

*In re TerreStar Networks Inc., et. al.*  
**Chapter 11 Case No. 10-15466 (SHL) (Jointly Administered)**  
**Summary of Debtors' Responses to Objections to the**  
**(I) Disclosure Statement and (II) Solicitation/Rights Offering Procedures Motion**<sup>12</sup>

**Disclosure Statement Objections**

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<sup>1</sup> This is in summary form only. Please refer to the specific Objection or the Response for further detail.

<sup>2</sup> Capitalized terms used but not otherwise defined in this Summary and Reply Chart have the meaning provided to such terms in *the Joint Chapter 11 Plan of TerreStar Networks Inc., TerreStar National Services, Inc., 0887729 B.C. Ltd., TerreStar License Inc., TerreStar Networks Holdings (Canada) Inc., and TerreStar Networks (Canada) Inc.*

<b>Objection of the Official Committee of Unsecured Creditors [Docket No. 228]</b>			
<b>Item No.</b>	<b>Objection</b>	<b>Debtors' Response/Resolution</b>	<b>Rider No.</b>
1.	The Disclosure Statement dated November 5, 2010, was a mere placeholder and thus, the Debtors failed to provide adequate notice of the Disclosure Statement in advance of the Disclosure Statement hearing. The December 3rd "11th hour" filing of an amended Disclosure Statement did not give creditors sufficient time and did not cure the notice violation.  [Pages 7-10]	The TSN Debtors vigorously disagree with the assertion that they have not complied with the notice requirements for the Disclosure Statement Hearing and believe this argument is without merit. <i>See</i> Reply pp. 17-18.	N/A
2.	The Disclosure Statement should include estimated recovery percentages for all impaired Classes.  [Page 8]	The TSN Debtors have added additional disclosure with respect to this objection in Art. I.C(ii) of the Disclosure Statement, entitled " <i>Summary of Treatment, Estimated Range of Recoveries and Voting Rights of Claims and Interests Under the Plan.</i> "	N/A
3.	The Disclosure Statement should explain the parties that negotiated the Plan and provide further disclosure regarding the settlements embodied in the Plan.  [Page 8]	The TSN Debtors have added additional disclosure with respect to this objection in the introductory paragraphs of Art.VIII of the Disclosure Statement, entitled " <i>Description of the Joint Plan of Reorganization.</i> "	1
4.	The Disclosure Statement should include information regarding substantive consolidation of the Debtors such as (i) which settlements warrant substantive consolidation; (ii) which constituents negotiated the settlement; (iii) why there is limited substantive consolidation; (iv) an analysis of assets/liabilities for Debtors to show that substantive consolidation is appropriate; and (v) analysis of intercompany claims and explanation as to why Intercompany Claims will be reinstated.  [Pages 12-13]	To the extent this objection raises an issue of the propriety of the limited consolidation of the TSN Debtors contemplated under the Plan, this is not an objection to the adequacy of information provided by the Disclosure Statement but, rather, is an issue properly reserved for confirmation.  Nevertheless, the TSN Debtors have added additional disclosure with respect to this objection in Art. VIII.D(i) of the Disclosure Statement, entitled " <i>Limited Consolidation for Voting, Confirmation and Distribution Purposes</i> " and have included a schedule of intercompany transfers as <u>Exhibit J</u> to the Disclosure Statement.	2

5.	<p>The Disclosure Statement should clarify which Causes of Action the Debtors will retain and why it is appropriate to retain all Causes of Action for the sole benefit of the Debtors.</p> <p>[Page 14]</p>	<p>To the extent this objection raises an issue of the propriety of the treatment of Retained Causes of Action under the Plan, this is not an objection to the adequacy of information provided by the Disclosure Statement but, rather, is an issue properly reserved for confirmation.</p> <p>Nevertheless, the TSN Debtors have added additional disclosure with respect to this objection in the following sections of the Disclosure Statement:</p> <ul style="list-style-type: none"> <li>1- Art. I.F(i), entitled “<i>Filing the Plan Supplement</i>”;</li> <li>2- Art. VIII.D(xxi), entitled “<i>Preservation of Rights and Causes of Action.</i>”</li> </ul> <p>This additional language clarifies that the TSN Debtors do not believe that the Retained Causes of Action will include any actions other than potential actions under chapter 5 of the Bankruptcy Code. The TSN Debtors are working with their advisors to analyze these actions and a schedule of such Retained Causes of Action will be included in the Plan Supplement.</p>	N/A
6.	<p>The Disclosure Statement does not adequately set forth the reason that the Debtors are offering holders of Senior Exchangeable Notes a release if they vote to approve the Plan.</p> <p>[Page 14]</p>	<p>To the extent this objection raises an issue of the propriety of the releases under the Plan, this is not an objection to the adequacy of information provided by the Disclosure Statement but, rather, is an issue properly reserved for confirmation.</p> <p>Nevertheless, the TSN Debtors have added additional disclosure with respect to this objection in Art. X.E of the Disclosure Statement, entitled “<i>Standards Applicable to Releases.</i>”</p> <p>The additional disclosure provides a brief rationale for the releases in the Plan.</p>	3
7.	<p>The Disclosure Statement should address the sale and marketing process and include disclosure that the Debtors are now undertaking a duel track Plan and sale process.</p> <p>[Page 15]</p>	<p>The TSN Debtors have added additional disclosure with respect to this objection in Art. VII.G of the Disclosure Statement, entitled “<i>The TSN Debtors’ Marketing Process.</i>”</p>	4
8.	<p>The Disclosure Statement should include a description of the issues raised by the RSA and DIP motion objections.</p> <p>[Page 15]</p>	<p>The TSN Debtors have added additional disclosure with respect to this objection in Art. VI.C(i) of the Disclosure Statement, entitled “<i>Objections to the RSA.</i>”</p>	5
9.	<p>The Disclosure Statement should provide further</p>	<p>To the extent this objection raises an issue of the propriety of the</p>	N/A

	<p>clarification with regard to the Debtors' intentions with respect to assumption or rejection of Executory Contracts and Unexpired Leases and the Disclosure Statement should include the amount the TSN Debtors expect to pay to cure defaults and the potential magnitude of contract rejection damage claims.</p> <p>[Page 16]</p>	<p>procedures governing the treatment of Executory Contracts and Leases under the Plan, this is not an objection to the adequacy of information provided by the Disclosure Statement but, rather, is an issue properly reserved for confirmation.</p> <p>Nevertheless, the TSN Debtors have added additional disclosure with respect to this objection in the following sections of the Disclosure Statement:</p> <ul style="list-style-type: none"> <li>1- Art. I.F(ii), entitled "<i>Filing the Contract/Lease Schedule</i>";</li> <li>2- Art. VII.C, entitled "<i>Rejection of Executory Contracts and Unexpired Leases.</i>"</li> </ul>	
<b>10.</b>	<p>The TSN Debtors should disclose the identity and affiliations of any individual proposed to serve, after confirmation, as a director or officer of the Reorganized Debtors and the compensation of these individuals.</p> <p>[Page 16]</p>	<p>To the extent this objection raises an issue of the TSN Debtors' compliance with section 1129(a)(5) of the Bankruptcy Code, this is not an objection to the adequacy of information provided by the Disclosure Statement but, rather, is an issue properly reserved for confirmation.</p> <p>Nevertheless, the TSN Debtors have made modifications to the Plan in Art. V.K to address this objection and have added additional disclosure with respect to this objection in Art. VIII.D(xi) of the Disclosure Statement, entitled "<i>Officers of Reorganized TSN Debtors.</i>"</p> <p>The additional language clarifies that the officers of each of the Reorganized Debtors will be determined by the New Boards of each of the Reorganized Debtors.</p>	N/A
<b>11.</b>	<p>The Disclosure Statement should describe the issues that may be raised with respect to reinstatement of the PMCA, which will impact the ability of the Debtors to confirm the Plan.</p> <p>[Page 16]</p>	<p>To the extent this objection raises an issue of the TSN Debtors' compliance with section 1124 of the Bankruptcy Code, this is not an objection to the adequacy of information provided by the Disclosure Statement but, rather, is an issue properly reserved for confirmation.</p> <p>Nevertheless, the TSN Debtors have added additional disclosure with respect to this objection in Art. XI.A(viii) of the Disclosure Statement, entitled "<i>There may be litigation regarding the ability of the TSN Debtors to reinstate the PMCA.</i>"</p>	6
<b>12.</b>	<p>The Disclosure Statement should include the fact that a UCC-3 termination statement was filed by the Senior Secured Noteholders with respect to the alleged lien on the</p>	<p>The TSN Debtors have added additional disclosure with respect to this objection in Art. XI.A(vii) of the Disclosure Statement, entitled "<i>There may be litigation regarding the collateral securing the Senior Secured Notes,</i></p>	7

	Debtors' interest in the second satellite. [Page 17]	<i>which would delay confirmation of the Plan and erode the value of the TSN Debtors' estates."</i>	
13.	The Plan should be revised to reflect that any excess New Common Stock should be redistributed pro rata to the appropriate Class. [Page 17]	This objection is not an objection to the adequacy of information provided by the Disclosure Statement, but, rather is an issue properly reserved for confirmation. The Plan proposes to cancel any excess New Common Stock. Such cancellation inures to the benefit of all holders of such New Common Stock as it increases the value of the shares of New Common Stock held at the time of cancellation.	N/A
14.	The releases under the Plan are unduly broad and render the Plan unconfirmable on its face. [Pages 19-21]	This objection is not an objection to the adequacy of information provided by the Disclosure Statement, but, rather is an issue properly reserved for confirmation. The TSN Debtors' do not believe this objection renders the Plan unconfirmable on its face. <i>See Reply pp. 10-11.</i>  Nevertheless, the TSN Debtors have added additional disclosure with respect to this objection in Art. X.E of the Disclosure Statement, entitled " <i>Standards Applicable to Releases.</i> "  The additional disclosure provides a brief rationale for the releases in the Plan.	3
15.	The Disclosure Statement should include factual information that shows the estate has received consideration for the non-Debtor third party release for each of the Released Parties and as to why creditors should provide a third party release of their own claims as well as a description of investigation of claims being released. [Page 21]	To the extent this objection raises an issue of the propriety of the releases under the Plan, this is not an objection to the adequacy of information provided by the Disclosure Statement but, rather, is an issue properly reserved for confirmation.  Nevertheless, the TSN Debtors have added additional disclosure with respect to this objection in Art. X.E of the Disclosure Statement, entitled " <i>Standards Applicable to Releases.</i> "  The additional disclosure provides a brief rationale for the releases in the Plan.	3
16.	The Disclosure Statement should disclose that the TSN Debtors may not be able to confirm a plan under section 1129 of the Bankruptcy Code because given EchoStar's potential insider status, the Convenience Class may be gerrymandered and not considered an impaired class. [Pages 23-24]	To the extent this objection raises an issue of the TSN Debtors' compliance with section 1129 of the Bankruptcy Code, this is not an objection to the adequacy of information provided by the Disclosure Statement but, rather, is an issue properly reserved for confirmation.  Nevertheless, the TSN Debtors have added additional disclosure with respect to this objection in Art. XI.A(i) of the Disclosure Statement, entitled " <i>The TSN Debtors may not be able to obtain Confirmation of the Plan.</i> "	8

17.	The Disclosure Statement should explain whether the TSN Debtors can cram down Class 3 Claims by providing equity if it is nonconsensual plan.  [Page 25]	To the extent this objection raises an issue of the TSN Debtors' compliance with section 1129 of the Bankruptcy Code, this is not an objection to the adequacy of information provided by the Disclosure Statement but, rather, is an issue properly reserved for confirmation.  Nevertheless, the TSN Debtors have added additional disclosure with respect to this objection in Art. XI.A(i) of the Disclosure Statement, entitled " <i>The TSN Debtors may not be able to obtain Confirmation of the Plan.</i> "	8
18.	The Plan was not proposed in good faith.  [Pages 25-26]	This objection is not an objection to the adequacy of information provided by the Disclosure Statement, but, rather is an issue properly reserved for confirmation. The TSN Debtors' vigorously dispute this allegation and do not believe this objection renders the Plan unconfirmable on its face. <i>See</i> Reply pp. 12-13.  Nevertheless, the TSN Debtors have added additional disclosure with respect to this objection in Art. X.D of the Disclosure Statement, entitled " <i>Requirements for Confirmation of the Plan.</i> "	N/A
19.	The Plan may not be feasible.  [Pages 26-27]	To the extent this objection raises an issue of the TSN Debtors' compliance with section 1129 of the Bankruptcy Code, this is not an objection to the adequacy of information provided by the Disclosure Statement but, rather, is an issue properly reserved for confirmation. The TSN Debtors' vigorously dispute this allegation and do not believe this objection renders the Plan unconfirmable on its face. <i>See</i> Reply pp. 13-14.  Nevertheless, the TSN Debtors have added additional disclosure with respect to this objection in Art. X.G of the Disclosure Statement, entitled " <i>Feasibility/Financial Projections.</i> "	N/A
<b>Objection of Harbinger Capital Partners LLC [Docket No. 229]</b>			
Item No.	Objection	Debtors' Response/Resolution	Rider No.
20.	The TSN Debtors failed to meet the 28-day notice requirement of Bankruptcy Rule 2002(b). The Bankruptcy Court should reschedule the Objection Deadline and Disclosure Statement Hearing to no earlier than 28 days from the date on which the real disclosure statement was filed, December 2, 2010  [Pages 1-2, 9-10]	This objection is substantively similar to that described in Item 1, above, and the response to Item 1 is incorporated here by reference.	N/A

21.	The Disclosure Statement should include the estimated recovery for Class , Class 5, Class 6 and Class 7 creditors. [Page 8]	This objection is substantively similar to that described in Item 2, above, and the response to Item 2 is incorporated here by reference.	N/A
22.	The Disclosure Statement should include the percentage of New Common Stock going to holders of Senior Exchangeable Notes Claims versus holders of Other Unsecured Claims. [Page 8]	The TSN Debtors have added additional disclosure with respect to this objection in the following sections of the Disclosure Statement:  1- Art. VIII.B(iii)(e), entitled “ <i>Class 5—Senior Exchangeable Notes</i> ”; and  2- Art. VIII.B(iii)(f), entitled “ <i>Class 6—Other Unsecured Claims.</i> ”	9
23.	The Disclosure Statement should include which issues specifically will be settled under the Plan. [Page 8]	This objection is substantively similar to that described in Item 3, above, and the response to Item 3 is incorporated here by reference.	1
24.	The Disclosure Statement should include Exhibits D, E and F. [Page 8]	The Disclosure Statement includes Exhibits D, E and F.	N/A
25.	The Disclosure Statement should include the price at which the New Preferred Stock will be issued under the EPCA. [Page 8]	The TSN Debtors have added additional disclosure with respect to this objection in Art. VIII.D(v)(c) of the Disclosure Statement, entitled “ <i>The Backstop Commitment and Overallotment.</i> ”	N/A
26.	The Disclosure Statement should include the number of initial shares of New Common Stock to be issued and outstanding as of the Effective Date of the Plan. [Page 8]	The TSN Debtors have made modifications to the Plan in Art. I.A(81) to address this objection and have added additional disclosure with respect to this objection in Art. VIII.D(iv)(a) of the Disclosure Statement, entitled “ <i>Issuance of New Common Stock.</i> ”	N/A
27.	The Disclosure Statement should include the aggregate amount of PMCA Claims, Senior Exchangeable Notes Claims and Senior Secured Notes Claims. [Page 8]	The TSN Debtors have added additional disclosure with respect to this objection in Art. I.C(ii) of the Disclosure Statement, entitled “ <i>Summary of Treatment, Estimated Range of Recoveries and Voting Rights of Claims and Interests Under the Plan.</i> ”	N/A
28.	The Plan violates section 1123(a)(4) of the Bankruptcy Code because some members of Class 6 will be able to participate in the Rights Offering while others will not. [Page 15]	To the extent this objection raises an issue of the TSN Debtors’ compliance with section 1123(a)(4) of the Bankruptcy Code, this is not an objection to the adequacy of information provided by the Disclosure Statement but, rather, is an issue properly reserved for confirmation.  Nevertheless, the TSN Debtors have made modifications to the Rights	N/A

		<p>Offering Procedures, the Plan in Arts. I.A(24), (25) and (26) to address this objection and have added additional disclosure with respect to this objection in the following sections of the Disclosure Statement:</p> <ol style="list-style-type: none"> <li>1- Art. VII.I, entitled “<i>Motions Relating to the Rights Offering</i>”; and</li> <li>2- Art. VIII, entitled “<i>Description of the Joint Plan of Reorganization</i>”</li> <li>3- Art. VIII.B(iii)(c), entitled “<i>Class 3—Senior Secured Notes</i>”;</li> <li>4- Art. VIII.B(iii)(e), entitled “<i>Class 5—Senior Exchangeable Notes</i>”; and</li> <li>5- Art. VIII.B(iii)(f), entitled “<i>Class 6—Other Unsecured Claims.</i>”</li> </ol> <p>The additional disclosure clarifies that the holders of Allowed Other Unsecured Claims at the TSN Debtors have claims that are different in nature (and obligor) than the holders of the Senior Exchangeable Notes Claims. In addition, the TSN Debtors received numerous responses to their proposed Rights Offering Procedures as such procedures related to the holders of Allowed Other Unsecured Claims (and the effect of those procedures on holders of Senior Exchangeable Notes Claims). As a result of these considerations, the TSN Debtors determined that instead of granting to holders of Allowed Other Unsecured Claims rights to participate in the Rights Offering, the TSN Debtors instead would distribute to such holders additional common stock equal to the value of the Rights they otherwise would have received. Further, in order to ensure that the TSN Debtors would still be conducting a \$125 million Rights Offering, the TSN Debtors determined to re-allocate the Rights that had previously been given to holders of Allowed Other Unsecured Claims to holders of Claims in Classes 3 and 5, on a pro rata basis.</p>	
29.	<p>The Plan violates section 1123(a)(4) of the Bankruptcy Code because the releases provided for in the Plan will accord those members of Class 5 who accept the plan, but not those who reject it, additional consideration beyond their pro rata share from the pool of the Class 5 distribution.</p> <p>[Page 16-17]</p>	<p>This objection is not an objection to the adequacy of information provided by the Disclosure Statement, but, rather is an issue properly reserved for confirmation. Section 1123(a)(4) requires that a plan of reorganization “provide the same treatment for each claim or interest of a particular class”—not equal treatment of claimants in the same class. See <i>In re Adelpia</i>, 368 B.R. 140, 249-50 (Bankr. S.D.N.Y. 2007) (finding differing treatment of claimants with respect to releases did not violate</p>	N/A



		<p>section 1123(a)(4)) [1]. Section 1123(a)(4) does not require that each creditor in the same class be given identical treatment under the Plan. Although only those members of the Class 5 who vote to accept the Plan shall be given the benefit of the Plan’s releases, recoveries on account of Senior Exchange Note Claims are not affected by whether holders of such claims vote to accept or reject the Plan. Accordingly, Harbinger’s assertion that the Plan violates Section 1123(a)(4) of the Bankruptcy Code lacks merit.</p> <p>As Harbinger acknowledges in its objection, the “key inquiry under [section] 1123(a)(4) is not whether all of the claimants in a class obtain the same thing, but whether they have the same opportunity.” Harbinger Objection at 14 (<i>citing In re Dana Corp.</i>, 412 B.R. 53, 62 (Bankr. S.D.N.Y. 2009) and <i>In re Joint E. &amp; S. Dist. Litig.</i>, 982 F.2d 721, 749 (2nd Cir. 1992)) (emphasis added). Under the Plan, the holders of Class 5 and Class 6 are given the same opportunity to obtain releases by voting to accept the Plan. Therefore, the claims are treated the same for purposes of section 1123(a)(4). Accordingly, the objections concerning the releases are both untimely and incorrect and should be overruled.</p>	
<b>30.</b>	<p>The releases under the Plan are unduly broad and violate case law in this Circuit.</p> <p>[Pages 17-21]</p>	<p>This objection is substantively similar to that described in Item 14, above, and the response to Item 14 is incorporated here by reference.</p>	3
<b>31.</b>	<p>The Disclosure Statement must include the following with respect to deemed substantive consolidation (1) why the requirements for substantive consolidation are satisfied, (2) the effects on creditors of substantive consolidation, (3) evidence that creditors actually and reasonably viewed the TSN Debtors as a single economic unit and did not rely on their separate identities when extending credit and (4) an explanation of whether the TSN Debtors are basing their deemed substantive consolidation upon the entanglement prong, whether the affairs of the debtors are so entangled consolidation will benefit all creditors, and if so, what facts support it.</p> <p>[Pages 24-27]</p>	<p>This objection is substantively similar to that described in Item 4, above, and the response to Item 4 is incorporated here by reference.</p>	2
<b>32.</b>	<p>The Disclosure Statement should include a description of how each creditor of each entity would be treated in absence of substantive consolidation compared to how they are</p>	<p>The TSN Debtors have added additional disclosure with respect to this objection in Art. VIII.D(i) of the Disclosure Statement, entitled “<i>Limited</i></p>	2

	treated under the Plan. [Page 28]	<i>Consolidation for Voting, Confirmation and Distribution Purposes.”</i>	
33.	The Disclosure Statement must explain whether the TSN Debtors are attempting to use substantive consolidation to circumvent chapter 11 plan requirements incapable of being satisfied without consolidation. [Page 28]	This objection is not an objection to the adequacy of information provided by the Disclosure Statement, but, rather is an issue properly reserved for confirmation. The TSN Debtors’ believe that substantive consolidation is reasonable and appropriate under the circumstances. <i>See</i> Reply pp. 15-17.	N/A
34.	The Disclosure Statement should include a description of the TSN Debtors’ assets available for distribution, the value of those assets, and the extent to which the assets secure any of the TSN Debtors’ obligations. [Pages 29-30]	The TSN Debtors have added additional disclosure with respect to this objection in Art. VIII.D(i) of the Disclosure Statement, entitled “ <i>Limited Consolidation for Voting, Confirmation and Distribution Purposes</i> ” and in <u>Exhibit I</u> to the Disclosure Statement.	N/A
35.	The Disclosure Statement should disclose all claims against the TSN Debtors. [Pages 30-32]	The Bar Date has not yet passed and thus, the TSN Debtors do not have details with respect to all claims that may be asserted against them in the chapter 11 cases. For information with respect to the claims against the TSN Debtors, creditors may review the Schedules filed on November 8, 2010, by each of the TSN Debtors. The TSN Debtors have provided additional disclosure with respect to this objection in <u>Exhibit I</u> of the Disclosure Statement.	N/A
36.	The Disclosure Statement should disclose that a potential fraudulent transfer claim exists at TSN on account of the \$32 million capital contribution made by Motient Ventures Holding Inc. to TSN. [Page 30]	The TSN Debtors have added additional disclosure with respect to this objection in Art. II.B(ii) of the Disclosure Statement, entitled “ <i>Significant Contracts.</i> ”	N/A
37.	The Disclosure Statement should specify which claims are disputed and undisputed. [Page 30-31]	The TSN Debtors have added additional disclosure with respect to this objection in Art. XI.A(v) of the Disclosure Statement, entitled “ <i>The TSN Debtors may object to the amount or classification of a Claim.</i> ”  The additional language notes that Harbinger has asserted that the TSN Debtors should disclose which unsecured claims are disputed and undisputed, as of the date of this Disclosure Statement the TSN Debtors’ have not disputed any claims other than as set forth in their Schedules filed on November 8, 2010.	N/A
38.	The Disclosure Statement should list the estimated amount of allowed claims in each class.	The TSN Debtors have added additional disclosure with respect to this objection in Art. I.C(ii) of the Disclosure Statement, entitled “ <i>Summary of</i>	N/A

	[Page 31]	<i>Treatment, Estimated Range of Recoveries and Voting Rights of Claims and Interests Under the Plan.</i>	
39.	<p>The Disclosure Statement should specify whether the Senior Secured Noteholders hold a deficiency claim and if so, whether it would be classified in Class 5 with the Senior Exchangeable Noteholders' claims or in another class.</p> <p>[Page 31]</p>	<p>The TSN Debtors have made modifications to clarify the Plan with respect to this objection in Arts. I.A(98) and (134), and have added additional disclosure with respect to this objection in the following sections of the Disclosure Statement:</p> <ol style="list-style-type: none"> <li>1- Art. I.C(i), of the Disclosure Statement, entitled "<i>Summary of Classification of Claims and Interests Under the Plan</i>";</li> <li>2- Art. VIII.B(iii)(e), entitled "<i>Class 5—Senior Exchangeable Notes</i>"; and</li> <li>3- Art. VIII.B(iii)(f), entitled "<i>Class 6—Other Unsecured Claims.</i>"</li> </ol> <p>The additional language clarifies that pursuant to the Bankruptcy Rule 9019 settlement embodied by the Plan, any deficiency claim held by holders of Senior Secured Notes Claims shall not be a Senior Exchangeable Notes Claim or an Other Unsecured Claim and shall not share in the distribution to creditors in Class 5 or Class 6.</p>	N/A
40.	<p>The Disclosure Statement should disclose how the 3% of the equity that is being allocated to unsecured creditors is divided between the two classes of general unsecured creditors under the Plan – Class 5 and Class 6.</p> <p>[Page 32]</p>	<p>The TSN Debtors have made modifications to clarify the Plan with respect to this objection in Arts. I.A(25) and (26), and have added additional disclosure with respect to this objection in the following sections of the Disclosure Statement:</p> <ol style="list-style-type: none"> <li>1- I.C(ii), of the Disclosure Statement, entitled "<i>Summary of Treatment, Estimated Range of Recoveries and Voting Rights of Claims and Interests Under the Plan</i>";</li> <li>2- Art. VIII.B(iii)(e), entitled "<i>Class 5—Senior Exchangeable Notes</i>"; and</li> <li>3- Art. VIII.B(iii)(f), entitled "<i>Class 6—Other Unsecured Claims.</i>"</li> </ol>	9
41.	<p>The Disclosure Statement should disclose that the TSN Debtors may be in a position to add value by monetizing TerreStar-2.</p> <p>[Page 33]</p>	<p>The TSN Debtors have added additional disclosure with respect to this objection in Art. IV.B(ii), of the Disclosure Statement, entitled "<i>Significant Contracts.</i>"</p>	10
42.	<p>The Disclosure Statement should disclose, in the Liquidation Analysis, whether any theories exist under</p>	<p>The TSN Debtors have added additional disclosure with respect to this objection in Art. X.F of the Disclosure Statement, entitled "<i>Best Interests of</i></p>	11

	which TSN, in event of a liquidation and rejection of the agreement with Loral for TerreStar-2, could recover in full all amounts paid by TSN to Loral for TerreStar-2.  [Page 33]	<i>Creditors/Liquidation Analysis.”</i>	
43.	The subscription forms for the Rights Offering that will be mailed as part of the Solicitation Packages should be attached to the Disclosure Statement.  [Page 33]	The TSN Debtors intend to include the subscription forms for the Rights Offering in <u>Exhibit H</u> to the Disclosure Statement once such form has been approved by the Bankruptcy Court.	N/A
<b>Objection of Sprint Nextel Corporation [Docket No. 233]</b>			
<b>Item No.</b>	<b>Objection</b>	<b>Debtors’ Response/Resolution</b>	<b>Rider No.</b>
44.	The Disclosure Statement should discuss (a) the two factors that render substantive consolidation appropriate: (i) creditors dealt with the entities as a single economic unit; or (ii) the affairs of the debtors are so entangled that consolidation will benefit all creditors and (b) why the proposed substantive consolidation is in the best interests of the creditors of each Debtor entity and the reason the Debtors are seeking substantive consolidation, including the facts the Debtors believe justify substantive consolidation.  [Page 7]	This objection is substantively similar to that described in Item 4, above, and the response to Item 4 is incorporated here by reference.	2
45.	The Disclosure Statement should include a description of how each creditor of each entity would be treated in absence of substantive consolidation compared to how they are treated under the Plan.  [Page 8]	This objection is substantively similar to that described in Item 32, above, and the response to Item 32 is incorporated here by reference.	2
46.	A complete liquidation analysis should be provided on an entity-by-entity basis.  [Page 8]	This objection is not an objection to the adequacy of information provided by the Disclosure Statement, but, rather is an issue properly reserved for confirmation.	N/A
47.	The Disclosure Statement should include the projected ownership interest that EchoStar will have in the reorganized entities.	The TSN Debtors have added additional disclosure with respect to this objection in Art. XI.B(v) of the Disclosure Statement, entitled “ <i>The Reorganized Debtors May Be Controlled By a Small Number of Holders.</i> ”	N/A

	[Page 8]		
48.	The Disclosure Statement should provide information regarding the extent to which EchoStar will be able to effectively control the reorganized entities through its ownership of a majority of stock in the reorganized entities.  [Page 8]	The TSN Debtors have added additional disclosure with respect to this objection in Art. XI.B(v) of the Disclosure Statement, entitled “ <i>The Reorganized Debtors May Be Controlled By a Small Number of Holders.</i> ”	N/A
49.	The Disclosure Statement should disclose how EchoStar intends to utilize the Debtors and their assets and whether the business the Debtors will actually conduct under EchoStar’s control will be the same or different from their prior business model.  [Page 9]	The TSN Debtors do not believe any additional disclosure is necessary. The TSN Debtors have provided projections setting forth management’s views as to the Reorganized Debtors. The TSN Debtors’ reorganized business operations will be determined by the New Board of Directors and its management.	N/A
50.	The Disclosure Statement should include financial projections based on what the Debtors’ business will actually be after EchoStar obtains control and not based upon projections prepared when the Debtors were anticipating that they would be a stand-alone enterprise with revenues generated primarily by individual phone customers (Roam-in business plan).  [Page 9]	The TSN Debtors do not believe any additional disclosure is necessary. The TSN Debtors have provided projections setting forth management’s views as to the reorganized Debtors. The TSN Debtors’ reorganized business operations will be determined by the New Board of Directors and its management.	N/A
51.	The Disclosure Statement should explain the assumptions in the Financial Projections that AT&T is the sole seller of Roam-in services and that there will be no revenues derived from the S-Band spectrum, other than revenues derived from Roam-in Business and the financial projections, and resulting valuation, need to be revised to properly account for additional revenue that may be generated in addition to revenue from AT&T, or at minimum, the Debtors need to provide explanation regarding why they believe it is reasonable to believe that AT&T will be its only source of income..  [Pages 9-10]	To the extent this objection raises an issue with respect to the TSN Debtors’ valuation analysis or methodology employed in preparation of such analysis, this is not an objection to the adequacy of information provided by the Disclosure Statement but, rather, is an issue properly reserved for confirmation. <i>See, e.g., In re Keisler</i> , Case No. 08-34321, 2009 WL 1851413, *at 5 (Bankr. E.D. Tenn. June 29, 2009) (noting that valuation is not necessary to the determination of whether a disclosure statement contains adequate information and that valuation is strictly a confirmation issue); <i>In re Calpine Corp.</i> , Case No. 05-60200, 2007 WL 2908200, at *1 (Bankr. S.D.N.Y. Oct. 4, 2007) (noting that court will determine the debtor’s enterprise value based on the evidence presented at the confirmation hearing); <i>Floyd v. Hefner</i> , Case No. H-03-5693, 2006 WL 2844245, at *31 (S.D. Tex. Sep. 29, 2006) (noting that the Bankruptcy Code permits a court to approve a disclosure statement without a valuation or appraisal of a debtor’s assets); <i>In re Williams Commc’ns</i> , 281 B.R. 216, 221 (Bankr. S.D.N.Y. 2002) (noting that valuation is a proper issue for	12

		confirmation). Nevertheless, the TSN Debtors have added additional disclosure with respect to this objection in Art. X.J of the Disclosure Statement, entitled “ <i>Valuation of the TSN Debtors.</i> ”	
<b>Objection of Ad Hoc Group of Holders of 15% Senior Secured Notes [Docket No. 234]</b>			
<b>Item No.</b>	<b>Objection</b>	<b>Debtors’ Response/Resolution</b>	<b>Rider No.</b>
52.	The Disclosure Statement fails to disclose the potential risks that the Plan will not be confirmed because it is susceptible to the “unfair discrimination” objections on the basis that the New Common Stock distributions and the Rights to New Preferred Stock do not contain sufficient minority shareholder rights.  [Page 3, 7]	To the extent this objection raises an issue of the TSN Debtors’ compliance with section 1129(b) of the Bankruptcy Code, this is not an objection to the adequacy of information provided by the Disclosure Statement but, rather, is an issue properly reserved for confirmation.  Nevertheless, the TSN Debtors have added additional disclosure with respect to this objection in the following sections of the Disclosure Statement:  1- Art. X.I(i), of the Disclosure Statement, entitled “ <i>No Unfair Discrimination</i> ”; and  2- Art. XI.A(i), of the Disclosure Statement, entitled “ <i>The TSN Debtors may not be able to obtain Confirmation of the Plan.</i> ”	13
53.	The Disclosure Statement fails to disclose the potential risks that the Plan will not be confirmed if EchoStar is found to be an “insider” as defined in the Bankruptcy Code.  [Page 3, 7]	This objection is substantively similar to that described in Item 16, above, and the response to Item 16 is incorporated here by reference.	8
54.	The Disclosure Statement fails to disclose the apparent inclusion in the valuation analysis enclosed in the Disclosure Statement of the proceeds of the rights offering in calculating the total enterprise value of the Debtors.  [Page 7]	To the extent this objection raises an issue with respect to the TSN Debtors’ valuation analysis or methodology employed in preparation of such analysis, this is not an objection to the adequacy of information provided by the Disclosure Statement but, rather, is an issue properly reserved for confirmation. <i>See, supra</i> , Item 51 and accompanying citations.  Nevertheless, the TSN Debtors have added additional disclosure with respect to this objection in Art. X.G of the Disclosure Statement, entitled “ <i>Feasibility/Financial Projections.</i> ”  The additional language clarifies that among other things, and as more fully set forth in <u>Exhibit E</u> to the Disclosure Statement, the Plan is based on a	N/A

		\$125 million rights offering (which assumes that \$100 million will be backstopped by EchoStar). The Overallotment related to the backstop, which may be exercised by the Plan Sponsor in its sole discretion, is included in the estimated recoveries.	
55.	The Disclosure Statement fails to disclose the applicable prepayment premium (i.e., “make-whole claim”) arising from the indenture for the 15% Notes and its relevance in calculating the allowed claims of the holders of 15% Notes. [Page 7]	The TSN Debtors have added additional disclosure with respect to this objection in the following sections of the Disclosure Statement:  1- Art. XI.A(ix), entitled “ <i>There may be litigation regarding the Makewhole Premium under the Senior Secured Notes Indenture</i> ”; and  2- Art. XI.F(i), entitled “ <i>The Recovery to holders of Allowed Claims Cannot Be Stated With Absolute Certainty.</i> ”	14
<b>Objection of Deutsche Bank National Trust Company, as Indenture Trustee [Docket No. 235]</b>			
<b>Item No.</b>	<b>Objection</b>	<b>Debtors’ Response/Resolution</b>	<b>Rider No.</b>
56.	The Disclosure Statement should be modified to include the Debtors’ intentions with respect to creating any value or market for the New Common Stock being given to the Senior Exchangeable Noteholders or Other Unsecured Creditors and to include a realistic assessment of the implications to the Senior Exchangeable Noteholders and Other Unsecured Creditors. [Page 4]	The TSN Debtors have added additional disclosure with respect to this objection in Art. XI.B(i), of the Disclosure Statement entitled “ <i>A Liquid Trading Market For The New Common Stock Or New Preferred Stock May Not Develop.</i> ”	15
57.	The Plan and Disclosure Statement should describe how the Indenture Trustee’s fees and expenses will be paid. [Page 4-5]	The TSN Debtors have modified the Plan and the Disclosure Statement to address this request. <i>See</i> Disclosure Statement at Art. VIII.D(xxii), entitled “ <i>Payment of Fees and Expenses of the Indenture Trustees and Purchase Money Agent</i> ”; Plan at Art. V.V, entitled “ <i>Payment of Fees and Expenses of the Indenture Trustees and Purchase Money Agent.</i> ”	N/A
58.	The Plan and Disclosure Statement should preserve, under Article VIII.D.6, the Indenture Trustee’s right to have such fees and expenses satisfied out of distributions to the Senior Exchangeable Noteholders should the TSN Debtors not pay the Indenture Trustee’s fees and expenses in cash on the	The TSN Debtors have modified the Plan and the Disclosure Statement to address this request. <i>See</i> Disclosure Statement at Art. VIII.D(vi), entitled “ <i>Cancellation of Securities and Agreements</i> ”; Plan at Art. V.F, entitled “ <i>Cancellation of Securities and Agreements.</i> ”	N/A

	Effective Date. [Page 6]		
59.	The Plan and Disclosure Statement should disclose the effect of the Trustee’s exercise of its rights under sections 6.10 and 7.06 of the Indenture on the recoveries of the Senior Exchangeable Noteholders, including current amount or range of fees and expenses incurred. [Page 6]	The TSN Debtors do not believe such disclosure is required.	N/A
60.	To the extent that the Senior Exchangeable Noteholders are to receive New Common Stock, the TSN Debtors should disclose that, should the Indenture Trustee be required to exercise its charging lien, the Indenture Trustee may not be able to sell all or any portion of the New Common Stock to satisfy its fees, and that a low market price could adversely affect the Senior Exchangeable Noteholders’ net recovery. [Page 6]	The TSN Debtors have added additional disclosure with respect to this objection in Art. VIII.F(vii)(a) of the Disclosure Statement, entitled “ <i>Delivery of Distributions and Undeliverable or Unclaimed Distributions.</i> ”	N/A
61.	The Disclosure Statement should be clear as to how, precisely, the New Common Stock will be distributed to the Senior Exchangeable Noteholders. [Page 8]	The TSN Debtors have modified the Plan and the Disclosure Statement to address this objection. <i>See</i> Disclosure Statement at Art. VIII.F(vii)(a), entitled “ <i>Delivery of Distributions and Undeliverable or Unclaimed Distributions</i> ”; Plan at Art. VII.G, entitled “ <i>Delivery of Distributions and Undeliverable or Unclaimed Distributions.</i> ”	N/A
<b><i>Objection of Solus Alternative Asset Management LP [Docket No. 240]</i></b>			
<b>Item No.</b>	<b>Objection</b>	<b>Debtors’ Response/Resolution</b>	<b>Rider No.</b>
62.	The Disclosure Statement should include disclosure regarding EchoStar’s current ownership interests in TSN and to discuss the implication of EchoStar’s status as an affiliate and insider of TSN, including the impact of this status on EchoStar’s ability to vote on a chapter 11 plan. [Page 6]	This objection is substantively similar to that described in Item 16, above, and the response to Item 16 is incorporated here by reference.	8
63.	The Disclosure Statement should include additional information regarding the basis for allocating Rights to purchase New Preferred Stock among holders of Class 5	The TSN Debtors have added additional disclosure with respect to this objection in the following sections of the Disclosure Statement: 1- Art. VIII.B(iii)(e), entitled “ <i>Class 5—Senior Exchangeable</i>	9



	and Class 6 claims. [Page 7]	<i>Notes</i> "; and 2- Art. VIII.B(iii)(f), entitled " <i>Class 6—Other Unsecured Claims.</i> "	
64.	The Disclosure Statement should include the aggregate amount of the Senior Secured Notes and whether any makewhole premium is payable in respect of those notes, including a clear statement of the TSN Debtors' position with respect to the calculation of the makewhole premium. [Page 7-8]	This objection is substantively similar to that described in Item 55, above, and the response to Item 55 is incorporated here by reference.	14
65.	The Disclosure Statement should disclose (a) the consideration paid for the \$32 million intercompany transfer that originated at TerreStar 1.4 Holdings LLC, passed through TerreStar Holdings Inc. and Motient Ventures Holding Inc., and ultimately ended up at TSN, (b) whether the entities were solvent at the time of the transfer and (c) the risks that TSN might be required to return the \$32 million conveyance. [Page 8-9]	This objection is substantively similar to that described in Item 36, above, and the response to Item 36 is incorporated here by reference.	N/A
66.	The Disclosure Statement should include additional information regarding the TSN Debtors' views on potential liability in respect of claims asserted by Sprint, including whether any TerreStar entity other than the entity holding the relevant S-band license may be liable in respect thereof. [Page 9]	The TSN Debtors have added additional disclosure with respect to this objection in Art. XI.A(ix), of the Disclosure Statement, entitled " <i>There may be litigation regarding which of the TSN Debtors are liable for the Sprint/Nextel Corporation Claim.</i> "	16
67.	The Disclosure Statement should discuss the TSN Debtors' receptiveness to alternative bids from potential acquirers, including the timing and process applicable to such alternative bids. [Page 10-12]	This objection is substantively similar to that described in Item 7, above, and the response to Item 7 is incorporated here by reference.	4
68.	The Disclosure Statement should include additional information regarding the factual basis for the proposed "deemed substantive consolidation" of the TSN Debtors' estates. [Page 12-14]	This objection is substantively similar to that described in Item 4, above, and the response to Item 4 is incorporated here by reference.	2

<b>69.</b>	There is no basis for the “deemed” substantive consolidation of the TSN Debtors.  [Page 15-17]	This objection is not an objection to the adequacy of information provided by the Disclosure Statement, but, rather is an issue properly reserved for confirmation. The TSN Debtors’ believe that substantive consolidation is reasonable and appropriate under the circumstances and that this objection does not render the Plan unconfirmable on its face. <i>See</i> Reply pp. 15-17.	N/A
<b><i>Informal Inquiry by Counsel to U.S. Bank National Trust Company, as Indenture Trustee</i></b>			
<b>Item No.</b>	<b>Objection</b>	<b>Debtors’ Response/Resolution</b>	<b>Rider No.</b>
<b>70.</b>	Requested revision to the Plan and Disclosure Statement to clarify distribution mechanics.	The TSN Debtors have modified the Plan and the Disclosure Statement to address this request. <i>See</i> Disclosure Statement at Art. VIII.F(vii)(a), entitled “ <i>Delivery of Distributions and Undeliverable or Unclaimed Distributions</i> ”; Plan at Art. VII.G, entitled “ <i>Delivery of Distributions and Undeliverable or Unclaimed Distributions</i> .”	N/A
<b>71.</b>	Requested revision to the Plan and Disclosure Statement to eliminate the reserve for future fees and expenses of the Indenture Trustees.	The TSN Debtors have modified the Plan and the Disclosure Statement to address this request. <i>See</i> Disclosure Statement at Art. VIII.D(vi), entitled “ <i>Cancellation of Securities and Agreements</i> ”; Plan at Art. V.F, entitled “ <i>Cancellation of Securities and Agreements</i> .”	N/A
<b><i>Informal Inquiry by the Office of the United States Trustee for the Southern District of New York</i></b>			
<b>Item No.</b>	<b>Objection</b>	<b>Debtors’ Response/Resolution</b>	<b>Rider No.</b>
<b>72.</b>	Requested revision to the Disclosure Statement to include a discussion of the legal standard applicable to releases.	The TSN Debtors have modified the Disclosure Statement to address this request. <i>See</i> Disclosure Statement at Art. X.E, entitled “ <i>Standards Applicable to Releases</i> .”	3
<b>73.</b>	Requested revision to the Plan and Disclosure Statement to include certain clarifying carve-out language to the Exculpation provision in the Plan.	The TSN Debtors have modified the Plan and the Disclosure Statement to address this request. <i>See</i> Disclosure Statement at Art. VIII.H(iv), entitled “ <i>Exculpation</i> ”; Plan at Art. IX.D, entitled “ <i>Exculpation</i> .”	N/A

<b>Objection of Sprint Nextel Corporation to the Solicitation/Rights Offering Procedures Motion [Docket No. 227]</b>			
<b>Item No.</b>	<b>Objection</b>	<b>Debtors' Response/Resolution</b>	<b>Rider No.</b>
<b>1.</b>	<p>The proposed voting and tabulation procedures fail to clarify how claims will be counted for voting purposes in the event an objection is filed.</p> <ul style="list-style-type: none"> <li>• The voting and tabulation procedures suggest that for voting purposes, claims will be allowed in the amount of the filed claim, while the Disclosure Statement suggests that claims subject to a pending objection will not be counted for voting purposes.</li> <li>• The voting and tabulation procedures do not provide a deadline by which the TSN Debtors must object to a claim for it to be disallowed for voting purposes.</li> <li>• If the Debtors do not intend to object to claims, the procedures should be revised to clarify that claims will be allowed for voting purposes in the liquidated amount set forth in a timely filed proof of claim.</li> </ul>	<p>The TSN Debtors have resolved this issue. The Voting Procedures have also been revised to clarify, among other things, unsecured creditors who timely who have filed proofs of claim by the relevant claims bar date (or deemed timely filed by the Court under applicable law) asserting a claim amount other than the amount listed in the Debtors' schedules, then the claim amount listed in the timely filed proof of claim will count as the claim amount associated with the respective unsecured creditor's vote (regardless of whether an objection to such proof of claim is filed). In other words, voting creditors will vote in the amount asserted in their proof of claim.</p>	N/A
<b>2.</b>	<p>The confirmation procedures fail to provide any deadlines for discovery and other pre-trial procedures. Sprint proposes the following timeline:</p> <ul style="list-style-type: none"> <li>• Written discovery requests must be served no later than December 31, 2010.</li> <li>• Responses to written discovery requests must be provided no later than two weeks after service of the request with production of documents to begin, on a rolling basis, within the same timeframe.</li> <li>• Any party that is a Plan proponent and intends to present expert testimony must produce an expert report for each expert no later than December 31, 2010.</li> <li>• Any party objecting to the Plan may produce rebuttal expert reports by January 21, 2010.</li> <li>• Depositions may begin on January 10, 2010.</li> <li>• Parties shall provide witness lists and trial exhibits</li> </ul>	<p>The TSN Debtors are not parties to any adversary proceedings before this Court, nor are they involved in any litigation disputes. As such, the TSN Debtors are not clear as to what these proposed discovery procedures would address. However, as the TSN Debtors have communicated to other parties in interest in the Cases (including Sprint), to the extent that parties seek to object to confirmation based on valuation or other disputes, it is the TSN Debtors' intention to cooperate with such parties on the formation of a pre-trial scheduling order.</p>	N/A

	on January 27, 2010.		
3.	<p>The proposed rights offering procedures are designed to prevent Sprint from participating in the rights offering by prohibiting litigation claims from participating.</p> <ul style="list-style-type: none"> <li>• The provision is designed to single out Sprint.</li> <li>• There is no reason Sprint should be prohibited from participating.</li> <li>• The procedures should be revised to allow Sprint to participate in the offering.</li> </ul>	<p>The TSN Debtors have resolved this issue. The TSN Debtors have modified the Plan and the Rights Offering Procedures. Specifically, the TSN Debtors (as further described herein and in the Plan) have determined that instead of granting to holders of Allowed Other Unsecured Claims rights to participate in the Rights Offering, the TSN Debtors instead would distribute to such holders additional New Common Stock equal to the value of the Rights they otherwise would have received. Further, in order to ensure that the TSN Debtors would still be conducting a \$125 million Rights Offering, the TSN Debtors determined to re-allocate the Rights that had previously been given to holders of Allowed Other Unsecured Claims to holders of Claims in Classes 3 and 5, on a pro rata basis.</p>	N/A