

HYPERSPACE COMMUNICATIONS, INC.
COMPENSATION COMMITTEE CHARTER

General

The Compensation Committee (the "*Committee*") shall be appointed by the Board of Directors (the "*Board*") of HyperSpace Communications, Inc. (the "*Company*"). The primary function of the Committee is to discharge the responsibilities of the Board relating to compensation of the Company's Executive Officers (i.e., Chairman, CEO, COO and CFO) and directors who are not employees of the Company, and, in connection with the Company's benefits plans (e.g., stock option and bonus plans). The Committee shall have all authority necessary to fulfill the duties and responsibilities assigned to the Committee in this Charter or otherwise assigned to it by the Board.

Composition and Delegation

The Committee shall be composed of at least three members. Each member of the Committee shall be a member of the Board and shall (i) meet the independence requirements established by the Board and applicable laws, regulations and listing requirements, (ii) be a "non-employee director" within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934, and (iii) be an "outside director" within the meaning of Section 162(m) of the Internal Revenue Code. The members of the Committee shall be appointed annually by the Board or as necessary to fill vacancies in the interim. The Board shall designate one of the Committee members as Chairperson. The Board may remove any member from the Committee at any time with or without cause. The Committee, when appropriate, may form and delegate authority to subcommittees and, to the extent permitted by applicable law, regulations and listing standards, may delegate authority to one or more designated members of the Committee, the Board or Company officers.

The Committee shall have the sole authority to engage or terminate any outside consultant that is retained to assist the Committee in the evaluation of Executive Officers' and directors' compensation, including the sole authority to approve fees and other retention terms. As the Committee deems appropriate, it may also retain independent counsel and other professionals to assist the Committee without seeking Board approval with respect to the selection, fees or retention terms for any such advisers.

Duties and Responsibilities

The Committee shall:

Compensation Philosophy and Goals

- Develop the Company's executive compensation philosophy and establish and annually review and approve policies regarding executive compensation programs and practices.

CEO and Executive Officer Compensation

- Review, solicit input from the entire Board and approve corporate goals and objectives relevant to the Chief Executive Officer's compensation and, at a meeting at which the Chief Executive Officer is not present, evaluate the Chief Executive Officer's performance in light of those goals and objectives and determine the Chief Executive Officer's compensation based on this evaluation. In determining the long-term incentive component of Chief Executive Officer compensation, the Committee will consider the Company's performance and relative shareholder return, the value of similar incentive awards to chief executive officers at comparable companies, the awards given to the Chief Executive Officer in past years and any other factors that the Committee deems relevant.
- Review the Chief Executive Officer's recommendations, if any, and determine annual compensation for the Company's other Executives and Officers.
- Establish and administer annual and long-term incentive compensation plans for Executive Officers.
- Recommend to the Board for its approval and, when appropriate, submission to the Company's shareholders, incentive compensation plans and equity-based plans.
- Recommend to the Board for its approval changes to Executive Officer compensation policies and programs.
- Review and approve all Executive Officer employment, compensation and retirement arrangements.
- Determine procedures for Board review of, and for communicating such review to, the Chief Executive Officer and other senior management.
- The Compensation Committee will present compensation recommendations to the Board of Directors and the Board of Directors will vote to either accept or reject compensation recommendations.

Board Compensation

- Periodically review director compensation practices in relation to comparable companies.
- Recommend to Board, as appropriate, revisions to director compensation practices.

Stock Ownership Guidelines

- Develop, periodically review and recommend to the Board director and executive stock ownership guidelines and monitor progress toward meeting ownership guidelines.

General Compensation and Benefits Matters

- Consult periodically with the Chief Executive Officer and the regarding compensation and benefit matters deemed appropriate by them or the members of the Committee.
- Provide oversight regarding the Company's retirement, welfare and other benefit plans, policies and arrangements on an as-needed basis.

Tax-Qualified & Nonqualified Benefit Plans

- Recommend to the Board for Board action (i) all Internal Revenue Service tax-qualified retirement plans and all plan amendments that are non-administrative in nature and (ii) all nonqualified benefit plans and all plan amendments that are non-administrative in nature.
- Approve and recommend to the Board for its action:
 - the designation of the trustee and the execution of trust agreements for any such plan or plans;
 - the termination, merger or consolidation of any such plan or plans; and
 - the extension of plan participation to employees of affiliates or subsidiaries.
- Periodically review plan administration, participation and regulatory compliance of nonqualified plans.

Nonexecutive Incentive Plans

- Specify terms of delegation of authority to approve stock option grants and other stock or stock-based awards if, and as, the Committee deems appropriate.

Reports

- Prepare the report on executive compensation required by the rules of the Securities and Exchange Commission to be included in the Company's annual proxy statement.

Meetings

In accordance with the applicable provisions of the Company's Bylaws, as amended from time to time, the Committee shall meet at such times and places, as the members deem advisable, and shall make such recommendations to the Board as the Committee considers appropriate. When appropriate, the Committee may meet in separate executive session with management, employees, general counsel, internal audit and the independent auditor to discuss matters that the Committee or the other groups believe warrant Committee attention. At each meeting of the Committee, an executive session of only the Committee members shall be held.

Minutes

Minutes of each meeting shall be prepared by the Committee Chair or by his or her designee and sent to Committee members. Following review and approval by the Committee members, the Committee will provide the minutes to the Board. The Secretary of the Company shall archive the approved minutes. The Committee will also report to the Board on any significant matters arising from the Committee's work, including awards for top executives and special executive employment, compensation and retirement arrangements.

Evaluation

The Committee shall review and reassess this Charter at least annually and, if appropriate, propose changes to the Board.

The Committee shall obtain or perform an annual evaluation of the Committee's performance and make applicable recommendations for improvement.