

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE**

In re: ProtoStar II LTD

Debtor

Case No. 09-12661(MFW)

Reporting Period: November 2009

**MONTHLY OPERATING REPORT**

File with Court and submit copy to United States Trustee within 20 days after end of month

Submit copy of report to any official committee appointed in the case.

Schedule of Cash Receipts and Disbursements	MOR-1	x		
Bank Reconciliation (or copies of debtor's bank reconciliations)	MOR-1a	x		
Schedule of Professional Fees Paid	MOR-1b	x		
Copies of bank statements				
Cash disbursements journals				
Statement of Operations	MOR-2	x		
Balance Sheet	MOR-3	x		
Status of Postpetition Taxes	MOR-4	x		
Copies of IRS Form 6123 or payment receipt				
Copies of tax returns filed during reporting period				
Summary of Unpaid Postpetition Debts	MOR-4	x		
Listing of aged accounts payable	MOR-4	x		
Accounts Receivable Reconciliation and Aging	MOR-5	x		
Debtor Questionnaire	MOR-5	x		

I declare under penalty of perjury (28 U.S.C. Section 1746) that this report and the attached documents are true and correct to the best of my knowledge and belief.

\_\_\_\_\_  
Signature of Debtor

\_\_\_\_\_  
Date

\_\_\_\_\_  
Signature of Joint Debtor

\_\_\_\_\_  
Date

*Cynthia Pelini*  
\_\_\_\_\_  
Signature of Authorized Individual\*

*Dec. 21, 2009*  
\_\_\_\_\_  
Date

Cynthia Pelini  
Printed Name of Authorized Individual

Chief Financial Officer  
Title of Authorized Individual

\*Authorized individual must be an officer, director or shareholder if debtor is a corporation; a partner if debtor is a partnership; a manager or member if debtor is a limited liability company.



**SCHEDULE OF CASH RECEIPTS AND DISBURSEMENTS**

Amounts reported should be per the debtor's books, not the bank statement. The beginning cash should be the ending cash from the prior month or, if this is the first report, the amount should be the balance on the date the petition was filed. The amounts reported in the "CURRENT MONTH - ACTUAL" column must equal the sum of the four bank account columns. The amounts reported in the "PROJECTED" columns should be taken from the SMALL BUSINESS INITIAL REPORT (FORM IR-1). Attach copies of the bank statements and the cash disbursements journal. The total disbursements listed in the disbursements journal must equal the total disbursements reported on this page. A bank reconciliation must be attached for each account. [See MOR-1 (CONT)]

RECEIPTS				DISBURSEMENTS			
STARTING CASH BALANCE	555,704.62		0.00	555,704.62			
<b>RECEIPTS</b>							
CASH SALES				0.00			
ACCOUNTS RECEIVABLE	60,138.96			60,138.96			
LOANS AND ADVANCES	2,000,000.00			2,000,000.00			
SALE OF ASSETS				0.00			
OTHER (ATTACH LIST)				0.00			
TRANSFERS (FROM DIP ACCTS)	25,121.47			25,121.47			
				0.00			
<b>TOTAL RECEIPTS</b>	<b>2,085,260.43</b>		<b>0.00</b>	<b>2,085,260.43</b>			
<b>DISBURSEMENTS</b>							
NET PAYROLL				0.00			
PAYROLL TAXES				0.00			
SALES, USE, & OTHER TAXES				0.00			
INVENTORY PURCHASES				0.00			
SECURED/ RENTAL/ LEASES				0.00			
INSURANCE				0.00			
ADMINISTRATIVE	405,963.44			405,963.44			
SELLING				0.00			
OTHER (ATTACH LIST)				0.00			
				0.00			
OWNER DRAW *				0.00			
TRANSFERS (TO DIP ACCTS)	183,474.38			183,474.38			
				0.00			
PROFESSIONAL FEES	0.00			0.00			
U.S. TRUSTEE QUARTERLY FEES				0.00			
COURT COSTS				0.00			
<b>TOTAL DISBURSEMENTS</b>	<b>589,437.82</b>		<b>0.00</b>	<b>589,437.82</b>			
<b>NET CASH FLOW</b>							
(RECEIPTS LESS DISBURSEMENTS)				0.00			
<b>CASH - END OF MONTH</b>	<b>2,051,527.23</b>		<b>0.00</b>	<b>2,051,527.23</b>			

\* COMPENSATION TO SOLE PROPRIETORS FOR SERVICES RENDERED TO BANKRUPTCY ESTATE  
0.00

**THE FOLLOWING SECTION MUST BE COMPLETED**

TOTAL DISBURSEMENTS	589,437.82
LESS: TRANSFERS TO DEBTOR IN POSSESSION ACCOUNTS	-183,474.38
PLUS: ESTATE DISBURSEMENTS MADE BY OUTSIDE SOURCES (i.e. from escrow accounts)	0.00
<b>TOTAL DISBURSEMENTS FOR CALCULATING U.S. TRUSTEE QUARTERLY FEES</b>	<b>405,963.44</b>

Tax Refunds





**STATEMENT OF OPERATIONS**  
(Income Statement)

The Statement of Operations is to be prepared on an accrual basis. The accrual basis of accounting recognizes revenue when it is realized and expenses when they are incurred, regardless of when cash is actually received or paid.

Gross Revenues	1,406,356.06	5,777,502.84
Less: Returns and Allowances	0.00	0.00
Net Revenue	1,406,356.06	5,777,502.84
Beginning Inventory	0.00	0.00
Add: Purchases	0.00	0.00
Add: Cost of Labor	0.00	0.00
Add: Other Costs (attach schedule)	10,053.14	26,215.00
Less: Ending Inventory	0.00	0.00
Cost of Goods Sold	10,053.14	26,215.00
Gross Profit	1,396,302.92	5,751,287.84
Advertising	0.00	0.00
Auto and Truck Expense	0.00	0.00
Bad Debts	0.00	0.00
Contributions	0.00	0.00
Employee Benefits Programs	0.00	0.00
Insider Compensation*	0.00	0.00
Insurance	0.00	0.00
Management Fees/Bonuses	0.00	0.00
Office Expense	0.00	10.40
Pension & Profit-Sharing Plans	0.00	0.00
Repairs and Maintenance	0.00	0.00
Rent and Lease Expense	0.00	15,441.64
Salaries/Commissions/Fees	0.00	0.00
Supplies	0.00	0.00
Taxes - Payroll	0.00	0.00
Taxes - Real Estate	0.00	0.00
Taxes - Other	0.00	0.00
Travel and Entertainment	24,322.33	42,083.37
Utilities	1,118.62	2,086.71
Other (attach schedule)	198,193.10	1,434,679.95
Total Operating Expenses Before Depreciation	223,634.05	1,494,302.07
Depreciation/Depletion/Amortization	1,431,047.71	5,724,191.24
Net Profit (Loss) Before Other Income & Expenses	-258,378.84	-1,467,205.47
Other Income (attach schedule)	0.00	0.44
Interest Expense	40,947.81	282,671.42
Other Expense (attach schedule)	406,932.53	1,637,114.58
Net Profit (Loss) Before Reorganization Items	-706,259.18	-3,386,991.03
Professional Fees	0.00	0.00
U. S. Trustee Quarterly Fees	0.00	0.00
Interest Earned on Accumulated Cash from Chapter 11 (see continuation sheet)	0.00	0.00
Gain (Loss) from Sale of Equipment	0.00	0.00
Other Reorganization Expenses (attach schedule)	0.00	0.00
Total Reorganization Expenses	0.00	0.00
Income Taxes	0.00	0.00
Net Profit (Loss)	-706,259.18	-3,386,991.03

\*\*"Insider" is defined in 11 U.S.C. Section 101(31).

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Debtor

Case No. 09-12661(MFW)

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**STATEMENT OF OPERATIONS - continuation sheet**

	Month	Cumulative Year-to-Date
Other Satellite Expense	10,053.14	26,215.00
Consulting Fees	0.00	230,400.00
Accounting Fees	0.00	0.00
Financial Advisors	170,965.89	268,165.89
Legal Fees	24,984.05	923,392.54
IT Support	40.83	4,538.32
Bank Fees	2,085.81	8,066.68
Licenses & Registration	0.00	0.00
Miscellaneous	116.52	116.52
Exchange Gain/Loss	0.00	0.44
Intercompany Expenses	406,917.60	1,637,082.49
Other Expenses	14.93	32.09

**Reorganization Items - Interest Earned on Accumulated Cash from Chapter 11:**

Interest earned on cash accumulated during the chapter 11 case, which would not have been earned but for the bankruptcy proceeding, should be reported as a reorganization item.

**BALANCE SHEET**

The Balance Sheet is to be completed on an accrual basis only. Pre-petition liabilities must be classified separately from postpetition obligations.

<b>Unrestricted Cash and Equivalents</b>	2,051,527.23	5,483.22
Restricted Cash and Cash Equivalents (see continuation-sheet)	0.00	0.00
Accounts Receivable (Net)	3,255,901.95	532,705.00
Notes Receivable	0.00	0.00
Inventories	0.00	0.00
Prepaid Expenses	6,977.58	6,450.83
Professional Retainers	0.00	0.00
Other Current Assets (attach schedule)	2,464,530.10	1,488,363.74
<b>TOTAL CURRENT ASSETS</b>	<b>7,778,936.86</b>	<b>2,033,002.79</b>
<b>PROPERTY &amp; EQUIPMENT</b>		
Satellite Costs	274,743,490.46	274,743,490.46
Machinery and Equipment	3,313.54	3,313.54
Furniture, Fixtures and Office Equipment	0.00	0.00
Leasehold Improvements	0.00	0.00
Vehicles	0.00	0.00
Less Accumulated Depreciation	-8,586,500.43	-2,862,309.19
<b>TOTAL PROPERTY &amp; EQUIPMENT</b>	<b>266,160,303.57</b>	<b>271,884,494.81</b>
Loans to Insiders*	0.00	0.00
Other Assets (attach schedule)	47,500.00	37,500.00
<b>TOTAL OTHER ASSETS</b>	<b>47,500.00</b>	<b>37,500.00</b>
<b>LIABILITIES</b>		
Accounts Payable	7,900.00	0.00
Taxes Payable (refer to FORM MOR-4)	0.00	0.00
Rent / Leases - Building/Equipment	0.00	0.00
Secured Debt / Adequate Protection Payments	0.00	0.00
DIP loan	4,116,886.75	0.00
Professional Fees	0.00	0.00
Amounts Due to Insiders*	0.00	0.00
Other Postpetition Liabilities (attach schedule)	2,296,594.91	0.00
<b>TOTAL POSTPETITION LIABILITIES</b>	<b>6,421,381.66</b>	<b>0.00</b>
<b>PRE-PETITION LIABILITIES</b>		
Secured Debt	0.00	0.00
Accounts Payable	13,273,035.05	13,297,828.97
Other Prepetition Liabilities (attach schedule)	175,693,825.69	178,671,679.57
<b>TOTAL PRE-PETITION LIABILITIES</b>	<b>188,966,860.74</b>	<b>191,969,508.54</b>
<b>TOTAL LIABILITIES</b>	<b>195,388,242.40</b>	<b>191,969,508.54</b>
<b>EQUITY</b>		
Capital Stock	0.00	0.00
Additional Paid-In Capital	50,000,000.00	50,000,000.00
Partners' Capital Account	0.00	0.00
Owner's Equity Account	0.00	0.00
Retained Earnings - Pre-Petition	31,985,489.06	31,985,489.06
Retained Earnings - Postpetition	-3,386,991.03	0.00
Adjustments to Owner Equity (attach schedule)	0.00	0.00
Postpetition Contributions (Distributions) (Draws) (attach schedule)	0.00	0.00
<b>NET OWNER EQUITY</b>	<b>78,598,498.03</b>	<b>81,985,489.06</b>

\*\*Insider\* is defined in 11 U.S.C. Section 101(31).

0.00

0.00





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Debtor

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**STATUS OF POSTPETITION TAXES**

The beginning tax liability should be the ending liability from the prior month or, if this is the first report, the amount should be zero.  
Attach photocopies of IRS Form 6123 or payment receipt to verify payment or deposit of federal payroll taxes.  
Attach photocopies of any tax returns filed during the reporting period.

Category	Beginning Liability	Payments	Ending Liability	Beginning Liability	Payments	Ending Liability
Withholding						
FICA-Employee						
FICA-Employer						
Unemployment						
Income						
Other:						
<b>Total Federal Taxes</b>						
Withholding						
Sales						
Excise						
Unemployment						
Real Property						
Personal Property						
Other:						
<b>Total State and Local</b>						
<b>Total Taxes</b>						

**SUMMARY OF UNPAID POSTPETITION DEBTS**

Attach aged listing of accounts payable.

Category	Amount	Amount	Amount	Amount	Amount	Amount
Accounts Payable	7,900.00					7,900.00
Wages Payable						
Taxes Payable						
Rent/Leases-Building						
Rent/Leases-Equipment						
Secured Debt/Adequate Protection Payments						
Professional Fees						
Amounts Due to Insiders*						
Other:						
Other:						
<b>Total Postpetition Debts</b>	<b>7,900.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>7,900.00</b>

Explain how and when the Debtor intends to pay any past-due postpetition debts.

\*"Insider" is defined in 11 U.S.C. Section 101(31).

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**ACCOUNTS RECEIVABLE RECONCILIATION AND AGING**

<b>ACCOUNTS RECEIVABLE RECONCILIATION</b>		
Total Accounts Receivable at the beginning of the reporting period		1,916,497.90
+ Amounts billed during the period		2,685,196.95
- Amounts collected during the period		1,345,792.90
Total Accounts Receivable at the end of the reporting period		3,255,901.95
<b>ACCOUNTS RECEIVABLE AGING</b>		
0 - 30 days old		2,685,196.95
31 - 60 days old		19,000.00
61 - 90 days old		19,000.00
91+ days old		532,705.00
Total Accounts Receivable		
Amount considered uncollectible (Bad Debt)		
Accounts Receivable (Net)		

**DEBTOR QUESTIONNAIRE**

<b>DEBTOR QUESTIONNAIRE</b>	
1. Have any assets been sold or transferred outside the normal course of business this reporting period? If yes, provide an explanation below.	X
2. Have any funds been disbursed from any account other than a debtor in possession account this reporting period? If yes, provide an explanation below.	X
3. Have all postpetition tax returns been timely filed? If no, provide an explanation below.	X
4. Are workers compensation, general liability and other necessary insurance coverages in effect? If no, provide an explanation below.	X
5. Has any bank account been opened during the reporting period? If yes, provide documentation identifying the opened account(s). If an investment account has been opened provide the required documentation pursuant to the Delaware Local Rule 4001-3.	X

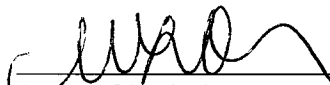
IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re: ) Chapter 11  
 ) Case No. 09-12659 (MFW)  
PROTOSTAR LTD., et al.,<sup>1</sup> ) Jointly Administered  
 )  
Debtors. )

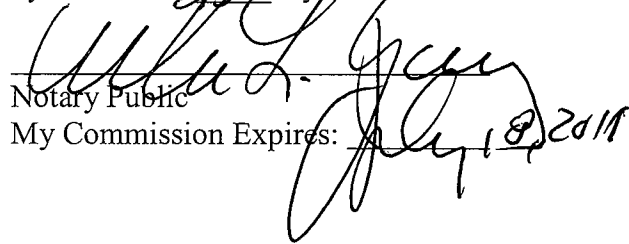
**AFFIDAVIT OF SERVICE**

Lynzy Oberholzer, being duly sworn according to law, deposes and says that she is employed by the law firm of Pachulski Stang Ziehl & Jones LLP, counsel for the Debtors in the above-captioned action, and that on the 23<sup>rd</sup> day of December, 2009, she caused a copy of the following document to be served upon the attached service list in the manner indicated:

**Monthly Operating Report for ProtoStar II Ltd.**

  
\_\_\_\_\_  
Lynzy Oberholzer

SWORN TO AND SUBSCRIBED  
by me on this 23<sup>rd</sup> day of December 2009.

  
\_\_\_\_\_  
Notary Public  
My Commission Expires: July 18, 2011

**DEBRA L. YOUNG**  
**NOTARY PUBLIC**  
**STATE OF DELAWARE**  
My commission expires July 18, 2011

<sup>1</sup> The ProtoStar entities, along with the last four digits of each of the Debtor's federal tax identification numbers, are as follows: ProtoStar Ltd. (4245); ProtoStar I Ltd. (1042); ProtoStar II Ltd. (1244), ProtoStar Satellite Systems, Inc. (2615), ProtoStar Development Ltd. (none); and ProtoStar Asia Pte. Ltd. (none). The mailing address for the Debtors' is 100 California Street, Suite 700, San Francisco, CA 94111.

**ProtoStar Ltd. UST Service List**

Case No. 09-12659 (MFW)

Document No. 152612

01 – Hand Delivery

23 – First Class Mail

**Hand Delivery**

(United States Trustee)

Jane M. Leamy, Esquire

Office of the United States Trustee

J. Caleb Boggs Federal Building

844 King Street, Suite 2207

Wilmington, DE 19801