

MHR Institutional Advisors II LLC  
 Form 4  
 July 11, 2007

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**RACHESKY MARK H MD**

2. Issuer Name and Ticker or Trading Symbol  
**LORAL SPACE & COMMUNICATIONS INC. [LORL]**

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)  
**40 WEST 57TH STREET, 24TH FLOOR**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**07/09/2007**

Director  10% Owner  
 Officer (give title below)  Other (specify below)

**NEW YORK, NY 10019**

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
|                                 |                                      |  |                                | Code  | V   | Amount   |                                   |
| Common Stock                    |                                      |  |                                |   |   | 5,000 <sup>(1)</sup>                                     | D                                 |
| Common Stock                    |                                      |  |                                |   |   | 10,000 <sup>(2)</sup>                                    | D                                 |
| Common Stock                    | 07/09/2007                           |  | J <sup>(10)</sup>              | 510   | A   | \$ 0 1,040,663   | I See Footnote <sup>(3)</sup>     |
| Common Stock                    | 07/09/2007                           |  | J <sup>(10)</sup>              | 78  | A   | \$ 0 139,005   | I See Footnote <sup>(4)</sup>     |

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|              |            |                   |     |   |      |           |   |                  |
|--------------|------------|-------------------|-----|---|------|-----------|---|------------------|
| Common Stock | 07/09/2007 | J <sup>(10)</sup> | 204 | A | \$ 0 | 958,336   | I | See Footnote (5) |
| Common Stock | 07/09/2007 | J <sup>(10)</sup> | 556 | A | \$ 0 | 2,414,383 | I | See Footnote (6) |
| Common Stock | 07/09/2007 | J <sup>(10)</sup> | 664 | A | \$ 0 | 2,120,249 | I | See Footnote (7) |
| Common Stock | 07/09/2007 | J <sup>(10)</sup> | 72  | A | \$ 0 | 305,004   | I | See Footnote (8) |
| Common Stock | 07/09/2007 | J <sup>(10)</sup> | 24  | A | \$ 0 | 205,097   | I | See Footnote (9) |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|  |  |                                      |  |                                |   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares  |
|  |  |                                      |  |                                |   | Code   | V (A) (D)   |  |   |

## Reporting Owners

| Reporting Owner Name / Address                          | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| RACHESKY MARK H MD<br>40 WEST 57TH STREET<br>24TH FLOOR | X             | X         |         |       |

NEW YORK, NY 10019

MHR Capital Partners Master Account LP

40 WEST 57TH STREET

24TH FLOOR

X

NEW YORK, NY 10019

MHR ADVISORS LLC

40 WEST 57TH STREET

24TH FLOOR

X

NEW YORK, NY 10019

MHR INSTITUTIONAL PARTNERS LP

40 WEST 57TH STREET

24TH FLOOR

X

NEW YORK, NY 10019

MHR Institutional Advisors LLC

40 WEST 57TH STREET

24TH FLOOR

X

NEW YORK, NY 10019

MHR Institutional Partners IIA LP

40 WEST 57TH STREET

24TH FLOOR

X

NEW YORK, NY 10019

MHR Institutional Advisors II LLC

40 WEST 57TH STREET

24TH FLOOR

X

NEW YORK, NY 10019

MHR FUND MANAGEMENT LLC

40 WEST 57TH STREET

24TH FLOOR

X

NEW YORK, NY 10019

## Signatures

/s/Mark H.

07/11/2007

Rachesky

          Signature of  
Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) These shares are restricted stock. Fifty percent of such shares vested on May 22, 2007 (the "Grant Date"), the remaining fifty percent of such shares will vest on the first anniversary of the Grant Date.
- (2) These shares are restricted stock. Fifty percent of such shares will vest on the first anniversary of the Grant Date, the remaining fifty percent of such shares will vest on the second anniversary of the Grant Date.
- (3) These shares are held for the account of MHR Capital Partners Master Account LP, an Anguilla, British West Indies limited partnership ("Master Account"). MHR Advisors LLC, a Delaware limited liability company ("Advisors"), is the general partner of Master Account. Mark H. Rachesky, M.D. ("Dr. Rachesky") is the managing member of Advisors. In such capacity, Dr. Rachesky may be deemed to be the beneficial owner of the shares held for the account of Master Account. MHR Fund Management LLC ("Fund Management") has an

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investment management agreement with Master Account pursuant to which it has the power to vote or direct the vote and to dispose or to direct the disposition of the shares held for the account of Master Account and, accordingly, Fund Management may be deemed to beneficially own the shares held for the account of Master Account.

- (4) These shares are held for the account of MHR Capital Partners (100) LP, a Delaware limited partnership ("Capital Partners (100)"). Advisors is the general partner of Capital Partners (100). Dr. Rachesky is the managing member of Advisors. In such capacity, Dr. Rachesky may be deemed to be the beneficial owner of the shares held for the account of Capital Partners (100). Fund Management has an investment management agreement with Capital Partners (100) pursuant to which it has the power to vote or direct the vote and to dispose or to direct the disposition of the shares held for the account of Capital Partners (100) and, accordingly, Fund Management may be deemed to beneficially own the shares held for the account of Capital Partners (100).

- (5) These shares are held for the account of MHR Institutional Partners II LP, a Delaware limited partnership ("Institutional Partners II"). MHR Institutional Advisors II LLC, a Delaware limited liability company ("Institutional Advisors II"), is the general partner of Institutional Partners II. Dr. Rachesky is the managing member of Institutional Advisors II. In such capacity, Dr. Rachesky may be deemed to be the beneficial owner of the shares held for the account of Institutional Partners II. Fund Management has an investment management agreement with Institutional Partners II pursuant to which it has the power to vote or direct the vote and to dispose or to direct the disposition of the shares held for the account of Institutional Partners II and, accordingly, Fund Management may be deemed to beneficially own the shares held for the account of Institutional Partners II.

- (6) These shares are held for the account of MHR Institutional Partners IIA LP, a Delaware limited partnership ("Institutional Partners IIA"). Institutional Advisors II is the general partner of Institutional Partners IIA. Dr. Rachesky is the managing member of Institutional Advisors II. In such capacity, Dr. Rachesky may be deemed to be the beneficial owner of the shares held for the account of Institutional Partners IIA. Fund Management has an investment management agreement with Institutional Partners IIA pursuant to which it has the power to vote or direct the vote and to dispose or to direct the disposition of the shares held for the account of Institutional Partners IIA and, accordingly, Fund Management may be deemed to beneficially own the shares held for the account of Institutional Partners IIA.

- (7) These shares are held for the account of MHR Institutional Partners LP, a Delaware limited partnership ("Institutional Partners"). MHR Institutional Advisors LLC, a Delaware limited liability company ("Institutional Advisors ") is the general partner of Institutional Partners. Dr. Rachesky is the managing member of Institutional Advisors. In such capacity, Dr. Rachesky may be deemed to be the beneficial owner of the shares held for the account of Institutional Partners. Fund Management has an investment management agreement with Institutional Partners pursuant to which it has the power to vote or direct the vote and to dispose or to direct the disposition of the shares held for the account of Institutional Partners and, accordingly, Fund Management may be deemed to beneficially own the shares held for the account of Institutional Partners.

- (8) These shares are held for the account of MHRM LP, a Delaware limited partnership ("MHRM"). Institutional Advisors is the general partner of MHRM. Dr. Rachesky is the managing member of Institutional Advisors. In such capacity, Dr. Rachesky may be deemed to be the beneficial owner of the shares held for the account of MHRM. Fund Management has an investment management agreement with MHRM pursuant to which it has the power to vote or direct the vote and to dispose or to direct the disposition of the shares held for the account of MHRM and, accordingly, Fund Management may be deemed to beneficially own the shares held for the account of MHRM.

- (9) These shares are held for the account of MHRA LP, a Delaware limited partnership ("MHRA"). Institutional Advisors is the general partner of MHRA. Dr. Rachesky is the managing member of Institutional Advisors. In such capacity, Dr. Rachesky may be deemed to be the beneficial owner of the shares held for the account of MHRA. Fund Management has an investment management agreement with MHRA pursuant to which it has the power to vote or direct the vote and to dispose or to direct the disposition of the shares held for the account of MHRA and, accordingly, Fund Management may be deemed to beneficially own the shares held for the account of MHRA.

- (10) The shares described herein were issued by the Issuer on the effective date of that certain Fourth Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code, as modified, dated as of June 3, 2005 of Lorai Space & Communications, Ltd. and certain of its subsidiaries that are a party thereto (the "Plan") and are outstanding shares that were held by the Issuer in accordance with the Plan and not previously distributed, pending resolution of claims to such shares that were disputed by third parties. Following and pursuant to resolution of certain disputed claims, the Issuer distributed the shares to the Reporting Persons pursuant to the Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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