

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

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In re:

TERRESTAR NETWORKS INC., *et al.*,<sup>1</sup>

Debtors.

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)  
) Chapter 11  
)  
) Case No. 10-15446 (SHL)  
)  
) Jointly Administered  
)

**MONTHLY OPERATING REPORT FOR THE PERIOD  
FROM MARCH 1, 2011 TO MARCH 31, 2011**

Debtors' Address: 12010 Sunset Hills Road  
6<sup>th</sup> Floor  
Reston, VA 20190

Debtors' Counsel: Ira S. Dizengoff  
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One Bryant Park  
New York, New York 10036

The undersigned, having reviewed the attached report and being familiar with the Debtors' financial affairs, verifies under penalty of perjury, that the information contained therein is complete, accurate and truthful to the best of my knowledge.

*s/ Douglas A. Brandon*  
Douglas A. Brandon, General Counsel  
& Secretary of TerreStar Networks Inc.

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<sup>1</sup> The debtors in the TerreStar Networks Inc., et al. chapter 11 cases, along with the last four digits of each debtor's federal taxpayer-identification number, are: TerreStar Networks Inc. [3931] ("TSN"); TerreStar License Inc. [6537]; TerreStar National Services Inc. [6319]; TerreStar Networks Holdings (Canada) Inc. [1337]; TerreStar Networks (Canada) Inc. [8766]; and 0887729 B.C. Ltd. [1345] (collectively, the "TSN Debtors" or the "Debtors").

# **TERRESTAR NETWORKS INC., ET AL.**

## **Monthly Operating Reports For the period from March 1, 2011 to March 31, 2011**

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# TERRESTAR NETWORKS INC., ET AL.

## Debtor-in-Possession

### Condensed Consolidated Balance Sheets (Unaudited)

	March 31, 2011	March 31, 2010
<b>ASSETS</b>		
<b>Current assets</b>		
Cash and cash equivalents	\$ 4,154,711	\$ 5,467,613
Inventories, net	7,720,799	-
Due from TerreStar Global	9,351	256,310
Deferred issuance costs, net (includes \$2,015,285 and \$0 towards Debtors in possession loan for 2011 and 2010, respectively)	4,047,458	2,032,173
Other current assets	3,422,547	3,337,220
Total current assets	19,354,866	11,093,316
Restricted cash	237,893	473,914
Property and equipment (net of accumulated depreciation \$58,720,944 and \$14,661,170 as of March 31, 2011 and 2010 respectively)	1,030,053,410	983,517,199
Intangible assets (net of accumulated amortization \$517,679 and \$397,322 as of March 31, 2011 and 2010 respectively)	761,577	881,934
Deferred issuance costs	3,810,325	5,842,498
<b>Total assets</b>	<b>\$ 1,054,218,071</b>	<b>\$ 1,001,808,861</b>
<b>LIABILITIES AND STOCKHOLDERS' (DEFICIT) EQUITY</b>		
<b>Current liabilities</b>		
Accounts payable and accrued expenses	\$ 82,383,621	\$ 27,767,028
Debtors in Possession Loan, net	45,518,938	-
Due to TerreStar Corporation	52,658,887	49,513,515
Deferred satellite performance incentives	14,806,401	12,026,921
Obligations under capital leases	-	6,756
Deferred rent	959,846	855,226
TerreStar-2 Purchase Money Credit Agreement including contingent interest derivative and accrued interest, thereon	91,513,170	-
Total current liabilities	287,840,863	90,169,446
TerreStar Notes including contingent interest derivative and accrued interest, thereon (net of discount \$44,427,058 and \$48,535,767 as of March 31, 2011 and 2010, respectively)	967,163,262	823,048,753
TerreStar Exchangeable Notes and accrued interest, thereon (net of discount \$54,166,667 and \$70,833,336 as of March 31, 2011 and 2010, respectively)	124,581,041	101,653,538
TerreStar-2 Purchase Money Credit Agreement including contingent interest derivative and accrued interest, thereon	-	70,140,045
Deferred revenue	40,000,000	-
Deferred satellite performance incentives, net of current portion	6,425,081	7,516,454
Due to TerreStar Corporation, net of current portion	62,505,480	55,005,479
Deferred rent, net of current portion	239,533	1,192,056
Total liabilities	1,488,755,260	1,148,725,771
<b>Stockholders' deficit</b>		
Common stock; voting, par value \$0.001; authorized 50,000,000 shares; 40,898,979 shares issued and outstanding as of March 31, 2011 and March 31, 2010	40,899	40,899
Additional paid-in capital	519,609,275	518,413,928
Cumulative translation adjustment	7,337,059	4,599,357
Accumulated deficit	(961,524,422)	(669,971,094)
Total stockholders' deficit	(434,537,189)	(146,916,910)
<b>Total liabilities and stockholders' deficit</b>	<b>\$ 1,054,218,071</b>	<b>\$ 1,001,808,861</b>

**TERRESTAR NETWORKS INC., ET AL.**  
**Debtor-in-Possession**

**Condensed Consolidated Statements of Operations**  
**(Unaudited)**

	<b>MONTH ENDED</b>	
	<b>MARCH 31,</b>	
	<b>2011</b>	<b>2010</b>
<b>Revenues</b>	\$ 62,063	\$ -
<b>Operating expenses</b>		
Cost of goods sold	354,468	-
General and administrative (including cost of network service)	7,599,692	12,054,628
Research and development	1,118,666	1,928,178
Depreciation and amortization	5,305,460	553,134
Loss on asset disposals	-	9,445
Total operating expenses	<u>14,378,286</u>	<u>14,545,385</u>
<b>Net operating loss</b>	(14,316,223)	(14,545,385)
Interest expense	(13,603,921)	(6,124,610)
Interest and other (expense) income	(371,370)	4,804
<b>Net loss</b>	<u>\$ (28,291,514)</u>	<u>\$ (20,665,191)</u>

The accompanying notes are an integral part of these condensed consolidated financial statements

# TERRESTAR NETWORKS INC., ET AL.

## Debtor-in-Possession

### Condensed Consolidated Statements of Cash Flows (Unaudited)

	MONTH ENDED MARCH 31,	
	2011	2010
<b>Cash Flows Used In Operating Activities</b>		
Net Loss	\$ (28,291,514)	\$ (20,665,191)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	5,305,460	553,134
Write-off of other assets	-	6,000,000
Amortization of debt discount and deferred issuance costs	2,326,030	723,853
Loss on asset disposal	-	9,445
Stock based compensation expense	126,293	747,873
Interest income		
Changes in assets and liabilities:		
Due from TerreStar Corporation	78	199,990
Accounts payable and accrued expenses	301,647	116,426
Inventories	68,103	-
Deferred rent	(73,367)	(62,029)
Accrued interest	11,077,893	5,414,591
Other current assets	475,558	(195,987)
Net cash used in operating activities	<u>(8,683,819)</u>	<u>(7,157,895)</u>
<b>Cash Flows Used In Investing Activities</b>		
Restricted cash	(520)	(1,094)
Additions to property and equipment, net	(669,527)	(15,288)
Net cash used in investing activities	<u>(670,047)</u>	<u>(16,382)</u>
<b>Cash Flows from Financing Activities</b>		
Proceeds from debtor in possession loan, net	6,350,400	-
Payment for capital lease obligations	-	(6,659)
Net cash provided by financing activities	<u>6,350,400</u>	<u>(6,659)</u>
Foreign exchange effect on cash and cash equivalents	<u>10,610</u>	<u>6,645</u>
<b>Net decrease in cash and cash equivalents</b>	<u>(2,992,856)</u>	<u>(7,174,291)</u>
<b>Cash and cash equivalents, beginning of period</b>	<u>7,147,567</u>	<u>12,641,904</u>
<b>Cash and cash equivalents, end of period</b>	<u><u>\$ 4,154,711</u></u>	<u><u>\$ 5,467,613</u></u>

The accompanying notes are an integral part of these condensed consolidated financial statements

# **TERRESTAR NETWORKS INC., ET AL.**

## **Debtor-in-Possession**

### **Notes to Condensed Consolidated Financial Statements**

#### **1. Background and Bankruptcy**

**Background** - TerreStar Networks Inc. (“the Company”, “TerreStar Networks”, “we”, “us” or “our”), in cooperation with its Canadian partners, TerreStar Canada and TerreStar Solutions, majority-owned subsidiaries of Trio 1 and 2 General Partnerships (“Trio”), operates an innovative wireless communications system providing mobile coverage throughout the United States and Canada using integrated satellite-terrestrial smartphones and other devices. This network is based on an integrated satellite and ground-based technology intended to provide communication service in most hard-to-reach areas and will provide a nationwide interoperable, survivable and critical communications infrastructure. We provide multiple communications applications, including voice, data and short messaging.

On September 21, 2010, our dual-mode cellular/satellite smartphone, the TerreStar™ GENUS™ (“GENUS”), was made available for enterprise, government and small business customers by AT&T as part of AT&T’s new Satellite Augmented Mobile Service.

**Chapter 11 Cases** - On October 19, 2010 (the “Petition Date”), each of the TSN Debtors filed a petition with this Court under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”). The TSN Debtors are operating their businesses and managing their property as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No request for the appointment of a trustee or examiner has been made in these chapter 11 cases.

Also on October 19, 2010, Motient Communications Inc.; Motient Holdings Inc.; Motient License Inc.; Motient Services Inc.; Motient Ventures Holding Inc.; MVH Holdings Inc.; TerreStar New York Inc. (the foregoing entities are collectively referred to as the “Non-TSN Debtors”) each filed a petition for relief under chapter 11 of the Bankruptcy Code. On October 20, 2010, the Court entered an order providing for joint administration, for procedural purposes, of the TSN Debtors’ cases (the “Joint Administration Order”), which at that time included the Non-TSN Debtors.

On the Petition Date the Debtors sought approval of ongoing access to cash collateral as well as approval to enter into an aggregate \$75 million junior secured debtor-in-possession financing facility (the “DIP Facility”). The DIP Facility is secured by a first lien on all of the Debtors’ assets, subject to the liens held by the Debtors’ Senior Secured Noteholders and the lenders under the PMCA. In addition, the DIP Facility is guaranteed by all of the Debtors; however, the guarantee provided by the Non-TSN Debtors is limited to the aggregate amount of DIP Facility funds these entities actually receive from the DIP Financing Facility, as fully set forth in the DIP Facility and the Interim DIP Order (defined below).

Ultimately, as set forth below, pursuant to the First Amendment to the DIP Facility (filed on November 12, 2010), the Non-TSN Debtors were removed as guarantors upon the repayment of the minimal funds loaned to such entities. The DIP Facility carries a 15% interest rate, (which is paid-in-kind), and was issued with a 2% original issue discount. The DIP Lenders received a 3% commitment fee for providing the DIP Facility, which was also paid-in-kind. The DIP Facility contains negative and affirmative covenants standard for debtor-in-possession financing facilities, as well as various operational performance covenants. The DIP Facility contains various events of default, including, without limitation, complying with the following milestones: (1) the TSN Debtors file a plan and disclosure statement on or before November 5, 2010; (2) receive Bankruptcy Court approval of the disclosure statement on or before

December 14, 2010; (3) commence a hearing to confirm the plan before January 31, 2011; and (4) obtain Bankruptcy Court approval of the plan by February 14, 2011. On October 20, 2010, the Bankruptcy Court entered an order approving the Debtors' entry into the DIP Facility on an interim basis (the "Interim DIP Order") [Docket No. 35].

On October 20, 2010, the Bankruptcy Court entered an order approving the Debtors' entry into the DIP Facility on an interim basis (the "Interim DIP Order") [Docket No. 35].

On November 12, 2010, the TSN Debtors filed the First Amendment to the DIP Facility [Docket No. 153]. Pursuant to Amendment #1, the DIP Facility was amended, among other things, as follows: (1) the milestone requirement that the Debtors receive Bankruptcy Court approval of the Debtors' assumption of the RSA (defined below) within 35 days of the Petition Date was eliminated; (2) from and after the date on which all advances made by TSN and its subsidiaries to the Non-TSN Debtors are repaid in full in cash, the Non-TSN Debtors will cease to be Loan Parties or Guarantors (each as defined in the DIP Facility) of the TSN Debtors' obligations under the DIP Facility and any security interests granted in any collateral of the Non-TSN Debtors will be released and terminated; (3) the first measurement date for the operational covenants requiring the TSN Debtors to (a) earn a certain minimum amount of revenue from the Roam-In Business and (b) achieve a certain minimum number of subscribers was moved from November 30, 2010 to December 31, 2010; and (4) the date of the next draw of the DIP Facility was set for December 15, 2010, in the amount of \$6 million.

The Non-TSN Debtors did not receive any advances under the DIP Facility. Accordingly, under the First Amendment to the DIP Facility, as of November 12, 2010, the Non-TSN Debtors ceased to be Loan Parties or Guarantors of the TSN Debtors' obligations under the DIP Facility and any security interests granted in any collateral of the Non-TSN Debtors were released and terminated. The final hearing on the DIP Motion was held on November 16, 2010, and on November 18, 2010, the Bankruptcy Court entered an order approving the Debtors' entry into the DIP Facility on a final basis (the "Final DIP Order") [Docket No. 181].

On December 14, 2010, the TSN Debtors filed the Second Amendment to the DIP Facility [Docket No. 270]. Pursuant to this amendment: (1) the milestone requirement for receipt of Bankruptcy Court approval of the disclosure statement was moved from December 14, 2010 to December 22, 2010; (2) the milestone requirement for commencement of a hearing by the Bankruptcy Court on confirmation of an Acceptable Plan was moved from January 31, 2011 to February 14, 2011; (3) the milestone requirement for entry of a final, non appealable order by the Bankruptcy Court confirming an Acceptable Plan was moved from February 14, 2011 to February 28, 2011; (4) the milestone requirement for filing with the FCC or Industry Canada all necessary applications and notifications as required by the DIP Facility was moved from December 14, 2010 to December 22, 2010; and (5) in light of the TSN Debtors' cash management, the next funding date under the DIP Facility (at which time \$6 million will be drawn) was moved from December 15, 2010 to December 23, 2010. Subsequently, EchoStar Corporation, the Debtors' DIP Lender, agreed to amend the DIP Facility Milestones to no later than March 7, 2011 (for commencement of the Confirmation Hearing) and March 25, 2011 (for entry of final order confirming the Plan).

On February 2, 2011, the TSN Debtors filed the Third Amendment and Fourth Amendment to the DIP Facility [Docket No. 392]. Pursuant to the Third Amendment, the milestone requirement for (1) commencement of a hearing by the Bankruptcy Court on confirmation of an Acceptable Plan was moved from February 14, 2011 to no later than March 7, 2011 and (2) the milestone requirement for entry of a final, non appealable order by the Bankruptcy Court confirming an Acceptable Plan was moved from February 28, 2011 to no later than March 25, 2011. Pursuant to the Fourth Amendment, the Agreed Budget (as defined in the DIP Facility) was amended.

On February 16, 2011, the TSN Debtors filed the Fifth Amendment to the DIP Facility [Docket No. 423]. Pursuant to the Fifth Amendment, the milestone requirements previously contained in the DIP Facility were eliminated and the definition of “Acceptable Plan” was eliminated.

On November 5, 2010, the TSN Debtors filed 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.* [Docket No. 82] (as may be amended, modified or supplemented from time to time, the “Plan”) and the *Disclosure Statement for 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.* [Docket No. 83] (as may be amended, modified or supplemented from time to time, the “Disclosure Statement”). On December 22, 2010, the Bankruptcy Court entered an order approving the Disclosure Statement and the TSN Debtors’ began solicitation of votes on the Plan.

On January 26, 2011, the Debtors filed their Motion for an Order, Pursuant to Section 1121(d) of the Bankruptcy Code, Extending the Exclusive Periods During Which Only the Debtors May File a Chapter 11 Plan and Solicit Acceptance Thereof [Docket No. 374] and on February 16, 2011, the Bankruptcy Court entered the Order Granting Bridge Extension Of The Exclusive Period During Which Only The Debtors May File A Chapter 11 Plan [Docket No. 420] to March 9, 2011. On March 9, 2011, the Bankruptcy Court entered an order extending the TSN Debtors’ and Non-TSN Debtors’ exclusive period to file a chapter 11 plan and solicit acceptances thereof by seventy-five (75) days to May 23, 2011 and July 22, 2011, respectively [Docket No. 467].

On February 16, 2011, the TSN Debtors filed a Notice of Withdrawal of the Plan [Docket No. 424] and the confirmation of the Plan previously scheduled to be heard on March 4, 2011 has been cancelled.

Also on February 16, 2011, TerreStar Corporation and TerreStar Holdings Inc. each filed a petition for relief in this Court under chapter 11 of the Bankruptcy Code (the “February Debtors”). On February 23, 2011, the Court entered an order amending the Joint Administration Order to remove the Non-TSN Debtors from administration under the TerreStar Networks Inc. case number. Contemporaneously therewith, the Court entered an order providing for the joint administration of the cases of the February Debtors and the Non-TSN Debtors.

On April 15, 2011, the TSN Debtors filed their *Motion Pursuant to 11 U.S.C. §§ 105, 363, 365, 503 and 507 and Fed. R. Bankr. P. 2002, 4001, 6004, 6006, 9008 and 9014, for Entry of (i) an Order Approving (a) Bid Procedures, (b) Notice of Sale, Auction, and Sale Hearing, (c) Assumption Procedures and Related Notices; and (ii) an Order Approving the Sale of Substantially All of the Debtors’ Assets* [Docket No. 533] (the “**Sale Motion**”) seeking approval of, among other things, bid and auction procedures and the sale of substantially all of the TSN Debtors’ assets. The hearing regarding approval of the bid and auction procedures sought in the Sale Motion is scheduled to be heard on May 4, 2011 at 2:00 p.m. (ET), with a corresponding objection deadline of April 29, 2011 at 4:00 p.m. (ET).

## **2. Significant Accounting Policies**

**Basis of Presentation** – The condensed consolidated financial statements are prepared in accordance with generally accepted accounting principles in the United States of America “GAAP”. The financial statements include the accounts of the Company, its wholly-owned subsidiary TerreStar National Services, Inc., its wholly-owned subsidiary 4506901 Canada Incorporated, and TerreStar Canada, a variable interest entity. We consolidated the accounts of TerreStar Canada into our consolidated financial statements as we concluded that we were the primary beneficiary of TerreStar Canada. All intercompany accounts are eliminated upon consolidation.



The accompanying condensed consolidated financial statements do not include any adjustments that results in connection with our filing for reorganization under Chapter 11 on October 19, 2010.

***Use of Accounting Estimates*** – The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. The Company's most significant estimates relate to the fair value of derivatives, stock-based compensation, and long-lived assets. Due to the inherent uncertainty involved in using estimates, actual results reported in future periods could differ from those estimates.

***Cash and Cash Equivalents*** – The Company considers all highly liquid investments with original maturities of ninety days or less to be cash equivalents. The carrying amount of cash and cash equivalents approximates fair value because of the short maturity of those instruments. As of March 31, 2011, we had \$0.2 million of restricted cash held in money market escrow accounts. This amount is restricted in accordance with various leases and security deposits. The carrying amount of the restricted cash approximates fair value due to short-term maturities.

***Concentrations of Credit Risk*** – Financial instruments, which are potentially subject to concentrations of credit risk, consist principally of cash and short-term investments. We periodically invest funds in short-term investments primarily in United States Treasury money market funds. At March 31, 2011, we had approximately \$3.1 million in highly liquid short-term investments. To date, we have not experienced any losses on cash or investments.

***Fair Value of Financial Instruments*** – The carrying amounts of certain of our financial instruments, such as cash and cash equivalents, restricted cash, investments, receivables, accounts payable and accrued liabilities, approximate their fair values based on their short maturities. The fair value of certain financial instruments such as our notes, exchangeable notes and related long-term debt differs from its carrying value recorded in the accompanying condensed consolidated financial statements.

***Property and Equipment*** – We record property and equipment ("P&E"), including leasehold improvements at cost. P&E consists of costs associated with our satellites and associated ground network infrastructure, lab, office and computer equipment, software, and leasehold improvements. The satellite and terrestrial network assets under construction primarily include materials, labor, equipment, satellite launch insurance premium and interest related to the construction and development of our satellite and terrestrial network. Assets under construction are not depreciated until placed into service. Pursuant to acceptance of Space Based Network on August 6, 2010, we commenced depreciation of TerreStar-1 and the core network infrastructure, as they were ready for their intended use.

***Inventories*** – Inventories include our satellite handsets and accessories. We value inventories at the lower of cost (determined on a first-in, first-out basis) or market.

***Revenue Recognition*** – Our revenue currently is derived primarily from a spectrum-leasing agreement. We recognize spectrum lease revenue over the term of the lease. Revenue from sale of handsets and related accessories recorded as gross revenue, are recognized upon delivery, when title is transferred to the customer.

***Income Taxes*** – Income taxes are accounted for using the liability method of accounting. Deferred tax assets and liabilities are recognized for future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax basis.

Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes that enacted date. If it is more likely than not that some portion of all of the deferred tax assets will not be realized, a valuation allowance is recognized.

***Research and Development Costs*** – The costs of research and development activities are expensed when incurred. Research and development activities consist of time and material costs related to the development of our handset technology, integrated satellite and terrestrial communications network, salaries, wages and other related costs of personnel engaged in research and development activities.

***Translation of Foreign Currencies*** – The assets and liabilities of foreign subsidiaries are translated into U.S. dollars at year-end exchange rates. Income and expense items are translated into U.S. dollars at average rates of exchange prevailing during the period. The gains and losses that result from this process are accumulated in a separate component of stockholders' (deficit) equity.

***Recently Issued Accounting Pronouncements*** - Effective January 1, 2010, we adopted the new accounting standard issued by FASB in June 2009, which requires an enterprise to perform an analysis to determine whether the enterprise's variable interest or interests give it a controlling financial interest in a variable interest entity and to continuously assess whether they must consolidate VIE's. The adoption of the standard did not have material impact on our condensed consolidated financial statements as we continue to consolidate our VIE, TerreStar Canada.

In October 2009, the FASB issued an accounting guidance update related to revenue arrangements with multiple deliverables. The guidance relates to the determination of when the individual deliverables included in a multiple-element arrangement may be treated as separate units of accounting and modifies the manner in which the consideration under the arrangement is allocated across the individual deliverables. The guidance was effective for us beginning on January 1, 2011 and the adoption did not have any material impact, on our condensed consolidated financial statements.

**TERRESTAR NETWORKS INC., ET AL.**  
**Debtor-in-Possession**

**Schedule of Cash Disbursements by Legal Entity**

<b>Debtor</b>	<b>Case Number</b>	<b>Period from March 1, 2011 to March 31, 2011 Disbursements</b>
<b>TSN Debtors</b>		
TerreStar Networks Inc.	10-15446 (SHL)	8,696,586
TerreStar License Inc.	10-15446 (SHL)	-
TerreStar National Services Inc.	10-15446 (SHL)	-
0887729 B.C. Ltd	10-15446 (SHL)	-
TerreStar Networks (Canada) Inc.	10-15446 (SHL)	1,039,748
TerreStar Networks Holdings (Canada)	10-15446 (SHL)	-
<b>Non-TSN Debtors</b>		
Motient Communications	10-15446 (SHL)	-
Motient Holdings Inc.	10-15446 (SHL)	-
Motient License Inc.	10-15446 (SHL)	-
Motient Services Inc.	10-15446 (SHL)	-
Motient Ventures Holdings Inc.	10-15446 (SHL)	-
MVH Holdings Inc.	10-15446 (SHL)	-
TerreStar New York	10-15446 (SHL)	-

**TERRESTAR NETWORKS INC., ET AL.**  
**Debtor-in-Possession**

**Status of Post-Petition Taxes**

Federal	Amount Withheld/Accrued	Accrual dates	Amount Withheld/Accrued	Date Paid	Amount Withheld/Accrued	Accrual dates
Federal income tax	29,161.15	3/1-3/4	67,390.38	3/18/2011	62,372.59	3/21-3/31
FICA - EE	7,783.12	3/1-3/4	18,491.24	3/18/2011	15,942.26	3/21-3/31
FICA - ER	11,489.40	3/1-3/4	27,296.57	3/18/2011	23,533.79	3/21-3/31
Medicare - EE	2,687.04	3/1-3/4	6,383.84	3/18/2011	5,803.46	3/21-3/31
Medicare - ER	2,687.04	3/1-3/4	6,383.87	3/18/2011	5,803.40	3/21-3/31
Federal unemployment	7.48	3/1-3/4	-	3/18/2011	-	3/21-3/31
Other:	-		-		-	
Total Federal	53,815.23		125,945.90		113,455.50	
<b>State and Local</b>						
State income tax	7,198.39	3/1-3/4	16,348.92	3/18/2011	15,430.77	3/21-3/31
Sales/Use						
Excise						
State unemployment	217.48	3/1-3/4	205.20	3/18/2011	137.15	3/21-3/31
Real Property						
Personal Property						
Other: franchise						
Total State and						
Local	7,415.87		16,554.12		15,567.92	
<b>Total Taxes</b>	<b>61,231.09</b>		<b>142,500.02</b>		<b>129,023.42</b>	

**TERRESTAR NETWORKS INC., ET AL.**  
**Debtor-in-Possession**

**Schedule of Payments to Insiders and Professionals**

	<b>Period From Mar 1 - Mar 31 Disbursements</b>
<b><u>Retained Professionals</u></b>	
Akin Gump Strauss Hauer & Feld LLP	\$1,856,429
Fraser Milner Casgrain LLP	125,150
Stikeman Elliot LLP	-
Goldberg, Godles, Wiener & Wri	-
Wilkinson Barker Knauer	26,086
Otterbourg, Steindler, Houston & Rosen	315,155
Sheppard Mullins Richter & Hampton	268,487
The Blackstone Group	164,936
The Garden City Group Inc.	194,692
FTI Consulting	101,809
 <b><u>Other Professionals</u></b>	
Deloitte & Touche - Canada	129,184
Emmet, Marvin & Martin LLP	2,529
Goodmans LLP	103,762
Wilkie Farr & Gallagher	805,905
Steptoe & Johnson	89,370
Bennet Jones	49,686
US Bank St. Paul Mn	213,309
 <b><u>Insiders</u></b>	
TerreStar Solutions	57,522

# TERRESTAR NETWORKS INC., ET AL.

## Debtor-in-Possession

### Debtor Questionnaire

<b>Case No.</b>	
(Jointly Administered)	10-15446 (SHL)
Reporting Period	March 31, 2011

<b>Must be completed each month. If the answer to any of the questions is "Yes", provide a detailed explanation of each item. Attach additional sheet if necessary.</b>	<b>Yes</b>	<b>No</b>
Have any assets been sold or transferred outside the normal course of business this reporting period?		<b>X</b>
Have any funds been disbursed from any account other than a debtor in possession account this reporting period?		<b>X</b>
Is the Debtor delinquent in the timely filing of any post-petition tax returns?		<b>X</b>
Are workers compensation, general liability or other necessary insurance coverages expired or cancelled, or has the debtor received notice of expiration or cancellation of such policies?		<b>X</b>
Is the Debtor delinquent in paying any insurance premium payment?		<b>X</b>
Have any payments been made on pre-petition liabilities this reporting period?		<b>X</b>
Are any post petition receivables (accounts, notes or loans) due from related parties?		<b>X</b>
Are any post petition payroll taxes past due?		<b>X</b>
Are any post petition State or Federal income taxes past due?		<b>X</b>
Are any post petition real estate taxes past due?		<b>X</b>
Are any other post petition taxes past due?		<b>X</b>
Have any pre-petition taxes been paid during this reporting period?		<b>X</b>
Are any amounts owed to post petition creditors delinquent?		<b>X</b>
Are any wage payments past due?		<b>X</b>
Have any post petition loans been received by the Debtor from any party?	<b>X<sup>(1)</sup></b>	
Is the Debtor delinquent in paying any U.S. Trustee fees?		<b>X</b>
Is the Debtor delinquent with any court ordered payments to attorneys or other professionals?		<b>X</b>
Have the owners or shareholders received any compensation outside of the normal course of business?		<b>X</b>

(1) Represents DIP facility more fully described on page 6 of this Monthly Operating Report.

**TERRESTAR NETWORKS INC., ET AL.**  
**Debtor-in-Possession**

**Schedule of Liabilities Subject to Compromise<sup>2</sup>**

<b>GL Accounts</b>	<b>TerreStar Networks - Consolidated (Reflected in Balance Sheet)</b>	<b>TerreStar Networks - Consolidated (Liabilities subject to compromise)</b>
211010 Accounts Payable - Trade	-82,733,114	-77,319,676
211011 Accounts Payable - Adjustments	12,437,403	12,946,272
213011 InterCompany - Due To Motient - ST	-52,658,887	-52,658,887
213500 Notes Payable - InterCo - ST	-50,000,000	-50,000,000
251135 Accrued Interest on Debt - I/C - ST	-12,505,479	-12,505,479
251040 Accrued Operating Expenses	-7,150,230	-4,887,196
251140 Other Liabilities - Current	-7,323	-7,323
251120 Deferred Rent - Current	-952,523	-952,523
251125 Deferred Orbital Incentive Payment - Cur	-14,806,401	-14,806,401
262410 Deferred Rent - LT	-239,533	-239,533
262409 Deferred Orbital Incentive Payment - Non	-6,425,081	-6,425,081
261112 TerreStar Exchangeable Notes - LT	-178,747,707	-178,747,707
261412 Discount on Exchangeable Notes	54,166,667	54,166,667
<b>TOTAL - LIABILITIES SUBJECT TO COMPROMISE (AT BOOK VALUE)</b>		<b>-331,436,868</b>

<sup>2</sup> The schedule set forth below is subject to material change based upon the Debtors' chapter 11 cases.