any, of the creditor or other person authorized to file this claim and state address and telephone number if different from the notice address above. Attach copy of power of attorney, if any.</div>	
FOR COURT USE ONLY		

## INSTRUCTIONS FOR PROOF OF CLAIM FORM

*The instructions and definitions below are general explanations of the law. In certain circumstances, such as bankruptcy cases not filed voluntarily by the debtor, there may be exceptions to these general rules. The attorneys for the Debtors and their court-appointed claims agent, The Garden City Group, Inc. are not authorized and are not providing you with any legal advice.*

PLEASE SEND YOUR ORIGINAL, COMPLETED CLAIM FORM AS FOLLOWS: **IF BY MAIL:** TERRESTAR CORPORATION, C/O THE GARDEN CITY GROUP, INC., P.O. BOX 9680, DUBLIN, OH 43017-4980; **IF BY HAND OR OVERNIGHT COURIER:** TERRESTAR CORPORATION, C/O THE GARDEN CITY GROUP, INC., 5151 BLAZER PARKWAY, SUITE A, DUBLIN, OH 43017. **ANY PROOF OF CLAIM SUBMITTED BY FACSIMILE OR E-MAIL WILL NOT BE ACCEPTED.**

**THE GENERAL BAR DATE IN THESE CHAPTER 11 CASES IS MAY 13, 2011 AT 5:00 P.M. (PREVAILING EASTERN TIME)**  
**THE GOVERNMENTAL BAR DATE IN THESE CHAPTER 11 CASES IS AUGUST 15, 2011 AT 5:00 P.M. (PREVAILING EASTERN TIME)**

### Court, Name of Debtor, and Case Number:

These chapter 11 cases were commenced in the United States Bankruptcy Court for the Southern District of New York. You should select the Debtor against which you are asserting your claim. **A SEPARATE PROOF OF CLAIM FORM MUST BE FILED AGAINST EACH DEBTOR.**

### Creditor's Name and Address:

Fill in the name of the person or entity asserting a claim and the name and address of the person who should receive notices issued during the bankruptcy case. Please provide us with a valid email address. A separate space is provided for the payment address if it differs from the notice address. The creditor has a continuing obligation to keep the court informed of its current address. See Federal Rule of Bankruptcy Procedure (FRBP) 2002(g).

### 1. Amount of Claim as of Date Case Filed:

State the total amount owed to the creditor on the date of the bankruptcy filing. Follow the instructions concerning whether to complete items 4 and 5. Check the box if interest or other charges are included in the claim.

### 2. Basis for Claim:

State the type of debt or how it was incurred. Examples include goods sold, money loaned, services performed, personal injury/wrongful death, car loan, mortgage note, and credit card. If the claim is based on the delivery of health care goods or services, limit the disclosure of the goods or services so as to avoid embarrassment or the disclosure of confidential health care information. You may be required to provide additional disclosure if the debtor, trustee or another party in interest files an objection to your claim.

### 3. Last Four Digits of Any Number by Which Creditor Identifies Debtor:

State only the last four digits of the debtor's account or other number used by the creditor to identify the debtor.

### 3a. Debtor May Have Scheduled Account As:

Use this space to report a change in the creditor's name, a transferred claim, or any other information that clarifies a difference between this proof of claim and the claim as scheduled by the debtor.

### 4. Secured Claim:

Check the appropriate box and provide the requested information if the claim is fully or partially secured. Skip this section if the claim is entirely unsecured. (See

DEFINITIONS, below.) State the type and the value of property that secures the claim, attach copies of lien documentation, and state annual interest rate and the amount past due on the claim as of the date of the bankruptcy filing.

### 5. Amount of Claim Entitled to Priority Under 11 U.S.C. § 507(a):

If any portion of your claim falls in one or more of the listed categories, check the appropriate box(es) and state the amount entitled to priority. (See DEFINITIONS, below.) A claim may be partly priority and partly non-priority. For example, in some of the categories, the law limits the amount entitled to priority.

### 6. Claim Pursuant to 11 U.S.C. §503(b)(9):

Check this box if you have a claim arising from the value of any goods received by the Debtor within 20 days before **February 16, 2011**, the date of commencement of the above cases, in which the goods have been sold to the Debtor in the ordinary course of such Debtor's business. Attach documentation supporting such claim. (See DEFINITIONS, below.)

### 7. Credits:

An authorized signature on this proof of claim serves as an acknowledgment that when calculating the amount of the claim, the creditor gave the debtor credit for any payments received toward the debt.

### 8. Documents:

Attach to this proof of claim form redacted copies documenting the existence of the debt and of any lien securing the debt. You may also attach a summary. You must also attach copies of documents that evidence perfection of any security interest. You may also attach a summary. FRBP 3001(c) and (d). If the claim is based on the delivery of health care goods or services, see instruction 2. Do not send original documents, as attachments may be destroyed after scanning.

### Date and Signature:

The person filing this proof of claim must sign and date it. FRBP 9011. If the claim is filed electronically, FRBP 5005(a)(2), authorizes courts to establish local rules specifying what constitutes a signature. Print the name and title, if any, of the creditor or other person authorized to file this claim. State the filer's address and telephone number if it differs from the address given on the top of the form for purposes of receiving notices. Attach a complete copy of any power of attorney. Criminal penalties apply for making a false statement on a proof of claim.

## DEFINITIONS

### Debtor

A debtor is the person, corporation, or other entity that has filed a bankruptcy case.

### Creditor

A creditor is the person, corporation, or other entity owed a debt by the debtor on the date of the bankruptcy filing. See 11 U.S.C. § 101(10).

### Claim

A claim is the creditor's right to receive payment on a debt owed by the debtor that arose on the date of the bankruptcy filing. See 11 U.S.C. § 101(5). A claim may be secured or unsecured.

### Proof of Claim

A proof of claim is a form used by the creditor to indicate the amount of the debt owed by the debtor on the date of the bankruptcy filing. The creditor must file the form with The Garden City Group, Inc. as described in the instructions above.

### Secured Claim Under 11 U.S.C. § 506(a)

A secured claim is one backed by a lien on property of the debtor. The claim is secured so long as the creditor has the right to be paid from the property prior to other creditors. The amount of the secured claim cannot exceed the value of the property. Any amount owed to the creditor in excess of the value of the property is an unsecured claim. Examples of liens on property include a mortgage on real estate or a security interest in a car. A lien may be voluntarily granted by a debtor or may be obtained through a court proceeding. In some states, a court judgment is a lien. A claim also may be secured if the creditor owes the debtor money (has a right to setoff).

### Unsecured Claim

An unsecured claim is one that does not meet the requirements of a secured claim. A claim may be partly unsecured if the amount of the claim exceeds the value of the property on which the creditor has a lien.

### Claim Entitled to Priority Under 11 U.S.C. § 507(a)

Priority claims are certain categories of unsecured claims that are paid from the available money or property in a bankruptcy case before other unsecured claims.

### Section 503(b)(9) Claim

A Section 503(b)(9) claim is a claim arising from the value of any goods received by the debtor within 20 days before the date of commencement of a bankruptcy case in which the goods have been sold to the debtor in the ordinary course of such debtor's business.

### Redacted

A document has been redacted when the person filing it has masked, edited out, or otherwise deleted, certain information. A creditor should redact and use only the last four digits of any social-security, individual's tax-identification, or financial-account number, all but the initials of a minor's name and only the year of any person's date of birth.

### Evidence of Perfection

Evidence of perfection may include a mortgage, lien, certificate of title, financing statement, or other document showing that the lien has been filed or recorded.

## INFORMATION

### Acknowledgment of Filing of Claim

To receive acknowledgment of your filing, please provide a stamped self-addressed envelope and a copy of this proof of claim when you file the original claim.

### Offers to Purchase a Claim

Certain entities are in the business of purchasing claims for an amount less than the face value of the claims. One or more of these entities may contact the creditor and offer to purchase the claim. Some of the written communications from these entities may easily be confused with official court documentation or communications from the debtor. These entities do not represent the bankruptcy court or the debtor. The creditor has no obligation to sell its claim. However, if the creditor decides to sell its claim, any transfer of such claim is subject to FRBP 3001(e), any applicable provisions of the Bankruptcy Code (11 U.S.C. § 101 *et seq.*), and any applicable orders of the bankruptcy court.

## **EXHIBIT 2**

### **General Bar Date Notice<sup>1</sup>**

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<sup>1</sup> The General Bar Date Notice differs from General Order M-386 only where necessary to accommodate the unique aspects of the February Debtors' chapter 11 cases.

**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.	)	Jointly Administered
	)	

**NOTICE OF DEADLINE FOR FILING PROOFS OF CLAIM INCLUDING  
CLAIMS UNDER BANKRUPTCY CODE SECTION 503(b)(9) AGAINST  
TERRESTAR CORPORATION AND TERRESTAR HOLDINGS INC. ON OR  
BEFORE MAY 13, 2011 AT 5:00 PM (PREVAILING EASTERN TIME)**

**TO: ALL PERSONS AND ENTITIES WHO MAY HAVE CLAIMS AGAINST  
TERRESTAR CORPORATION OR TERRESTAR HOLDINGS INC.:**

**PLEASE TAKE NOTICE THAT:**

1. On February 16, 2011 (the “*Petition Date*”), the February Debtors each filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code (the “*Bankruptcy Code*”) in the United States Bankruptcy Court for the Southern District of New York (the “*Court*”). Set forth below are the name, address and respective case number for each February Debtor:

DEBTOR	ADDRESS	CASE NO.	PRIOR NAMES OF THE DEBTOR USED IN THE LAST 6 YEARS
TerreStar Corporation	12010 Sunset Hills Road 6 <sup>th</sup> Floor Reston, VA 20190	11-10612 (SHL)	Motient Corporation
TerreStar Holdings Inc.	12010 Sunset Hills Road 6 <sup>th</sup> Floor Reston, VA 20190	11-10613 (SHL)	Not applicable

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<sup>1</sup> 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*”). Pursuant to orders of the Court entered February 23, 2011, the Other TSC Debtors’ cases were de-consolidated from the jointly administered case of *In re TerreStar Networks Inc., et al.* [Case No. 10-15446 (SHL), Docket No. 445] and procedurally consolidated and jointly administered with the chapter 11 cases of the February Debtors under the case of *In re TerreStar Corporation, et al.* [Case No. 11-10612 (SHL), Docket No. 11].



**DEADLINES FOR FILING CLAIMS AGAINST TERRESTAR CORPORATION OR  
TERRESTAR HOLDINGS INC.:**

2. On April 6, 2011, the Court entered an order (the “***Bar Date Order***”) establishing **May 13, 2011, at 5:00 p.m. prevailing Eastern Time**, as the deadline for filing proofs of claim against the February Debtors (the “***General Bar Date***”) and **August 15, 2011, at 5:00 p.m. prevailing Eastern Time**, as the deadline for governmental units to file proofs of claim against the February Debtors (the “***Governmental Bar Date***,” and together with the General Bar Date, the “***Bar Dates***,” and each a “***Bar Date***”).
3. The Bar Dates apply to all claims against the February Debtors that arose before **February 16, 2011**, except the excluded claims listed in paragraph 6 below. The Bar Date Order also sets procedures to be used for filing proofs of claim, which are summarized in this notice for your convenience.

**WHO MUST FILE A PROOF OF CLAIM:**

4. You **MUST** file a proof of claim by the applicable Bar Date to vote on a chapter 11 plan filed by the February Debtors or share in distributions from the February Debtors’ estates if you have any claim against any of the February Debtors that arose before **February 16, 2011**. The only exception to this requirement is for claims described in paragraph 6 below. Acts or omissions that occurred before **February 16, 2011** may give rise to claims subject to the Bar Dates even if the claims may not have become known or fixed or liquidated until after **February 16, 2011**. **ANY CLAIMS YOU HAVE AGAINST TERRESTAR CORPORATION OR TERRESTAR HOLDINGS INC. MUST BE TIMELY FILED AND, IF NOT, WILL BE FOREVER BARRED, EXCEPT AS OTHERWISE AUTHORIZED BY ORDER OF THE COURT.**
5. Under Bankruptcy Code section 101(5) and as used herein, the word “claim” means: (a) a right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, or unsecured; or (b) a right to an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured, or unsecured.

**WHO NEED NOT FILE A PROOF OF CLAIM:**

6. The Bar Date Order provides that creditors do **NOT** have to file proofs of claim by the Bar Dates for the types of claims listed below in this paragraph 6 (collectively, the “***Excluded Claims***”). You should not file a proof of claim at this time for any Excluded Claim. The Court may enter one or more separate orders at a later time requiring creditors to file proofs of claim for some kinds of Excluded Claims and setting related deadlines. If the Court does enter such an order, you will receive notice of it. The Bar Dates do not apply to:
  - (a) claims for which a proof of claim has already been filed against the applicable February Debtor with the Clerk of the Court or The Garden

City Group, Inc. (“*GCG*”) in a form substantially similar to Official Bankruptcy Form 10;

- (b) claims that were listed in the February Debtors’ schedules of assets and liabilities, which were filed by the February Debtors on March 2, 2011 (the “*Schedules*”), but only if (i) such claims were not scheduled as “disputed,” “contingent” or “unliquidated”; (ii) the claimant does not disagree with the amount, nature and priority of the claim as set forth in the Schedules; and (iii) the claimant does not dispute that the claim is an obligation of the specific February Debtor(s) as set forth in the Schedules;
- (c) claims allowed by order of the Court before the Bar Date;
- (d) claims against the February Debtors that have been paid in full by any of the February Debtors or any other party;
- (e) claims held by a TSC Debtor against a February Debtor;
- (f) claims that are subject to other specific deadlines fixed by this Court (including those claims that were required to be filed against the Other TSC Debtors on or before December 10, 2010);
- (g) claims that are based on an interest in an equity security of the February Debtors; provided, however, that any claimant who wishes to assert a claim for damages or rescission against any of the February Debtors based on the purchase or sale of an equity security, must file a Proof of Claim on or before the General Bar Date. The February Debtors reserve all rights with respect to any such claims including, *inter alia*, to assert that such claims are subject to subordination pursuant to Bankruptcy Code section 510(b); and
- (h) claims allowable under Bankruptcy Code sections 503(b) and 507(a)(2) as administrative expenses of the February Debtors’ chapter 11 cases, with the exception of claims allowable under Bankruptcy Code section 503(b)(9), which are subject to the General Bar Date.

For the avoidance of doubt, any party who filed a proof of claim in the chapter 11 case of any of the Other TSC Debtors prior to December 10, 2010 need not file an additional proof of claim against such Other TSC Debtor. Further, the General Bar Date shall not be applicable to any person or entity that was required to file a proof of claim against the Other TSC Debtors by December 10, 2010 and failed to do so.

**THE FACT THAT YOU HAVE RECEIVED THIS NOTICE DOES NOT MEAN THAT YOU HAVE A CLAIM OR THAT THE FEBRUARY DEBTORS BELIEVE YOU HAVE A CLAIM.**

7. If the February Debtors amend their Schedules after you receive this notice, the February Debtors will give notice of that amendment to the holders of the Claims that are affected by such amendment and those holders will be given an opportunity to file proofs of claim before a new deadline that will be specified in that future notice.

## **INSTRUCTIONS FOR FILING PROOFS OF CLAIM:**

8. If you file a proof of claim, your filed proof of claim must (a) be written in the English language; (b) include a claim amount denominated in lawful currency of the United States; (c) be **signed** by the claimant or, if the claimant is not an individual, by an authorized agent of the claimant; (d) include as attachments any documents on which the claim is based; (e) specifically identify the February Debtor against which you assert a claim by name and proper chapter 11 case number; (f) state a claim against only one February Debtor; and (g) conform substantially with the enclosed proof of claim form or to Official Bankruptcy Form 10. If a proof of claim form is not enclosed with this notice, you may obtain a proof of claim form from any bankruptcy court clerk's office; from your lawyer; from certain business supply stores; from [www.uscourts.gov/bkforms](http://www.uscourts.gov/bkforms).; by calling the TSC Debtors' reorganization hotline at (888) 872-9182; or by contacting GCG at TerreStar Corporation, c/o The Garden City Group, Inc., P.O. Box 9680, Dublin, OH 43017-4980.
9. **YOU MUST SPECIFICALLY IDENTIFY THE FEBRUARY DEBTOR AGAINST WHICH YOU ASSERT A CLAIM BY NAME AND PROPER CHAPTER 11 CASE NUMBER. YOU SHOULD INCLUDE ALL CLAIMS AGAINST A PARTICULAR FEBRUARY DEBTOR IN A SINGLE PROOF OF CLAIM FORM. IF YOU HAVE A CLAIM AGAINST MORE THAN ONE FEBRUARY DEBTOR, YOU MUST FILE A SEPARATE PROOF OF CLAIM FORM AGAINST EACH FEBRUARY DEBTOR.**

## **WHEN AND WHERE TO FILE:**

10. **Your proof of claim form must be filed so as to be received on or before 5:00 p.m. prevailing Eastern Time on May 13, 2011.** The deadline for governmental units to file proofs of claim is 5:00 p.m. prevailing Eastern Time on August 15, 2011. You can file your proof of claim by mailing it to the following address:

**if sent by first-class U.S. mail (postage prepaid):**

TerreStar Corporation  
c/o The Garden City Group, Inc.  
P.O. Box 9680  
Dublin, OH 43017-4980

**if delivered in person, by courier service or by overnight delivery:**

TerreStar Corporation  
c/o The Garden City Group, Inc.  
5151 Blazer Parkway, Suite A  
Dublin, OH 43017

**or by delivering the original proof of claim by hand to:**

Clerk of the Bankruptcy Court  
United States Bankruptcy Court  
Southern District of New York  
One Bowling Green, Room 534  
New York, NY 10004-1408

**NEITHER THE COURT NOR GCG WILL ACCEPT A PROOF OF  
CLAIM SENT BY FACSIMILE OR E-MAIL.**

11. Proofs of claim will be deemed filed only when received by the Court or GCG on or before the applicable Bar Date.

**EXECUTORY CONTRACTS AND UNEXPIRED LEASES:**

12. The Bankruptcy Code provides that a debtor may, at any time before a plan of reorganization is confirmed by the bankruptcy court, choose to reject certain executory contracts or unexpired leases. If your contract or lease is rejected, you may have a claim resulting from that rejection. The deadline to file a proof of claim for damages relating to the rejection of the contract or lease is the later of (a) the applicable Bar Date or (b) the date provided in the order authorizing the February Debtor(s) to reject (or notice of rejection of) the contract or lease or, if no such date is provided, then 30 days after the date the order is entered or notice of rejection is provided.<sup>2</sup>

**CONSEQUENCES OF MISSING THE DEADLINE FOR FILING CLAIMS:**

**EXCEPT WITH RESPECT TO EXCLUDED CLAIMS (AS DESCRIBED IN PARAGRAPH 6), IF YOU FAIL TO FILE A PROOF OF CLAIM ON OR BEFORE 5:00 P.M. PREVAILING EASTERN TIME ON THE APPLICABLE BAR DATE ON ACCOUNT OF ANY CLAIM YOU WISH TO ASSERT AGAINST ANY OF THE FEBRUARY DEBTORS, THEN YOU WILL BE BARRED FROM ASSERTING SUCH CLAIM AGAINST THE FEBRUARY DEBTORS AND THEIR CHAPTER 11 ESTATES, FROM VOTING ON ANY PLAN OF REORGANIZATION FILED IN THESE CASES AND FROM PARTICIPATING IN ANY DISTRIBUTION IN THE FEBRUARY DEBTORS' CASES ON ACCOUNT OF SUCH CLAIM.**

**EXAMINATION OF THE FEBRUARY DEBTORS' SCHEDULES:**

13. The February Debtors' Schedules and the Bar Date Order may be examined and inspected by interested parties during regular business hours at any of (a) the offices of Akin Gump Strauss Hauer & Feld LLP, One Bryant Park, New York, New York 10036

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<sup>2</sup> For the avoidance of doubt, a party to an executory contract or unexpired lease that asserts a claim on account of unpaid amounts accrued and outstanding as of the Petition Date pursuant to such executory contract or unexpired lease (other than a rejection damages claim) must file a proof of claim for such amounts on or before the General Bar Date unless another exception identified herein applies.

or (b) the Clerk of the Bankruptcy Court, United States Bankruptcy Court, Southern District of New York, One Bowling Green, New York, New York 10004, during posted hours. The February Debtors' Schedules and the Bar Date Order are also available online at [www.TerreStarCorpRestructuring.com](http://www.TerreStarCorpRestructuring.com). The Court's docket sheet and documents are also accessible at the Court's internet site: [ecf.nysb.uscourts.gov](http://ecf.nysb.uscourts.gov) through an account obtained from the PACER website at [www.pacer.gov](http://www.pacer.gov). Creditors that wish to rely on the Schedules will have the responsibility for determining that their claims are listed accurately on the Schedules.

**QUESTIONS:**

14. Proof of claim forms and a copy of the Bar Date Order may be obtained by contacting GCG at TerreStar Corporation, c/o The Garden City Group, Inc., P.O. Box 9680, Dublin, OH 43017-4980, Telephone: (888) 872-9182. GCG cannot advise you how to, or whether you should, file a proof of claim form.
15. **A holder of a possible claim against the February Debtors should consult an attorney regarding any matters not covered by this notice, such as whether the holder should file a proof of claim.**

***BY ORDER OF THE COURT***

New York, New York

Dated: April 6, 2011

/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 TSC Debtors*

### **EXHIBIT 3**

#### **Intercompany Bar Date Notice<sup>1</sup>**

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<sup>1</sup> The Intercompany Bar Date Notice differs from General Order M-386 only where necessary to accommodate the unique aspects of the Other TSC Debtors' chapter 11 cases.

**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.	)	Jointly Administered
	)	

**NOTICE OF DEADLINE FOR FILING PROOFS OF CLAIM  
AGAINST THE OTHER TSC DEBTORS ON OR BEFORE  
MAY 13, 2011 AT 5:00 PM (PREVAILING EASTERN TIME)**

**TO: TERRESTAR NETWORKS INC., TERRESTAR LICENSE INC., TERRESTAR NATIONAL SERVICES INC., TERRESTAR NETWORKS HOLDINGS (CANADA) INC., TERRESTAR NETWORKS (CANADA) INC., 0887729 B.C. LTD., TERRESTAR 1.4 HOLDINGS LLC, TERRESTAR GLOBAL LTD., TRIO 2 GENERAL PARTNERSHIP, HEALTHCARE OF ONTARIO PENSION PLAN, TERRESTAR SOLUTIONS HOLDINGS INC., 4491165 CANADA INC. AND TERRESTAR SOLUTIONS INC.**

**PLEASE TAKE NOTICE THAT:**

1. On October 19, 2010, the Other TSC Debtors each filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code (the “*Bankruptcy Code*”) in the United States Bankruptcy Court for the Southern District of New York (the “*Court*”). Set forth below are the name, address and respective case number for each Other TSC Debtor:

DEBTOR	ADDRESS	CASE NO.	PRIOR NAMES OF THE DEBTOR USED IN THE LAST 6 YEARS
TerreStar New York	545 8 <sup>th</sup> Ave. Room 401 New York, NY 10018	10-15445	Worldwide Imaging, Inc.
Motient Communications Inc.	12010 Sunset Hills Road 6 <sup>th</sup> Floor Reston, VA 20190	10-15452	Not applicable

<sup>1</sup> 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*”). Pursuant to orders of the Court entered February 23, 2011, the Other TSC Debtors’ cases were de-consolidated from the jointly administered case of *In re TerreStar Networks Inc., et al.* [Case No. 10-15446 (SHL), Docket No. 445] and procedurally consolidated and jointly administered with the chapter 11 cases of the February Debtors under the case of *In re TerreStar Corporation, et al.* [Case No. 11-10612 (SHL), Docket No. 11].

Motient Holdings Inc.	12010 Sunset Hills Road 6 <sup>th</sup> Floor Reston, VA 20190	10-15453	Not applicable
Motient License Inc.	12010 Sunset Hills Road 6 <sup>th</sup> Floor Reston, VA 20190	10-15454	Not applicable
Motient Services Inc.	12010 Sunset Hills Road 6 <sup>th</sup> Floor Reston, VA 20190	10-15455	Not applicable
Motient Ventures Holding Inc.	12010 Sunset Hills Road 6 <sup>th</sup> Floor Reston, VA 20190	10-15458	Not applicable
MVH Holdings Inc.	12010 Sunset Hills Road 6 <sup>th</sup> Floor Reston, VA 20190	10-15462	Not applicable

**DEADLINES FOR FILING CLAIMS AGAINST THE OTHER TSC DEBTORS LISTED ABOVE:**

- On April 6, 2011, the Court entered an order (the “**Bar Date Order**”) establishing **May 13, 2011, at 5:00 p.m. prevailing Eastern Time**, as the deadline for (i) any TSN Debtor that holds a claim against any Other TSC Debtor<sup>2</sup> and (ii) any of the following non-debtor TSC affiliates that holds a claim against any Other TSC Debtor: (a) TerreStar 1.4 Holdings LLC; (b) TerreStar Global Ltd.; (c) Trio 2 General Partnership; (d) Healthcare of Ontario Pension Plan; (e) TerreStar Solutions Holdings Inc.; (f) 4491165 Canada Inc.; and (g) TerreStar Solutions Inc. to file proofs of claim against the Other TSC Debtors (the “**Intercompany Bar Date**”).
- The Intercompany Bar Date applies to all claims held or asserted by the TSN Debtors and the non-debtor TSC affiliates listed in paragraph 2 above against the Other TSC Debtors that arose before **October 19, 2010**. The Bar Date Order also sets procedures to be used for filing proofs of claim, which are summarized in this notice for your convenience.

**WHO MUST FILE A PROOF OF CLAIM:**

- You **MUST** file a proof of claim by the Intercompany Bar Date to vote on a chapter 11 plan filed by the Other TSC Debtors or share in distributions from the Other TSC Debtors’ estates if you have any claim against any of the Other TSC Debtors that arose before **October 19, 2010**. Acts or omissions that occurred before **October 19, 2010** may give rise to claims subject to the Intercompany Bar Date even if the claims may not have become known or fixed or liquidated until after **October 19, 2010**. **ANY CLAIMS YOU HAVE AGAINST THE OTHER TSC DEBTORS MUST BE TIMELY FILED AND, IF NOT, WILL BE FOREVER BARRED, EXCEPT AS OTHERWISE AUTHORIZED BY ORDER OF THE COURT.**
- Under Bankruptcy Code section 101(5) and as used herein, the word “claim” means: (a) a right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed,

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<sup>2</sup> The TSN Debtors are: TerreStar Networks Inc.; TerreStar License Inc.; TerreStar National Services Inc.; TerreStar Networks Holdings (Canada) Inc.; TerreStar Networks (Canada) Inc.; and 0887729 B.C. Ltd.



contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, or unsecured; or (b) a right to an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured, or unsecured.

**THE FACT THAT YOU HAVE RECEIVED THIS NOTICE DOES NOT MEAN THAT YOU HAVE A CLAIM OR THAT THE OTHER TSC DEBTORS BELIEVE YOU HAVE A CLAIM.**

**INSTRUCTIONS FOR FILING PROOFS OF CLAIM:**

6. If you file a proof of claim, your filed proof of claim must (a) be written in the English language; (b) include a claim amount denominated in lawful currency of the United States; (c) be **signed** by the claimant or, if the claimant is not an individual, by an authorized agent of the claimant; (d) include as attachments any documents on which the claim is based; (e) specifically identify the Other TSC Debtor against which you assert a claim by name and proper chapter 11 case number; (f) state a claim against only one Other TSC Debtor; and (g) conform substantially with the enclosed proof of claim form or to Official Bankruptcy Form 10. If a proof of claim form is not enclosed with this notice, you may obtain a proof of claim form from any bankruptcy court clerk's office; from your lawyer; from certain business supply stores; from [www.uscourts.gov/bkforms](http://www.uscourts.gov/bkforms); by calling the TSC Debtors' reorganization hotline at (888) 872-9182; or by contacting The Garden City Group Inc. ("**GCG**") at TerreStar Corporation, c/o The Garden City Group, Inc., P.O. Box 9680, Dublin, OH 43017-4980.
7. **YOU MUST SPECIFICALLY IDENTIFY THE OTHER TSC DEBTOR AGAINST WHICH YOU ASSERT A CLAIM BY NAME AND PROPER CHAPTER 11 CASE NUMBER. YOU SHOULD INCLUDE ALL CLAIMS AGAINST A PARTICULAR OTHER TSC DEBTOR IN A SINGLE PROOF OF CLAIM FORM. IF YOU HAVE A CLAIM AGAINST MORE THAN ONE OTHER TSC DEBTOR, YOU MUST FILE A SEPARATE PROOF OF CLAIM FORM AGAINST EACH OTHER TSC DEBTOR.**

**WHEN AND WHERE TO FILE:**

8. **Your proof of claim form must be filed so as to be received on or before 5:00 p.m. prevailing Eastern Time on May 13, 2011.** You can file your proof of claim by mailing it to the following address:

**if sent by first-class U.S. mail (postage prepaid):**

TerreStar Corporation  
c/o The Garden City Group, Inc.  
P.O. Box 9680  
Dublin, OH 43017-4980

**if delivered in person, by courier service or by overnight delivery:**

TerreStar Corporation  
c/o The Garden City Group, Inc.  
5151 Blazer Parkway, Suite A  
Dublin, OH 43017

**or by delivering the original proof of claim by hand to:**

Clerk of the Bankruptcy Court  
United States Bankruptcy Court  
Southern District of New York  
One Bowling Green, Room 534  
New York, NY 10004-1408

**NEITHER THE COURT NOR GCG WILL ACCEPT A PROOF OF CLAIM SENT BY FACSIMILE OR E-MAIL.**

9. Proofs of claim will be deemed filed only when received by the Court or GCG on or before the applicable Bar Date.

**EXECUTORY CONTRACTS AND UNEXPIRED LEASES:**

10. The Bankruptcy Code provides that a debtor may, at any time before a plan of reorganization is confirmed by the bankruptcy court, choose to reject certain executory contracts or unexpired leases. If your contract or lease is rejected, you may have a claim resulting from that rejection. The deadline for you to file a proof of claim for damages relating to the rejection of the contract or lease is the later of (a) the Intercompany Bar Date or (b) the date provided in the order authorizing the Other TSC Debtor(s) to reject (or notice of rejection of) the contract or lease or, if no such date is provided, then 30 days after the date the order is entered or notice of rejection is provided.

**CONSEQUENCES OF MISSING THE DEADLINE FOR FILING CLAIMS:**

**IF YOU FAIL TO FILE A PROOF OF CLAIM ON OR BEFORE 5:00 P.M. PREVAILING EASTERN TIME ON THE INTERCOMPANY BAR DATE ON ACCOUNT OF ANY CLAIM YOU WISH TO ASSERT AGAINST ANY OF THE OTHER TSC DEBTORS, THEN YOU WILL BE BARRED FROM ASSERTING SUCH CLAIM AGAINST THE OTHER TSC DEBTORS AND THEIR CHAPTER 11 ESTATES, FROM VOTING ON ANY PLAN OF REORGANIZATION FILED IN THESE CASES AND FROM PARTICIPATING IN ANY DISTRIBUTION IN THE OTHER TSC DEBTORS' CASES ON ACCOUNT OF SUCH CLAIM.**

**EXAMINATION OF THE OTHER TSC DEBTORS' SCHEDULES:**

11. The Other TSC Debtors' schedules of assets and liabilities and statements of financial affairs (the "*Schedules*") and the Bar Date Order may be examined and inspected by interested parties during regular business hours at any of (a) the offices of Akin Gump Strauss Hauer & Feld LLP, One Bryant Park, New York, New York 10036 or (b) the Clerk of the Bankruptcy Court, United States Bankruptcy Court, Southern District of New York, One Bowling Green, New York, New York 10004, during posted hours. The Other TSC Debtors' Schedules and the Bar Date Order

are also available online at [www.TerreStarCorpRestructuring.com](http://www.TerreStarCorpRestructuring.com). The Court's docket sheet and documents are also accessible at the Court's internet site: [ecf.nysb.uscourts.gov](http://ecf.nysb.uscourts.gov) through an account obtained from the PACER website at [www.pacer.gov](http://www.pacer.gov). Creditors that wish to rely on the Schedules will have the responsibility for determining that their claims are listed accurately on the Schedules.

**QUESTIONS:**

12. Proof of claim forms and a copy of the Bar Date Order may be obtained by contacting GCG at TerreStar Corporation, c/o The Garden City Group, Inc., P.O. Box 9680, Dublin, OH 43017-4980, Telephone: (888) 872-9182. GCG cannot advise you how to, or whether you should, file a proof of claim form.
13. **A holder of a possible claim against the Other TSC Debtors should consult an attorney regarding any matters not covered by this notice, such as whether the holder should file a proof of claim.**

***BY ORDER OF THE COURT***

New York, New York

Dated: April 6, 2011

/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 TSC Debtors*

**EXHIBIT 4**

**Publication Notice**

**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.	)	Jointly Administered
	)	

**NOTICE OF DEADLINE FOR FILING PROOFS OF CLAIM INCLUDING  
CLAIMS UNDER BANKRUPTCY CODE SECTION 503(b)(9) AGAINST  
TERRESTAR CORPORATION AND TERRESTAR HOLDINGS INC. ON OR  
BEFORE MAY 13, 2011 AT 5:00 PM (PREVAILING EASTERN TIME)**

**TO: ALL PERSONS AND ENTITIES WHO MAY HAVE CLAIMS AGAINST  
TERRESTAR CORPORATION OR TERRESTAR HOLDINGS INC.:**

**PLEASE TAKE NOTICE THAT:**

1. On February 16, 2011 (the “*Petition Date*”), the February Debtors each filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code (the “*Bankruptcy Code*”) in the United States Bankruptcy Court for the Southern District of New York (the “*Court*”). Set forth below are the name, address and respective case number for each February Debtor:

DEBTOR	ADDRESS	CASE NO.	PRIOR NAMES OF THE DEBTOR USED IN THE LAST 6 YEARS
TerreStar Corporation	12010 Sunset Hills Road 6 <sup>th</sup> Floor Reston, VA 20190	11-10612 (SHL)	Motient Corporation
TerreStar Holdings Inc.	12010 Sunset Hills Road 6 <sup>th</sup> Floor Reston, VA 20190	11-10613 (SHL)	Not applicable

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<sup>1</sup> 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*”). Pursuant to orders of the Court entered February 23, 2011, the Other TSC Debtors’ cases were de-consolidated from the jointly administered case of *In re TerreStar Networks Inc., et al.* [Case No. 10-15446 (SHL), Docket No. 445] and procedurally consolidated and jointly administered with the chapter 11 cases of the February Debtors under the case of *In re TerreStar Corporation, et al.* [Case No. 11-10612 (SHL), Docket No. 11].

**DEADLINES FOR FILING CLAIMS AGAINST TERRESTAR  
CORPORATION AND TERRESTAR HOLDINGS INC.**

2. On April 6, 2011, the Court entered an order (the “***Bar Date Order***”) establishing **May 13, 2011, at 5:00 p.m. prevailing Eastern Time**, as the deadline for filing proofs of claim against in the February Debtors (the “***General Bar Date***”) and **August 15, 2011, at 5:00 p.m. prevailing Eastern Time**, as the deadline for governmental units to file proofs of claim against the February Debtors (the “***Governmental Bar Date***,” and together with the General Bar Date, the “***Bar Dates***,” and each a “***Bar Date***”).
3. The Bar Dates apply to all claims against the February Debtors that arose before **February 16, 2011**, including administrative claims filed pursuant to Bankruptcy Code section 503(b)(9), except the excluded claims listed in paragraph 5 below that are specifically excluded from the Bar Date filing requirement. The Bar Date Order also sets procedures to be used for filing proofs of claim, which are summarized in this notice for your convenience.

**WHO MUST FILE A PROOF OF CLAIM:**

4. You **MUST** file a proof of claim by the applicable Bar Date to vote on a chapter 11 plan filed by the February Debtors or share in distributions from the February Debtors’ estates if you have any claim against any of the February Debtors that arose before **February 16, 2011**. The only exception to this requirement is for claims described in paragraph 5 below. Acts or omissions that occurred before **February 16, 2011** may give rise to claims subject to the Bar Dates even if the claims may not have become known or fixed or liquidated until after **February 16, 2011**. **ANY CLAIMS YOU HAVE AGAINST TERRESTAR CORPORATION OR TERRESTAR HOLDINGS INC. MUST BE TIMELY FILED AND, IF NOT, WILL BE FOREVER BARRED EXCEPT AS OTHERWISE AUTHORIZED BY ORDER OF THE COURT.** Under Bankruptcy Code section 101(5) and as used herein, the word “claim” means: (a) a right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, or unsecured; or (b) a right to an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured, or unsecured.

**WHO NEED NOT FILE A PROOF OF CLAIM:**

5. The Bar Date Order provides that creditors do **NOT** have to file proofs of claim by the Bar Dates for the types of claims listed below in this paragraph 5 (collectively, the “***Excluded Claims***”). You should not file a proof of claim at this time for any Excluded Claim. The Court may enter one or more separate orders at a later time requiring creditors to file proofs of claim for some kinds of Excluded Claims and setting related deadlines. If the Court does enter such an order, you will receive notice of it. The Bar Dates do not apply to:

- (a) claims for which a proof of claim has already been filed against the applicable February Debtor with the Clerk of the Court or The Garden City Group, Inc. (“GCG”) in a form substantially similar to Official Bankruptcy Form 10;
- (b) claims that were listed in the February Debtors’ schedules of assets and liabilities, which were filed by the February Debtors on March 2, 2011 (the “*Schedules*”), but only if (i) such claims were not scheduled as “disputed,” “contingent” or “unliquidated”; (ii) the claimant does not disagree with the amount, nature and priority of the claim as set forth in the Schedules; and (iii) the claimant does not dispute that the claim is an obligation of the specific February Debtor(s) as set forth in the Schedules;
- (c) claims allowed by order of the Court before the Bar Date;
- (d) claims against the February Debtors that have been paid in full by any of the February Debtors or any other party;
- (e) claims held by a TSC Debtor against a February Debtor;
- (f) claims that are subject to other specific deadlines fixed by this Court (including those claims that were required to be filed against the Other TSC Debtors on or before December 10, 2010);
- (g) claims that are based on an interest in an equity security of the February Debtors; provided, however, that any claimant who wishes to assert a claim for damages or rescission against any of the February Debtors based on the purchase or sale of an equity security, must file a Proof of Claim on or before the General Bar Date. The February Debtors reserve all rights with respect to any such claims including, *inter alia*, to assert that such claims are subject to subordination pursuant to Bankruptcy Code section 510(b); and
- (h) claims allowable under Bankruptcy Code sections 503(b) and 507(a)(2) as administrative expenses of the February Debtors’ chapter 11 cases, with the exception of claims allowable under Bankruptcy Code section 503(b)(9), which are subject to the General Bar Date.

For the avoidance of doubt, any party who filed a proof of claim in the chapter 11 case of any of the Other TSC Debtors prior to December 10, 2010 need not file an additional proof of claim against such Other TSC Debtor. Further, the General Bar Date shall not be applicable to any person or entity that was required to file a proof of claim against the Other TSC Debtors by December 10, 2010 and failed to do so.

**THE FACT THAT YOU HAVE RECEIVED THIS NOTICE DOES NOT MEAN THAT YOU HAVE A CLAIM OR THAT THE FEBRUARY DEBTORS BELIEVE YOU HAVE A CLAIM.**

- 6. If the February Debtors amend their Schedules after you receive this notice, the February Debtors will give notice of that amendment to the holders of the claims that are affected by such amendment and those holders will be given an opportunity to file proofs of claim before a new deadline that will be specified in that future notice.

## **INSTRUCTIONS FOR FILING PROOFS OF CLAIM:**

7. If you file a proof of claim, your filed proof of claim must (a) be written in the English language; (b) include a claim amount denominated in lawful currency of the United States; (c) be **signed** by the claimant or, if the claimant is not an individual, by an authorized agent of the claimant; (d) include as attachments any documents on which the claim is based; (e) specifically identify the February Debtor against which you assert a claim by name and proper chapter 11 case number; (f) state a claim against only one February Debtor; and (g) conform substantially with the enclosed proof of claim form or to Official Bankruptcy Form 10. If a proof of claim form is not enclosed with this notice, you may obtain a proof of claim form from any bankruptcy court clerk's office; from your lawyer; from certain business supply stores; from [www.uscourts.gov/bkforms](http://www.uscourts.gov/bkforms), by calling the TSC Debtors' reorganization hotline at (888) 872-9182; or by contacting GCG at TerreStar Corporation, c/o The Garden City Group, Inc., P.O. Box 9680, Dublin, OH 43017-4980.
8. **YOU MUST SPECIFICALLY IDENTIFY THE FEBRUARY DEBTOR AGAINST WHICH YOU ASSERT A CLAIM BY NAME AND PROPER CHAPTER 11 CASE NUMBER. YOU SHOULD INCLUDE ALL CLAIMS AGAINST A PARTICULAR FEBRUARY DEBTOR IN A SINGLE PROOF OF CLAIM FORM. IF YOU HAVE A CLAIM AGAINST MORE THAN ONE FEBRUARY DEBTOR, YOU MUST FILE A SEPARATE PROOF OF CLAIM FORM AGAINST EACH FEBRUARY DEBTOR.**

## **WHEN AND WHERE TO FILE:**

9. **Your proof of claim form must be filed so as to be received on or before 5:00 p.m. prevailing Eastern Time on May 13, 2011.** The deadline for governmental units to file proofs of claim is 5:00 p.m. prevailing Eastern Time on August 15, 2011. You can file your proof of claim by mailing it to the following address:

**if sent by first-class U.S. mail (postage prepaid):**

TerreStar Corporation  
c/o The Garden City Group, Inc.  
P.O. Box 9680  
Dublin, OH 43017-4980

**if delivered in person, by courier service or by overnight delivery:**

TerreStar Corporation  
c/o The Garden City Group, Inc.  
5151 Blazer Parkway, Suite A  
Dublin, OH 43017



**or by delivering the original proof of claim by hand to:**

Clerk of the Bankruptcy Court  
United States Bankruptcy Court  
Southern District of New York  
One Bowling Green, Room 534  
New York, NY 10004-1408

**NEITHER THE COURT NOR GCG WILL ACCEPT A PROOF OF  
CLAIM SENT BY FACSIMILE OR E-MAIL.**

10. Proofs of claim will be deemed filed only when received by the Clerk of the Court or GCG on or before the applicable Bar Date.

**EXECUTORY CONTRACTS AND UNEXPIRED LEASES:**

11. The Bankruptcy Code provides that a debtor may, at any time before a plan of reorganization is confirmed by the bankruptcy court, choose to reject certain executory contracts or unexpired leases. If your contract or lease is rejected, you may have a claim resulting from that rejection. The deadline to file a proof of claim for damages relating to the rejection of the contract or lease is the later of (a) the applicable Bar Date or (b) the date provided in the order authorizing the February Debtor(s) to reject (or notice of rejection of) the contract or lease or, if no such date is provided, then 30 days after the date the order is entered or notice of rejection is provided.<sup>2</sup>

**CONSEQUENCES OF MISSING THE DEADLINE FOR FILING PROOFS OF CLAIM:**

**EXCEPT WITH RESPECT TO EXCLUDED CLAIMS (AS DESCRIBED IN PARAGRAPH 5), IF YOU FAIL TO FILE A PROOF OF CLAIM ON OR BEFORE 5:00 P.M. PREVAILING EASTERN TIME ON THE APPLICABLE BAR DATE ON ACCOUNT OF ANY CLAIM YOU WISH TO ASSERT AGAINST ANY OF THE FEBRUARY DEBTORS, THEN YOU WILL BE BARRED FROM ASSERTING SUCH CLAIM AGAINST THE FEBRUARY DEBTORS AND THEIR CHAPTER 11 ESTATES, FROM VOTING ON ANY PLAN OF REORGANIZATION FILED IN THESE CASES AND FROM PARTICIPATING IN ANY DISTRIBUTION IN THE FEBRUARY DEBTORS' CASES ON ACCOUNT OF SUCH CLAIM.**

**EXAMINATION OF THE FEBRUARY DEBTORS' SCHEDULES:**

12. The February Debtors' Schedules and the Bar Date Order may be examined and inspected by interested parties during regular business hours at (a) the offices of Akin Gump Strauss Hauer & Feld LLP, One Bryant Park, New York, New York 10036 or

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<sup>2</sup> For the avoidance of doubt, a party to an executory contract or unexpired lease that asserts a claim on account of unpaid amounts accrued and outstanding as of the Petition Date pursuant to such executory contract or unexpired lease (other than a rejection damages claim) must file a proof of claim for such amounts on or before the General Bar Date unless another exception identified herein applies.

(b) the Clerk of the Bankruptcy Court, United States Bankruptcy Court, Southern District of New York, One Bowling Green, New York, New York 10004, during posted hours. The February Debtors' Schedules and the Bar Date Order are also available online at [www.TerreStarCorpRestructuring.com](http://www.TerreStarCorpRestructuring.com). The Court's docket sheet and documents are also accessible at the Court's internet site: [ecf.nysb.uscourts.gov](http://ecf.nysb.uscourts.gov) through an account obtained from the PACER website at [www.pacer.gov](http://www.pacer.gov). Creditors that wish to rely on the Schedules will have the responsibility for determining that their claims are listed accurately on the Schedules.

**QUESTIONS:**

13. Proof of claim forms and a copy of the Bar Date Order may be obtained by contacting GCG at TerreStar Corporation, c/o The Garden City Group, Inc., P.O. Box 9680, Dublin, OH 43017-4980, Telephone: (888) 872-9182. GCG cannot advise you how to, or whether you should, file a proof of claim form.
14. **A holder of a possible claim against the February Debtors should consult an attorney regarding any matters not covered by this notice, such as whether the holder should file a proof of claim.**

***BY ORDER OF THE COURT***

New York, New York

Dated: April 6, 2011

/s/ Ira S. Dizengoff

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