

**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

**IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*, R.S.C.
1985, c.C36, AS AMENDED**

**APPLICATION OF LIGHTSQUARED LP
UNDER SECTION 46 OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,
R.S.C. 1985, c. C 36, AS AMENDED**

**AND IN THE MATTER OF CERTAIN PROCEEDINGS TAKEN IN THE UNITED
STATES BANKRUPTCY COURT WITH RESPECT TO LIGHTSQUARED INC.,
LIGHTSQUARED INC., LIGHTSQUARED INVESTORS HOLDINGS INC., ONE
DOT FOUR CORP., ONE DOT SIX CORP., SKYTERRA ROLLUP LLC, SKYTERRA
ROLLUP SUB LLC, SKYTERRA INVESTORS LLC, TMI COMMUNICATIONS
DELAWARE, LIMITED PARTNERSHIP, LIGHTSQUARED GP INC.,
LIGHTSQUARED LP, ATC TECHNOLOGIES LLC, LIGHTSQUARED CORP.,
LIGHTSQUARED FINANCE CO., LIGHTSQUARED NETWORK LLC,
LIGHTSQUARED INC. OF VIRGINIA, LIGHTSQUARED SUBSIDIARY LLC,
SKYTERRA HOLDINGS (CANADA) INC., SKYTERRA (CANADA) INC., ONE DOT
SIX TVCC CORP., AND TVCC HOLDING COMPANY, LLC. (COLLECTIVELY,
THE "CHAPTER 11 DEBTORS")**

APPLICATION RECORD

May 14, 2012

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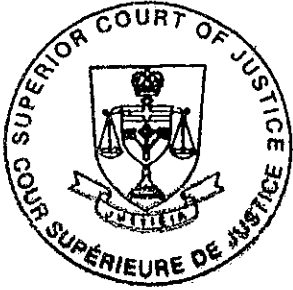
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TAB 1



Court File No. CV-12-9719-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE
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UNITED STATES BANKRUPTCY COURT WITH RESPECT TO
LIGHTSQUARED INC., LIGHTSQUARED INVESTORS HOLDINGS INC., ONE
DOT FOUR CORP., ONE DOT SIX CORP., SKYTERRA ROLLUP LLC,
SKYTERRA ROLLUP SUB LLC, SKYTERRA INVESTORS LLC, TMI
COMMUNICATIONS DELAWARE, LIMITED PARTNERSHIP,
LIGHTSQUARED GP INC., LIGHTSQUARED LP, ATC TECHNOLOGIES LLC,
LIGHTSQUARED CORP., LIGHTSQUARED FINANCE CO., LIGHTSQUARED
NETWORK LLC, LIGHTSQUARED INC. OF VIRGINIA, LIGHTSQUARED
SUBSIDIARY LLC, LIGHTSQUARED BERMUDA LTD., SKYTERRA
HOLDINGS (CANADA) INC., SKYTERRA (CANADA) INC. AND ONE DOT SIX
TVCC CORP. (COLLECTIVELY, THE "CHAPTER 11 DEBTORS")**

NOTICE OF APPLICATION

TO THE RESPONDENTS:

A LEGAL PROCEEDING HAS BEEN COMMENCED by the applicant. The claim made by the applicant appears on the following pages.

THIS APPLICATION will come on for a hearing before a Judge presiding on the Commercial List on Tuesday May 15, 2012, at 10:00am or as soon after that time as the application can be heard at 330 University Avenue, Toronto, Ontario.

IF YOU WISH TO OPPOSE THIS APPLICATION, to receive notice of any step in the application or to be served with any documents in the application, you or an Ontario lawyer acting for you must forthwith prepare a notice of appearance in Form 38A prescribed by the Rules of Civil Procedure, serve it on the applicant's lawyer or, where the applicant does not have a lawyer, serve it on the applicant, and file it, with proof of service, in this court office, and you or your lawyer must appear at the hearing.

IF YOU WISH TO PRESENT AFFIDAVIT OR OTHER DOCUMENTARY EVIDENCE TO THE COURT OR TO EXAMINE OR CROSS-EXAMINE WITNESSES ON THE APPLICATION, you or your lawyer must, in addition to serving your notice of appearance, serve a copy of the evidence on the applicant's lawyer or, where the applicant does not have a lawyer, serve it on the applicant, and file it, with proof of service, in the court office where the application is to be heard as soon as possible, but at least two days before the hearing.

IF YOU FAIL TO APPEAR AT THE HEARING, JUDGMENT MAY BE GIVEN IN YOUR ABSENCE AND WITHOUT FURTHER NOTICE TO YOU. IF YOU WISH TO OPPOSE THIS APPLICATION BUT ARE UNABLE TO PAY LEGAL FEES LEGAL AID MAY BE AVAILABLE TO YOU BY CONTRACTING A LOCAL LEGAL AID OFFICE.

Date: May 14, 2012

Issued By: _____



Natasha Brown
Registrar

Local Registrar

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APPLICATION

1. LightSquared LP (“**LightSquared**” or the “**Applicant**”), on its own behalf and in its capacity as proposed foreign representative of the Chapter 11 Debtors, makes this Application for relief and for orders substantially in the form included in the Application Record, including orders, *inter alia*:

Interim Initial Order

- (a) Abridging the time for service and validating service of this Notice of Application and Application Record and dispensing with further service thereof;
- (b) Granting a stay of proceedings in respect of the Chapter 11 Debtors, the property and business of the Chapter 11 Debtors and the directors and officers of the Chapter 11 Debtors pending the hearing of the application to recognize the proceedings commenced by the Chapter 11 Debtors in the United States Bankruptcy Court for the Southern District of New York (the “**U.S. Court**”) under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the “**Chapter 11 Proceeding**”);
- (c) Declaring that the notices and Orders in this proceeding may be served by prepaid ordinary mail, courier, personal delivery or electronic transmission to any interested party of the Chapter 11 Debtors and that any court materials in this proceeding may be served by e-mail;

Initial Recognition Order

- (a) Declaring that LightSquared is a “foreign representative” pursuant to section 45 of the *Companies’ Creditors Arrangement Act*, R.S.C. 1985, c. C-36 (the “**CCAA**”);
- (b) Declaring that the Chapter 11 Proceeding is recognized as a “foreign main proceeding” as such term is defined in section 45 of the CCAA;

- (c) Staying, until further Court order, all proceedings against the Chapter 11 Debtors;

Supplemental Order

- (a) Recognizing in Canada and enforcing the following orders of the U.S. Court made in the Chapter 11 Proceeding;
- (i) Order Directing Joint Administration of Related Chapter 11 Cases;
 - (ii) Order Authorizing LightSquared LP to Act as Foreign Representative Pursuant to 11 U.S.C. § 1505;
 - (iii) Interim Order (A) Authorizing Debtors to Use Cash Collateral, (B) Granting Adequate Protection to Prepetition Secured Parties, (C) Modifying the Automatic Stay and (D) Scheduling a Final Hearing;
 - (iv) Interim Order (A) Authorizing Debtors to (I) Continue Using Existing Cash Management Systems, Bank Accounts and Business Forms and (II) Continue Intercompany Transactions, (B) Providing Postpetition Intercompany Claims Administrative Expense Priority, (C) Authorizing Debtors' Banks to Honor All Related Payment Requests and (D) Waiving Investment Guidelines of Sections 345(b) of Bankruptcy Code;
 - (v) Interim Order (A) Authorizing, But Not Directing, Debtors to (I) Pay Certain Prepetition Wages and Reimbursable Employee Expenses, (II) Pay and Honor Employee Benefits and (III) Continue Employee Benefits Programs and (B) Authorizing and Directing Financial Institutions to Honor All Related Checks and Electronic Payment Requests;
 - (vi) Interim Order (A) Authorizing, But Not Directing, (I) Continuation of Debtors' Insurance Policies and (II) Payment of Certain Obligations in Respect Thereof and (B) Authorizing and Directing Financial Institutions to Honor All Related Checks and Electronic Payment Requests;
 - (vii) Interim Order (A) Authorizing, But Not Directing, Debtors to Pay Taxes and Fees and (B) Authorizing and Directing Financial Institutions to Honor All Related Checks and Electronic Payment Requests;
 - (viii) Order Authorizing Restrictions on Certain Transfers of Interests in the Debtors and Establishing Notification Procedures Relating

There to Pursuant to Sections 105(a) and 362 of the Bankruptcy Code; and

- (i) Order Authorizing and Approving the Employment and Retention of Kurtzman Carson Consultants LLC as Claims and Noticing Agent for Debtors and Debtors In Possession;
 - (b) Appointing Alvarez & Marsal Canada Inc. (“**A&M**”) as the Information Officer in respect of this proceeding (the “**Information Officer**”);
 - (c) Staying any claims, rights, liens or proceedings against or in respect of the Chapter 11 Debtors, the business and property of the Chapter 11 Debtors’ and the directors and officers of the Chapter 11 Debtors;
 - (d) Restraining the right of any person or entity to, among other things, discontinue or terminate any supply of products or services to the Chapter 11 Debtors;
 - (e) Granting a super-priority charge up to the maximum amount of \$200,000 over the Chapter 11 Debtors’ property, in favour of the Information Officer and its counsel, as security for their professional fees and disbursements incurred in respect of these proceedings (the “**Administration Charge**”);
 - (f) Declaring that notices, Orders and other materials in this proceeding may be served by prepaid ordinary mail, courier, personal delivery or electronic transmission to any interested party of the Chapter 11 Debtors and that any court materials in this proceeding may be served by email;
 - (g) Requiring the Information Officer, on behalf of the Applicant, to publish notice of the proceeding by subsection 53(b) of the CCAA; and
2. Such further and other relief as counsel may advise and this Honourable Court may permit.

3. The grounds for the application are:

Corporate Overview

- (a) The Chapter 11 Debtors were collectively the first private satellite-communications company to offer mobile satellite services throughout North America, initially using two geostationary satellites, as well as a portion of the electromagnetic spectrum known as the L-Band;
- (b) The Chapter 11 Debtors are in the process of building the only 4th Generation Long Term Evolution open wireless broadband network that incorporates nationwide satellite coverage throughout North America and offers users, wherever they may be located, the speed, value and reliability of universal connectivity;
- (c) Through a unique wholesale business model, entities without their own wireless networks, or that have limited geographic coverage or spectrum, will be able to market and sell their own devices, applications and services at a competitive price using the Chapter 11 Debtors' network;

The recognition of the Chapter 11 Proceeding is appropriate

- (d) LightSquared is the principal operating entity of the Chapter 11 Debtors;
- (e) LightSquared will be appointed as the foreign representative of itself and the other Chapter 11 Debtors in the Chapter 11 Proceeding and as such will fall within the definition of "foreign representative" under subsection 45(1) of the CCAA;
- (f) Pursuant to subsection 46(1) of the CCAA, LightSquared may apply to the Court as foreign representative for recognition of the Chapter 11 Proceeding;
- (g) Pursuant to subsection 47(1) of the CCAA, this Court shall make an order recognizing the Chapter 11 Proceeding if it is satisfied that the application

relates to “foreign proceedings” and that LightSquared is a “foreign representative”;

- (h) The Chapter 11 Proceeding constitutes a “foreign proceeding” pursuant to subsection 45(1) of the CCAA;
- (i) Pursuant to subsection 47(2) of the CCAA, this Court shall specify in the order recognizing the Chapter 11 Proceeding whether it is a foreign main proceeding or foreign non-main proceeding;
- (j) Each of the Chapter 11 Debtors’ centre of main interest are in the U.S. and therefore, the Chapter 11 Proceeding constitutes a “Foreign Main Proceeding” as defined in subsection 45(1) of the CCAA;
- (k) For the purposes of ensuring that all interested parties cooperate in the restructuring proceedings of the Chapter 11 Debtors, LightSquared requests that the Chapter 11 Proceeding be recognized by this Court as a “foreign main proceeding” under the CCAA;

The stay of proceedings is appropriate under the circumstances

- (l) Pursuant to subsection 48(1) of the CCAA, this Court shall, in the case of a foreign main proceeding, exercise its jurisdiction to prohibit the commencement or continuance of any action, suit or proceeding against the Chapter 11 Debtors, subject to any terms and conditions that this Court considers appropriate;
- (m) The stay of proceedings in Canada is essential to protect the efforts of the Chapter 11 Debtors to proceed in the Chapter 11 Proceeding with, and formulate, a restructuring plan, particularly in light of certain key assets within Canada owned by certain of the Chapter 11 Debtors;

The appointment of the Information Officer is appropriate

- (n) The appointment of the Information Officer will assist both the Court and Canadian stakeholders of the Chapter 11 Debtors;
- (o) The proposed Administration Charge is required to obtain the participation of the Information Officer in these proceedings;

General

- (p) The provisions of the CCAA, including sections 9, 11, 11.02, 11.03 and 44 - 61;
 - (q) The *Rules of Civil Procedure*, including rules 2.03, 3.02 and 16;
 - (r) The *Courts of Justice Act*, R.S.O. 1990 c. C-43, including section 106; and
 - (s) Such further and other grounds as counsel may advise and this Court may permit.
4. The following documentary evidence will be used at the hearing of the application:
- (a) The Affidavit of Marc R. Montagner to be sworn, and the exhibits referred to therein;
 - (b) The Affidavit of Kate H. Stigler to be sworn, and the exhibits referred to therein;
 - (c) The consent of A&M to act as Information Officer;
 - (d) The preliminary report of A&M in its capacity as proposed Information Officer, to be filed separately;
 - (e) The Supplemental Affidavit of Kate H. Stigler, and the exhibits referred to therein, to be sworn after the hearing and disposition of the “First Day Motions” by the U.S. Court, to be filed separately; and

- (f) Such further and other material as counsel may advise and this Honourable Court may permit.

May 14, 2012

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Lawyers for the Chapter 11 Debtors

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APPLICATION OF LIGHTSQUARED LP UNDER SECTION 46 OF THE COMPANIES' CREDITORS ARRANGEMENT ACT,
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STATES BANKRUPTCY COURT WITH RESPECT TO THE CHAPTER 11 DEBTORS

ONTARIO

SUPERIOR COURT OF JUSTICE

PROCEEDING COMMENCED AT
TORONTO

NOTICE OF APPLICATION

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Lawyers for the Chapter 11 Debtors.

TAB A

**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

THE HONOURABLE	)	TUESDAY, THE 15 th DAY
MR. JUSTICE MORAWETZ	)	OF MAY, 2012
)	

**IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*, R.S.C.
1985, c. C 36, AS AMENDED**

**APPLICATION OF LIGHTSQUARED LP
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LIGHTSQUARED INVESTORS HOLDINGS INC., ONE DOT FOUR CORP., ONE DOT
SIX CORP., SKYTERRA ROLLUP LLC, SKYTERRA ROLLUP SUB LLC, SKYTERRA
INVESTORS LLC, TMI COMMUNICATIONS DELAWARE, LIMITED
PARTNERSHIP, LIGHTSQUARED GP INC., LIGHTSQUARED LP, ATC
TECHNOLOGIES LLC, LIGHTSQUARED CORP., LIGHTSQUARED FINANCE CO.,
LIGHTSQUARED NETWORK LLC, LIGHTSQUARED INC. OF VIRGINIA,
LIGHTSQUARED SUBSIDIARY LLC, LIGHTSQUARED BERMUDA LTD.,
SKYTERRA HOLDINGS (CANADA) INC., SKYTERRA (CANADA) INC. AND ONE
DOT SIX TVCC CORP. (COLLECTIVELY, THE "CHAPTER 11 DEBTORS")**

INTERIM INITIAL ORDER

THIS APPLICATION, made by LightSquared LP (the "**Applicant**"), in its capacity as the proposed foreign representative of the Chapter 11 Debtors in the proceedings commenced on May 14, 2012, in the United States Bankruptcy Court for the Southern District of New York, under chapter 11 of title 11 of the United States Code (the "**Chapter 11 Proceeding**"), for an Order substantially in the form enclosed in the Application Record of the Applicant was heard on this day at 330 University Avenue, Toronto, Ontario.

ON READING the Notice of Application dated May 14, 2012, the affidavit of Marc R. Montagner sworn May 14, 2012, filed, the affidavit of Kate H. Stigler sworn May 14, 2012, filed, and upon hearing the submissions of counsel for the Applicant and counsel for Alvarez & Marsal Canada Inc. as the proposed information officer (the “**Proposed Information Officer**”) no one else appearing although served as appears from the affidavit of service of ● sworn May ●, 2012,

SERVICE

1. **THIS COURT ORDERS** that the time for service of the Notice of Application and the Application Record is hereby abridged and validated so that this Application is properly returnable today and hereby dispenses with further service thereof.

STAY OF PROCEEDINGS

2. **THIS COURT ORDERS** that from the date hereof until and unless otherwise ordered by the Court (the “**Stay Period**”), no proceeding or enforcement process in any court or tribunal in Canada (each, a “**Proceeding**” and collectively, “**Proceedings**”) including, without limitation, a Proceeding taken or that might be taken against the Chapter 11 Debtors under the *Bankruptcy and Insolvency Act*, R.S.C., 1985 c. B-3, as amended, or the *Winding-up and Restructuring Act*, R.S.C. 1985, c W-11, as amended, shall be commenced or continued against or in respect of the Chapter 11 Debtors or affecting their business in Canada (the “**Business**”) or their current and future assets, undertakings and properties of every nature and kind whatsoever, and wheresoever situate, including all proceeds thereof, of any of the Chapter 11 Debtors in Canada that relates to the Business (collectively, the “**Property**”), except with the written consent of the relevant Chapter 11 Debtor(s), or with leave of this Court, and any and all Proceedings currently under way against or in respect of the Chapter 11 Debtors or affecting the Business or the Property are hereby stayed and suspended pending further Order of this Court.

EXERCISE OF RIGHTS OR REMEDIES

3. **THIS COURT ORDERS** that during the Stay Period, all rights and remedies in Canada of any individual, firm, corporation, agency, governmental or quasi-governmental body, or any other entities (all of the foregoing, collectively being “**Persons**” and each being a “**Person**”) in

respect of or affecting the Chapter 11 Debtors, or affecting the Business or the Property, are hereby stayed and suspended except with the written consent of the relevant Chapter 11 Debtor(s) or leave of this Court, provided that nothing in this Order shall: (i) prevent the assertion of or exercise of rights and remedies in the Foreign Proceeding; (ii) empower any of the Chapter 11 Debtors to carry on any business in Canada that the Chapter 11 Debtors are not lawfully entitled to carry on; (iii) affect such investigations, actions, suits or proceedings by a regulatory body as are permitted by Section 11.1 of the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "CCAA"); (iv) prevent the filing of any registration to preserve or perfect a security interest; or (v) prevent the registration of a claim for lien.

4. **THIS COURT ORDERS** that the Chapter 11 Debtors are prohibited from selling or otherwise disposing of, outside of the ordinary course of business, any of the Property that relates to the Business and from selling or otherwise disposing of any of their other property in Canada; provided however, that nothing herein shall prevent the Chapter 11 Debtors from seeking approval in the Chapter 11 Proceeding or from this Court to sell or otherwise dispose of the Property.

NO INTERFERENCE WITH RIGHTS

5. **THIS COURT ORDERS** that during the Stay Period, no Person shall discontinue, fail to honour, alter, interfere with, repudiate, terminate or cease to perform any right, renewal right, contract, agreement, licence or permit in favour of or held by any of the Chapter 11 Debtors in Canada, except with the written consent of the relevant Chapter 11 Debtor(s) or leave of this Court.

CONTINUATION OF SERVICES

6. **THIS COURT ORDERS** that during the Stay Period, all Persons having oral or written agreements with the Chapter 11 Debtors or statutory or regulatory mandates for the supply of goods and/or services, including, without limitation, all computer software, communication and other data services, centralized banking services, payroll services, insurance, transportation services, customs broker services, utility or other services provided in respect of the Property or Business of the Chapter 11 Debtors, are hereby restrained until further Order of this Court from discontinuing, altering, interfering with or terminating the supply of such goods or services as

may be required by the Chapter 11 Debtors, and that the Chapter 11 Debtors shall be entitled to the continued use in Canada of, among other things, their current premises, telephone numbers, facsimile numbers, internet addresses and domain names, provided in each case that the normal prices or charges for all such goods or services received after the date of this Order are paid by the Chapter 11 Debtors in accordance with normal payment practices of the Chapter 11 Debtors or such other practices as may be agreed upon by the supplier or service provider and the relevant Chapter 11 Debtor(s), or as may be ordered by this Court.

PROCEEDINGS AGAINST DIRECTORS AND OFFICERS

7. **THIS COURT ORDERS** that during the Stay Period, and except as permitted by Section 11.03(2) of the CCAA, no Proceeding may be commenced or continued against any of the former, current or future directors or officers of any of the Chapter 11 Debtors with respect to any claim against such directors or officers that arose before the date hereof and that relates to any obligations of any of the Chapter 11 Debtors whereby the directors or officers are alleged under any law to be liable in their capacity as directors or officers for the payment or performance of such obligations until a plan of reorganization in respect of the Chapter 11 Debtors, if one is filed in the Chapter 11 Proceeding, is recognized by this Court and becomes effective in accordance with its terms, or unless otherwise ordered by this Court.

SERVICE OF COURT MATERIALS AND PUBLICATIONS OF NOTICES

8. **THIS COURT ORDERS** that the Applicant and its agents, or, if so requested by the Applicant, the Proposed Information Officer, are at liberty to serve this Order, any other orders in this proceeding, notices and documents by prepaid ordinary mail, courier, personal delivery or electronic transmission to any interested party at their addresses as last shown on the records of the Chapter 11 Debtors and that any such service or notice by courier, personal delivery or electronic transmission shall be deemed to be received on the next business day following the date of forwarding, or if sent by ordinary mail, on the fifth calendar day after mailing.

9. **THIS COURT ORDERS** that any party to these proceedings may serve any court materials in these proceedings (including, without limitation, the Application Record, any motion records, factums and orders) on any person electronically by emailing a PDF or other electronic copy of such materials to such parties' email addresses as recorded on the service list.

MISCELLANEOUS

10. **THIS COURT ORDERS** that, notwithstanding anything else contained in this Order, any of the Chapter 11 Debtors may, by written consent of their counsel of record, agree to waive any of the Chapter 11 Debtors' protections provided in this Order.
11. **THIS COURT ORDERS** that any party may, from time to time, apply to this Court for such further or other relief as it may advise from time to time, including for directions in respect of the proper execution of this Order.
12. **THIS COURT HEREBY ORDERS AND REQUESTS** the aid and recognition of any court, tribunal, regulatory, governmental or administrative body having jurisdiction in Canada, the United States or elsewhere, to give effect to this Order and to assist the Chapter 11 Debtors, the Proposed Information Officer and their respective agents in carrying out the terms of this Order. All Courts, tribunals, regulatory, governmental and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Chapter 11 Debtors, the Proposed Information Officer and their respective agents, as may be necessary or desirable to give effect to this Order, or to assist the Chapter 11 Debtors, the Proposed Information Officer and their respective agents in carrying out the terms of this Order.
13. **THIS COURT ORDERS AND DECLARES** that this Order shall be effective as of 12:01 a.m. on the date of this Order.
14. **THIS COURT ORDERS** that, notwithstanding any other provision of this Order, any interested person may apply to this Court to vary or rescind this Order or seek other relief upon seven (7) days notice to the Chapter 11 Debtors, the Proposed Information Officer and any other party or parties likely to be affected by the order sought or upon such other notice, if any, as this Court may order.
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IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985, c. C 36, AS AMENDED,
APPLICATION OF LIGHTSQUARED LP UNDER SECTION 46 OF THE COMPANIES' CREDITORS ARRANGEMENT ACT,
R.S.C. 1985, c. C 36, AS AMENDED, AND IN THE MATTER OF CERTAIN PROCEEDINGS TAKEN IN THE UNITED
STATES BANKRUPTCY COURT WITH RESPECT TO THE CHAPTER 11 DEBTORS

ONTARIO

SUPERIOR COURT OF JUSTICE

PROCEEDING COMMENCED AT
TORONTO

INTERIM INITIAL ORDER

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Lawyers for the Chapter 11 Debtors.

TAB B

**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

THE HONOURABLE)
JUSTICE ●)
)

●DAY, THE ● DAY
OF MAY, 2012

**IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*, R.S.C.
1985, c. C 36, AS AMENDED**

**APPLICATION OF LIGHTSQUARED LP
UNDER SECTION 46 OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,
R.S.C. 1985, c. C 36, AS AMENDED**

**AND IN THE MATTER OF CERTAIN PROCEEDINGS TAKEN IN THE UNITED
STATES BANKRUPTCY COURT WITH RESPECT TO LIGHTSQUARED INC.,
LIGHTSQUARED INVESTORS HOLDINGS INC., ONE DOT FOUR CORP., ONE DOT
SIX CORP., SKYTERRA ROLLUP LLC, SKYTERRA ROLLUP SUB LLC, SKYTERRA
INVESTORS LLC, TMI COMMUNICATIONS DELAWARE, LIMITED
PARTNERSHIP, LIGHTSQUARED GP INC., LIGHTSQUARED LP, ATC
TECHNOLOGIES LLC, LIGHTSQUARED CORP., LIGHTSQUARED FINANCE CO.,
LIGHTSQUARED NETWORK LLC, LIGHTSQUARED INC. OF VIRGINIA,
LIGHTSQUARED SUBSIDIARY LLC, LIGHTSQUARED BERMUDA LTD.,
SKYTERRA HOLDINGS (CANADA) INC., SKYTERRA (CANADA) INC. AND ONE
DOT SIX TVCC CORP. (COLLECTIVELY, THE "CHAPTER 11 DEBTORS")**

**INITIAL RECOGNITION ORDER
(FOREIGN MAIN PROCEEDING)**

THIS APPLICATION, made by LightSquared LP (the "**Applicant**") in its capacity as
the foreign representative (the "**Foreign Representative**") of the Chapter 11 Debtors in the
proceedings commenced on May 14, 2012, in the United States Bankruptcy Court for the

Southern District of New York, under chapter 11 of title 11 of the United States Code (the “**Chapter 11 Proceeding**”) pursuant to the *Companies’ Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the “**CCAA**”) for an Order substantially in the form enclosed in the Application Record, was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Notice of Application dated May 14, 2012, the affidavit of Marc Montagner sworn May 14, 2012, the affidavits of Kate H. Stigler sworn May 14, 2012 and May [●], 2012 and the report of Alvarez & Marsal Canada Inc. (“**A&M**”), in its capacity as proposed Information Officer (the “**Proposed Information Officer**”) dated [●], 2012 each filed, and upon being provided with copies of the documents required by section 46 of the CCAA;

AND UPON BEING ADVISED by counsel for the Foreign Representative that in addition to this Initial Recognition Order, a Supplemental Order (Foreign Main Proceeding) is being sought;

AND UPON HEARING the submissions of counsel for the Foreign Representative, counsel for the Proposed Information Officer, counsel for ●, no one else appearing although duly served as appears from the affidavit of service of ● sworn May [●], 2012,

SERVICE

1. **THIS COURT ORDERS** that the time for service of the Notice of Application and the Application Record is hereby abridged and validated so that this Application is properly returnable today and hereby dispenses with further service thereof.

FOREIGN REPRESENTATIVE PROCEEDING

2. **THIS COURT ORDERS AND DECLARES** that the Foreign Representative is the “foreign representative” as defined in section 45 of the CCAA in respect of the Chapter 11 Proceeding (the “**Foreign Proceeding**”).

CENTRE OF MAIN INTEREST AND RECOGNITION OF FOREIGN PROCEEDING

3. **THIS COURT DECLARES** that the centre of its main interests for each of the Chapter 11 Debtors is the United States and that the Foreign Proceeding is hereby recognized as a “foreign main proceeding” as defined in section 45 of the CCAA.

STAY OF PROCEEDINGS

4. **THIS COURT ORDERS** that until otherwise ordered by this Court:

- (a) all proceedings taken or that might be taken against any Debtor under the *Bankruptcy and Insolvency Act* or the *Winding-up and Restructuring Act* are stayed;
- (b) further proceedings in any action, suit or proceeding against any Debtor are restrained; and
- (c) the commencement of any action, suit or proceeding against any Debtor is prohibited.

NO SALE OF PROPERTY

5. **THIS COURT ORDERS** that, except with leave of this Court, each of the Chapter 11 Debtors is prohibited from selling or otherwise disposing of:

- (a) any of its property in Canada that relates to the business, outside the ordinary course of business; and

- (b) any of its other property in Canada.

GENERAL

6. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada, to give effect to this Order and to assist the Chapter 11 Debtors and the Foreign Representative and their respective counsel and agents in carrying out the terms of this Order.

7. **THIS COURT ORDERS AND DECLARES** that the Interim Initial Order made on May 15, 2012 shall be of no further force and effect once this Order becomes effective, and that this Order shall be effective as of 12:01 a.m. on the date of this Order provided that nothing herein shall invalidate any action taken in compliance with such Interim Initial Order prior to the effective time of this Order.

8. **THIS COURT ORDERS** that any interested party may apply to this Court to vary or amend this Order or seek other relief on not less than seven (7) days notice to the Chapter 11 Debtors and the Foreign Representative and their respective counsel, and to any other party or parties likely to be affected by the order sought, or upon such other notice, if any, as this Court may order.

IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985, c. C 36, AS AMENDED,
APPLICATION OF LIGHTSQUARED LP UNDER SECTION 46 OF THE COMPANIES' CREDITORS ARRANGEMENT ACT,
R.S.C. 1985, c. C 36, AS AMENDED, AND IN THE MATTER OF CERTAIN PROCEEDINGS TAKEN IN THE UNITED
STATES BANKRUPTCY COURT WITH RESPECT TO THE CHAPTER 11 DEBTORS

ONTARIO

SUPERIOR COURT OF JUSTICE

PROCEEDING COMMENCED AT
TORONTO

INITIAL RECOGNITION ORDER

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Lawyers for the Chapter 11 Debtors.

TAB C

**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

THE HONOURABLE	)	●DAY, THE ● DAY
JUSTICE ●	)	OF MAY, 2012
)	

**IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,
R.S.C. 1985, c. C 36, AS AMENDED**

**APPLICATION OF LIGHTSQUARED LP
UNDER SECTION 46 OF THE *COMPANIES' CREDITORS ARRANGEMENT*
ACT, R.S.C. 1985, c. C 36, AS AMENDED**

**AND IN THE MATTER OF CERTAIN PROCEEDINGS TAKEN IN THE
UNITED STATES BANKRUPTCY COURT WITH RESPECT TO
LIGHTSQUARED INC., LIGHTSQUARED INVESTORS HOLDINGS INC., ONE
DOT FOUR CORP., ONE DOT SIX CORP., SKYTERRA ROLLUP LLC,
SKYTERRA ROLLUP SUB LLC, SKYTERRA INVESTORS LLC, TMI
COMMUNICATIONS DELAWARE, LIMITED PARTNERSHIP,
LIGHTSQUARED GP INC., LIGHTSQUARED LP, ATC TECHNOLOGIES LLC,
LIGHTSQUARED CORP., LIGHTSQUARED FINANCE CO., LIGHTSQUARED
NETWORK LLC, LIGHTSQUARED INC. OF VIRGINIA, LIGHTSQUARED
SUBSIDIARY LLC, LIGHTSQUARED BERMUDA LTD., SKYTERRA
HOLDINGS (CANADA) INC., SKYTERRA (CANADA) INC. AND ONE DOT SIX
TVCC CORP. (COLLECTIVELY, THE "CHAPTER 11 DEBTORS")**

SUPPLEMENTAL ORDER

THIS APPLICATION, made by LightSquared LP in its capacity as the foreign representative (the "**Foreign Representative**") of the Chapter 11 Debtors, pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "**CCAA**") for an Order substantially in the form enclosed in the Application Record, was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Notice of Application, the affidavit of Marc Montagner sworn May 14, 2012, the affidavits of Kate H. Stigler sworn May 14, 2012 and May [●], 2012 and the report of Alvarez & Marsal Canada Inc. (“**A&M**”), in its capacity as proposed Information Officer (the “**Proposed Information Officer**”) dated [●], 2012 and on being advised that the secured creditors who are likely to be affected by the charges created herein were given notice, and on hearing the submissions of counsel for the Foreign Representative, counsel for the proposed information officer, no one else appearing although duly served as appears from the affidavit of service of [NAME] sworn May [●], 2012, and on reading the consent of A&M to act as the information officer:

SERVICE

1. **THIS COURT ORDERS** that the time for service of the Notice of Application and the Application Record is hereby abridged and validated so that this Application is properly returnable today and hereby dispenses with further service thereof.

INITIAL RECOGNITION ORDER

2. **THIS COURT ORDERS** that any capitalized terms not otherwise defined herein shall have the meanings given to such terms in the Initial Recognition Order dated [●], 2012 (the “**Recognition Order**”).

3. **THIS COURT ORDERS** that the provisions of this Supplemental Order shall be interpreted in a manner complementary and supplementary to the provisions of the Recognition Order, and that in the event of a conflict between the provisions of this Supplemental Order and the provisions of the Recognition Order, the provisions of the Recognition Order shall govern.

RECOGNITION OF FOREIGN ORDERS

4. **THIS COURT ORDERS** that the following orders (collectively, the “**Foreign Orders**”) of the U.S. Bankruptcy Court for the Southern District of New York made in

the Foreign Proceeding are hereby recognized and given full force and effect in all provinces and territories of Canada pursuant to Section 49 of the CCAA:

- (a) Order Directing Joint Administration of Related Chapter 11 Cases;
- (b) Order Authorizing LightSquared LP to Act as Foreign Representative Pursuant to 11 U.S.C. § 1505;
- (c) Interim Order (A) Authorizing Debtors to Use Cash Collateral, (B) Granting Adequate Protection to Prepetition Secured Parties, (C) Modifying the Automatic Stay and (D) Scheduling a Final Hearing;
- (d) Interim Order (A) Authorizing Debtors to (I) Continue Using Existing Cash Management Systems, Bank Accounts and Business Forms and (II) Continue Intercompany Transactions, (B) Providing Postpetition Intercompany Claims Administrative Expense Priority, (C) Authorizing Debtors' Banks to Honor All Related Payment Requests and (D) Waiving Investment Guidelines of Sections 345(B) of Bankruptcy Code;
- (e) Interim Order (A) Authorizing, But Not Directing, Debtors to (I) Pay Certain Prepetition Wages and Reimbursable Employee Expenses, (II) Pay and Honor Employee Benefits and (III) Continue Employee Benefits Programs and (B) Authorizing and Directing Financial Institutions to Honor All Related Checks and Electronic Payment Requests;
- (f) Interim Order (A) Authorizing, But Not Directing, (I) Continuation of Debtors' Insurance Policies and (II) Payment of Certain Obligations in Respect Thereof and (B) Authorizing and Directing Financial Institutions to Honor All Related Checks and Electronic Payment Requests;
- (g) Interim Order (A) Authorizing, But Not Directing, Debtors to Pay Taxes and Fees and (B) Authorizing and Directing Financial Institutions to Honor All Related Checks and Electronic Payment Requests;

- (h) Order Authorizing Restrictions on Certain Transfers of Interests in the Debtors and Establishing Notification Procedures Relating Thereto Pursuant to Sections 105(a) and 362 of the Bankruptcy Code; and
- (i) Order Authorizing and Approving the Employment and Retention of Kurtzman Carson Consultants LLC as Claims and Noticing Agent for Debtors and Debtors In Possession;

each attached as Schedules “A” to “I” hereto, provided, however, that in the event of any conflict between the terms of the Foreign Orders and the Orders of this Court made in the within proceedings, the Orders of this Court shall govern with respect to the Property (as defined below) in Canada.

APPOINTMENT OF INFORMATION OFFICER

5. **THIS COURT ORDERS** that A&M (the “**Information Officer**”) is hereby appointed as an officer of this Court, with the powers and duties set out herein.

NO PROCEEDINGS AGAINST THE CHAPTER 11 DEBTORS OR THE PROPERTY

6. **THIS COURT ORDERS** that until such date as this Court may order (the “**Stay Period**”), no proceeding or enforcement process in any court or tribunal in Canada (each, a “**Proceeding**” and collectively, “**Proceedings**”) shall be commenced or continued against or in respect of the Chapter 11 Debtors or affecting their business (the “**Business**”) or their current and future assets, undertakings and properties of every nature and kind whatsoever, and wherever situate, including all proceeds thereof, (collectively, the “**Property**”), except with the written consent of the relevant Chapter 11 Debtor(s), or with leave of this Court, and any and all Proceedings currently under way against or in respect of any of the Chapter 11 Debtors or affecting the Business or the Property are hereby stayed and suspended pending further Order of this Court.

NO EXERCISE OF RIGHTS OR REMEDIES

7. **THIS COURT ORDERS** that during the Stay Period, all rights and remedies of any individual, firm, corporation, agency, governmental body or quasi-governmental body, or any other entities (all of the foregoing, collectively being “**Persons**” and each being a “**Person**”) against or in respect of the Chapter 11 Debtors or the Foreign Representative, or affecting the Business or the Property, are hereby stayed and suspended except with written consent of the relevant Chapter 11 Debtor(s) or with leave of this Court, provided that nothing in this Order shall: (i) prevent the assertion of or the exercise of rights and remedies outside of Canada; (ii) empower any of the Chapter 11 Debtors to carry on any business in Canada which that Chapter 11 Debtor is not lawfully entitled to carry on; (iii) affect such investigations or Proceedings by a regulatory body as are permitted by section 11.1 of the CCAA; (iv) prevent the filing of any registration to preserve or perfect a security interest; or (v) prevent the registration of a claim for lien.

NO INTERFERENCE WITH RIGHTS

8. **THIS COURT ORDERS** that during the Stay Period, no Person shall discontinue, fail to honour, alter, interfere with, repudiate, terminate or cease to perform any right, renewal right, contract, agreement, licence or permit in favour of or held by any of the Chapter 11 Debtors and affecting the Business in Canada, except with the written consent of the relevant Chapter 11 Debtor(s) or leave of this Court.

ADDITIONAL PROTECTIONS

9. **THIS COURT ORDERS** that during the Stay Period, all Persons having oral or written agreements with the Chapter 11 Debtors or statutory or regulatory mandates for the supply of goods and/or services in Canada, including, without limitation, all computer software, communication and other data services, centralized banking services, payroll services, insurance, transportation services, utility or other services provided in respect of the Property or Business of the Chapter 11 Debtors, are hereby restrained until further Order of this Court from discontinuing, altering, interfering with or terminating the supply of such goods or services as may be required by the Chapter 11 Debtors, and

that the Chapter 11 Debtors shall be entitled to the continued use in Canada of their current premises, telephone numbers, facsimile numbers, internet addresses and domain names.

10. **THIS COURT ORDERS** that during the Stay Period, and except as permitted by subsection 11.03(2) of the CCAA, no Proceeding may be commenced or continued against any of the former, current or future directors or officers of the Chapter 11 Debtors with respect to any claim against the directors or officers that arose before the date hereof and that relates to any obligations of the Chapter 11 Debtors whereby the directors or officers are alleged under any law to be liable in their capacity as directors or officers for the payment or performance of such obligations.

11. **THIS COURT ORDERS** that no Proceeding shall be commenced or continued against or in respect of the Information Officer, except with leave of this Court. In addition to the rights and protections afforded the Information Officer herein, or as an officer of this Court, the Information Officer shall have the benefit of all of the rights and protections afforded to a Monitor under the CCAA, and shall incur no liability or obligation as a result of its appointment or the carrying out of the provisions of this Order, save and except for any gross negligence or wilful misconduct on its part.

OTHER PROVISIONS RELATING TO INFORMATION OFFICER

12. **THIS COURT ORDERS** that the Information Officer:

- (a) is hereby authorized to provide such assistance to the Foreign Representative in the performance of its duties as the Foreign Representative may reasonably request;
- (b) shall report to this Court at least once every three months with respect to the status of these proceedings and the status of the Foreign Proceedings, which reports may include information relating to the Property, the Business, or such other matters as may be relevant to the proceedings herein;

- (c) in addition to the periodic reports referred to in paragraph 12 (b) above, the Information Officer may report to this Court at such other times and intervals as the Information Officer may deem appropriate with respect to any of the matters referred to in paragraph 12 (b) above;
- (d) shall have full and complete access to the Property, including the premises, books, records, data, including data in electronic form, and other financial documents of the Chapter 11 Debtors, to the extent that is necessary to perform its duties arising under this Order; and
- (e) shall be at liberty to engage independent legal counsel or such other persons as the Information Officer deems necessary or advisable respecting the exercise of its powers and performance of its obligations under this Order.

13. **THIS COURT ORDERS** that the Chapter 11 Debtors and the Foreign Representative shall (i) advise the Information Officer of all material steps taken by the Chapter 11 Debtors or the Foreign Representative in these proceedings or in the Foreign Proceedings, (ii) co-operate fully with the Information Officer in the exercise of its powers and discharge of its obligations, and (iii) provide the Information Officer with the assistance that is necessary to enable the Information Officer to adequately carry out its functions.

14. **THIS COURT ORDERS** that the Information Officer shall not take possession of the Property and shall take no part whatsoever in the management or supervision of the management of the Business and shall not, by fulfilling its obligations hereunder, be deemed to have taken or maintained possession or control of the Business or Property, or any part thereof.

15. **THIS COURT ORDERS** that the Information Officer (i) shall post on its website all Orders of this Court made in these proceedings, all reports of the Information Officer filed herein, and such other materials as this Court may order from time to time, and (ii) may post on its website any other materials that the Information Officer deems appropriate.

16. **THIS COURT ORDERS** that the Information Officer may provide any creditor of a Debtor with information provided by the Chapter 11 Debtors in response to reasonable requests for information made in writing by such creditor addressed to the Information Officer. The Information Officer shall not have any responsibility or liability with respect to the information disseminated by it pursuant to this paragraph. In the case of information that the Information Officer has been advised by the Chapter 11 Debtors is privileged or confidential, the Information Officer shall not provide such information to creditors unless otherwise directed by this Court or on such terms as the Information Officer, the Foreign Representative and the relevant Chapter 11 Debtors may agree.

17. **THIS COURT ORDERS** that the Information Officer and counsel to the Information Officer shall be paid by the Chapter 11 Debtors their reasonable fees and disbursements incurred in respect of these proceedings, both before and after the making of this Order, in each case at their standard rates and charges unless otherwise ordered by the Court on the passing of accounts. The Chapter 11 Debtors are hereby authorized and directed to pay the accounts of the Information Officer and counsel for the Information Officer on a monthly basis and, in addition, the Chapter 11 Debtors are hereby authorized to pay to the Information Officer and counsel to the Information Officer, retainers in the amounts of \$75,000 and \$50,000 respectively, to be held by them as security for payment of their respective fees and disbursements outstanding from time to time.

18. **THIS COURT ORDERS** that the Information Officer and its legal counsel shall pass their accounts from time to time, and for this purpose the accounts of the Information Officer and its legal counsel are hereby referred to a judge of the Commercial List of the Ontario Superior Court of Justice, and the accounts of the Information Officer and its counsel shall not be subject to approval in the Foreign Proceeding.

19. **THIS COURT ORDERS** that the Information Officer and counsel to the Information Officer, if any, shall be entitled to the benefit of and are hereby granted a charge (the “**Administration Charge**”) on the Property in Canada, which charge shall

not exceed an aggregate amount of \$200,000, as security for their professional fees and disbursements incurred in respect of these proceedings, both before and after the making of this Order. The Administration Charge shall have the priority set out in paragraphs 20 hereof.

VALIDITY AND PRIORITY OF CHARGES CREATED BY THIS ORDER

20. **THIS COURT ORDERS** that the filing, registration or perfection of the Administration Charge shall not be required, and that the Administration Charge shall be valid and enforceable for all purposes, including as against any right, title or interest filed, registered, recorded or perfected subsequent to the Administration Charge coming into existence, notwithstanding any such failure to file, register, record or perfect.

21. **THIS COURT ORDERS** that the Administration Charge shall constitute a charge on the Property in Canada and such Charges shall rank in priority to all other security interests, trusts, liens, charges and encumbrances, claims of secured creditors, statutory or otherwise (collectively, “**Encumbrances**”) in favour of any Person.

22. **THIS COURT ORDERS** that except as otherwise expressly provided for herein, or as may be approved by this Court, the Chapter 11 Debtors shall not grant any Encumbrances over any Property in Canada that rank in priority to, or *pari passu* with, the Administration Charge, unless the Chapter 11 Debtors also obtains the prior written consent of the Information Officer or further Order of this Court.

23. **THIS COURT ORDERS** that the Administration Charge shall not be rendered invalid or unenforceable and the rights and remedies of the chargees entitled to the benefit of the Administration Charge (collectively, the “**Chargees**”) shall not otherwise be limited or impaired in any way by (a) the pendency of these proceedings and the declarations of insolvency made herein; (b) any application(s) for bankruptcy order(s) issued pursuant to the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3, as amended (the “**BIA**”), or any bankruptcy order made pursuant to such applications; (c) the filing of any assignments for the general benefit of creditors made pursuant to the BIA; (d) the provisions of any federal or provincial statutes; or (e) any negative covenants,

prohibitions or other similar provisions with respect to borrowings, incurring debt or the creation of Encumbrances, contained in any existing loan documents, lease, sublease, offer to lease or other agreement (collectively, an “**Agreement**”) which binds any Debtor, and notwithstanding any provision to the contrary in any Agreement:

- (a) the creation of the Administration Charge shall not create or be deemed to constitute a breach by a Debtor of any Agreement to which it is a party;
- (b) none of the Chargees shall have any liability to any Person whatsoever as a result of any breach of any Agreement caused by or resulting from the creation of the Administration Charge; and
- (c) the payments made by the Chapter 11 Debtors to the Chargees pursuant to this Order, and the granting of the Administration Charge, do not and will not constitute preferences, fraudulent conveyances, transfers at undervalue, oppressive conduct, or other challengeable or voidable transactions under any applicable law.

24. **THIS COURT ORDERS** that the Administration Charge created by this Order over leases of real property in Canada shall only be a charge in the applicable Debtor's interest in such real property leases.

SERVICE AND NOTICE

25. **THIS COURT ORDERS** that the Chapter 11 Debtors, the Foreign Representative and the Information Officer each be at liberty to serve this Order, any other materials and orders in these proceedings, any notices or other correspondence, by forwarding true copies thereof by prepaid ordinary mail, courier, personal delivery or electronic transmission to the Chapter 11 Debtors' creditors or other interested parties at their respective addresses as last shown on the records of the Chapter 11 Debtors and that any such service or notice by courier, personal delivery or electronic transmission shall be deemed to be received on the next business day following the date of forwarding thereof, or if sent by ordinary mail, on the third business day after mailing.

26. **THIS COURT ORDERS** that the Chapter 11 Debtors, the Foreign Representative and the Information Officer, and any party who has filed a Notice of Appearance, may serve any court materials in these proceedings by e-mailing a PDF or other electronic copy of such materials to counsels' email addresses as recorded on the Service List from time to time.

27. **THIS COURT ORDERS** that within 10 days from the date of this Order, or as soon as practicable thereafter, the Information Officer on behalf of the Foreign Representative shall cause to be published a notice containing the information required by section 53(b) of the CCAA once a week for two consecutive weeks, in the Globe and Mail, National Edition.

GENERAL

28. **THIS COURT ORDERS** that the Information Officer may from time to time apply to this Court for advice and directions in the discharge of its powers and duties hereunder.

29. **THIS COURT ORDERS** that nothing in this Order shall prevent the Information Officer from acting as an interim receiver, a receiver, a receiver and manager, a monitor, or a trustee in bankruptcy of any Debtor, the Business or the Property.

30. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in the United States, to give effect to this Order and to assist the Chapter 11 Debtors, the Foreign Representative, the Information Officer, and their respective agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Chapter 11 Debtors, the Foreign Representative, and the Information Officer, the latter as an officer of this Court, as may be necessary or desirable to give effect to this Order, or to assist the Chapter 11 Debtors, the Foreign Representative, and the Information Officer and their respective agents in carrying out the terms of this Order.

31. **THIS COURT ORDERS** that each of the Chapter 11 Debtors, the Foreign Representative and the Information Officer be at liberty and is hereby authorized and empowered to apply to any court, tribunal, regulatory or administrative body, wherever located, for the recognition of this Order and for assistance in carrying out the terms of this Order.

32. **THIS COURT ORDERS** that any interested party may apply to this Court to vary or amend this Order or seek other relief on not less than seven (7) days notice to the Chapter 11 Debtors, the Foreign Representative, the Information Officer and their respective counsel, and to any other party or parties likely to be affected by the order sought, or upon such other notice, if any, as this Court may order.

33. **THIS COURT ORDERS** that this Order shall be effective as of 12:01 a.m. on the date of this Order.

SCHEDULES “A” – “H”

IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985, c. C 36, AS AMENDED,
APPLICATION OF LIGHTSQUARED LP UNDER SECTION 46 OF THE COMPANIES' CREDITORS ARRANGEMENT ACT,
R.S.C. 1985, c. C 36, AS AMENDED, AND IN THE MATTER OF CERTAIN PROCEEDINGS TAKEN IN THE UNITED
STATES BANKRUPTCY COURT WITH RESPECT TO THE CHAPTER 11 DEBTORS

ONTARIO
SUPERIOR COURT OF JUSTICE

PROCEEDING COMMENCED AT
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SUPPLEMENTAL ORDER

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Lawyers for the Chapter 11 Debtors.

TAB 2

**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

**IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,
R.S.C. 1985, c. C 36, AS AMENDED**

**APPLICATION OF LIGHTSQUARED LP
UNDER SECTION 46 OF THE *COMPANIES' CREDITORS ARRANGEMENT
ACT*, R.S.C. 1985, c. C 36, AS AMENDED**

**AND IN THE MATTER OF CERTAIN PROCEEDINGS TAKEN IN THE
UNITED STATES BANKRUPTCY COURT WITH RESPECT TO
LIGHTSQUARED INC., LIGHTSQUARED INVESTORS HOLDINGS INC., ONE
DOT FOUR CORP., ONE DOT SIX CORP., SKYTERRA ROLLUP LLC,
SKYTERRA ROLLUP SUB LLC, SKYTERRA INVESTORS LLC, TMI
COMMUNICATIONS DELAWARE, LIMITED PARTNERSHIP,
LIGHTSQUARED GP INC., LIGHTSQUARED LP, ATC TECHNOLOGIES LLC,
LIGHTSQUARED CORP., LIGHTSQUARED FINANCE CO., LIGHTSQUARED
NETWORK LLC, LIGHTSQUARED INC. OF VIRGINIA, LIGHTSQUARED
SUBSIDIARY LLC, LIGHTSQUARED BERMUDA LTD., SKYTERRA
HOLDINGS (CANADA) INC., SKYTERRA (CANADA) INC. AND ONE DOT SIX
TVCC CORP. (COLLECTIVELY, THE "CHAPTER 11 DEBTORS")**

**AFFIDAVIT OF MARC R. MONTAGNER
(sworn May 14, 2012)**

I, Marc R. Montagner, of the city of Washington in the District of Columbia, MAKE OATH AND SAY that:

1. I am Chief Financial Officer and interim Chief Operating Officer of LightSquared LP (the "**Applicant**"), a limited partnership formed under the laws of the State of Delaware, as well as Chief Financial Officer for the other Chapter 11 Debtors. As such, I have personal knowledge of the matters to which I herein depose. Where the source of my information or belief is other than my own personal knowledge, I have identified the source and the basis for my information and verily believe it to be true.

2. This Affidavit is filed in support of the Applicant's application for an order, *inter alia*, recognizing the Chapter 11 Proceeding (as defined below) as a foreign main proceeding pursuant to Part IV of the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36.

3. On May 14, 2012, the Chapter 11 Debtors commenced proceedings (the "**Chapter 11 Proceeding**") by each filing a voluntary petition for relief under chapter 11 of title 11 of the United States Code in the United States Bankruptcy Court for the Southern District of New York (the "**U.S. Court**").

4. In brief, the Chapter 11 Debtors collectively are in the process of building the only 4th Generation Long Term Evolution open wireless broadband network that incorporates nationwide satellite coverage throughout North America and offers users, wherever they may be located, the speed, value and reliability of universal connectivity. Through a unique wholesale business model, entities without their own wireless networks, or that have limited geographic coverage or spectrum, will be able to market and sell their own devices, applications and services at a competitive price using the Chapter 11 Debtors' network.

5. A copy of an organization chart for the Chapter 11 Debtors is attached as Exhibit "A" to my Affidavit.

6. I have filed a declaration in the Chapter 11 Proceeding (the "**Declaration**"), which provides background on the Chapter 11 Debtors and outlines the various types of relief being sought from the U.S. Court in certain first day motions (collectively, the "**First Day Motions**"). A copy of my Declaration is attached as Exhibit "B" to my affidavit.

7. Below is a listing of the Chapter 11 Debtors:

Debtor Name	State of Incorporation	Principal Office Location
LightSquared Inc.	Delaware	New York, New York
LightSquared Investors Holdings Inc.	Delaware	Reston, Virginia
One Dot Four Corp.	Delaware	Reston, Virginia
One Dot Six Corp.	Delaware	Reston, Virginia
SkyTerra Rollup LLC	Delaware	Reston, Virginia
SkyTerra Rollup Sub LLC	Delaware	Reston, Virginia
SkyTerra Investors LLC	Delaware	Reston, Virginia
TMI Communications Delaware, Limited Partnership	Delaware	Reston, Virginia
LightSquared GP Inc.	Delaware	Reston, Virginia
LightSquared LP	Delaware	New York, New York
ATC Technologies LLC	Delaware	Reston, Virginia
LightSquared Corp.	Nova Scotia	Ottawa, Ontario [Registered office is in Halifax, Nova Scotia]
LightSquared Finance Co.	Delaware	Reston, Virginia
LightSquared Network LLC	Delaware	Reston, Virginia
LightSquared Inc. Of Virginia	Virginia	Reston, Virginia

Debtor Name	Jurisdiction of Incorporation	Location of Principal Office
LightSquared Subsidiary LLC	Delaware	Reston, Virginia
LightSquared Bermuda Ltd.	Bermuda	Bermuda
SkyTerra Holdings (Canada) Inc.	Ontario	Ottawa, Ontario
SkyTerra (Canada) Inc.	Ontario	Ottawa, Ontario
One Dot Six TVCC Corp.	Delaware	Reston, Virginia

8. Two of the Chapter 11 Debtors are incorporated pursuant to the laws of the Province of Ontario, being SkyTerra Holdings (Canada) Inc. ("**SkyTerra Holdings**") and SkyTerra (Canada) Inc. ("**SkyTerra Canada**"). One of the Chapter 11 Debtors is incorporated pursuant to the laws of the Province of Nova Scotia, being LightSquared Corp. ("**LC**") and together with SkyTerra Holdings and SkyTerra Canada, the "**Canadian Debtors**"). As shown on the organization chart for the Chapter 11 Debtors attached as Exhibit "A" to my Affidavit, each of the Canadian Debtors is a wholly-owned subsidiary, directly or indirectly, of the Applicant. Other than the Canadian Debtors and LightSquared Bermuda Ltd., all of the Chapter 11 Debtors are incorporated pursuant to the laws of the United States. I am not aware of any other foreign recognition or insolvency proceedings involving the Chapter 11 Debtors.

9. The operations of the Canadian Debtors can be summarized as follows:

- (a) SkyTerra Canada: This entity was created to hold certain regulated assets which, by law, are required to be held by Canadian corporations. SkyTerra Canada holds primarily three categories of assets: (i) the MSAT-1 satellite; (ii) certain Industry Canada licences and authorizations relating to the MSAT-1, MSAT-2, SkyTerra-1, and SkyTerra-2 satellites. This latter satellite is intended to serve as a replacement satellite for the MSAT-1 satellite; and (iii)

contracts with the Applicant's affiliates and third parties. SkyTerra Canada has no third party customers or employees at the present time and is wholly dependent on the Applicant for the funding of its operations;

- (b) SkyTerra Holdings: This entity has no employees or operational functions. Its sole function is to hold shares of SkyTerra Canada. To the extent that SkyTerra Holdings requires any funding, it is wholly dependent on the Applicant for the same; and
- (c) LC: This entity was created for the purposes of providing mobile satellite services to customers located in Canada based on products and services that re developed by the Chapter 11 Debtors for the United States market but that could also be offered in Canada on a standalone or cross-border basis. LC holds certain Industry Canada licenses and authorizations relating to the MSAT-1, MSAT-2, and SkyTerra-1 satellites as well as certain ground related assets. LC employs approximately 43 non-union employees out of its offices in Ottawa, Ontario. LC is wholly dependent on the Applicant for all or substantially all of the funding of its operations.

10. All of the Chapter 11 Debtors, including the Canadian Debtors, operate on an integrated basis, with corporate and other major decision-making occurring from the consolidated offices in New York, New York and Reston, Virginia. The majority of the management of the Chapter 11 Debtors, including the Canadian Debtors, is shared. All of the senior executives of the Chapter 11 Debtors including the Canadian Debtors, are residents of the United States.

11. As outlined in my Declaration, the Canadian Debtors have guaranteed the credit facilities that were extended by certain lenders (the "**Prepetition LP Lenders**") to LightSquared LP, as borrower and such guarantee is allegedly secured by a priority interest on the assets of the Canadian Debtors. As a result, the majority of the creditors of the Chapter 11 Debtors are also common.

12. The majority of employee administration, human resource functions, marketing and communications decisions are made, and related functions taken, on behalf of all of the Chapter 11 Debtors, including the Canadian debtors, in the United States.

13. The Chapter 11 Debtors, including the Canadian Debtors, also share a cash management system which is overseen by employees of the United States-based Chapter 11 Debtors and located primarily in the United States.

14. Other functions shared between the Chapter 11 Debtors, including the Canadian Debtors, and primarily managed from the United States include, pricing decisions, business development decisions, accounts payable, accounts receivable, and treasury functions.

15. The Canadian Debtors are wholly dependent on the Applicant and other members of the Chapter 11 Debtors located in the United States for all or substantially all of their funding requirements.

16. In essence the Chapter 11 Debtors, including the Canadian Debtors, are managed in the United States as an integrated group from a corporate, strategic and management perspective.

17. I have been advised by Fraser Milner Casgrain LLP ("FMC"), Canadian counsel to the Chapter 11 Debtors, that lien searches were conducted over April 23, 2012 and April 24, 2012 against each of the Chapter 11 Debtors under the *Personal Property Security Act* in each of Ontario, Alberta, Saskatchewan, Nova Scotia and Newfoundland (the "**PPSA Searches**").

18. The PPSA Searches revealed registrations in favour of Wilmington Trust FSB against LC in each of Ontario, Alberta, Saskatchewan and Nova Scotia and against SkyTerra Holdings and SkyTerra Canada in Ontario. In addition, the PPSA Searches revealed registrations in favour of: (i) BNY Trust Company of Canada against LC in Saskatchewan; and (ii) The Bank of New York against the Applicant and LightSquared GP Inc. in Ontario. Each of The Bank of New York and BNY Trust Company of Canada is a party to a release letter dated as of October 1, 2010 in which they each acknowledged

the release and discharge of the liens in respect of which the registrations in their favour were made.

19. One of the First Day Motions is a motion for an order appointing the Applicant as Foreign Representative of the Chapter 11 Debtors.

20. Another of the First Day Motions is a motion for, *inter alia*, an order authorizing the Chapter 11 Debtors to use cash collateral and granting adequate protection liens to the Prepetition Secured Parties (as defined in my Declaration). This motion contemplates the granting of adequate protection liens, solely to the extent of any diminution in the value of the Prepetition Secured Parties' respective interest in certain cash collateral. In this respect, I note that (i) the Prepetition LP Lenders allegedly have security on both collateral located in both Canada and the United States; (ii) the Prepetition LP Lenders will be served with the First Day Motions; and (iii) there are no additional solely 'Canadian' secured creditors which would be affected by the adequate protection liens.¹

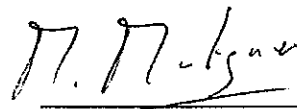
21. The First Day Motions are outlined in more detail in my Declaration.

22. I make this affidavit in support of the within application and for no other or improper purpose.

SWORN BEFORE ME at the City of New
York, in the State of New York, this 14th day of
May, 2012.


A Notary for the State of New York

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Marc R. Montagner

DENISE M. GARGANO
NOTARY PUBLIC, State of New York
No. 01GA4502475
Qualified in Richmond County
Certificate Filed in New York County
Commission Expires Jan. 31, 2014

¹ We note that none of the Canadian Debtors administer a defined benefit pension plan registered under the Pension Benefits Act (Ontario) or similar legislation.

Exhibit "A" to the Affidavit of Marc R. Montagner,
sworn before me this 14th day of May, 2012.

Denise M. Gargano
A Notary for the State of New York

DENISE M. GARGANO
NOTARY PUBLIC, State of New York
No. 01GA4502475
Qualified in Richmond County
Certificate Filed in New York County
Commission Expires Jan. 31, 2014

LIGHTSQUARED ORGANIZATIONAL CHART

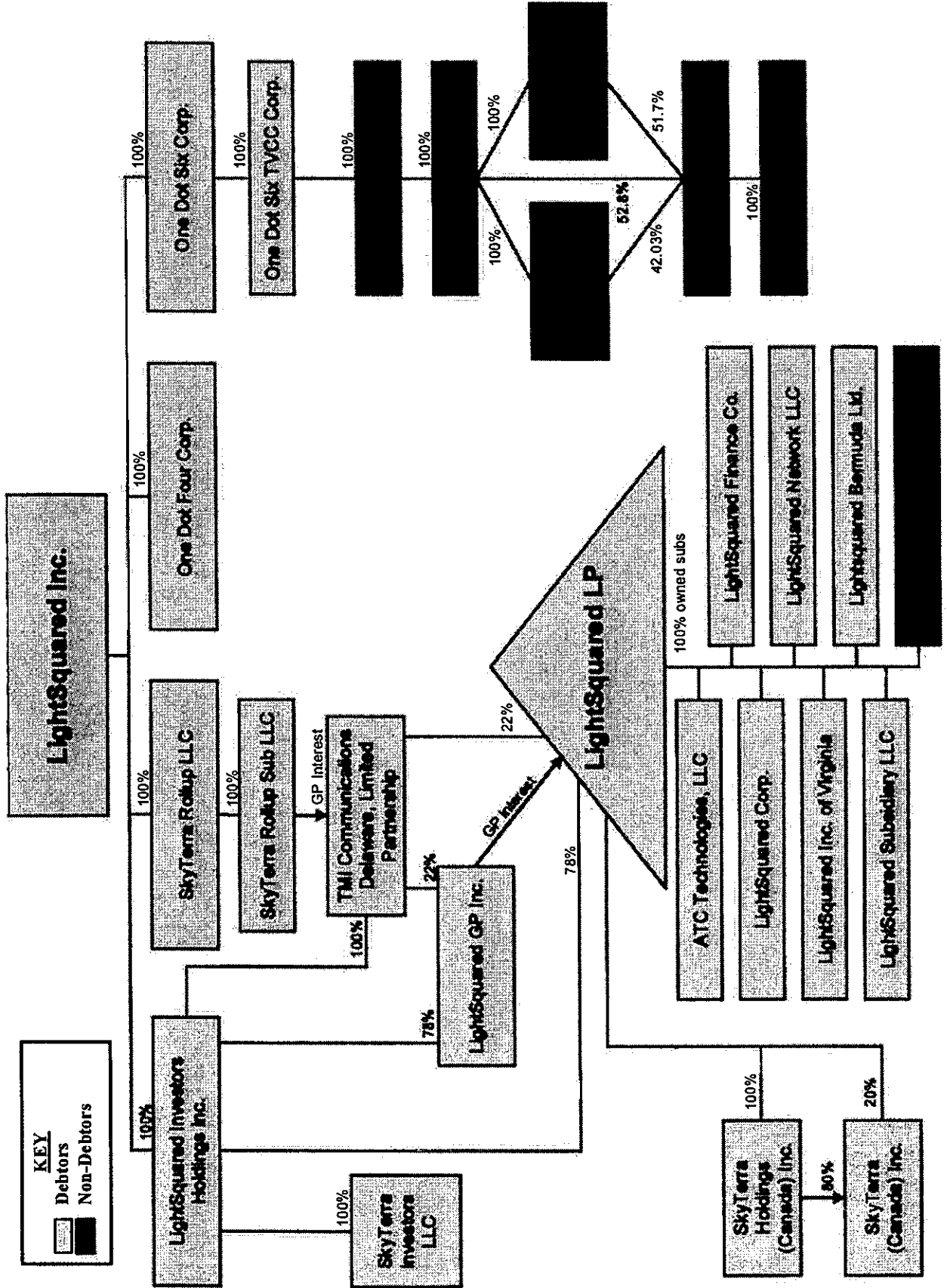
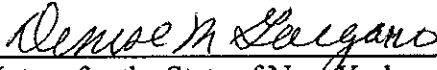


Exhibit "B" to the Affidavit of Marc R. Montagner,
sworn before me this 14th day of May, 2012.


A Notary for the State of New York

DENISE M. GARGANO
NOTARY PUBLIC, State of New York
No. 01GA4502475
Qualified in Richmond County
Certificate Filed in New York County
Commission Expires Jan. 31, 2014

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Proposed Counsel to Debtors and Debtors in Possession

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

In re:)	
	)	Chapter 11
LIGHTSQUARED INC., <i>et al.</i> ,)	
	)	Case No. 12- _____ (___)
Debtors. ¹)	
	)	Joint Administration Requested

**DECLARATION OF MARC R. MONTAGNER, CHIEF FINANCIAL OFFICER AND
INTERIM CO-CHIEF OPERATING OFFICER OF LIGHTSQUARED INC., (A) IN
SUPPORT OF FIRST DAY PLEADINGS AND (B) PURSUANT TO RULE 1007-2 OF
LOCAL BANKRUPTCY RULES FOR UNITED STATES BANKRUPTCY COURT FOR
SOUTHERN DISTRICT OF NEW YORK**

Under 28 U.S.C. § 1746, I, Marc R. Montagner, declare as follows under penalty of perjury:

1. I am the Chief Financial Officer and the Interim Co-Chief Operating Officer of LightSquared Inc. (collectively, with its affiliated debtors and debtors in possession, "LightSquared" or the "Debtors"). I have been employed in this and other capacities by

¹ The debtors in these chapter 11 cases, along with the last four digits of each debtor's federal or foreign tax or registration identification number, are: LightSquared Inc. (8845), LightSquared Investors Holdings Inc. (0984), One Dot Four Corp. (8806), One Dot Six Corp. (8763), SkyTerra Rollup LLC (N/A), SkyTerra Rollup Sub LLC (N/A), SkyTerra Investors LLC (N/A), TMI Communications Delaware, Limited Partnership (4456), LightSquared GP Inc. (6190), LightSquared LP (3801), ATC Technologies, LLC (3432), LightSquared Corp. (1361), LightSquared Finance Co. (6962), LightSquared Network LLC (1750), LightSquared Inc. of Virginia (9725), LightSquared Subsidiary LLC (9821), Lightsquared Bermuda Ltd. (7247), SkyTerra Holdings (Canada) Inc. (0631), SkyTerra (Canada) Inc. (0629) and One Dot Six TVCC Corp. (0040). The location of the debtors' corporate headquarters is 450 Park Avenue, Suite 2201, New York, NY 10022.

LightSquared since January 1, 2012.² Accordingly, I am familiar with LightSquared's day-to-day operations, business and financial affairs, and I submit this declaration (the "Declaration") pursuant to Rule 1007-2 of the Local Bankruptcy Rules for the Southern District of New York (the "Local Rules") to assist the Court and other parties in interest in understanding the circumstances that compelled the commencement of these chapter 11 cases (the "Chapter 11 Cases") and in support of the (a) Debtors' petitions for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (as amended, the "Bankruptcy Code"), filed on the date hereof (the "Petition Date") and (b) relief requested in the motions and applications that the Debtors filed with the Court on the Petition Date (collectively, the "First Day Pleadings").

2. As described herein, the First Day Pleadings seek, among other things, to provide for the Debtors' continued use of cash collateral and to provide adequate assurance to the Debtors' prepetition lenders, to ensure the continuation of the Debtors' cash management system and other business operations without interruption, as well as, in general, to maintain employee confidence and morale and to establish certain other administrative procedures to promote a seamless transition into the Chapter 11 Cases. I am familiar with the contents of each of the First Day Pleadings, and I believe that the relief sought in each of these pleadings is necessary to permit an effective transition into the Chapter 11 Cases. Indeed, I believe that the Debtors' estates would suffer immediate and irreparable harm absent the ability to continue their business operations as sought in the First Day Pleadings. In my opinion, approval of the relief requested in the First Day Pleadings will minimize disruptions to the Debtors' business operations, thereby preserving and maximizing the value of the Debtors' estates and assisting the Debtors in achieving a successful reorganization.

² In addition to serving as Chief Financial Officer and the interim Co-Chief Operating Officer of LightSquared, I also serve as Chief Financial Officer for each of LightSquared's Debtor affiliates.

3. I have reviewed the factual support set forth in each of the First Day Pleadings and attest to the accuracy thereof. Except as otherwise indicated, all facts set forth herein are based on my personal knowledge, my discussions with other members of the Debtors' senior management, my review of relevant documents or my opinion based upon experience, knowledge and information concerning the Debtors' operations and financial affairs. If called upon to testify, I would testify competently to the facts set forth in this Declaration. I am authorized to submit this Declaration on behalf of the Debtors.

4. This Declaration is intended to provide a summary overview of the Debtors' businesses and these Chapter 11 Cases. Sections A through F of this Declaration provide an overview of the Debtors' businesses, organizational structure, capital structure, events giving rise to these Chapter 11 Cases and information regarding the Chapter 11 Cases. The Declaration then summarizes the relief requested in certain of the First Day Pleadings and lists the schedules of information required by Local Rule 1007-2.

A. General Overview

5. Since its incorporation in 1985, LightSquared has been a pioneer and innovator in the mobile satellite-communications industry. Indeed, LightSquared was the first private mobile satellite-communications company to offer wholesale mobile satellite services throughout North America to both companies and government agencies for bandwidth power and capacity, telephony resale, data and dispatch services and retail voice users. Moreover, in 2001, convinced that adding a terrestrial land-based component to its satellite system would optimize the use of its mobile satellite service spectrum and provide a wholesale communications system with superior reliability and coverage, LightSquared was the first to apply to the Federal Communications Commission (the "FCC") for authority to implement an innovative new

wireless service to be operated in conjunction with the mobile satellite service it already provided. As the FCC began adopting rules in 2003 to encourage and permit other mobile satellite service licensees to offer superior ground-based mobile services using spectrum already allocated for mobile satellite services, LightSquared submitted a new application in conformance with such rules requesting authorization to deploy and operate a terrestrial network. In 2004, the FCC granted LightSquared authority, and it became the first mobile satellite service licensee authorized to deploy and operate a terrestrial network.

6. Based on, and in furtherance of, these regulatory approvals, LightSquared began to design and deploy its 4G LTE open wireless broadband network, commissioned two, state-of-the-art, next-generation satellites, SkyTerra-1 and SkyTerra-2, and invested significant funds in furtherance of its network. From 2001 to date, LightSquared invested approximately \$4 billion of funds in its wireless network business plan from moneys borrowed or capital contributed by its shareholders. During such period of time, LightSquared worked closely with numerous public and federal agencies as it moved toward deployment of its network and entered into agreements with customers.

7. In 2010, the FCC approved the transfer of control of the LightSquared entity holding the underlying license, but conditioned its approval on LightSquared satisfying an aggressive terrestrial network build-out schedule that required coverage of at least 100 million people by December 31, 2012, at least 145 million people by December 31, 2013 and at least 260 million people by December 31, 2015. To ensure that it satisfied the FCC's conditions to approval in full and, in reliance on such approval, LightSquared continued investing billions of dollars and entered into various agreements to aid in the deployment of its nationwide wireless broadband network.

8. As mentioned above, at each stage of the FCC approval process – beginning as early as 2001 – LightSquared worked cooperatively with public and federal agencies, including the Global Positioning Systems (“GPS”) industry and the United States GPS Industry Council (the “USGIC”), a trade association that represents the interests of certain members of the GPS industry, to protect against, and alleviate, harmful emissions into other bands, including the adjacent GPS frequency band, arising from ground-based operations in the spectrum in which LightSquared operates. Initially, the GPS industry’s only concern was that LightSquared’s transmissions could inadvertently drift into the GPS band – a phenomenon known as out-of-band emissions. Later, however, the GPS industry expressed concern that out-of-band emissions from LightSquared’s low-power indoor base stations could potentially interfere with GPS. To resolve all out-of-band emission concerns, LightSquared and the USGIC on numerous occasions entered into private, voluntary agreements whereby LightSquared consented to technical modifications of its license and certain limitations on its out-of-band emissions into the GPS band – including, completely foregoing the terrestrial use of an entire 8 MHz of its allocated spectrum. Such modifications and limitations were far more rigorous than those required by the FCC and cost LightSquared hundreds of millions of dollars to implement. As a result of these agreements, however, the USGIC and others, including federal agencies, actively supported LightSquared’s deployment of a nationwide wireless broadband network for close to a decade.

9. Almost a decade later, however, and after LightSquared obtained numerous FCC approvals and expended substantial time, effort and money to deploy its nationwide wireless broadband network in a manner that satisfied the concerns of all interested parties, the GPS industry – for the first time – began raising concerns in 2010 that

LightSquared's terrestrial base stations may cause overload interference to GPS receivers and other GPS devices. As it had done in all previous situations, LightSquared offered to work with the various governmental agencies and the GPS industry to rectify these issues and to expend significant resources in aid thereof. Unlike all previous situations, however, the GPS industry refused to compromise with LightSquared and instead sought to convince regulatory agencies to strip LightSquared of its ability to use its allocated spectrum for terrestrial purposes. Despite the fact that overload interference to GPS receivers and other GPS devices were problems not of LightSquared's making, but rather, caused by GPS manufacturers designing, producing and selling receivers that are capable of receiving signals from LightSquared's allocated portion of the spectrum, the FCC required LightSquared to work with the GPS community to resolve these new concerns and imposed technical submission and testing requirements.

10. Fully cooperating with these requests, LightSquared conducted the required tests and, on June 30, 2011, submitted to the FCC the final report of the technical working group (the "TWG") that it co-chaired with the USGIC. Upon request for additional technical submissions and testing by the FCC, LightSquared, at the request of the National Telecommunications and Information Administration (the "NTIA"), (a) developed a joint testing plan with the Executive Steering Group of the Interagency National Executive Committee for Spaced-Based Positioning, Navigation, and Timing ("EXCOM") to validate data on the performance of cellular and personal/general navigation GPS receivers and (b) engaged in separate discussions, and worked directly, with the FAA regarding impacts to certified aviation GPS receivers. Testing on all fronts subsequently ensued, with (x) the National Space-Based Positioning, Navigation, and Timing Systems Engineering Forum (the "NPEF"), on behalf of EXCOM, testing general/personal navigation GPS receivers, (y) the NTIA overseeing the testing of cellular GPS

receivers to validate the measurements performed by the TWG and (z) the FAA and LightSquared continuing to analyze the potential impact to certified aviation GPS receivers.

11. According to the GPS industry, the results of the testing showed that LightSquared's proposed mobile broadband network would impact GPS services in such a way that there was no practical way to mitigate the potential harmful interference from LightSquared's planned terrestrial operations. Although heavily disputing the results of the testing as flawed and raising such concerns before the FCC, LightSquared nonetheless offered yet additional significant concessions to rectify *interference by GPS receivers* with LightSquared's allocated portion of the spectrum – but all for naught. In February 2012, the FCC proposed to modify LightSquared's satellite license to suspend indefinitely its underlying terrestrial component and invited interested parties to comment. LightSquared filed its comments on March 16, 2012 and its reply to comments of other interested parties on March 30, 2012. All parties now await an FCC decision on LightSquared's ability to use its spectrum for terrestrial purposes.

12. Recognizing that it would need additional time to resolve its issues with the FCC and the GPS industry and to preserve resources on hand, LightSquared implemented a number of corporate initiatives and reached out to its major creditor constituents in an attempt to avoid the need for this chapter 11 filing. LightSquared, among other things: (a) substantially reduced its headcount (almost cutting the number of employees in half), (b) implemented significant cost cutting measures, thereby reducing its monthly burn rate by approximately 30%, (c) obtained an amendment from a significant counterparty that preserved important spectrum and deferred significant cash payments – assisting with its cash flow – for a number of years, (d) was relieved from its obligations under an agreement with SprintCom, Inc. ("Sprint") that would have required it to deploy significant amounts of cash over the next several years, (e)

obtained an extension of maturity of an approximately \$320 million secured loan at Debtor LightSquared Inc. until December 31, 2012 and (f) obtained interim agreements from its prepetition secured lenders at Debtor LightSquared LP to allow discussions regarding implementation of an out-of-court restructuring. Ultimately, despite its best efforts, LightSquared could not reach a mutually satisfactory agreement with its prepetition secured lenders, and LightSquared was forced to commence these Chapter 11 Cases to preserve the value of its assets and pursue a resolution of concerns regarding its spectrum.

B. Introduction

13. On the Petition Date, each of the Debtors filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code.

14. The Debtors continue to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. The Debtors have requested the joint administration of these Chapter 11 Cases for procedural purposes. No trustee, examiner or statutory committee of unsecured creditors has been appointed in these Chapter 11 Cases.

C. Overview of Debtors' Corporate Structure and Businesses

(i) Debtors' Corporate Structure

15. LightSquared Inc., a mobile communications company with headquarters in New York, was incorporated in Delaware in 1985. On March 29, 2010, SkyTerra Communications, Inc. ("SkyTerra"), LightSquared Inc.'s predecessor company, consummated a merger with Sol Private Corp. ("Sol Private"), resulting in certain Harbinger Capital Partners ("Harbinger") investment funds acquiring all of the outstanding stock of SkyTerra not previously held by Harbinger. Following the consummation of the merger, SkyTerra continued as the

surviving corporation and was wholly-owned by Harbinger through HGW US Holding Company, L.P. (“HGW US”). SkyTerra subsequently changed its name to LightSquared Inc. on July 20, 2010.

16. As of the Petition Date, Harbinger indirectly owned approximately 96% of LightSquared Inc.’s outstanding common stock.

17. LightSquared Inc. owns, directly or indirectly, approximately 26 domestic and foreign subsidiaries in various jurisdictions throughout the United States and in three (3) foreign countries. LightSquared Inc. and substantially all of its U.S. and Canadian subsidiaries are Debtors in these Chapter 11 Cases.³ A corporate organization chart is annexed as Exhibit A hereto.

(ii) *Debtors’ Businesses*

a. Debtors’ Satellite Business

18. LightSquared was the first private mobile satellite-communications company to offer mobile satellite services throughout North America, initially using two geostationary satellites⁴ as well as a portion of the electromagnetic spectrum known as the L-Band. Since its first satellite became operational in 1996, LightSquared has provided satellite communications services – which include data, voice, fax and dispatch services – to companies

³ TVCC Holding Company, LLC, TVCC Intermediate Corp., Columbia One Six Partners IV, Inc., Columbia FMS Spectrum Partners IV, Inc., TVCC One Six Holdings LLC and CCMM I LLC are not Debtors in these Chapter 11 Cases. Moreover, LightSquared (UK) Limited, LightSquared Inc.’s indirect English subsidiary, is not a Debtor in these Chapter 11 Cases.

⁴ These two first-generation satellites, known as MSAT-1 and MSAT-2, currently provide services to some existing customers, and have also, since March 10, 2012, provided emergency back-up service to all of LightSquared’s customers due to a solar flare(s), which temporarily disabled the SkyTerra-1 satellite, one of LightSquared’s two next-generation satellites. LightSquared is currently finalizing the assessment of the solar flare(s) prior to transitioning customers back to that satellite for service. LightSquared will also rely upon the MSAT system until such time that SkyTerra-2, LightSquared’s second next-generation satellite, is launched. Both MSAT-1 and MSAT-2 are approaching the ends of their useful lives and are part of the Prepetition LP Collateral (as defined below). They have, in the past, experienced anomalies and Solid State Power Amplifier failures and neither currently operates at full capacity.

and federal, state, provincial, local and foreign governments that are wholesale purchasers of bandwidth power and capacity, resellers of telephony, data and dispatch services and retail voice users. Today, LightSquared's mobile satellite business generates approximately \$30 million in annual revenue and provides service to approximately 300,000 end users.

19. LightSquared launched SkyTerra-1 in November 2010, which, as mentioned above, is one of two next-generation satellites that have been constructed by LightSquared. LightSquared's next-generation satellites are two of the most powerful mobile satellites ever constructed. Each is equipped with a 22 meter (75 foot) diameter antenna, which provides ten (10) times better performance than that provided by LightSquared's prior satellites. The satellites have the capability of forming up to five hundred (500) beams over North America and can operate with devices that are as small as standard cell phones or USB modems. The SkyTerra-1 and SkyTerra-2 satellite networks utilize state-of-the art ground-based beam forming systems. Such systems allow flexibility in beam shapes, number, bandwidth allocation and beam power allocation, which is unprecedented in prior mobile satellite systems. SkyTerra-1 is fully operational, and SkyTerra-2 is constructed and stored in preparation for launch.

20. LightSquared currently operates three (3) lines of business, including Mobile Satellite Communications ("MSAT"), Mobile Data Services ("MDS") and Private Network Carriers ("PNC") through a wholesale business model whereby its partners bill the end users, and LightSquared bills its partners at a wholesale rate. Through these three lines of business, LightSquared has over fifteen wholesale partners, including, but not limited to, Comtech Mobile Datacom Corporation, XATA Corporation, SkyBitz, Outerlink, Omnistar, Wireless Matrix, EMS Technologies/Honeywell, Network Innovations, Glentel, Astrum, Infosat, Inmosat and

International Satellite Service, that collectively support approximately 300,000 subscribers across several markets throughout North America.

21. MSAT Business. LightSquared's MSAT business provides circuit-switched voice, low data rate services and push-to-talk ("PTT") services, which are sold through LightSquared's authorized wholesale service providers and are utilized by a variety of governmental agencies at the federal, state and local level, as well as by various markets in the enterprise space. LightSquared is currently the only commercial satellite operator in North America offering PTT service. LightSquared's two-way, PTT radio service over satellite is a popular option for communications in remote areas or during emergency situations, and its dispatch or two-way radio style is familiar to the public safety community and ideal for command and control. Thus, in the public/government sector, LightSquared's MSAT business serves end users in public safety, emergency management and defense as well as health and education.

22. Specifically, LightSquared's PTT products and services were utilized by public safety and education (such as the University of North Carolina Wilmington) end users during, and in preparation for, several disasters, including Hurricane Katrina (Mississippi Department of Wildlife, Fisheries and Parks), Hurricane Gustav (several federal, state and local agencies), Hurricane Irene (DE State Police, MD Emergency Management Agency), Kentucky ice storms (Kentucky Department for Public Health) and, most recently, the tornadoes in Kentucky (Kentucky Department for Public Health). In all of these disasters, LightSquared's mobile satellite service, with its PTT capability, provided instant communications for public safety agencies and a means for interoperability among disparate agencies.

23. Moreover, in recent years, the United States has faced a variety of costly natural and man-made disasters, including hurricanes, tornadoes, wildfires, flooding and

earthquakes, as well as the 9/11 terrorist attacks, which have amplified the need for dependable communications that enable organizations to communicate with each other. Often, the only means available to the public safety/emergency responder community to do so is through mobile satellite communications. To address these needs, federal, state and local agencies have voluntarily banded together with LightSquared in a public-private partnership to create the Satellite Mutual Aid Radio Talkgroup (“SMART”) program – enabling nationwide and regional interoperability at no additional cost to LightSquared users. Since SMART is a feature provided at no cost to LightSquared’s public safety end users, the SMART program, incorporating such SMART feature, is a cost-efficient program that delivers measurable return on investment – swift and reliable communications interoperability for emergency response and contingency operations. With the rapid growth of SMART, public safety and emergency responders have a resource that enables communications interoperability that is immediate, reliable and always available.

24. It is thus no surprise that the nationwide and regional SMART end users include, among others, (a) JSMART, utilized by public safety agencies across the country and managed by the DOJ Wireless Management, (b) LSMART, utilized nationally by law enforcement and managed by the U.S. Marshals Service, (c) USMART, utilized by urban search and rescue teams across the United States and managed by the Montgomery County, Maryland Fire & Rescue Service, (d) NE SMART, utilized by the northeast states and managed by the Connecticut State Police, (e) WSMART, utilized by the western states and managed by the California Emergency Management Agency and (f) MWSMART, utilized by the midwest states and managed by the Indiana Department of Homeland Security.

25. The MSAT line of business also serves various markets in the enterprise space, including maritime, oil and gas, utilities, transportation, media and recreation. In the

maritime vertical market, especially in Alaska, fishermen rely on LightSquared's PTT capability while at sea in extreme environments, especially north of 60° toward the Aleutians.

Additionally, enterprise users in the oil and gas industry rely on LightSquared's mobile satellite service in the Gulf region to communicate with workboats and on oil rigs/platforms for instantaneous communication between rigs/boats and back to operations centers on the coast.

26. MDS Business. LightSquared's second line of business, MDS, is a low data rate service offering used primarily for applications such as fleet and load management, email, vehicle tracking, two-way messaging and broadcast messaging. Like LightSquared's MSAT services, MDS is sold through LightSquared's authorized wholesale service providers and is utilized by various end users. One such end user, the New Mexico State Police, utilizes MDS in police cruisers to enable officers to perform database lookups on ruggedized laptops in remote areas where no terrestrial communications exist and LightSquared's satellite service is the only means by which to meet this critical data communications requirement in an effective manner.

27. PNC Business. Finally, LightSquared's third line of business, PNC, enables customers to lease bandwidth from LightSquared over which they offer custom satellite data solutions (typically, asset tracking services for truck and rail) to a wide variety of end users. In connection therewith, LightSquared's PNC customers are responsible for developing a custom air interface, providing hub, end-user equipment and servicing end users. One of LightSquared's largest PNC customers, SkyBitz, provides asset tracking services through LightSquared's satellite capacity for Tri State Motor Transit Co., an end user that hauls high-risk cargo such as munitions, explosives and nuclear fuel bound for sites from coast to coast. LightSquared's satellite capacity ensures that trailers hauling this cargo are constantly tracked where terrestrial communications do not exist. Another PNC customer, Comtech Mobile Datacom Corp., provides service to the

United States military, utilizing LightSquared's service in North America in connection with the Blue Force Tracking system that tracks all military assets.

b. Debtors' Terrestrial Component of Satellite Business

28. In the late 1990s, LightSquared determined that adding a terrestrial (*i.e.*, land-based) component to its satellite system would optimize the use of the L-Band and provide a communications system with superior reliability and coverage. By combining a nationwide system of terrestrial base stations with one of the largest commercial satellites ever launched – the state-of-the-art SkyTerra-1 – LightSquared could offer coverage of a satellite system in North America and the capacity of a next-generation, high-speed wireless broadband network.

29. LightSquared determined that a significant market opportunity was created for a wholesale-only, 4th Generation Long Term Evolution (“4G LTE”) wireless broadband network due to, among other things, (a) the proliferation of new mobile devices, such as smartphones and tablets, which accelerated demand for ubiquitous, on-the-go data-rich Internet services, (b) limited wireless network capacity available to support increased data usage and (c) substantial costs and barriers to entry preventing smaller carriers and new operators from deploying nationwide 4G LTE networks. LightSquared believed that many wireless operators would face significant challenges meeting network demands due to spectrum availability and capital shortages because the wireless communications industry was (and currently remains) dominated by a small number of established, national wireless carriers and current levels of data transmission already utilized significant network capacity. This led LightSquared to conclude that some carriers would be unable to deploy their own 4G LTE networks in a timely and cost-effective manner, while others would be unable to install enough capacity to serve the needs of their existing customer bases, thereby resulting in such carriers being unable to offer comparable

service quality and speeds on a cost-competitive basis with the largest national carriers. To address this imbalance, LightSquared's strategy was, and currently remains, to enable a broad range of potential wholesale customers to launch competitive retail wireless service offerings using wholesale capacity on LightSquared's 4G LTE network.

30. Accordingly, LightSquared initiated the process of building the only 4G LTE open wireless broadband network that incorporates satellite coverage throughout North America and offers people the speed, value and reliability of universal connectivity, wherever they may be located. Through its wholesale-only business model, service providers without their own wireless network, or that have limited geographic coverage or spectrum, will be able to market and sell their own devices, applications and services using the LightSquared network at a competitive price and without retail competition from LightSquared.

31. As of the Petition Date, the Debtors employed approximately 168 people in the United States and Canada. As of February 29, 2012, the Debtors had approximately \$4.48 billion in assets (book value) and \$2.29 billion in liabilities.

(iii) *LightSquared's Spectrum*

32. Key to the implementation of LightSquared's 4G LTE open wireless broadband network is the availability of licensed, leased or pooled 51 MHz of spectrum to LightSquared debtor entities, which consists of the following:⁵

- 24 MHz. 24 MHz of L-Band Mobile Satellite Service ("MSS") spectrum held by LightSquared LP and SkyTerra (Canada) Inc. These spectrum holdings are subject to the

⁵ LightSquared previously also had access to an additional 8 MHz of 1.4 GHz leased terrestrial spectrum held by One Dot Four Corp., a wholly-owned direct subsidiary of LightSquared Inc. Indeed, in July 2010, One Dot Four Corp. entered into that certain Long-Term De Facto Transfer Lease Agreement (the "One Dot Four Lease") with TerreStar 1.4 Holdings LLC (a bankruptcy remote subsidiary of TerreStar Corporation) and TerreStar Corporation to lease the exclusive rights held by TerreStar 1.4 Holdings LLC, under licenses issued by the FCC, to use spectrum located at the 1390-1395 MHz and 1432-1435 MHz frequencies to offer service in the United States. The One Dot Four Lease, however, was terminated on April 20, 2012, thereby terminating LightSquared's access to this portion of the spectrum.

following licenses granted by the FCC or Industry Canada to LightSquared Subsidiary LLC or SkyTerra (Canada) Inc., each a wholly-owned indirect subsidiary of LightSquared LP:

- A license to launch and operate (a) an L-Band MSS satellite known at the time as AMSC-1 (now named MSAT-2), which operates at the 103.3 West Longitude orbital position, and (b) MSV-1 (re-named SkyTerra-1), a replacement second-generation L-Band MSS satellite, which operates at the 101 West Longitude orbital position.
- A license to launch and operate an L-Band MSS satellite known as MSAT-1, which operates at the 106.5 West Longitude orbital position and an Approval in Principle to launch and operate MSV-2 (re-named SkyTerra-2), a replacement second-generation L-Band MSS satellite at the 107.3 West Longitude orbital position.
- Multiple spectrum licenses and authorizations to make use of LightSquared's portion of the 1626.5 – 1660.5 MHz (Uplink) and 1525 – 1559 MHz (Downlink) L-band spectrum for service links and the 12.75-13.25 GHz (Uplink) and 10.7-10.95, 11.2-11.45 GHz (Downlink) spectrum for feeder links in the provision of MSS services in Canada and the United States via the MSAT-1, MSAT-2, SkyTerra-1 and SkyTerra-2 satellites. The Canadian portion of the L-Band spectrum has been authorized for use in the United States and the U.S. portion of this spectrum has been authorized for use in Canada.

In 2003, the FCC permitted MSS licensees, including the predecessor of LightSquared Subsidiary LLC, to deploy Ancillary Terrestrial Component ("ATC") networks (subject to certain technical and service requirements), which meant that LightSquared could operate a terrestrial wireless network. In March 2010, the FCC issued an order granting a predecessor of LightSquared Subsidiary LLC additional flexibility for the design of its ATC network and enabling it to operate with greater capacity and spectrum efficiency.

- Additional 22 MHz. The 24 MHz of L-Band MSS spectrum held by LightSquared LP and SkyTerra (Canada) Inc. may be increased by 22 MHz to an aggregate of 46 MHz of aggregate L-Band ATC spectrum pursuant to that certain Amended and Restated Cooperation Agreement, dated as of August 6, 2010 (as amended, supplemented, amended and restated or otherwise modified from time to time, the "Inmarsat Cooperation Agreement"), by and between LightSquared LP, SkyTerra (Canada) Inc., LightSquared Inc. and Inmarsat Global Limited ("Inmarsat"), which governs the use of L-Band spectrum for both MSS and ATC services in North America. In the current phase of the Inmarsat Cooperation Agreement, LightSquared Subsidiary LLC holds a total of 24 MHz of L-Band spectrum. Upon the achievement of certain events, including regulatory approvals and coordination among other international L-Band operators, LightSquared LP and SkyTerra (Canada) Inc. will have the option to implement coordinated access for up to 2 x 23 MHz of L-Band spectrum (including large 10 x 10 MHz blocks of contiguous channels). As a result, LightSquared ultimately will have

access to 46 MHz⁶ of L-Band spectrum in the United States and Canada, consisting of the 24 MHz licensed to LightSquared LP and SkyTerra (Canada) Inc. and the addition of 22 MHz through implementation of the Inmarsat Cooperation Agreement.

- 5 MHz. An additional 5 MHz of 1.6 GHz leased terrestrial spectrum of One Dot Six Corp., a wholly-owned direct subsidiary of LightSquared Inc., is available. On July 16, 2007, TVCC One Six Holdings LLC, an indirectly wholly-owned subsidiary of One Dot Six Corp., entered into a Master Agreement with Crown Castle MM Holding LLC and OP LLC (“OP” and, together with Crown Castle MM Holding LLC, “Crown Castle”), in which the parties agreed to enter into either a long-term de facto transfer lease agreement or a spectrum management lease agreement with respect to the lease by OP of its rights to TVCC One Six Holdings LLC under a license issued by the FCC to use spectrum at the 1670-1675 MHz frequencies and Call Sign WPYQ831 in the United States. On April 13, 2010, One Dot Six Corp. acquired all of TVCC One Six Holdings LLC’s rights to use this spectrum under its lease with Crown Castle pursuant to that certain Lease Purchase Agreement, between One Dot Six Corp., as purchaser, TVCC One Six Holdings LLC, as seller, and TVCC Holding Company, LLC (the “One Dot Six Lease Purchase Agreement” and, collectively with all rights conveyed thereby to One Dot Six Corp. in that certain (i) Long-Term De Facto Transfer Lease Agreement, dated as of July 23, 2007, between OP LLC, as lessor, and TVCC One Six Holdings, LLC, as lessee, and (ii) the Long-Term De Facto Transfer Sublease Agreement, dated as of August 13, 2008, between OP LLC, as lessee, and TVCC One Six Holdings, LLC, as lessor, the “One Dot Six Lease”). One Dot Six Corp. also has a purchase option to acquire the underlying FCC licenses for this spectrum.

(iv) *LightSquared’s Wholesale Agreements*

33. LightSquared’s success in attracting wholesale customers interested in purchasing capacity on its 4G LTE network has been key to the successful implementation of its wholesale-only business strategy to date, and is indicative of the significant market opportunity that exists for LightSquared’s wholesale 4G LTE solution. Prior to the deterioration of the FCC regulatory approval process in late 2011 and early 2012 (as discussed in further detail below), LightSquared had made exceptional progress marketing its wholesale 4G LTE solution to a wide range of potential customers. As of December 31, 2011, LightSquared had entered into wholesale agreements with over thirty (30) customers, including national and regional wireless operators and national retailers. LightSquared had also entered into discussions or advanced

⁶ Currently, 6 MHz of the 46 MHz must be used for satellite-only purposes.

negotiations with numerous potential wholesale customers within a variety of sectors, including wireless carriers and resellers, national retailers, consumer electronics manufacturers, cable operators, wireline carriers, satellite operators and other communication service providers.

D. Debtors' Capital Structure

(i) LightSquared Inc. Facility

34. Certain of the Debtors are party to that certain Credit Agreement, dated as of July 1, 2011 (as amended, supplemented, amended and restated or otherwise modified from time to time, the "Prepetition Inc. Credit Agreement"), between LightSquared Inc., as borrower, the subsidiary guarantors party thereto, namely One Dot Four Corp., One Dot Six Corp. and One Dot Six TVCC Corp. (each, a "Prepetition Inc. Subsidiary Guarantor" and, collectively, the "Prepetition Inc. Subsidiary Guarantors"), the lenders party thereto (collectively, the "Prepetition Inc. Lenders") and U.S. Bank National Association, as successor administrative agent to UBS AG, Stamford Branch (in such capacity, the "Prepetition Inc. Agent"). The Prepetition Inc. Lenders provided term loans in the aggregate principal amount of \$278,750,000 (the "Prepetition Inc. Credit Facility"). Pursuant to that certain Waiver and Second Amendment to Credit Agreement, dated as of March 15, 2012 (the "Inc. Waiver and Amendment"), between LightSquared Inc., the Prepetition Inc. Subsidiary Guarantors, the Prepetition Inc. Lenders and the Prepetition Inc. Agent, the maturity date for the Prepetition Inc. Credit Facility was extended from July 1, 2012 to December 31, 2012.

35. Amounts outstanding under the Prepetition Inc. Credit Facility are allegedly secured by a first-priority security interest in (a) the One Dot Six Lease, (b) the capital stock of each Prepetition Inc. Subsidiary Guarantor (i.e., One Dot Four Corp., One Dot Six Corp.

and One Dot Six TVCC Corp.) and (c) all proceeds and products of each of the foregoing (collectively, the "Prepetition Inc. Collateral").⁷

36. As of the Petition Date, an aggregate amount of approximately \$322,333,494 was outstanding under the Prepetition Inc. Credit Facility.

(ii) *LightSquared LP Facility*

37. Certain of the Debtors are also party to that certain Credit Agreement, dated as of October 1, 2010 (as amended, supplemented, amended and restated or otherwise modified from time to time, the "Prepetition LP Credit Agreement"), between LightSquared LP, as borrower, LightSquared Inc. and the other parent guarantors party thereto, namely LightSquared Investors Holdings Inc., LightSquared GP Inc. and TMI Communications Delaware, Limited Partnership (collectively, the "Prepetition LP Parent Guarantors"), the subsidiary guarantors party thereto, namely ATC Technologies, LLC, LightSquared Corp., LightSquared Inc. of Virginia, LightSquared Subsidiary LLC, SkyTerra Holdings (Canada) Inc. and SkyTerra (Canada) Inc. (collectively, the "Prepetition LP Subsidiary Guarantors"), the lenders party thereto (the "Prepetition LP Lenders" and, together with the Prepetition Inc. Lenders, the "Prepetition Lenders"), UBS AG, Stamford Branch, as administrative agent (in such capacity, and together with Wilmington Trust FSB,⁸ the "Prepetition LP Agent" and, together with the Prepetition Inc. Agent, the "Prepetition Agents"), and other parties thereto, under which the Prepetition LP Lenders provided term loans in the aggregate principal amount of \$1,500,000,000 (the "Prepetition LP Credit Facility").

⁷ Previously, the Prepetition Inc. Credit Facility also was collateralized by the One Dot Four Lease. However, such lease is no longer part of the collateral package given that such lease has been terminated (as discussed above).

⁸ Wilmington Trust FSB serves as collateral trustee pursuant to that certain Collateral Trust Agreement, dated as of October 1, 2010 (as amended, supplemented, amended and restated or otherwise modified from time to time, the "LP Collateral Trust Agreement"), between LightSquared LP, UBS AG, Stamford Branch and Wilmington Trust FSB.

38. Amounts outstanding under the Prepetition LP Credit Facility are allegedly secured by a first-priority security interest in (a) substantially all of the assets of LightSquared LP and the Prepetition LP Subsidiary Guarantors, (b) the equity interests of LightSquared LP and the Prepetition LP Parent Guarantors (except LightSquared Inc.), (c) the equity interests of the Prepetition LP Subsidiary Guarantors and (d) the rights of LightSquared Inc. under and arising out of the Inmarsat Cooperation Agreement (collectively, the “Prepetition LP Collateral”).⁹

39. As of the Petition Date, an aggregate amount of approximately \$1,700,571,106 was outstanding under the Prepetition LP Credit Facility.

(iii) *Sprint Agreement*

40. LightSquared Inc. and LightSquared LP were also parties to that certain Master Services Agreement, dated as of June 3, 2011 (as amended, supplemented, amended and restated or otherwise modified from time to time, the “Sprint Master Services Agreement”), with Sprint, pursuant to which Sprint agreed to design, deploy, operate, manage and maintain a nationwide terrestrial broadband mobile network that would utilize LightSquared’s spectrum to provide 4G wireless services throughout the United States. The Debtors initially paid Sprint \$310 million in advance payments for work on the network and its eventual operation, \$65

⁹ The Prepetition LP Collateral does not include the following: (a) any permit or license issued by a Governmental Authority (as defined in the Prepetition LP Credit Agreement) or other agreement to the extent the terms thereof validly prohibit the creation by the pledgor thereof of a security interest in such permit, license or other agreement; (b) property subject to any purchase money or vendor financing if the contract or other agreement in which such lien is granted validly prohibits the creation of any other lien on such property; (c) property subject to any capital lease; (d) any intent-to-use trademark application to the extent a security interest therein would result in the loss by the pledgor thereof of any material rights therein; (e) certain deposit and securities accounts securing currency hedging or credit card vendor programs or letters of credit provided to vendors in the ordinary course of business; (f) equity interests in (i) excess of 66% in non-U. S. subsidiaries held by a US subsidiary, (ii) LightSquared Network LLC, and (iii) any joint venture or similar entity to extent the terms of such investment restrict such security interest; and (g) any consumer goods subject to the Canadian Security Agreement (as defined in the Prepetition LP Credit Agreement) (collectively, the “Prepetition LP Excluded Collateral”).

million of which was refunded to the Debtors on March 15, 2012 and \$2.3 million of which was refunded to the Debtors on May 4, 2012.

41. Obligations outstanding under the Sprint Master Services Agreement were allegedly secured by a second-priority security interest in the Prepetition LP Collateral. On March 16, 2012, Sprint sent a notice to LightSquared announcing its intention to terminate and unwind the Sprint Master Services Agreement. In furtherance thereof, each party ceased to provide certain specified services, reconciled all amounts owing as between them and coordinated the release of the liens securing LightSquared's obligations, which process is still ongoing. As of the Petition Date, the Debtors do not believe any amounts are owing to Sprint under the Master Services Agreement. To the contrary, the only obligations outstanding are those owed by Sprint on account of a refund of an additional advance payments made to Sprint.

(iv) Stockholders' Equity

42. LightSquared Inc. Series A and B Preferred Stock. LightSquared Inc., a privately held company, has issued 50,505 shares of Convertible Series A Preferred Stock ("Series A Preferred Stock") and 175,872.34 shares of Convertible Series B Preferred Stock ("Series B Preferred Stock" and, together with the Series A Preferred Stock, the "Preferred Stock"). The Preferred Stock is entitled to vote on all matters on which holders of common stock of LightSquared Inc. are entitled to vote, on an as converted basis voting as a single class with all other shares entitled to vote on such matters. The shares of Preferred Stock are convertible into shares of common stock of LightSquared Inc. at any time, and are subject to mandatory conversion at LightSquared Inc.'s option upon the occurrence of certain events. The Preferred Stock is subject to mandatory redemption on the date that is five years after the issue date of such Preferred Stock and at the option of the holder of such Preferred Stock upon the

occurrence of certain events. The Preferred Stock ranks senior with respect to distributions to LightSquared Inc.'s outstanding common stock.

43. LightSquared LP Series A Preferred Units. LightSquared LP has 164,646.47 outstanding non-voting Series A Preferred Units ("Preferred LP Units"). Subject to certain consent rights, the Preferred LP Units have no voting rights. Consent of a majority of the Preferred LP Units is required to make certain amendments to LightSquared LP's organizational documents, effect certain capital contributions, issue securities that are senior or pari passu to the Preferred LP Units with respect to distributions, pay certain dividends or incur certain indebtedness. The Preferred LP Units are exchangeable into shares of common stock of LightSquared Inc. at any time at the option of the holders, and are subject to mandatory exchange at LightSquared Inc.'s option upon the occurrence of certain events. The Preferred LP Units are subject to mandatory redemption on the date that is five years after the issue date of such Preferred LP Units and at the option of LightSquared LP or the holder of such Preferred LP Units upon the occurrence of certain events. The Preferred LP Units rank senior with respect to distributions to LightSquared LP's outstanding Common Units.

44. LightSquared Inc. Common Stock. LightSquared Inc. has issued 91,878,629 shares of common stock to HGW US, an indirect wholly-owned subsidiary of Harbinger, and 3,387,916 shares to SK Telecom Co., Ltd. Each holder of common stock is entitled to one vote for each share on all matters submitted to a vote of the stockholders.

45. LightSquared LP Common Units. LightSquared LP's common units are all indirectly owned by LightSquared Inc.

E. Events Leading to Bankruptcy Filing

(i) FCC Process

46. Early 2000s. In 2001, to implement its national terrestrial network, LightSquared submitted an application to the FCC seeking authority for an innovative new wireless service to be operated in conjunction with its MSS license. The FCC initiated a rulemaking proceeding regarding the establishment of rules for LightSquared's wireless network, specifically identifying potential emissions interference to GPS as a concern.¹⁰ This public proceeding lasted over four (4) years and involved scores of interested parties, including the GPS industry and other federal agencies.

47. During this time, the GPS industry's only concern centered around out-of-band emissions. To resolve such concerns, USGIC and LightSquared entered into a private, voluntary agreement in 2002 whereby LightSquared consented to certain limitations on its out-of-band emissions into the GPS band that were far more rigorous than those required by the FCC. Despite the significant cost and burden imposed on LightSquared by such agreement, LightSquared incorporated the new limits into its revised application to the FCC with the support of the USGIC.

48. Thereafter, in 2003, the FCC adopted rules (the "2003 Rules") permitting MSS licensees, after satisfying certain preconditions known as "gating criteria," to integrate an ATC into their satellite networks, which would enable MSS licensees to offer ground-based mobile services using the same spectrum resources already allocated to their MSS operations

¹⁰ The source of GPS interference concerns stemmed from LightSquared's proximity to the GPS band. LightSquared is authorized to operate in 46 MHz of the L-Band spectrum, including the portion of spectrum between 1525 MHz - 1559 MHz. GPS operates in the 1559 MHz – 1610 MHz band, directly adjacent to LightSquared's allocated frequencies. The GPS industry, however, has designed its receivers in a manner that makes them capable of receiving signals from LightSquared's allocated portion of the spectrum.

(the “2003 FCC Order”). Pursuant to the 2003 FCC Order, LightSquared submitted a new application requesting authorization to deploy and operate a terrestrial network, and the USGIC filed a letter in support thereof. Consequently, in 2004, the FCC granted LightSquared’s application to deploy and operate a terrestrial network, thereby making LightSquared the first MSS licensee authorized to operate on a terrestrial basis. LightSquared thereafter began investing significant funds to design and deploy its 4G LTE open wireless broadband network and, in furtherance thereof, commissioned its two next-generation satellites, SkyTerra-1 and SkyTerra-2.

49. 2005-2010. In 2005, the FCC revised many of the technical standards governing terrestrial operations in the L-Band, and specifically removed a limit it had imposed in the 2003 Rules on the number of terrestrial base stations that an MSS/ATC provider may deploy (the “2005 Reconsideration Order”). In connection therewith, the FCC received and incorporated into each of those rules extensive input from the public and federal agencies, including recommendations offered by the USGIC and the NTIA that would protect against harmful emissions from MSS/ATC operations into other bands, including the GPS frequency bands. No party in those proceedings raised any issue of possible overload interference to GPS receivers.

50. Since the 2005 Reconsideration Order, LightSquared has continued to participate in FCC proceedings concerning the terms and conditions of its licenses, even as it concurrently moved toward deployment of its integrated network. During those proceedings, the FCC, LightSquared and members of the GPS community continued to address and resolve interference concerns. Specifically, on July 10, 2009, in connection with the FCC’s consideration of an application to modify an MSS/ATC license now held by LightSquared, the

GPS community expressed a concern that out-of-band emissions from LightSquared's "femtocells" (*i.e.*, low-power indoor base stations designed to improve network coverage inside buildings) could potentially interfere with GPS. Working cooperatively with the GPS industry, LightSquared entered into another private agreement with the USGIC, in which LightSquared voluntarily agreed to restrict the out-of-band emissions of its femtocells. Thereafter, the USGIC and LightSquared submitted a joint letter to the FCC stating that the USGIC's interference concerns had been resolved. Given that (a) technical modifications to the license were again coordinated with, and agreed to by, the Executive Branch of the U.S. government, and (b) no other concerns were raised with respect to GPS interference, in March 2010, the FCC granted the modification application, acknowledging that the voluntary agreements between LightSquared and the USGIC resolved any interference issue.

51. 2010 and Beyond. In 2010, the FCC also approved LightSquared's terrestrial network, as well as the transfer of control of the entity now known as LightSquared Subsidiary LLC, which entity held the underlying license. The FCC conditioned its approval of the transfer on LightSquared actually moving forward with its plan to use its MSS spectrum to provide 4G LTE mobile wireless service and to build a terrestrial network. To ensure that goal was met, the FCC imposed an aggressive (and costly) build-out schedule on LightSquared, requiring coverage of at least 100 million people by December 31, 2012, at least 145 million by December 31, 2013, and at least 260 million people by December 31, 2015. No party sought reconsideration of that build-out requirement, and no formal objections were raised relative to any alleged GPS interference. LightSquared, in reliance on this approval and to ensure that it satisfied the FCC's conditions to approval in full, invested billions of dollars and entered into the

Sprint Master Services Agreement and other agreements to deploy its nationwide wireless broadband network.

52. In November 2010, LightSquared sought a modification to its ATC authorization that would allow LightSquared to meet the MSS/ATC gating criteria in a way that would provide additional flexibility with respect to mobile devices (such as handsets). As originally adopted in 2003 and confirmed in the 2005 Reconsideration Order, the gating criteria are rules the FCC applies to the provision of ATC service that are intended to ensure that the operator maintains a substantial mobile satellite service. One gating criterion requires the MSS/ATC operator to provide an “integrated service,” meaning a service that integrates both the satellite and terrestrial services. While the FCC left open how operators could meet the integrated service requirement, it did establish a safe harbor that assumes compliance if the devices used by consumers are capable of communicating with both the satellite and terrestrial networks. These devices are referred to as “dual-mode devices.” LightSquared’s application in November 2010 sought permission for LightSquared’s wholesale customers to provide their retail consumers with devices that only connected with the terrestrial network, provided that LightSquared offered its wholesale customers a single rate for access to both the satellite and terrestrial network, regardless of whether they used both of them.

53. In determining whether to approve the application, the FCC considered that (a) LightSquared was significantly committed to MSS satellite service, (b) realization of LightSquared’s MSS/ATC business plan necessarily included rationalization of interleaved L-Band spectrum into contiguous blocks that would support next generation broadband technologies and (c) LightSquared had made enforceable commitments that would increase the availability of terrestrial mobile wireless broadband service, including to new users in rural areas

and the public safety community. In recognition of these considerations, while the FCC did not agree that LightSquared's proposal complied with the integrated service rule, the FCC nevertheless granted LightSquared a limited waiver (the "Conditional Waiver Order") of the rule, and narrowly addressed LightSquared's obligations with respect to mobile devices that wholesale customers would make available to their retail customers for use on LightSquared's MSS/ATC network.

54. During the waiver proceeding on requirements for mobile devices, however, the GPS community raised concerns that LightSquared's terrestrial base stations (*i.e.*, its cell towers) may cause widespread overload interference to GPS receivers and other GPS devices. As opposed to the earlier concerns about the power of LightSquared's transmissions, which were addressed by the agreement discussed above, these new concerns – raised for the first time – arose entirely as a result of the design of GPS devices. Instead of limiting the frequencies used by these devices to only those used by the GPS network, GPS manufacturers had designed devices that looked across wide swaths of spectrum outside of the GPS band. In effect, these devices not only received GPS frequencies, but also received frequencies in LightSquared's band, thus creating the possibility that a relatively powerful signal from one of LightSquared's base stations would overload a GPS receiver.

55. Rather than dismiss the GPS industry's concern – one of its own making¹¹ – the FCC established conditions that LightSquared must satisfy before it can provide commercial service under the mobile device provisions of the Conditional Waiver Order. Specifically, the FCC required LightSquared to work with the GPS community to resolve the

¹¹ As mentioned above, commercial GPS manufacturers have continued to design, produce and sell receivers that, for no justifiable technical reason, are capable of receiving signals from LightSquared's allocated portion of the spectrum. Thus, just like any manufacturer who deliberately designs a defective product, the GPS industry should bear its own costs of recalling and repairing its products, or like any other "squatter," GPS should pay for its trespass, and use of, LightSquared's spectrum.

new concerns through an Interference Resolution Process, which process would be deemed finished when the FCC (after consultation with the NTIA) concludes that the potential harmful interference concerns have been resolved, before LightSquared would move forward to launch its competitive 4G LTE service. The FCC imposed these conditions notwithstanding the fact that the possibility of tens of thousands of base stations across the country, all operating at power levels that could cause overload of poorly designed receivers, was created by operation of the FCC's 2003 and 2005 orders. Nothing in the waiver granted by the FCC increased or otherwise changed the likelihood of overload interference in any way.

56. In connection with the Interference Resolution Process, on June 30, 2011, LightSquared submitted the final report of the technical working group that it co-chaired with the USGIC. The FCC issued a public notice in connection therewith seeking comments and also subsequently requested additional technical submissions and testing. Thus, in the ensuing months, various tests were conducted by various federal agencies, including the NTIA, EXCOM and the FAA, in coordination with LightSquared, to validate data on the performance of cellular, personal/general navigation and certified aviation GPS receivers. On February 14, 2012, the FCC received a letter from the NTIA (the "NTIA Letter"), which stated that, through its monitoring of the testing conducted in the Interference Resolution Process and its coordination of additional testing of LightSquared's equipment by other federal agencies to assess the interference effects of such equipment on GPS receivers and devices, the NTIA has concluded that (a) LightSquared's proposed mobile broadband network will impact GPS services and (b) there currently is no practical way to mitigate the potential harmful interference from LightSquared's planned terrestrial operations in the 1525-1559 MHz band such that LightSquared could successfully deploy an adequate commercial network.

57. On February 15, 2012, the FCC stated in a public notice (the “2012 Public Notice”) that the Interference Resolution Process had not been successfully completed by LightSquared because alleged harmful interference concerns were not resolved to the FCC’s satisfaction. Moreover, the FCC concluded that, although the overload interference issues were raised by the GPS community in connection with the Conditional Waiver Order, the interference addressed by the NTIA Letter is associated not with the mobile handsets at issue therein, but rather, with LightSquared’s planned terrestrial base stations and, thereby, the full LightSquared ATC service authorized in 2004 and 2010. Accordingly, the FCC proposed to vacate the Conditional Waiver Order and modify LightSquared’s satellite license to suspend indefinitely LightSquared’s underlying ATC authorization, first granted in 2004, to an extent consistent with the NTIA Letter. The FCC invited interested parties to comment on these proposals by March 1, 2012, but subsequently extended such deadline to March 16, 2012. LightSquared filed its comments to the 2012 Public Notice on March 16, 2012 and filed its reply to the comments of other interested parties on March 30, 2012.

58. If the FCC proceeds to vacate the Conditional Waiver Order and/or modify LightSquared’s satellite license to suspend indefinitely LightSquared’s underlying ATC authorization, such events (a) will likely cause significant harm to the Debtors, including their ability to continue deployment of their nationwide wireless broadband network business plan and recoup benefits from the billions of dollars already spent in reliance on its previous approvals received from the FCC and (b) may constitute events of default under both the Prepetition Inc. Credit Agreement and the Prepetition LP Credit Agreement, among other potential ramifications. LightSquared thus remains committed to finding a resolution with the FCC and the GPS industry to resolve all remaining concerns.

(ii) *Cost-Cutting Measures and Negotiations with Respect to the Prepetition Inc. Credit Agreement and Prepetition LP Credit Agreement*

59. Throughout the first quarter of 2012, LightSquared faced liquidity challenges. Specifically, LightSquared LP was obligated to make a \$25 million interest payment to the Prepetition LP Lenders on March 30, 2012, which reduced the availability of cash on hand to LightSquared LP. Moreover, although LightSquared was able to extend the maturity date of the Prepetition Inc. Credit Facility to December 31, 2012 in connection with the Inc. Waiver and Amendment, in light of, among other things, the recent turn of events in the FCC process and the GPS industry's most recent allegations, LightSquared Inc. has not been able to refinance the facility or raise capital to aid it in the deployment of its 4G LTE network (as required by the FCC).

60. In an attempt to ease its liquidity constraints and preserve cash, LightSquared began to undertake substantial cost-cutting initiatives during the first quarter of 2012, including executing a major reduction in staff and entering into negotiations with its contractual counterparties to defer or reduce payments. As part of this effort, LightSquared successfully renegotiated the Inmarsat Cooperation Agreement, pursuant to that certain Amendment No. 2, dated as of April 18, 2012, to (a) suspend Phase 2 (as defined in the Inmarsat Cooperation Agreement) of the Inmarsat Cooperation Agreement until March 31, 2014, with the understanding that LightSquared may, at its option, elect to restart Phase 2 prior to such date; (b) during such period of suspension, eliminate any Phase 2 payments to Inmarsat, including the quarterly payment of approximately \$29.6 million due on March 31, 2012 (which, if not paid, would have triggered cross-defaults under both the Prepetition Inc. Credit Agreement and the Prepetition LP Credit Agreement) and (c) on April 1, 2014, or an earlier date as elected by LightSquared, recommence Phase 2 payments based on a restructured payment plan that will

differ from the previous Phase payments and be dependent on certain future outcomes with regard to deployment of the LightSquared network. In addition, a payment for certain transition services was renegotiated within the scope of the amended terms for Phase 2. Moreover, LightSquared terminated the One Dot Four Lease, thereby obviating the requirement to pay TerreStar 1.4 Holdings LLC \$2 million on March 23, 2012 and an additional \$2 million on April 23, 2012.

61. On March 16, 2012, Sprint terminated the Sprint Master Services Agreement, an event which LightSquared considered to be in its ultimate best interests. Since Sprint's entry into the Sprint Master Services Agreement with LightSquared, LightSquared and Sprint had worked closely together to weather the delays – engendered by the GPS Interference Resolution Process – in the build-out of a terrestrial broadband mobile network throughout the United States. Indeed, Sprint on numerous occasions had agreed to amend the Sprint Master Services Agreement to extend the date by which it was entitled to unwind the Sprint Master Services Agreement (the “Sprint Unwind Period”). However, on March 16, 2012, the date on which the Sprint Unwind Period commenced, Sprint determined not only that it would not extend the Sprint Unwind Period beyond such date, but it also chose to unwind the Sprint Master Services Agreement. Given the reduced operations and liquidity of LightSquared at this juncture, it made good economic sense for LightSquared not to be burdened with the costs of the Sprint Master Services Agreement, which LightSquared and certain of its Prepetition Lenders believed was in their collective best interests. Nonetheless, after termination of the Sprint Master Services Agreement, certain Prepetition Lenders took the view that such termination would trigger cross-defaults under both the Prepetition Inc. Credit Agreement and the Prepetition LP Credit Agreement.

(iii) *Prepetition Discussions with Prepetition Lenders*

62. Recognizing the (a) impact of the foregoing events and the liquidity constraints on its business operations and (b) necessity of an extended period in which to resolve its issues with the FCC as well as to streamline its business operations and financial obligations, LightSquared began negotiations with the Prepetition Lenders in February 2011 to waive, among others, the then potential events of default asserted by the Prepetition Lenders. On March 15, 2012, LightSquared was able to secure the Inc. Waiver and Amendment with the requisite number of the Prepetition Inc. Lenders and a short, forty-five (45)-day waiver, subsequently extended by two waivers each granting an additional seven days, with the requisite number of the Prepetition LP Lenders (the "LP Waiver"). In connection with the Inc. Waiver and Amendment, (x) the maturity date for the Prepetition Inc. Credit Facility was extended from July 1, 2012 to December 31, 2012, (y) a two percent (2%) non-cash fee was paid to the UBS AG, Stamford Branch, as administrative agent, for the ratable account of each Prepetition Inc. Lender and (z) Harbinger agreed to subordinate amounts owing to it under the Prepetition Inc. Credit Facility to amounts owing to the other Prepetition Inc. Lenders under the Prepetition Inc. Credit Facility in exchange for 2.5 million penny warrants.

63. During the fifty-nine (59)-day period, LightSquared and the Prepetition Lenders attempted to negotiate a global restructuring that would provide LightSquared with the liquidity and runway necessary to resolve its issues with the FCC. Despite working diligently and in good faith, however, LightSquared and the Prepetition Lenders were not able to consummate a global restructuring on terms acceptable to all interested parties. The Debtors were thus faced with no option but to commence these Chapter 11 Cases as the Debtors believed the Prepetition Lenders would attempt to exercise remedies and sweep the very cash necessary to

conduct LightSquared's business and provide LightSquared with the requisite time to address FCC concerns.¹²

F. Development of Business Plan

64. The Debtors intend to vigorously defend their rights in the ongoing 2012 Public Notice process, while simultaneously pursuing a resolution with the FCC and other federal government agencies that will permit it to deploy its terrestrial network – a process that may last up to two years. The Debtors thus commenced these Chapter 11 Cases in a compressed timeframe to give them the breathing room necessary to resolve the issues arising out of the 2012 Public Notice and to continue discussions with the relevant government agencies. This dual-track approach will ensure the Debtors' exit from bankruptcy in the quickest and most efficient manner possible, all while maintaining the ongoing viability and profitability of the Debtors' businesses and maximizing the value of the Debtors' estates for all stakeholders.

First Day Pleadings¹³

65. As discussed above, concurrently with the filing of their chapter 11 petitions, the Debtors filed various First Day Pleadings, which they believe are necessary to (a) continue the Debtors' operations in chapter 11 with as little disruption and loss of productivity as possible, (b) maintain the confidence and support of customers, including public safety agencies, employees, suppliers and certain other key constituencies and (c) establish procedures for the smooth and efficient administration of these Chapter 11 Cases. I have reviewed each of the First Day Pleadings, including the exhibits thereto, and I believe that the relief sought in each of the First Day Pleadings is tailored to meet the goals described above and,

¹² The Debtors are also in the process of commencing ancillary proceedings in the Ontario Superior Court of Justice (Commercial List) in Toronto, Ontario, Canada to recognize these Chapter 11 Cases and implement the relief provided thereby to the Debtors.

¹³ Unless otherwise defined, terms defined herein have the meaning ascribed to them in the respective First Day Pleading described.

ultimately, will be critical to the Debtors' ability to achieve a successful reorganization. It is also my understanding that the First Day Pleadings reflect the comments of the United States Trustee for the Southern District of New York.

A. Procedural Motions

(i) *Joint Administration Motion. Debtors' Motion for Entry of Order Directing Joint Administration of Related Chapter 11 Cases*

66. The Debtors seek joint administration of these Chapter 11 Cases for procedural purposes only. As described above, each of the twenty (20) Debtors in these Chapter 11 Cases is an affiliate of LightSquared Inc., and the Debtors share key financial and operational systems.

67. The joint administration of these Chapter 11 Cases, to the best of my knowledge, will not give rise to any conflict of interest among the Debtors' estates. Nor will joint administration adversely affect the Debtors' respective creditors because this motion requests only administrative, not substantive, consolidation of the estates. Intercompany claims among the Debtors also will be preserved and each of the Debtors will maintain separate records of assets and liabilities. Thus, I believe that individual creditors' rights should not be harmed by the relief requested. Instead, non-Debtor parties in interest should benefit from the cost reductions associated with the joint administration of these Chapter 11 Cases.

(ii) *KCC Retention. Debtors' Application for Entry of Order Authorizing and Approving Employment and Retention of Kurtzman Carson Consultants LLC as Claims and Noticing Agent for Debtors and Debtors in Possession*

68. The Debtors propose to engage Kurtzman Carson Consultants LLC ("KCC") to act as claims and noticing agent, in order to assume full responsibility for the distribution of notices and maintenance, processing and docketing of proofs of claims filed in these Chapter 11 Cases. KCC is a bankruptcy administrator that specializes in providing

comprehensive chapter 11 administrative services, including noticing, claims processing and other related services critical to the effective administration of large chapter 11 cases. KCC's retention should maximize efficiency in administering these Chapter 11 Cases and ease administrative burdens that otherwise would fall upon the Debtors and the Clerk of the United States Bankruptcy Court for the Southern District of New York.

69. The Debtors obtained and reviewed engagement proposals from at least two (2) other court-approved claims and noticing agents to ensure selection through a competitive process. Based on all engagement proposals obtained and reviewed, I believe that KCC will provide the most cost-effective and efficient service as the claims and noticing agent for these Chapter 11 Cases. Accordingly, the Debtors chose KCC based on its experience, reputation and the competitiveness of its fees. I believe that KCC is well-qualified to serve in the capacity of claims and noticing agent and that KCC's retention is in the best interests of the Debtors' estates and all parties in interest.

(iii) Creditor Matrix Motion. Debtors' Motion for Entry of Order Authorizing Debtors To (A) Prepare Electronic Lists of Creditors and Equity Security Holders in Lieu of Submitting and Filing Formatted Mailing Matrix, (B) File Consolidated List of Debtors' 20 Largest Unsecured Creditors and (C) Mail Initial Notices

70. The Debtors request authority to (a) prepare a consolidated list of creditors and a list of equity security holders in the format or formats currently maintained in the ordinary course of business in lieu of submitting and filing a formatted mailing matrix, (b) file a consolidated list of the Debtors' twenty (20) largest unsecured creditors and (c) mail initial notices in connection with these Chapter 11 Cases through KCC, the Debtors' proposed claims and noticing agent.

71. The Debtors propose to retain KCC as claims and noticing agent in connection with the Debtors' Chapter 11 Cases to assist the Debtors in preparing creditor lists

and mailing initial notices. With such assistance, the Debtors will be prepared to file computer-readable lists of creditors and equity security holders upon request and will be capable of undertaking all mailings required of the Debtors during the pendency of these Chapter 11 Cases. Converting the Debtors' computerized information to a format compatible with the matrix requirements would be a burdensome task and would greatly increase the risk and recurrence of error with respect to information already intact on computer systems maintained by the Debtors or their agents.

72. Consolidating the Debtors' computer records into a creditor database and mailing notices to all applicable parties in such database should be sufficient to enable KCC to promptly notice those parties. Accordingly, I believe that maintaining electronic format lists of creditors and equity security holders, rather than preparing and filing separate matrices, will maximize efficiency and accuracy, and reduce costs.

(iv) *Schedules and Statements Extension Motion. Debtors' Motion for Entry of Order Granting Extension of Time To File Schedules and Statement*

73. The Debtors request a thirty (30)-day extension of time to file their (a) statements of financial affairs, (b) schedules of assets and liabilities, (c) schedules of current income and expenditures, (d) schedules of executory contracts and unexpired leases and (e) lists of equity security holders (collectively, the "Schedules and Statements") through and including June 27, 2012.

74. The Debtors have begun compiling the information required to complete the Schedules and Statements. Nevertheless, as a consequence of the complexity of the Debtors' business operations, coupled with the limited time and resources available, the Debtors have not yet finished gathering such information.

75. Given the numerous critical operational matters that the Debtors' accounting and legal personnel must address in the early days of these Chapter 11 Cases and the volume of information that must be reviewed, prepared and included in their Schedules and Statements, I do not anticipate that the Debtors will be able to complete their Schedules and Statements within the fourteen (14) days required by the Federal Rules of Bankruptcy Procedure. Moreover, I believe that focusing the attention of key accounting and legal personnel on vital operational and restructuring matters during the critical first weeks after filing these Chapter 11 Cases, rather than on preparing their Schedules and Statements, will facilitate the Debtors' smooth transition into chapter 11. Accordingly, I believe that obtaining an extension of time to file the Schedules and Statements will maximize the value of the Debtors' estates for the benefit of creditors and all parties in interest.

B. Operational Motions

- (i) Cash Management Motion. Debtors' Motion for Entry of Interim and Final Orders (A) Authorizing Debtors To (I) Continue Using Existing Cash Management Systems, Bank Accounts and Business Forms, and (II) Continue Intercompany Transactions, (B) Providing Postpetition Intercompany Claims Administrative Expense Priority, (C) Authorizing Debtors' Banks To Honor All Related Payment Requests and (D) Waiving Investment Guidelines of Section 345(b) of Bankruptcy Code

76. The Debtors seek entry of an order (a) authorizing the Debtors to (i) continue to use their existing cash management systems, current bank accounts and current business forms (without reference to the Debtors' status as debtors in possession), (ii) open new debtor in possession bank accounts with authorized depository banks and close any existing bank accounts as the Debtors deem necessary and appropriate in their sole discretion and (iii) continue performing ordinary course Intercompany Transactions (as defined below) and have Intercompany Claims (as defined below) resulting from Intercompany Transactions be granted

administrative expense priority and (b) waiving the investment guidelines of section 345(b) of the Bankruptcy Code.

77. Cash Management Systems. In the ordinary course of business, the Debtors utilize two integrated, centralized cash management systems to collect, manage, disburse and invest funds used in their operations. There is one cash management system (the “Inc. Group Cash Management System”) for the “Inc. Group,” which consists of both Debtor and non-Debtor entities.¹⁴ The second cash management system (the “LP Group Cash Management System” and, together with the Inc. Group Cash Management System, the (“Cash Management Systems”) is for the “LP Group,” which, is comprised of LightSquared LP and its direct subsidiaries.¹⁵ Both the Inc. Group Cash Management System and LP Group Cash Management System have one main concentration account that feeds into and, in some cases, receives funds from, various bank accounts (the “Bank Accounts”) that are held with several banks in the United States and Canada (the “Cash Management Banks”).

78. The Bank Accounts comprising the Inc. Group Cash Management System are further described as follows:

- (a) Inc. Group Concentration Account: LightSquared Inc. maintains one (1) disbursement and operating account at SunTrust Bank (“SunTrust”) in the name of LightSquared Inc. (the “Inc. Group Concentration Account”) that serves as a primary collection point for all funds moved into and through the Inc. Group Cash Management System. The

¹⁴ The “Inc. Group” consists of (a) the following Debtor entities: LightSquared Inc., LightSquared Investors Holdings Inc., One Dot Six Corp., One Dot Four Corp., SkyTerra Rollup LLC, SkyTerra Rollup Sub LLC, SkyTerra Investors LLC, TMI Communications Delaware, Limited Partnership, LightSquared GP Inc. and One Dot Six TVCC Corp. and (b) the following non-Debtor entities: TVCC Holding Company, LLC, TVCC Intermediate Corp., Columbia One Six Partners IV, Inc., Columbia FMS Spectrum Partners IV, Inc., TVCC One Six Holdings LLC and CCMM I LLC.

¹⁵ The “LP Group” consists of (a) the following Debtor entities: LightSquared LP, ATC Technologies, LLC, LightSquared Corp., LightSquared Finance Co. LightSquared Network LLC, LightSquared Inc. of Virginia, LightSquared Subsidiary LLC, SkyTerra Holdings (Canada) Inc., SkyTerra (Canada) Inc. and Lightsquared Bermuda Ltd.; and (b) the following non-Debtor entities: LightSquared (UK) Limited.

Inc. Group Concentration Account is funded manually, on an as needed basis, with (i) the proceeds of loans under the Prepetition Inc. Credit Agreement, (ii) proceeds from the Inc. Group Investment Accounts (as defined herein), (iii) proceeds from the Inc. Group Restricted Account (as defined herein) and (iv) proceeds from approved dividends periodically distributed by LightSquared LP. The Inc. Group Concentration Account, in turn, serves as one of the two (2) Inc. Group Disbursement/Operating Accounts (as further described herein) and funds, and will continue to fund postpetition, the remainder of the Inc. Group Disbursement/Operating Accounts. All wire and automated clearing house payments, including those relating to operating expenses, insurance, and taxes, are made, either directly or indirectly, from this account.

- (b) Disbursement/Operating Accounts: In addition to the Inc. Group Concentration Account, the Inc. Group maintains one (1) corporate disbursement and operating accounts at SunTrust in the name of One Dot Six Corp. (the “One Dot Six Corp. Disbursement/Operating Account” and, together with the Inc. Group Concentration Account, the “Inc. Group Disbursement/Operating Accounts”). The Inc. Group Disbursement/ Operating Accounts are all funded manually, on an as needed basis. The Inc. Group Concentration Account funds shortfalls in the One Dot Six Corp. Disbursement/Operating Account. The Inc. Group Disbursement/Operating Accounts are used to pay general corporate expenses, including accounts payable, of the Inc. Group members.
- (c) Restricted Account: The Inc. Group maintains one (1) interest-bearing certificate of deposit account (the “Inc. Group Restricted Account”) in the name of LightSquared Inc. at Bank of America, N.A. The Inc. Group Restricted Account contains collateral associated with the Inc. Group’s corporate travel and entertainment credit card program.
- (d) Investment Accounts: The Inc. Group maintains two (2) investment accounts at the Royal Bank of Canada (“RBC”) (the “Inc. Group Investment Accounts”). The Inc. Group Investment Accounts are funded by excess funds transferred from the Inc. Group Concentration Account and through dividends approved by LightSquared LP. Funds in the Inc. Group Investment Account are invested per the Inc.

Group's corporate investment guidelines. In the past, the Inc. Group manually transferred funds from the Inc. Group Investment Accounts to the Inc. Group Concentration Account or third parties periodically on an as needed basis. All transfers between the Inc. Group Investment Accounts and the Inc. Group Concentration Account are initiated by the Debtors' approved bank signatories, including the treasury manager or treasurer, delivering transfer instructions to the investment managers responsible for the applicable accounts.

79. The Bank Accounts comprising the LP Group Cash Management System are further described as follows:

- (a) LP Group Concentration Account: LightSquared LP maintains one (1) disbursement and operating account at SunTrust in the name of LightSquared LP (the "LP Group Concentration Account") that serves as a primary collection point for all funds moved into and through the LP Group Cash Management System. The LP Group Concentration Account is funded manually, on an as needed basis, with (i) proceeds of loans under the Prepetition LP Credit Agreement, (ii) on very rare occasions, funds from the LightSquared Corp. SunTrust Disbursement/Operating Account (as defined herein) and LightSquared Corp. Scotiabank Disbursement/Operating Account (as defined herein), (iii) funds from the LightSquared LP Investment Accounts (as defined herein), (iv) funds from the LP Group Restricted Account (as defined herein) and (v) funds from the Inc. Group Concentration Account. The LP Group Concentration Account, in turn, serves as one of the four (4) LP Group Disbursement/Operating Accounts (as defined herein) and funds, and will continue to fund postpetition, the remainder of the LP Group Disbursement/Operating Accounts. All wire and automated clearing house payments, including those relating to operating expenses, payroll, insurance and taxes, are made, either directly or indirectly, from this account.
- (b) Lockbox: The LP Group maintains a lockbox with SunTrust (the "LP Group Lockbox"). In the ordinary course, customers deposit checks into the LP Group Lockbox, which are credited to the LP Group Concentration Account. The LP Group Lockbox will be maintained postpetition.

- (c) Disbursement/Operating Accounts: In addition to the LP Group Concentration Account, the LP Group maintains (i) two (2) corporate disbursement and operating accounts at SunTrust in the names of LightSquared Corp. (the "LightSquared Corp. SunTrust Disbursement/Operating Account") and LightSquared Network LLC (the "LightSquared Network LLC Disbursement/Operating Account") and (ii) one (1) Canadian dollar corporate disbursement and operating account at Scotiabank under the name of LightSquared Corp. (the "LightSquared Corp. Scotiabank Disbursement/Operating Account" and, together with the LP Group Concentration Account, the LightSquared Corp. SunTrust Disbursement/Operating Account and the LightSquared Network LLC Disbursement/Operating Account, the "LP Group Disbursement/Operating Accounts"). The LP Group Disbursement/Operating Accounts are all funded manually, on an as needed basis. The LP Group Concentration Account funds shortfalls in the LightSquared Corp. SunTrust Disbursement/Operating Account, the LightSquared Corp. Scotiabank Disbursement/Operating Account and the LightSquared Network LLC Disbursement/Operating Account. The LP Group Disbursement/Operating Accounts are used to pay general corporate expenses, including accounts payable, of the LP Group members.
- (d) Restricted Account: The LP Group maintains one (1) interest-bearing restricted money market account (the "LP Group Restricted Account") in the name of LightSquared LP at Comerica Bank. The LP Group Restricted Account is funded by the LP Group Concentration Account, as needed, and contains collateral associated with the Inc. Group's letters of credit and credit card collateral. Unrestricted funds contained in the LP Group Restricted Account may be transferred out of the account via telephone with a personal identification number.
- (e) Investment Accounts: The LP Group maintains three (3) investment accounts (the "LP Group Investment Accounts" and, together with the LightSquared LP Inc. Investment Accounts, the "Investment Accounts"). The LP Investment Accounts are funded by excess funds transferred from the LP Group Concentration Account and invested per the Inc. Group's corporate investment guidelines. In the past, the

LP Group manually transferred funds from the LP Investment Accounts to the LP Group Concentration Account or third parties periodically on an as needed basis. All transfers between the LP Investment Accounts and the LP Group Concentration Account are initiated by the Debtors' approved bank signatories, including the treasury manager or treasurer, delivering transfer instructions to the investment managers responsible for the applicable accounts.

- (f) Foreign Exchange Deposit Account. The LP Group maintains a Euro deposit account in the name of LightSquared LP (the "LP Group Foreign Exchange Deposit Account") at Wells Fargo Bank, N.A. The LP Group Foreign Exchange Deposit Account is used to hold Euro hedge proceeds and, as of the Petition Date, holds a *de minimis* account balance. Two other accounts at SunTrust were historically used by the Debtors for Euro and Canadian dollar hedge proceeds, but they currently are not in use.

80. I am advised that the *Operating Guidelines and Financial Reporting Requirements for Debtors in Possession and Trustees* (the "U.S. Trustee Guidelines") require, among other things, that, unless the Court orders otherwise, a debtor (a) close all existing bank accounts and open new debtor in possession accounts, (b) maintain a separate debtor in possession account for cash collateral and (c) obtain checks that bear the designation "debtor in possession." I believe that strict enforcement of the U.S. Trustee Guidelines in these Chapter 11 Cases, however, would disrupt the ordinary financial operations of the Debtors, reducing efficiencies and causing unnecessary expense. The Debtors have utilized the Cash Management Systems in their current form for years as part of their ordinary and usual business practices. Requiring the Debtors to maintain separate accounts would decentralize their Cash Management Systems because, given the corporate and financial structure of the Debtors, it would be difficult to establish an entirely new cash management system for each Debtor or group of Debtors. To comply with the U.S. Trustee Guidelines, I understand that the Debtors also would need to

execute new signatory cards and depository agreements and create a new system for manually issuing checks and paying postpetition obligations. I believe that the delays that would result from opening these accounts, revising cash management procedures and instructing customers to redirect payments would disrupt the Debtors' business operations at this critical time, have little or no benefit to their respective estates and potentially destroy value. Therefore, I believe that continued operation of the Cash Management Systems will greatly facilitate their transition into chapter 11 by, among other things, avoiding administrative inefficiencies and expenses and minimizing delays in payment of postpetition obligations. I understand that no parties in interest will be harmed by the continued maintenance of the existing Cash Management Systems, including the maintenance, servicing and administration of the Bank Accounts, because the Debtors have implemented appropriate mechanisms to ensure that payments will not be made on any obligation incurred before the Petition Date, other than those authorized by the Court.

81. The Debtors request further relief from the requirement in the U.S. Trustee Guidelines that all receipts and all disbursements of estate funds be by check with a notation representing the reason for the disbursement. Given the Debtors' current operations, it is necessary for the Debtors to conduct transactions by debit, wire, automated clearing house ("ACH") transfers, ACH credit, ACH debit, corporate credit cards and other similar methods. To deny the Debtors the opportunity to conduct transactions by these methods would, I believe, likely interfere with the Debtors' performance of their contracts and unnecessarily distract the Debtors from their business operations, as well as create additional costs to be borne by the Debtors and their creditors. To effect this relief, the Debtors request that the Cash Management Banks be authorized and directed to continue to pay, honor and execute any and all debit

instructions, wires and ACH payments issued and drawn on the Bank Accounts after the Petition Date.

82. Additionally, in the ordinary course, the Cash Management Banks charge, and the Debtors pay, honor or allow the deduction from the appropriate account, certain service and other fees, costs, charges and expenses (collectively, the “Bank Fees”). The Debtors request that the Cash Management Banks be given the authority to (a) continue to charge the Debtors the Bank Fees and (b) charge back to the Bank Accounts returned items,¹⁶ whether such items are dated prior to, on or subsequent to the Petition Date, in the ordinary course.

83. To facilitate implementation of the above-requested relief, the Debtors request that all applicable banks and other financial institutions be authorized to receive, process, honor and pay all checks presented for payment and to honor all electronic payment requests made by the Debtors related to the postpetition obligations described herein. The Debtors further request that all such banks and financial institutions be authorized to rely on the Debtors’ designation of any particular check or electronic payment request as approved pursuant to this Motion.

84. Business Forms. In the ordinary course of business, the Debtors utilize various checks, business cards, letterhead, purchase orders and invoices (collectively, the “Business Forms”) containing customary LightSquared logos and insignia. To minimize expense and avoid confusion on the part of the Debtors’ employees, customers and suppliers, the Debtors request that they be authorized to continue to use all correspondence and Business Forms, as such forms were in existence immediately prior to the Petition Date without reference to the Debtors’ status as debtors in possession. Upon depletion of the Business Forms stock, the

¹⁶ Chargebacks include ordinary course banking fees for services related to, among other things, check processing, wire processing, online reporting and the lockbox. The Debtors anticipate such chargebacks to amount to approximately \$1,200.

Debtors will obtain new Business Forms reflecting their status as debtors in possession, the Debtors' bankruptcy case name and number and the type of account. Such authorization will enable the Debtors to avoid the expense and delay of ordering new Business Forms. Additionally, I understand that the Debtors will obtain a stamp that they will use to indicate their status as debtors in possession and will also immediately update their computer-generated checks to reflect the same.

85. Investment Practices. In the ordinary course of business, the Debtors' Investment Accounts are subject to certain guidelines (the "Investment Practices"). Pursuant to the Investment Practices, the Debtors invest surplus cash, through the Investment Accounts, in (a) obligations issued, fully guaranteed or insured by U.S. government agencies, authorities, instrumentalities or sponsored entities ("U.S. Government Securities"), (b) money market mutual funds with high ratings under Standard & Poor's Rating Group ("S&P") and Moody's Investor Service, Inc. ("Moody's") and (c) to a more limited degree, certificates of deposit, commercial paper and repurchase agreements with high ratings under S&P and Moody's.

86. I am advised that for those investments of the Debtors that are not investments "insured or guaranteed by the United States or by a department, agency or instrumentality of the United States or backed by the full faith and credit of the United States," under the Bankruptcy Code, the Debtors' estates must require a bond in favor of the United States secured by the undertaking of a U.S. Trustee-approved corporate surety. I am also advised that it is within the Court's discretion to waive or modify such investment guideline for "cause."

87. I believe that cause exists for waiving the investment and deposit guidelines of section 345 of the Bankruptcy Code. First, I understand that the Investment Accounts (a) only invest in U.S. Government Securities and (b) in securities that carry high

ratings from S&P's and Moody's. In other words, an investment in the Investment Accounts carries the same or similar credit risk as a direct investment in U.S. Government Securities. Second, I understand that if the Debtors are limited to direct investments in U.S. Government Securities, they would need to work with their current investment managers to establish (a) a new account to trade the securities and (b) new associated controls and procedures. Thus, I believe that the risk of a compliance breakdown in connection with these activities is at least as large as any incremental risk posed by investment in the Investment Accounts, and the costs associated with these activities would likely exceed the yield on the investments.

88. Intercompany Transactions. In the ordinary course of business, cash amounts may be received or paid by one Debtor entity on behalf of other Debtor entities and, depending on the transaction, have been historically recorded as capital contributions or equity investments (the "Cash Transactions"). The Debtors and certain non-Debtor affiliates utilize a cost allocation system, through which expenses initially paid by a Debtor or a non-Debtor affiliate for the benefit of other Debtors or non-Debtor affiliates are allocated to the appropriate entities in proportion to the benefits received by such entities (together with the Cash Transactions, the "Intercompany Transactions"). As a result of the Intercompany Transactions, intercompany receivables and payables are created for each applicable Debtor in the ordinary course of business (the "Intercompany Claims"). Although I am aware that the Debtors have, in the past, created notes to evidence some of the Intercompany Transactions (the "Intercompany Notes"), the Intercompany Transactions are also sometimes settled by book entry, rather than by an actual transfer of cash evidenced by Intercompany Notes. The Debtors maintain records of all transfers and can ascertain, trace and account for all Intercompany Transactions and will continue to do so during these Chapter 11 Cases.

89. I believe that continued performance of the ordinary course Intercompany Transactions is integral to ensure the Debtors' ability to operate their businesses as debtors in possession. First, were the Debtors to obtain (to the extent at all possible) the services they currently receive from other Debtors pursuant to the Intercompany Transactions on an isolated per-company basis, aside from incurring excessive financial burdens in identifying appropriate providers of these services and entering into individual agreements for providing these services, the Debtors would be required to divert their attention from their restructuring efforts and the desired smooth transition into operating as debtors in possession. Moreover, because the Prepetition LP Lenders have not consented to the Debtors' use of cash collateral, the Debtors have no recourse but to use the approximately \$15 million cash on hand at the Inc. Group to, among other things, engage in ongoing discussions with the FCC regarding the deployment of the Debtors' network, maintain business relationships with their vendors, suppliers and customers, pay their employees and otherwise finance their operations in the interim while the Debtors attempt to negotiate consensual use of cash collateral with the Prepetition LP Lenders or seek Court authorization to use such cash collateral. Funding each of these expenditures is necessary to the Debtors' ability to preserve and maintain their going-concern values for the benefit of all parties in interest.

90. To ensure that each individual Debtor will not, at the expense of creditors, fund the operations of another Debtor or another affiliated entity, the Debtors request that the Court authorize the Debtors to treat all Intercompany Claims arising after the Petition Date in the ordinary course of business as administrative expenses of the relevant Debtor. I am advised that if the Court authorizes the Debtors to treat Intercompany Claims as administrative expenses, then

each entity utilizing funds flowing through the Cash Management Systems should continue to bear ultimate repayment responsibility for such ordinary course claims.

91. In addition, the Debtors request that the Court authorize the Debtors to preserve and exercise intercompany setoff rights. The Cash Management Systems allow the Debtors to track all obligations owing between related entities. I am advised that this ensures that all setoffs of Intercompany Claims will meet both the mutuality and timing requirements of section 553 of the Bankruptcy Code. Therefore, the Debtors request that the Debtors and their non-Debtor affiliates be expressly authorized to set off prepetition and postpetition obligations arising on account of Intercompany Transactions between a Debtor and another Debtor or between a Debtor and a non-Debtor affiliate.

(ii) *Wages Motion. Debtors' Motion for Entry of Interim and Final Orders (A) Authorizing, But Not Directing, Debtors To (I) Pay Certain Prepetition Wages and Reimbursable Employee Expenses, (II) Pay and Honor Employee Benefits and (III) Continue Employee Benefits Programs and (B) Authorizing and Directing Financial Institutions To Honor All Related Checks and Electronic Payment Requests*

92. The Debtors seek entry of an order (a) authorizing the Debtors to (i) pay certain prepetition wages, salaries and other compensation, such as the rank and file bonus program, taxes, withholdings and reimbursable expenses, (ii) pay and honor obligations relating to employee benefits programs and (iii) continue their employee benefits programs on a postpetition basis and (b) authorizing and directing financial institutions to receive, process, honor and pay all checks issued and electronic requests made relating to the foregoing.

93. The Debtors employ approximately one hundred sixty-eight (168) employees, thirty-one (31) of which are employed by the Debtors on an hourly-basis (the "Hourly Employees") and the remainder of which are employed by the Debtors on a full-time, salaried basis (the "Full-Time Employees" and, together with the Hourly Employees, the

“Employees”). In addition to their Employees, the Debtors supplement their workforce with consultants and independent contractors depending on the Debtors’ business needs. The Debtors regularly utilize the services of approximately seven (7) consultants or independent contractors (the “Contractors”).

94. Just as the Debtors depend on the Employees and Contractors for their day-to-day operations, the Employees and Contractors depend on the Debtors. Indeed, the vast majority of the Employees and Contractors rely exclusively on payments received from the Debtors for their compensation, benefits and expense reimbursements (as applicable) to continue to pay their daily living expenses. Among other things, the Debtors pay and incur a number of obligations related to their Employees and Contractors (as applicable), such as (a) wages and salaries, overtime compensation, bonuses and incentive programs and other compensation, (b) federal, state and provincial withholding and income taxes and other withheld amounts (including, without limitation, wage garnishments, pre-tax and after-tax deductions, the Employees’ share of Canadian Employment Insurance premiums and Canada Pension Plan contributions, taxes and 401(k) contributions), (c) reimbursement of business expenses, (d) medical, vision and dental benefits, (e) short- and long-term disability coverage, (f) accidental death and dismemberment, and life insurance, (g) supplemental insurance benefits, (h) workers’ compensation benefits, (i) vacation time, paid time off and leaves of absence, (j) retirement benefits and other employee savings plans, pensions and severance benefits, (k) employee assistance and tuition assistance programs, various reimbursable expenses and flexible spending and (l) other benefits that the Debtors have historically provided in the ordinary course of business (collectively, and as more fully described herein, the “Employee

Obligations”).¹⁷ In an effort to minimize the personal hardship to the Employees and to maintain morale and stability in the Debtors’ business operations during this critical juncture, the Debtors request authority to continue to pay and honor, in their discretion (except where payments are required by applicable law), amounts arising under or in connection with the Debtors’ Employee Obligations.

95. By the Wages Motion, the Debtors request authority to pay Employee Obligations during the interim period. I have been advised that the majority of all prepetition amounts owed on account of the Employee Obligations have been satisfied. Certain amounts may remain outstanding due to a number of factors, including (a) discrepancies that exist between amounts paid prepetition and the amounts that should have been paid, (b) the possibility that some prepetition checks or other payments may not have cleared before the Petition Date, (c) the fact that certain accrued obligations may not yet have become due and payable as of the Petition Date and (d) the possibility that certain prepetition amounts related to the Employees may have accrued but remain outstanding because they are pending approval or have not yet been submitted.

96. Additionally, the Debtors request that the Court authorize and direct all applicable banks and financial institutions to receive, process, honor and pay any and all checks drawn or electronic fund transfers from their accounts whether such checks were presented prior to or after the Petition Date, to the extent such checks or electronic fund transfers are expressly identified by the Debtors as relating directly to the authorized payments of the Employee Obligations. The Debtors also respectfully request authority to issue new postpetition checks, or

¹⁷ The summary of the Debtors’ various Employee Obligations provided herein is qualified entirely by the Debtors’ official policies or other practices, programs or agreements, whether written or unwritten, evidencing an arrangement among the Debtors and their Employees (each, an “Official Policy”). In the event of any inconsistency or ambiguity between this summary and an Official Policy, the terms of such Official Policy shall govern.

effect new electronic fund transfers, on account of such claims to replace any prepetition checks or electronic fund transfer requests that may be dishonored or rejected as a result of the commencement of the Chapter 11 Cases. I have been advised that the Debtors have sufficient availability of funds to pay the amounts described herein in the ordinary course of business and sufficient controls to prevent checks or wire transfer requests from being honored inadvertently.

97. Moreover, the Debtors request that the Court modify the automatic stay under section 362 of the Bankruptcy Code to permit the Debtors' Employees, solely to the extent the Employees may assert claims under the workers' compensation program, to proceed with such claims.

98. I believe that providing for satisfaction of the Employee Obligations is essential to the preservation of the Debtors' businesses. It is important to minimize the personal hardship the Debtors' Employees would suffer if prepetition Employee Obligations were not paid when due or as expected. Additionally, it is important to maintain morale and enhance the Debtors' ability to retain Employees during this restructuring process. Failing to pay our Employee Obligations could have a material adverse impact on the day-to-day operations of the Debtors' businesses. I have also been informed that the Debtors must continue certain programs, notably the workers' compensation program, in order to maintain the legal right to operate their businesses. I believe that obtaining the authority to pay all Employee Obligations in accordance with the Debtors' prepetition business practices is in the best interests of the Debtors and their estates and will enable the Debtors to continue to operate their businesses in chapter 11 without disruption.

- (iii) Insurance Motion. Debtors' Motion for Entry of an Order (A) Authorizing, But Not Directing, Debtors To Continue To Administer Insurance Coverage and (B) Authorizing Financial Institutions To Honor All Related Checks and Electronic Payment Requests

99. The Debtors seek entry of an order (a) authorizing, but not directing, the Debtors, in their sole discretion, to (i) maintain and continue to honor certain insurance programs and policies (including the renewal of those policies and agreements due to expire during these Chapter 11 Cases) and (ii) pay certain obligations in respect thereof including, without limitation, the payment of all premiums, premium financing payments, claims, deductibles, administrative expenses and all other charges and expenses incurred and becoming due and payable in the period between the Petition Date and the date of the final hearing, on an uninterrupted basis, consistent with the Debtors' practices in effect prior to the commencement of the Debtors' Chapter 11 Cases, whether relating to the period prior to or after the commencement of these Chapter 11 Cases, and (b) authorizing and directing financial institutions to receive, process, honor and pay all checks issued and electronic requests made relating to the foregoing.

100. In connection with the operation of the Debtors' businesses and the management of their properties, the Debtors maintain a comprehensive insurance program that provides coverage related to, among other things, property damage, general liability, umbrella liability, automobile liability, fiduciary liability, employment practices liability, cargo, directors and officers' liability, space insurance and international liability (collectively, the "Insurance Programs").

101. The Debtors maintain certain general insurance programs to help manage the risks associated with their business operations in the United States, Canada and internationally when employees travel to countries outside of the United States and Canada. In

addition, the Debtors maintain in-orbit insurance on their SkyTerra-1 satellite (the “Satellite Insurance Program”) that covers losses and liabilities associated with the satellite of up to \$250,000,000. It is important that the Debtors maintain the Satellite Insurance Program in order to protect the value of this critical asset because the satellite is not covered by any of the other Insurance Programs.

102. The Debtors are required to pay premiums under the Insurance Programs based upon a fixed rate established and billed by each individual insurance provider. Last year, the Debtors’ annual premiums together with the associated taxes and fees for the Insurance Programs (the “Insurance Obligations”) totaled approximately \$4,200,000.

103. Pursuant to their Insurance Programs, the Debtors are required to pay various deductibles and related fees. For the current policy periods and the immediately preceding policy periods, no obligations have accrued with respect to deductibles under the Insurance Programs, except the employment practices liability policy. With respect to the Debtors’ insurance policy that covers employment practices liability, the Debtors estimate that up to \$75,000 of deductibles may accrue over the next several months for the current policy period.

104. The Debtors employ several insurance agents including Willis North America, Inc., Willis Inspace and Aon Financial Services Group (together, the “Insurance Agents”) to assist with the procurement and negotiation of their Insurance Programs. All broker fees incurred by the Debtors in connection with the Insurance Programs are absorbed into the Insurance Obligations. No separate broker fees are paid to the Insurance Agents.

105. Coverage under the current Satellite Insurance Program policy commenced on November 15, 2011. Pursuant to this policy, the Debtors became liable for total

premiums of approximately \$3.45 million for coverage until November 15, 2012. The Debtors negotiated a payment schedule whereby they pay this premium in quarterly installments, and the Debtors intend to make the final installment payment of approximately \$862,000 on or before August 12, 2012. As of the Petition Date, the Debtors believe that no other prepetition amounts are accrued and outstanding with respect to the Insurance Programs. Certain Insurance Programs, including the Satellite Insurance Program, will expire on August 1, 2012 and November 15, 2012, if not renewed – which the Debtors intend to do in the ordinary course of business.

106. I believe that the Insurance Programs are essential to the preservation of the value of the Debtors' businesses, property and assets, and I understand that they are required under the Debtors' prepetition credit agreements. Failure to pay premiums for the Policies when due may harm the Debtors' estates in several ways, including the loss of insurance coverage and subsequent need to obtain replacement insurance on an emergency basis, likely at a higher price.

107. Accordingly, I believe that obtaining the authority to maintain the Insurance Programs in accordance with the Debtors' prepetition business practices is in the best interests of the Debtors and their estates and will protect the Debtors' assets and enable the Debtors to continue to operate their businesses in chapter 11 without disruption.

(iv) *Taxes Motion. Debtors' Motion for Entry of Interim and Final Orders*
(A) Authorizing, But Not Directing, Debtors To Pay Taxes and Fees and
(B) Authorizing and Directing Financial Institutions To Honor All Related Checks
and Electronic Payment Requests

108. The Debtors seek entry of an order (a) authorizing, but not directing, the Debtors to pay certain business, franchise, personal property, sales and use, goods and services, harmonized sales, excise and other taxes, as well as certain annual reporting fees, FCC Fees and Canadian Regulatory Fees (each as defined in the motion) and (b) authorizing and directing

financial institutions to receive, process, honor and pay all checks issued and electronic requests made relating to the foregoing.

109. In the ordinary course of their businesses, the Debtors (a) collect and/or incur taxes, including certain business, corporation, franchise, partnership, personal property, provincial, capital, non-resident withholding, sales and use, goods and services, harmonized sales, excise and other taxes¹⁸ (collectively, the "Taxes"), (b) charge certain annual reporting fees, FCC fees and Canadian Regulatory Fees, and other similar charges and assessments (collectively, the "Fees") on behalf of various taxing, licensing and other regulatory authorities (collectively, the "Authorities") and (c) pay Fees to such Authorities for licenses and permits required to conduct the Debtors' businesses in the ordinary course. The Debtors pay the Taxes and Fees monthly, quarterly or annually to the respective Authorities, in each case as required by applicable laws and regulations.¹⁹ The Debtors estimate that, as of the Petition Date, they have collected and/or incurred approximately \$1 million in aggregate Taxes and Fees, which were not currently due and owing as of the Petition Date.²⁰

110. The Debtors' failure to pay the Taxes and Fees could materially and adversely impact the Debtors' business operations in several ways. The Authorities may initiate audits of the Debtors, which would unnecessarily divert the Debtors' attention from the tasks required by the reorganization process at a critical time for the Debtors' businesses. The

¹⁸ The Debtors do not seek authority to collect and pay state and federal employee withholding taxes under this Motion but rather request such authority as part of the Debtors' Motion for Entry of Interim and Final Orders (A) Authorizing, but Not Directing, Debtors (I) To Pay Certain Prepetition Wages and Reimbursable Employee Expenses, (II) To Pay and Honor Employee Medical and Other Benefits and (III) To Continue Employee Benefits Programs and (B) Authorizing Financial Institutions to Honor All Related Checks and Electronic Payment Requests, filed concurrently herewith.

¹⁹ Some of the Taxes and Fees are "trust fund" taxes that the Debtors have collected and hold in trust for the benefit of the Authorities. I understand that, therefore, such funds do not constitute "property of the estate" as discussed below and could not otherwise be used by the Debtors' estates.

²⁰ Notwithstanding the foregoing, the Debtors reserve their rights to contest the amount of any Taxes and Fees on any grounds they deem appropriate.

Authorities may also attempt to suspend the Debtors' operations, file liens, seek to lift the automatic stay and pursue other remedies that will be administratively burdensome to the Debtors' estates. Furthermore, certain directors and officers could be subject to personal liability, which would likely distract those key personnel from their duties related to the Debtors' restructuring efforts. Moreover, with respect to the Fees, the Debtors' failure to pay such Fees to the Authorities and other relevant third parties may cause the Debtors to incur late fees, penalties and other charges in addition to the Fees. Accordingly, I believe that obtaining the authority to pay the Authorities in accordance with the Debtors' prepetition business practices is in the best interests of the Debtors and their estates and allow the Debtors to continue to operate their businesses in chapter 11 without disruption.

- (v) *Tax Attributes Motion. Debtors' Motion Pursuant to Sections 105(a) and 362 of the Bankruptcy Code for an Order Establishing Notification Procedures and Approving Restrictions on Certain Transfers of Interests and Claims in the Debtors*

111. The Debtors seek entry of an order authorizing the Debtors to establish procedures to protect the potential value of LightSquared's consolidated net operating tax loss carryforwards ("NOLs") and certain other tax attributes, including, potentially, a net unrealized built-in loss in its assets (together with NOLs, the "Tax Attributes").

112. The Debtors estimate that, as of the date hereof, LightSquared and certain of its subsidiaries have incurred NOLs in excess of \$1.5 billion (a portion of which is subject to limitation). The Debtors also may have significant net unrealized built-in tax losses.

113. I understand that the Tax Attributes may be valuable assets of the estates because title 26 of the United States Code (the "Tax Code") generally permits corporations to carry forward their losses to offset future income. The Debtors expect to continue to operate their businesses and, accordingly, a significant amount of gain and other income may be

recognized following the consummation of these Chapter 11 Cases. Absent any intervening limitations, the Tax Attributes could substantially reduce the Debtors' future U.S. federal income tax liability in respect of such gain and income. Any reduction in the Debtors' tax liability would enhance the Debtors' economic position for the benefit of all parties in interest.

114. I further understand that the ability of the Debtors to use the Tax Attributes to offset future income is subject to certain statutory limitations and that section 382 of the Tax Code limits a corporation's use of its NOLs and other tax attributes to offset future income after that corporation has undergone an "ownership change." I understand that a section 382 ownership change of LightSquared could significantly reduce or eliminate the Debtors' ability to use the Tax Attributes, thereby resulting in a potential loss of value to the Debtors' estates. To the best of my knowledge, and subject to certain interpretational issues, I do not believe that a section 382 ownership change that would limit the Debtors' ability to use the Tax Attributes has occurred with respect to LightSquared (other than an ownership change that occurred in March 2010, which caused approximately \$400 million of NOLs to become subject to limitation).

115. In furtherance of the automatic stay provisions of section 362 of the Bankruptcy Code and pursuant to section 105 of the Bankruptcy Code, the Debtors seek authority to prevent certain changes in the ownership of LightSquared stock to protect against the occurrence of an ownership change during the pendency of these Chapter 11 Cases and, thus, preserve the potential value of the Tax Attributes during such time.

116. I also understand that as part of the resolution of these Chapter 11 Cases, the actions taken pursuant to the Debtors' chapter 11 plan may cause, for tax purposes, an "ownership change" within the meaning of section 382 of the Tax Code but that the Debtors may

be entitled to the special relief afforded by section 382(l)(5) of the Tax Code for ownership changes pursuant to a confirmed chapter 11 plan or applicable court order. Although there can be no assurance that section 382(l)(5) of the Tax Code will ultimately be available to the Debtors, the Debtors are proposing certain procedures and restrictions that seek to preserve the Debtors' ability to propose a chapter 11 plan and related transactions that maximize the value of the Tax Attributes following a chapter 11 plan in a manner that does not unduly affect the trading of debt securities.

117. The requested relief allows the free trading of debt securities before a plan is proposed and, with respect to any debt securities acquired on or after the date of the Tax Attributes Motion, mandates sell-downs as needed after a plan is proposed, to avoid breaching the section 382(l)(5) limits upon consummation of a plan. It is intended both to preserve the value and liquidity of debt securities in the hands of their holders and to allow the Debtors the flexibility to structure a chapter 11 plan that preserves the maximum potential value of the Tax Attributes.

118. Accordingly, I believe that establishing the proposed procedures will protect the value of the Tax Attributes while not unduly restricting trading in the Debtors' stock and debt securities, so approval of the procedures is in the best interests of the Debtors and their estates.

(vi) *Foreign Representative Motion. Debtors' Motion for Entry of an Order Authorizing LightSquared LP To Act as Foreign Representative Pursuant to 11 U.S.C. § 1505*

119. The Debtors seek entry of an order authorizing LightSquared LP ("LSLP") to act as the foreign representative on behalf of the Debtors' estates in any judicial or other proceedings in a foreign country, including the Canadian Proceedings (as defined below).

120. As further described herein, in addition to their operations in the United States, the Debtors also have certain assets and limited operations in Canada. Thus, in connection with the commencement of these Chapter 11 Cases, the Debtors have filed chapter 11 petitions for three Debtors incorporated in Canada: SkyTerra Holdings (Canada) Inc., SkyTerra (Canada) Inc. and LightSquared Corp. (collectively, the “Canadian Debtors”), each of which is a subsidiary of LSLP. LSLP, as the proposed Foreign Representative (defined below), will shortly seek ancillary relief in Canada on behalf of all of the Debtors, pursuant to the Companies’ Creditors Arrangement Act (Canada) R.S.C. 1985, c. C-36 as amended (the “CCAA”) in the Ontario Superior Court of Justice (Commercial List) (the “Canadian Court”) in Toronto, Ontario, Canada. I understand that the purpose of the ancillary proceedings (the “Canadian Proceedings”) is to request that the Canadian Court recognize these Chapter 11 Cases as a “foreign main proceeding” under the applicable provisions of the CCAA in order to, among other things, protect the Debtors’ assets and operations in Canada.

121. I understand from counsel that, to commence the Canadian Proceedings, the Debtors need authority for a Debtor entity to act as the “foreign representative” on behalf of the Debtors’ estates (the “Foreign Representative”) and, therefore, the Debtors seek to appoint LSLP as such Foreign Representative.

122. I further understand from counsel that, in order for LSLP to be recognized as the Foreign Representative of the Debtors in the Canadian Proceedings, and thereby apply to have these Chapter 11 Cases recognized by the Canadian Court, the Court must enter an order authorizing LSLP to act as the Foreign Representative in the Canadian Proceedings. I understand that if such order is granted, LSLP will be able to file that order with the Canadian

Court as the instrument authorizing LSLP to act as the Foreign Representative pursuant to section 46 of the CCAA.

123. Accordingly, I believe that appointing LSLP to act as the Foreign Representative will allow coordination of the Canadian Proceedings and these Chapter 11 Cases and is in the best interests of the Debtors and their estates.

(vii) *Cash Collateral Motion. Motion of Debtors for Interim and Final Orders (A) Authorizing Debtors To Use Cash Collateral, (B) Granting Adequate Protection to Prepetition Secured Parties, (C) Modifying Automatic Stay and (D) Scheduling Interim and Final Hearings*

124. The Debtors intend to use certain unencumbered cash during the interim period to fund their operations and these Chapter 11 Cases. The Debtors will track all intercompany transactions pursuant to the Cash Management Motion if authorized. The Debtors will only seek use of cash collateral on an interim basis if an interim order approving the Cash Management Motion is not entered permitting use of such unencumbered cash. In such event, Mr. Montagner will provide live testimony in connection therewith. The Debtors will request a date for a final hearing on the Cash Collateral Motion at the first day hearing.

Information Required by Local Bankruptcy Rule 1007-2

125. Local Bankruptcy Rule 1007-2 requires certain information related to the Debtors, which is attached hereto as Exhibit B.

126. Pursuant to Local Bankruptcy Rule 1007-2 (a)(3), Schedule 1 hereto lists the names and addresses of the members of, and attorneys for (if known), any *ad hoc* committees of creditors formed prepetition.

127. Pursuant to Local Bankruptcy Rule 1007-2(a)(4), Schedule 2 hereto lists the following information with respect to each of the holders of the Debtors' 20 largest unsecured claims on a consolidated basis, excluding claims of insiders: the creditor's name,

address (including the number, street, apartment or suite number and zip code, if not included in the post office address) and telephone number; the name(s) of persons(s) familiar with the Debtors' accounts; the amount of the claim; and an indication of whether the claim is contingent, unliquidated, disputed or partially secured.

128. Pursuant to Local Bankruptcy Rule 1007-2(a)(5), Schedule 3 hereto provides the following information with respect to each of the holders of the five (5) largest material secured claims against the Debtors on a consolidated basis: the creditor's name, address (including the number, street, apartment or suite number and zip code, if not included in the post office address) and telephone number; the amount of the claim; a brief description of the collateral securing the claim; an estimate of the value of the collateral and whether the claim or lien is disputed.

129. Pursuant to Local Bankruptcy Rule 1007-2(a)(6), Schedule 4 hereto provides a summary of the Debtors' assets and liabilities on a consolidated basis.

130. Pursuant to Local Bankruptcy Rule 1007-2(a)(7), Schedule 5 provides a summary of the Debtors' stock, debentures or other securities in the Debtors that are publicly held.

131. Pursuant to Local Bankruptcy Rule 1007-2(a)(8), Schedule 6 hereto provides a list of the Debtors' property in the possession or custody of any custodian, public officer, mortgagee, pledgee, assignee of rents, secured creditor, or agent for any such entity, giving the name, address and telephone number of such entity and the location of the court in which any proceeding relating thereto is pending.

132. Pursuant to Local Bankruptcy Rule 1007-2(a)(9), Schedule 7 hereto provides a list of the premises owned, leased or held under other arrangement from which the Debtors operate their businesses.

133. Pursuant to Local Bankruptcy Rule 1007-2(a)(10), Schedule 8 hereto provides the location of the Debtors' substantial assets, the location of their books and records and the nature, location and value of any assets held by the Debtors outside the territorial limits of the United States.

134. Pursuant to Local Bankruptcy Rule 1007-2(a)(11), Schedule 9 hereto provides a list of the nature and present status of each action or proceeding, pending or threatened, against the Debtors or their property where a judgment against the Debtors or a seizure of their property may be imminent.

135. Pursuant to Local Bankruptcy Rule 1007-2(a)(12), Schedule 10 hereto provides the names of the individuals who comprise the Debtors' existing senior management, their tenure with the Debtors and a brief summary of their relevant responsibilities and experience.

136. Pursuant to Local Bankruptcy Rule 1007-2(b)(1)-(2)(A), Schedule 11 hereto provides the estimated amount of weekly payroll to the Debtors' employees (not including officers, directors, stockholders and partners) and the estimated amount to be paid to officers, stockholders, directors and financial partners and business consultants retained by the Debtors, for the 30-day period following the filing of the Debtors' chapter 11 petitions.

137. Pursuant to Local Bankruptcy Rule 1007-2(b)(3), Schedule 12 hereto provides, for the 30-day period following the filing of the chapter 11 petitions, a list of estimated cash receipts and disbursements, net cash gain or loss, obligations and receivables expected to

accrue but remain unpaid, other than professional fees, and any other information relevant to an understanding of the foregoing.

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I declare under penalty of perjury that the foregoing is true and correct. Executed
on this 14th day of May, 2012.

By: /s/ Marc R. Montagner
Name: **Marc R. Montagner**
Title: **Chief Financial Officer and
Interim Co-Chief Operating Officer
LightSquared Inc.
450 Park Avenue, Suite 2201,
New York, NY 10022**

Exhibit A

The Debtors' Corporate Organization Chart

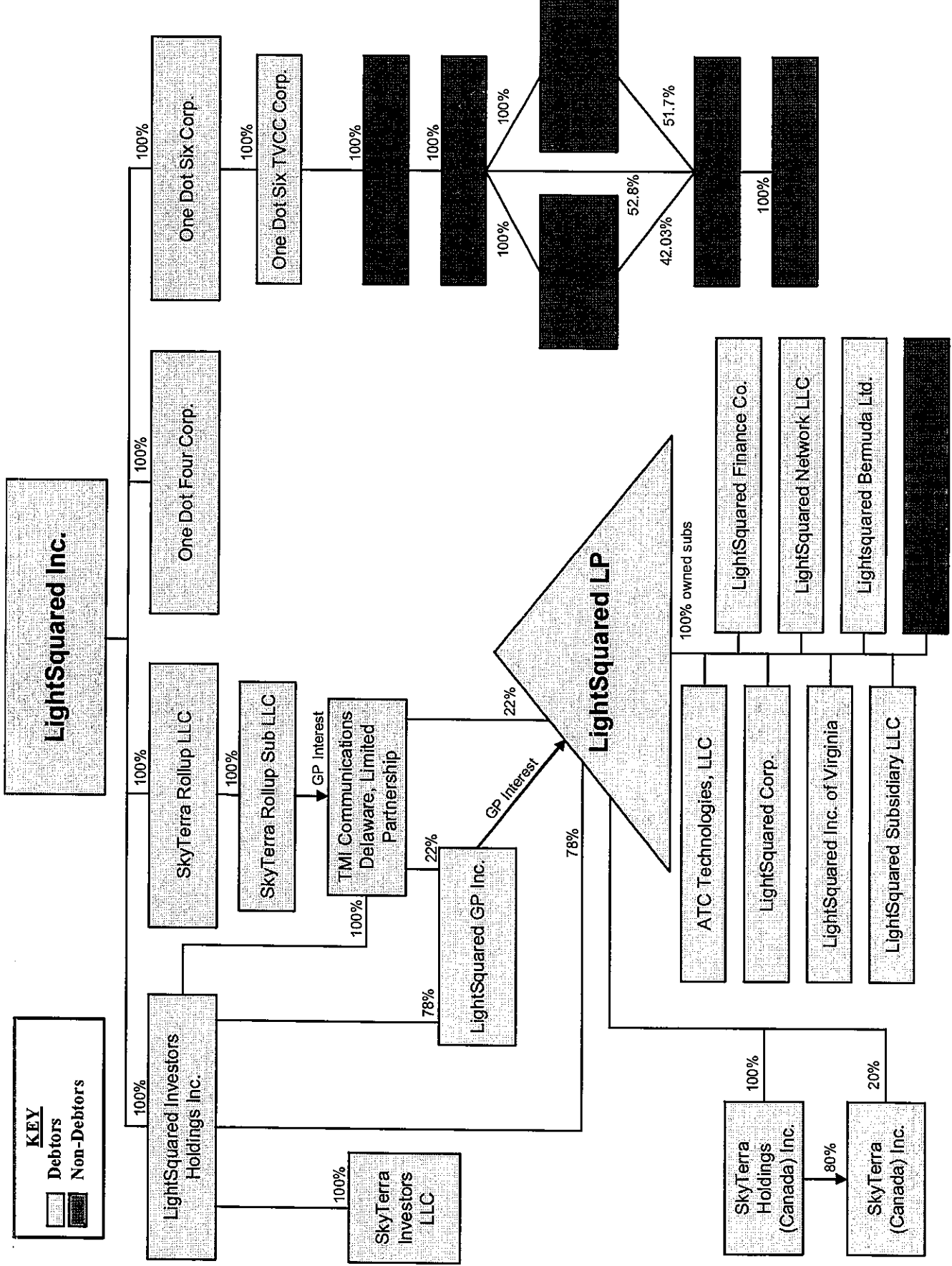


Exhibit B

Additional Information Required Pursuant to Local Rule 1007-2

Schedule 1 – Committee Formed Prepetition

Pursuant to Local Rule 1007-2(a)(3), the following is a list of the names and addresses of the members and attorneys for any *ad hoc* committee organized prior to the Petition Date.

The Ad Hoc Secured Group of Prepetition LP Lenders was formed in or around April 2012 to negotiate the out-of-court restructuring described in the Montagner Declaration.

Committee	Committee Members ¹	Counsel for Committee
Ad Hoc Secured Group of Prepetition LP Lenders	<p>Appaloosa Management L.P. 51 John F. Kennedy Parkway Short Hills, NJ 07928</p> <p>Capital Research and Management Company 11100 Santa Monica Boulevard, 15th Floor Los Angeles, CA 90025</p> <p>Fortress Investment Group 1345 Avenue of the Americas, 46th Floor New York, NY 10105</p> <p>Knighthead Capital Management LLC 623 Fifth Avenue, 29th Floor New York, NY 10022</p> <p>Redwood Capital Management 910 Sylvan Avenue Englewood Cliffs, NJ 07632</p>	<p>Thomas E. Lauria, Esq. White & Case LLP 1155 Avenue of the Americas New York, NY 10036</p>

¹ The members, or funds managed by the members, of the *ad hoc* committee listed are to the best of the Debtors' knowledge and based on information provided by counsel to the ad hoc committee.

Schedule 2 - Holders of Debtors' 20 Largest Unsecured Claims on a Consolidated Basis

**CONSOLIDATED LIST OF CREDITORS HOLDING
20 LARGEST UNSECURED CLAIMS**

On May 14, 2012, LightSquared Inc. and certain of its affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the "Debtors"), each filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532. Pursuant to Rule 1007-2(a)(4) of the Local Bankruptcy Rules for the Southern District of New York, the following provides information with respect to the holders of the twenty (20) largest unsecured claims against the Debtors on a consolidated basis.

The information contained herein shall not constitute an admission of liability by, nor is it binding on, the Debtors. The Debtors reserve all rights to assert that any debt or claim listed herein is a disputed claim or debt, and to challenge the priority, nature, amount or status of any such claim or debt. In the event of any inconsistencies between the summaries set forth below and the respective corporate and legal documents relating to such obligations, the descriptions in the corporate and legal documents shall control. The schedule estimates outstanding claim amounts (including principal and interest) as of May 12, 2012.

Rank	Name of Creditor	Address of Creditor	Amount of Claim	Nature of Claim	Contingent, Unliquidated, Disputed, Or Subject To Setoff
1	Boeing Satellite Systems Inc.	2260 E. Imperial Hwy. El Segundo, CA 90245 Attn: Mr. W. James McNerney Jr., President and CEO Tel: 310-364-4000 Fax: 310-364-6677	\$7,483,005.75	Trade	Contingent, Disputed
2	Alcatel-Lucent	3 av. Octave Gréard 75007 Paris, France Attn: Mr. Ben Verwaayen, Chief Executive Officer Tel: +33 (0)1 40 76 10 10 Email: execoffice@alcatel- lucent.com	\$7,343,549.00	Trade	Contingent, Disputed
3	AnyDATA Corporation	5 Oldfield Irvine, CA 92618 Attn: Dr. Soon B. Shin, President & CEO Tel: 949-900-6040 Fax: 949-600-9909	\$690,000.00	Trade	Contingent, Disputed

No.	Holder of Claim	Name of Person Available with Debtor's Accounting/Mailing Address/Phone Number/Fax Number	Amount of Claim	Nature of Claim	Contingent, Unliquidated, Disputed, Or Subject To Setoff
4	Bandrich Inc.	No. 188, 7f, Baociao Rd Sin-Dian City Taipei, Taiwan 23146 Attn: Dr. Wen-Yi Kuo, CEO Tel: +866 - 2 - 2799 - 8851 Fax: +866 - 2 - 2799 - 8812	\$390,600.00	Trade	Contingent, Disputed
5	Burson-Marsteller	230 Park Avenue South New York, NY 10003-1528 Attn: Mr. Tony Telloni, Market Leader Tel: 212-614-4000 Fax: 212-598-5320	\$264,761.75	Trade	
6	Level 3 Communications LLC	1025 Eldorado Boulevard Broomfield, CO 80021 Attn: Mr. James Q. Crowe, CEO Tel: 720-888-1000 Fax: 720-888-5085	\$169,436.84	Trade	Disputed
7	Oracle Inc.	500 Oracle Parkway Redwood Shores, CA 94065 Attn: Mr. Lawrence J Ellison, CEO Tel: 650-506-7000 Fax: 650-506-7200	\$163,979.61	Trade	
8	SBA Structures Inc.	2900 Broken Sound Parkway, NW Boca Raton, FL 33487 Attn: Mr. Jeffrey A Stoops, President & CEO Tel: 561-995-7670 Fax: 561-989-5374	\$100,800.00	Trade	Disputed
9	SBA Towers III LLC	2900 Broken Sound Parkway, NW Boca Raton, FL 33487 Attn: Mr. Jeffrey A Stoops, President & CEO Tel: 561-995-7670 Fax: 561-989-5374	\$77,350.00	Trade	Disputed
10	USAC	2000 L Street NW, Suite 200 Washington, DC 20036 Attn: Mr. Scott Barash, Acting CEO Tel: 202-776-0200 Fax: 202-776-0080	\$56,686.66	Professional	

No.	Name of Claim	Name of Person Familiar with Debtor's Account/Verifying Address, Phone Number/Email	Amount of Claim	Nature of Claim	Contingent, Unliquidated, Disputed, Or Subject to Setoff
11	Liebert Services Inc.	1050 Dearborn Drive Columbus, OH 43085 Attn: Mr. Bob Bauer, Group Vice President Tel: 614-888-0246 Fax: 614-841-6882	\$39,115.20	Trade	
12	Westar Satellite Services LP	777 Westar Lane Cedar Hill, TX 75104 Attn: Mr. Rob Tannor, CEO Tel: 972-291-6000 Fax: 972-291-6030	\$38,451.76	Landlord	
13	Shockey Scofield Solutions, LLC	333 N Fairfax St Ste 100 Alexandria, VA 22314 Attn: Mr. John Scofield Tel: 202-507-1721 Email: scofield@s-3group.com	\$35,000.00	Professional	
14	Intelsat	3400 International Drive Northwest Washington, DC 20008 Attn: Mr. David McGlade, CEO Tel: 202-944-6800 Fax: 202-944-7898	\$32,609.89	Landlord	
15	SED Systems	18 Innovation Place Saskatoon, SK S7K 3P7 Canada Attn: Mr. Brent McConnell, President Tel: 306-931-3425 Fax: 306-933-1486	\$31,640.70	Landlord	
16	Cyberbridge	1515 E Wdfield Road # 860 Schaumburg, IL 60173 Attn: Brij Shah, President Tel: 847-598-1101 Fax: 847-413-1635	\$28,969.70	Trade	
17	Mehlman Capitol Strategies	1750 K Street, NW, Suite 350 Washington, DC 20006 Attn: Ms. Amy Mehlman Tel: 202-457-1970 Fax: 202-457-1971	\$20,000.00	Professional	

No.	Name of Claim	Name of Person Associated with Debt(s)/Account(s)/Entity/ Address(es)/Phone Number/Fax Number	Amount of Claim	Nature of Claim	Contingent, Unliquidated, Disputed, Or Subject to Setoff
18	Verizon	140 West Street New York, NY 10007 Attn: Mr. Lawrence T. Babbio, Jr., President Tel: 212-395-1000 Fax: 212-571-1897	\$15,716.59	Trade	
19	AT&T	208 South Akard Street Dallas, TX 75202 Attn: Mr. Randall Stephenson, CEO Tel: 210-821-4105 Fax: 314-331-9896	\$15,181.34	Trade	
20	Polaris Logistics	22650 Executive Dr. , Suite 137 Sterling, VA 20166 Attn: Mr. Alan Clem, Senior Account Executive Tel: 703-435-2858 Fax: 410-712-4657	\$11,770.00	Landlord	

Schedule 3 - Holders of Debtors' 5 Largest Material Secured Claims

Pursuant to Local Rule 1007-2(a)(5), the following lists the Debtors' five (5) largest material secured claims on a consolidated basis. The five largest secured creditors are the lenders under the Prepetition Inc. Credit Agreement and the Prepetition LP Credit Agreement. UBS AG, Stamford Branch is the administrative agent under both the Prepetition Inc. Credit Agreement and the Prepetition LP Credit Agreement.

The information contained herein shall not constitute an admission of liability by, nor is it binding on, the Debtors. The Debtors reserve all rights to assert that any debt or claim listed herein is a disputed claim or debt, and to challenge the priority, nature, amount or status of any such claim or debt. The descriptions of the collateral securing the underlying obligations are intended only as brief summaries. In the event of any inconsistencies between the summaries set forth below and the respective corporate and legal documents relating to such obligations, the descriptions in the corporate and legal documents shall control. The schedule estimates outstanding material claim amounts (including principal and interest) of \$2,022,904,600.

1.	U.S. Bank National Association, as administrative agent under Prepetition Inc. Credit Agreement	U.S. Bank Global Corporate Trust Services 300 Delaware Avenue, 9th Floor Wilmington, DE 19801 Attention: James A. Hanley V.P. - Relationship Management Office: (302) 576-3714 Fax: (302) 576-3717 Email: james.hanley1@usbank.com	\$322,333,494	Amounts outstanding under the Prepetition Inc. Credit Facility are secured by a first-priority security interest in (a) certain lease agreements (b) the capital stock of each Prepetition Inc. Subsidiary Guarantor and (c) all proceeds and products of each of the foregoing.
2.	UBS AG, Stamford Branch, as administrative agent under Prepetition LP Credit Agreement Wilmington Trust FSB, as collateral agent under the LP Collateral Trust Agreement	677 Washington Boulevard Stamford, CT 06901 Attention: Housseem Daly (203) 719-4176 Email: dl-ubsagency@ubs.com 1100 North Market Street Wilmington, Delaware 19890 Attention: James A. Hanley Office: (302) 636-6453 Fax: (302) 636-4145	\$1,700,571,106	Amounts outstanding under the Prepetition LP Credit Facility are secured by a first-priority security interest in (a) substantially all of the assets of LightSquared LP and the Prepetition LP Subsidiary Guarantors, (b) the equity interests of LightSquared LP, the Prepetition LP Parent Guarantors (except LightSquared Inc.) and the Prepetition LP Subsidiary Guarantors and (c) the rights of LightSquared Inc. under the Inmarsat Cooperation Agreement (collectively, the "Prepetition LP Collateral").

Schedule 4 - Summary of Debtors' Assets and Liabilities

Pursuant to Local Rule 1007-2(a)(6), the following financial data (unaudited) is the latest available information and reflects the Debtors' financial condition, as consolidated with its domestic affiliated debtors and non-debtors as of February 29, 2012. The following financial data shall not constitute an admission of liability by the Debtors. The Debtors reserve all rights to assert that any debt or claim included herein is a disputed claim or debt or challenge the priority, nature, amount or status of any claim or debt.

Total Assets (Book Value):² Approximately \$4.48 billion.

Total Liabilities: Approximately \$2.29 billion.

² The chapter 11 petitions also reflect the value of each Debtor's assets on a book value basis.

Schedule 5 - Schedule of Publicly Held Securities

None.

Schedule 6 - Debtors' Property Not in the Debtors' Possession

The Debtors' SkyTerra-2 satellite is in the possession of Boeing Satellite Systems ("Boeing") at 1950 E. Imperial Hwy, El Segundo, CA 90245. The satellite ground segment assets related to the SkyTerra-2 satellite are also in Boeing's possession in various locations in California, Ottawa (Ontario), Saskatoon (Saskatchewan) and Texas.

Schedule 7 - Debtors' Property

Pursuant to Local Rule 1007-2(a)(9), the following lists the property or premises owned, leased or held under other arrangement from which the Debtors operate their businesses as of the Petition Date.

Owned Real Property

None.

Leased Property

10802 Parkridge Blvd.	Reston	VA	USA	20191
Orbit Logistics 4227 Carolina Avenue	Richmond	VA	USA	23222
Alaska Public Telecommunications Inc. 3877 University Drive	Anchorage	AK	USA	99503
21091 FM 507	Harlingen	TX	USA	78550
7246 Humboldt Hill Road	Humboldt	CA	USA	95503
450 Park Avenue	New York	NY	USA	10022
Dallas Gateway 777 Westar Lane	Cedar Hill	TX	USA	75104
Napa Gateway 961 Anselmo Court	Napa	CA	USA	94558
8181 Jetstar Drive	Irving	TX	USA	75063
Polaris Logistics 6675 Amberton Drive Suite 1	Elkridge	MD	USA	21075
1601 Telesat Court	Ottawa	Ontario	Canada	K1B 5R3
Calgary Teleport 1780 Centre Avenue NE	Calgary	Alberta	Canada	T2E 2P5
446 Logy Bay Road	St. John's	Newfoundland	Canada	A1C552
Saskatoon Gateway 107 Perimeter Road	Saskatoon	Saskatchewan	Canada	S7N 2R3
167 Avenue, Kilometer 18.9 Pajaros Ward	Bayamon	Puerto Rico	Puerto Rico	00957
4600 Air Way	San Diego	CA	USA	92102

Schedule 9 - Litigation

Pursuant to Local Rule 1007-2(a)(11), the following is a list of the nature and present status of each action or proceeding, pending or threatened, against the Debtors or their properties where a judgment against the debtor or a seizure of its property may be imminent.

None.

Schedule 10 - Senior Management

Pursuant to Local Rule 1008-2(a)(12), the following provides the names of the individuals who comprise the Debtors' existing senior management and a brief summary of their relevant responsibilities and experience.

<i>LightSquared Inc., LightSquared Investors Holdings Inc, TMI Communications Delaware, Limited Partnership</i>			
Marc Montagner	Chief Financial Officer and Co-Chief Operating Officer	January 1, 2012	<p>Marc Montagner is responsible for the company's daily financial operations and oversees investor and bondholder relations.</p> <p>Prior to joining LightSquared, Montagner was managing partner of Dupont Circle Partners, a mergers and acquisitions advisory firm specializing in the media, technology and telecommunications industries. Before joining Dupont Circle Partners, he served as executive vice president, sales, marketing and strategy for SkyTerra, LightSquared's predecessor company, where he worked on the regulatory, technical and business issues associated with deploying a new terrestrial wireless service to be operated in conjunction with its MSS license.</p> <p>Previously, he was managing director and co-head of the Global Telecom, Media and Technology Merger and Acquisition Group of Banc of America Securities where he advised a number of companies during acquisitions. Montagner was also senior vice president, corporate development and mergers and acquisitions for Sprint Nextel Corporation, where he was responsible for all M&A activities for the company, including the \$70 billion merger between Sprint and Nextel. Prior to Sprint Nextel, Montagner was a managing director in the Telecom and Media Group at Morgan Stanley. Montagner started his career in the telecom industry at France Telecom.</p>
Curtis Lu	Vice President and Secretary	October 1, 2010	<p>Curtis Lu is responsible for advising on all legal matters affecting the company.</p> <p>Previously, Curtis was the Senior Vice President, Deputy General Counsel, and Chief Ethics and Compliance Officer for Time Warner. Prior to his joining Time Warner, Curtis served as Senior Vice President and Principal Deputy General Counsel for Fannie Mae from 2006 to 2009. He also served as Fannie Mae's Acting General Counsel from mid-2008 until his departure to join Time Warner. From 2002 to 2006, Curtis was Senior Vice President and Deputy General Counsel for America Online, Inc. (AOL). He also served as AOL's Acting General Counsel from mid-2005 until his departure to join Fannie Mae.</p> <p>Curtis began his legal career at the law firm of Latham & Watkins, where he was a litigation partner. He served as a law clerk to Judge Thomas Clark of the United States Court of Appeals for the Eleventh Circuit and a Teaching Fellow at</p>

			Stanford Law School. He received a B.A. from the University of Virginia and a J.D. from Harvard Law School. He currently serves as the Chairman of the Board of Directors of the Asian Pacific American Legal Resource Center.
Elizabeth Creary	Vice President and Assistant Secretary	January 23, 2009	<p>Beth Creary is responsible for advising on all legal day to day matters affecting the Company and its subsidiaries.</p> <p>Previously, Beth was Senior Counsel to the predecessor entities of the Company and continues as the Vice-President and Corporate Counsel to its Canadian affiliate SkyTerra (Canada) Inc. and its wholly-owned Canadian subsidiary, LightSquared Corp. Prior to joining the Company, Beth was an associate in the law firm of Nelligan, O'Brien, Payne LLP in Ottawa, Canada focused in their client areas of banking and corporate-commercial matters.</p> <p>She received a B.A. (joint English and Legal Studies) from the University of Waterloo and a J.D. from the University of Ottawa Law School. She currently serves on the Board of Directors of the Children's International Summer Villages, Ottawa and is a mentor in the University of Ottawa Law School Women's Legal Mentorship program.</p>
Kurt Haufler	Vice President and Treasurer	February 24, 2011	<p>Kurt Haufler is responsible for managing the treasury operations including communication with administrative agents, compliance with corporate covenants, overseeing corporate risk management, and assisting in financial transactions.</p> <p>Previously, Kurt was Director of Finance and Assistant Treasurer to the predecessor entities of the Company and performed similar roles. In that position he was a key member of the finance team that merged Mobile Satellite Ventures into the public company SkyTerra as well as SkyTerra into LightSquared. Prior to joining the Company, Kurt served in multiple roles within finance organizations including at American Mobile Satellite and Raytheon, with positions including Director of Finance and Sr. Manager of Financial Planning and Analysis.</p> <p>He was a dual major and received a B.S. in Finance as well as Marketing from the Carroll School of Management at Boston College.</p>
<i>One Dot Four Corp., One Dot Six Corp. and One Dot Six TVCC Corp.</i>			
Marc Montagner	Chief Financial Officer	January 1, 2012	Same as above
Curtis Lu	Vice President and Secretary	October 1, 2010	Same as above
Elizabeth Creary	Vice President and Assistant Secretary	January 23, 2009	Same as above
Kurt Haufler	Vice President and Treasurer	February 24, 2011	Same as above

Jeff Carlisle	Vice President, Regulatory Affairs & Public Policy	October 1, 2010	<p>Jeff Carlisle is responsible for all domestic and international regulatory and policy matters including those at the FCC, Congress, the Executive Branch, the ITU, and in foreign markets.</p> <p>Before joining LightSquared, Jeff served as Vice President of Regulatory Affairs for SkyTerra Communications. Prior to SkyTerra, he consulted for the Presidential Transition Team, and he spent a number of years as a leading telecommunications attorney. As Vice President, International Public Policy and Government Relations of Lenovo, the global computer manufacturer, Jeff headed its Washington office from 2005 until 2008. In 2001, Jeff joined the FCC as Deputy Chief and then Chief of the Wireline Competition Bureau. In 2000, Jeff opened his own legal practice, negotiating vendor, services, and leasing agreements for telecommunications companies and representing a company that developed some of the first residential installations of VoIP services. From 1995 to 2000, he practiced law at O'Melveny & Myers, starting as a transactional attorney and then specializing in broadcast and telecommunications law.</p> <p>Jeff received a B.A. in History, magna cum laude and with honors, from UCLA; a J.D. from Boalt Hall at the University of California, Berkeley; and an M.A. in Law and Diplomacy from The Fletcher School.</p>
<i>LightSquared GP Inc., LightSquared LP, LightSquared Corp., LightSquared Finance Co., LightSquared Network LLC, LightSquared Inc. of Virginia, LightSquared Subsidiary LLC</i>			
Marc Montagner	Chief Financial Officer		Same as above
Douglas Smith	Chief Network Officer & Interim Co-Chief Operating Officer	June 30, 2010	<p>Doug is responsible for LightSquared's network design, deployment, and operations.</p> <p>Before joining LightSquared, Doug was senior vice president, engineering and operations for Clearwire, a nationwide mobile broadband WiMAX network. Prior to that he was senior vice president and chief technical operations officer for Sprint Nextel. From 2005 to 2007 he served in the roles of vice president of strategy and standards; vice president of network engineering; and vice president of the iDEN Quality Assurance Initiative for Sprint Nextel. From 1999 to 2005, as vice president of national technical support and then operations for Nextel, Doug was responsible for operating Nextel's nationwide network serving more than 20 million subscribers. Prior to 1999, Doug held various engineering and management positions with GTE and Nextel.</p> <p>Doug holds a Masters of Science in Management of Technology from the Wharton School, University of Pennsylvania; and a Bachelor of Science in Electrical Engineering from Merrimack College.</p>
Curtis Lu	Vice President and Secretary	October 1, 2010	Same as above

Elizabeth Creary	Vice President and Assistant Secretary	January 23, 2009	Same as above
Kurt Haufler	Vice President and Treasurer	February 24, 2011	Same as above
Jeff Snyder	SVP, Satellite Engineering & Operations	October 12, 2009	<p>Jeff Snyder is responsible for managing the procurement, construction, launch, testing, and operation of the next-generation satellite network and spacecraft being built for the LightSquared network by Boeing.</p> <p>Before joining LightSquared, Jeff served in the same capacity for SkyTerra Communications and was also responsible for the operation of the company's two existing satellites. Prior to that he was Senior Vice President for Space and Ground Systems at XM Satellite Radio, where he was the driving force behind the technical development, program implementation, contract management, and regulatory affairs of the XM Satellite Radio system. Prior to joining XM, Jeff was the Vice President of Space Systems for Worldspace Corporation, managing the development and delivery of the Afristar and Asiastar satellites. Before Worldspace he held various positions in business development and sales, program management, engineering, and manufacturing at Lockheed Martin and GE Aerospace.</p> <p>Jeff has also played various roles at GE/RCA Americom, as a program manager and in systems engineering working on fixed service satellites and the development of one of the first direct broadcast satellite systems.</p> <p>Jeff is a graduate of the University of Maryland, where he received a B.S. in Aerospace Engineering.</p>
<i>LightSquared Bermuda Ltd.</i>			
Deborah Hubbard-Taylor	Secretary	May 9, 2008	Representatives of Registered Agent on LightSquared Bermuda Ltd.'s behalf
Dawna Ferguson	Assistant Secretary	May 9, 2008	Representatives of Registered Agent on LightSquared Bermuda Ltd.'s behalf
<i>SkyTerra Holdings (Canada) Inc.</i>			
Elizabeth Creary	Secretary	March 24, 2005	Same as above
<i>SkyTerra (Canada) Inc.</i>			
Elizabeth Creary	Vice President, Corporate Counsel	March 24, 2005	Same as above

Schedule 11 - Payroll

Pursuant to Local Rules 1007-2(b)(1)-(2)(A) and (C), the following provides the estimated amount of weekly payroll to the Debtors' employees (not including officers, directors and stockholders) and the estimated amount to be paid to officers, stockholders, directors and financial and business consultants retained by Debtors, for the 30-day period following the Petition Date.

Payments to Employees (not including Officers, Directors and Stockholders)	Approximately \$1,720,000 for four (4) weeks.
Payments to Officers, Directors and Stockholders	<u>Officers</u> : Approximately \$300,000 for four (4) weeks. <u>Directors</u> : \$0. <u>Stockholders</u> : \$0.
Payments to Financial and Business Consultants	<u>Approximately</u> \$40,000 for four (4) weeks.

**Schedule 12 - Cash Receipts and Disbursements, Net Cash Gain or Loss, Unpaid
Obligations and Receivables**

Estimated Financial Data for 30-Day Period Postpetition

Pursuant to Local Rule 1007-2(b)(3), the following provides the estimated aggregated cash receipts and disbursements, net cash gain or loss, and obligations and receivables expected to accrue that remain unpaid (other than professional fees) for the 30-day period following the Petition Date.

Cash Receipts	\$3,100,000
Cash Disbursements (excluding professional fees)	\$10,200,000
Net Cash Loss	\$7,100,000
Unpaid Obligations (excluding professional fees)	\$2,700,000
Unpaid Receivables (excluding professional fees)	\$3,100,000

Court File No: CV-12-9719-00CL

IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985, c. C 36, AS AMENDED,
APPLICATION OF LIGHTSQUARED LP UNDER SECTION 46 OF THE COMPANIES' CREDITORS ARRANGEMENT ACT,
R.S.C. 1985, c. C 36, AS AMENDED, AND IN THE MATTER OF CERTAIN PROCEEDINGS TAKEN IN THE UNITED
STATES BANKRUPTCY COURT WITH RESPECT TO THE CHAPTER 11 DEBTORS

ONTARIO

SUPERIOR COURT OF JUSTICE

PROCEEDING COMMENCED AT
TORONTO

AFFIDAVIT OF MARC R. MONTAGNER
(sworn May 14, 2012)

FRASER MILNER CASGRAIN LLP
77 King Street West, Suite 400
Toronto-Dominion Centre
Toronto, Ontario
M5K 0A1

R. Shayne Kukulowicz / Jane O. Dietrich
LSUC No.: 30729S / 49302U
Tel: 416 863-4740 / (416) 863-4467
Fax: (416) 863-4592
Email: shayne.kukulowicz@fmc-law.com
jane.dietrich@fmc-law.com

Lawyers for the Chapter 11 Debtors.

TAB 3

**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

**IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,
R.S.C. 1985, c. C 36, AS AMENDED**

**APPLICATION OF LIGHTSQUARED LP
UNDER SECTION 46 OF THE *COMPANIES' CREDITORS ARRANGEMENT*
ACT, R.S.C. 1985, c. C 36, AS AMENDED**

**AND IN THE MATTER OF CERTAIN PROCEEDINGS TAKEN IN THE
UNITED STATES BANKRUPTCY COURT WITH RESPECT TO
LIGHTSQUARED INC., LIGHTSQUARED INVESTORS HOLDINGS INC., ONE
DOT FOUR CORP., ONE DOT SIX CORP., SKYTERRA ROLLUP LLC,
SKYTERRA ROLLUP SUB LLC, SKYTERRA INVESTORS LLC, TMI
COMMUNICATIONS DELAWARE, LIMITED PARTNERSHIP,
LIGHTSQUARED GP INC., LIGHTSQUARED LP, ATC TECHNOLOGIES LLC,
LIGHTSQUARED CORP., LIGHTSQUARED FINANCE CO., LIGHTSQUARED
NETWORK LLC, LIGHTSQUARED INC. OF VIRGINIA, LIGHTSQUARED
SUBSIDIARY LLC, LIGHTSQUARED BERMUDA LTD., SKYTERRA
HOLDINGS (CANADA) INC., SKYTERRA (CANADA) INC. AND ONE DOT SIX
TVCC CORP. (COLLECTIVELY, THE "CHAPTER 11 DEBTORS")**

**AFFIDAVIT OF KATE H. STIGLER
(sworn May 14, 2012)**

I, Kate H. Stigler, of the city of Toronto in the Province of Ontario,
MAKE OATH AND SAY that:

1. I am an associate with Fraser Milner Casgrain LLP, lawyers for LightSquared LP (the "Applicant") and the other Chapter 11 Debtors. I swear this affidavit in support of the Applicant's application for an order, inter alia, recognizing the Chapter 11 Proceeding (as defined below) as a foreign main proceeding pursuant to Part IV of the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36.

2. On May 14, 2012, the Chapter 11 Debtors commenced proceedings (the "Chapter 11 Proceeding") by each filing a voluntary petition for relief under chapter 11 of title 11

of the United States Code in the U.S. Bankruptcy Court for the Southern District of New York (the “U.S. Court”).

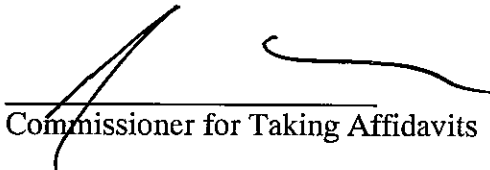
3. As evidence of the commencement of the Chapter 11 Proceeding, attached hereto as Exhibits “A” through “T”, respectively are filed stamped copies of the voluntary petitions (excluding the exhibits thereto) filed in the U.S. Court by:

- (a) LightSquared Inc.;
- (b) LightSquared Investors Holdings Inc.;
- (c) One Dot Four Corp.;
- (d) One Dot Six Corp.;
- (e) SkyTerra Rollup LLC;
- (f) SkyTerra Rollup Sub LLC;
- (g) SkyTerra Investors LLC;
- (h) TMI Communications Delaware, Limited Partnership;
- (i) LightSquared GP Inc.;
- (j) LightSquared LP;
- (k) ATC Technologies LLC;
- (l) LightSquared Corp.;
- (m) LightSquared Finance Co.;
- (n) LightSquared Network LLC;
- (o) LightSquared Inc. Of Virginia;
- (p) LightSquared Subsidiary LLC;

- (q) LightSquared Bermuda Ltd.;
- (r) SkyTerra Holdings (Canada) Inc.;
- (s) SkyTerra (Canada) Inc.; and
- (t) One Dot Six TVCC Corp.

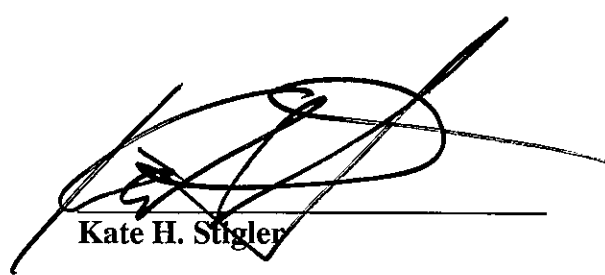
4. I make this affidavit in support of the within application and for no other or improper purpose.

SWORN BEFORE ME at the City of Toronto,
in the Province of Ontario, this 14th day of May,
2012.



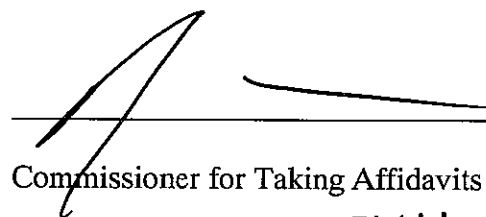
Commissioner for Taking Affidavits

Jane Olive Dietrich

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Kate H. Stigler

Exhibit "A" to the Affidavit of Kate H. Stigler,
sworn before me this 14th day of May, 2012.



Commissioner for Taking Affidavits
Jane Olive Dietrich

UNITED STATES BANKRUPTCY COURT Southern District of New York		1 of 21	VOLUNTARY PETITION
Name of Debtor (if individual, enter Last, First, Middle): LightSquared Inc.		Name of Joint Debtor (Spouse) (Last, First, Middle):	
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): SkyTerra Communications, Inc.		All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):	
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all): 23-2368845		Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all):	
Street Address of Debtor (No. and Street, City, and State): 450 Park Avenue, Suite 2201, New York, NY <div style="text-align: right;">ZIP CODE 10022</div>		Street Address of Joint Debtor (No. and Street, City, and State): <div style="text-align: right;">ZIP CODE</div>	
County of Residence or of the Principal Place of Business: New York		County of Residence or of the Principal Place of Business:	
Mailing Address of Debtor (if different from street address): <div style="text-align: right;">ZIP CODE</div>		Mailing Address of Joint Debtor (if different from street address): <div style="text-align: right;">ZIP CODE</div>	
Location of Principal Assets of Business Debtor (if different from street address above): <div style="text-align: right;">ZIP CODE</div>			
Type of Debtor (Form of Organization) (Check one box.) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)	Nature of Business (Check one box.) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other	Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box.) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding <input type="checkbox"/> Chapter 13	
Chapter 15 Debtors Country of debtor's center of main interests: Each country in which a foreign proceeding by, regarding, or against debtor is pending:	Tax-Exempt Entity (Check box, if applicable.) <input type="checkbox"/> Debtor is a tax-exempt organization under title 26 of the United States Code (the Internal Revenue Code).	Nature of Debts (Check one box.) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.	
Filing Fee (Check one box.) <input checked="" type="checkbox"/> Full Filing Fee attached. <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.		Chapter 11 Debtors Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 (amount subject to adjustment on 4/01/13 and every three years thereafter). <hr/> Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).	
Statistical/Administrative Information <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.			THIS SPACE IS FOR COURT USE ONLY
Estimated Number of Creditors <input checked="" type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> Over 100,000			
Estimated Assets <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input checked="" type="checkbox"/> More than \$1 billion			
Estimated Liabilities <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input checked="" type="checkbox"/> More than \$1 billion			

Voluntary Petition <i>(This page must be completed and filed in every case.)</i>		2 of 2		Name of Debtor(s): LightSquared Inc.	
All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)					
Location Where Filed:		Case Number:		Date Filed:	
Location Where Filed:		Case Number:		Date Filed:	
Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet.)					
Name of Debtor: See attached Schedule 1		Case Number:		Date Filed:	
District: Southern District of New York		Relationship:		Judge:	
<p style="text-align: center;">Exhibit A</p> <p>(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)</p> <p><input type="checkbox"/> Exhibit A is attached and made a part of this petition.</p>			<p style="text-align: center;">Exhibit B</p> <p>(To be completed if debtor is an individual whose debts are primarily consumer debts.)</p> <p>I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b).</p> <p>X _____ Signature of Attorney for Debtor(s) (Date)</p>		
<p style="text-align: center;">Exhibit C</p> <p>Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?</p> <p><input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition.</p> <p><input checked="" type="checkbox"/> No.</p>					
<p style="text-align: center;">Exhibit D</p> <p>(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)</p> <p><input type="checkbox"/> Exhibit D, completed and signed by the debtor, is attached and made a part of this petition.</p> <p>If this is a joint petition:</p> <p><input type="checkbox"/> Exhibit D, also completed and signed by the joint debtor, is attached and made a part of this petition.</p>					
<p style="text-align: center;">Information Regarding the Debtor - Venue (Check any applicable box.)</p> <p><input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.</p> <p><input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.</p> <p><input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.</p>					
<p style="text-align: center;">Certification by a Debtor Who Resides as a Tenant of Residential Property (Check all applicable boxes.)</p> <p><input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)</p> <p style="text-align: right;">_____ (Name of landlord that obtained judgment)</p> <p style="text-align: right;">_____ (Address of landlord)</p> <p><input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and</p> <p><input type="checkbox"/> Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.</p> <p><input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(f)).</p>					

Voluntary Petition

(This page must be completed and filed in every case.)

3 of 21

Name of Debtor(s):
LightSquared Inc.

Signatures

Signature(s) of Debtor(s) (Individual/Joint)

I declare under penalty of perjury that the information provided in this petition is true and correct.

[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.

[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X _____
Signature of Debtor

X _____
Signature of Joint Debtor

Telephone Number (if not represented by attorney)

Date

Signature of Attorney*

X /s/ Matthew S. Barr
Signature of Attorney for Debtor(s)
Matthew S. Barr
Printed Name of Attorney for Debtor(s)
Milbank, Tweed, Hadley & McCloy LLP
Firm Name

1 Chase Manhattan Plaza
New York, NY 10005

Address
212-530-5000

Telephone Number
05/14/2012

Date

*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X /s/ Marc R. Montagner
Signature of Authorized Individual
Marc R. Montagner
Printed Name of Authorized Individual
Chief Financial Officer and Interim Co-Chief Operating Officer
Title of Authorized Individual
05/14/2012
Date

Signature of a Foreign Representative

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only one box.)

☐ I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.

☐ Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X _____
(Signature of Foreign Representative)

(Printed Name of Foreign Representative)

Date

Signature of Non-Attorney Bankruptcy Petition Preparer

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

Printed Name and title, if any, of Bankruptcy Petition Preparer

Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social-Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)

Address

X _____
Signature

Date

Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.

Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual.

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.

Schedule 1

Pending Bankruptcy Cases Filed by
Debtor and Affiliates of Debtor

On May 14, 2012, each of the affiliated entities listed below (collectively, the “Debtors”) has filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532, in the United States Bankruptcy Court for the Southern District of New York. Contemporaneously therewith, the Debtors filed a motion requesting that their chapter 11 cases be consolidated for procedural purposes only and jointly administered.

ATC Technologies, LLC
Lightsquared Bermuda Ltd.
LightSquared Corp.
LightSquared Finance Co.
LightSquared GP Inc.
LightSquared Inc.
LightSquared Inc. of Virginia
LightSquared Investors Holdings Inc.
LightSquared LP
LightSquared Network LLC
LightSquared Subsidiary LLC
One Dot Four Corp.
One Dot Six Corp.
One Dot Six TVCC Corp.
SkyTerra (Canada) Inc.
SkyTerra Holdings (Canada) Inc.
SkyTerra Investors LLC
SkyTerra Rollup LLC
SkyTerra Rollup Sub LLC
TMI Communications Delaware, Limited Partnership

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

In re:)	
	)	Chapter 11
LIGHTSQUARED INC., <i>et al.</i> ,)	
	)	Case No. 12-_____ ()
Debtors. ¹)	
	)	Joint Administration Requested
)	

EXHIBIT C TO VOLUNTARY PETITION

1. Identify and briefly describe all real or personal property owned by or in possession of the debtor that, to the best of the debtor's knowledge, poses or is alleged to pose a threat of imminent and identifiable harm to the public health or safety (attach additional sheets if necessary):

The Debtor does not believe it owns or possesses any real or personal property that poses or is alleged to pose a threat of imminent and identifiable harm to the public health or safety. To the extent that the Debtor has an interest in such property, to the best of the Debtor's knowledge, the Debtor is in compliance with all applicable laws, including, without limitation, all environmental laws and regulations.

2. With respect to each parcel of real property or item of personal property identified in question 1, describe the nature and location of the dangerous condition, whether environmental or otherwise, that poses or is alleged to pose a threat of imminent and identifiable harm to the public health or safety (attach additional sheets if necessary):

The Debtor is not aware of any real or alleged dangerous conditions existing on or related to any real or personal property owned or possessed by the Debtor.

¹ The debtors in these chapter 11 cases, along with the last four digits of each debtor's federal or foreign tax or registration identification number, are: LightSquared Inc. (8845), LightSquared Investors Holdings Inc. (0984), One Dot Four Corp. (8806), One Dot Six Corp. (8763), SkyTerra Rollup LLC (N/A), SkyTerra Rollup Sub LLC (N/A), SkyTerra Investors LLC (N/A), TMI Communications Delaware, Limited Partnership (4456), LightSquared GP Inc. (6190), LightSquared LP (3801), ATC Technologies, LLC (3432), LightSquared Corp. (1361), LightSquared Finance Co. (6962), LightSquared Network LLC (1750), LightSquared Inc. of Virginia (9725), LightSquared Subsidiary LLC (9821), Lightsquared Bermuda Ltd. (7247), SkyTerra Holdings (Canada) Inc. (0631), SkyTerra (Canada) Inc. (0629) and One Dot Six TVCC Corp. (0040). The location of the debtors' corporate headquarters is 450 Park Avenue, Suite 2201, New York, NY 10022.

**RESOLUTIONS
OF
THE BOARD OF DIRECTORS
OF
LIGHTSQUARED INC.**

May 14, 2012

WHEREAS, the Board of Directors (the "Board") of LightSquared Inc., a Delaware corporation (the "Company"), has reviewed the materials presented by its financial, legal and other advisors and has held numerous discussions (including, without limitation, with management and such advisors) regarding such materials and the liabilities and liquidity situation of the Company, the strategic alternatives available to it and the impact of the foregoing on the Company's businesses and operations; and

WHEREAS, such discussions included a full consideration of the strategic alternatives available to the Company;

NOW, it is hereby:

**I. Voluntary Petition Under the Provisions of
Chapter 11 of the United States Bankruptcy Code**

RESOLVED, that in the best judgment of the Board of the Company, it is desirable and in the best interests of the Company, its stockholder, creditors, and other stakeholders and parties in interest (including, without limitation, the direct and indirect subsidiaries of the Company), that the Company file or cause to be filed both (i) a voluntary petition for relief under the provisions of chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (as amended, the "Bankruptcy Code"), and (ii) a corresponding foreign recognition proceeding (the "Recognition Proceeding") in the Ontario Superior Court of Justice (Commercial List) under Part IV of the Companies' Creditors Arrangement Act (the "CCAA"), including the appointment of LightSquared LP, a Delaware limited partnership, as the foreign representative of each of the chapter 11 debtors in connection with the Recognition Proceeding (the "Foreign Representative"); and

RESOLVED, that each of Marc R. Montagner and Curtis Lu, Esq. (collectively, the "Authorized Persons"), and such other officers of the Company as the Authorized Persons shall from time to time designate, acting alone or with one or more other Authorized Persons, be, and hereby are, authorized, empowered, and directed, in the name and on behalf of the Company, to execute and verify a petition under chapter 11 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court") at such time and as said Authorized Persons executing the same shall determine, and to file all petitions, schedules, lists and other

motions, papers or documents, and to take any and all action that they deem necessary or proper to obtain such relief, including, without limitation, any action necessary to maintain the ordinary course operation of the Company's business; and

RESOLVED, that the Authorized Persons be, and they hereby are, authorized and directed to employ the law firm of Milbank, Tweed, Hadley & McCloy LLP ("Milbank") as general bankruptcy counsel to represent and assist the Company and its subsidiaries in carrying out their duties under the Bankruptcy Code and to take any and all actions to advance the Company's and its subsidiaries' rights and obligations, including filing any pleadings; and, in connection therewith, the Authorized Persons are hereby authorized and directed to (i) execute appropriate retention agreements, (ii) pay appropriate retainers prior to and immediately upon filing of the chapter 11 case, and (iii) cause to be executed and filed an appropriate application for authority to retain the services of Milbank; and

RESOLVED, that the Authorized Persons be, and they hereby are, authorized and directed to employ the law firm of Fraser Milner Casgrain LLP ("FMC") (i) as general Canadian counsel to represent and assist the Company and its subsidiaries in carrying out their duties under the CCAA and to take any and all actions to advance the Company's and its subsidiaries' rights and obligations, including filing any pleadings in the Recognition Proceeding, and (ii) as counsel to represent and assist the Foreign Representative in carrying out its duties under the CCAA and to take any and all actions to advance the Foreign Representative's rights and obligations, including filing any pleadings in the Recognition Proceedings; and, in connection therewith, the Authorized Persons are hereby authorized and directed to (i) execute appropriate retention agreements, (ii) pay appropriate retainers prior to and immediately upon filing of the Recognition Proceeding, and (iii) cause to be executed and filed an appropriate application for authority to retain the services of FMC and

RESOLVED, that the Authorized Persons be, and they hereby are, authorized and directed to employ the firm of Moelis & Company ("Moelis") as investment banker and financial advisor to represent and assist the Company and its subsidiaries in carrying out their duties under the Bankruptcy Code and to take any and all actions to advance the Company's and its subsidiaries' rights and obligations; and, in connection therewith, the Authorized Persons are hereby authorized and directed to (i) execute appropriate retention agreements, (ii) pay appropriate retainers prior to and immediately upon filing of the chapter 11 case, and (iii) cause to be executed and filed an appropriate application for authority to retain the services of Moelis; and

RESOLVED, that the Authorized Persons be, and they hereby are, authorized and directed to employ the firm of Alvarez & Marsal North America, LLC ("A&M") as financial advisor to represent and assist the Company and its subsidiaries in carrying out their duties under the Bankruptcy Code and to take

any and all actions to advance the Company's and its subsidiaries' rights and obligations; and, in connection therewith, the Authorized Persons are hereby authorized and directed to (i) execute appropriate retention agreements, (ii) pay appropriate retainers prior to and immediately upon filing of the chapter 11 case, and (iii) cause to be executed and filed an appropriate application for authority to retain the services of A&M; and

RESOLVED, that the Authorized Persons be, and they hereby are, authorized and directed to employ the firm of Kurtzman Carson Consultants LLC ("KCC") as claims and noticing agent to represent and assist the Company and its subsidiaries in carrying out their duties under the Bankruptcy Code and to take any and all actions to advance the Company's and its subsidiaries' rights and obligations; and, in connection therewith, the Authorized Persons are hereby authorized and directed to (i) execute appropriate retention agreements, (ii) pay appropriate retainers prior to and immediately upon filing of the chapter 11 case, and (iii) cause to be executed and filed an appropriate application for authority to retain the services of KCC; and

RESOLVED, that the Authorized Persons be, and they hereby are, authorized and directed to employ any other professionals, including, without limitation, Alvarez & Marsal Canada Inc. as information officer, as they deem necessary or appropriate in their sole discretion to assist the Company and its subsidiaries in carrying out their duties under the Bankruptcy Code and the CCAA, as applicable, including, without limitation, the (i) execution of appropriate retention agreements, (ii) payment of appropriate retainers prior to or immediately upon the filing of the chapter 11 case and/or the Recognition Proceeding, and (iii) filing of appropriate applications for authority to retain the services of any other professionals as they shall in their sole discretion deem necessary or desirable; and

RESOLVED, that the Authorized Persons be, and they hereby are, authorized and directed to employ any other professionals as they deem necessary or appropriate in their sole discretion to assist the Company and its subsidiaries in carrying out their duties under the Bankruptcy Code and the CCAA, as applicable, including without limitation the execution of appropriate retention agreements, payment of appropriate retainers prior to or immediately upon the filing of the chapter 11 case and/or the Recognition Proceeding, the filing of appropriate applications for authority to retain the services of any other professionals as they shall in their sole discretion deem necessary or desirable; and

RESOLVED, that each of the Authorized Persons, and such other officers of the Company as the Authorized Persons shall from time to time designate, be, and each hereby is, authorized and empowered to negotiate for and obtain postpetition financing according to terms to be negotiated by management of the Company, including under debtor-in-possession credit facilities or relating to the use of cash collateral or other similar arrangements, including, without limitation, to enter

into any guarantees and to pledge and grant liens on its assets as may be contemplated by or required under the terms of such postpetition financing or cash collateral agreements or other similar arrangements; and in connection therewith, the officers of the Company be, and each hereby is, authorized and directed to execute appropriate loan agreements, guarantees, cash collateral agreements and related ancillary documents; and

RESOLVED, that each of the Authorized Persons, and such other officers of the Company as the Authorized Persons shall from time to time designate, and any employees or agents (including counsel) designated by or directed by any such officers, be, and each hereby is, authorized, empowered and directed, in the name and on behalf of the Company, to cause the Company to enter into, execute, deliver, certify, file and/or record, and perform such agreements, instruments, motions, affidavits, applications for approvals or ruling of governmental or regulatory authorities, certificates or other documents, and to take such other action as in the judgment of such person shall be or become necessary, proper, and desirable to effectuate a successful reorganization of the business of the Company; and

RESOLVED, that each of the Authorized Persons, and such other officers of the Company as the Authorized Persons shall from time to time designate, and any employees or agents (including counsel) designated by or directed by any such Authorized Persons, may, in the name and on behalf of the Company, use cash of the Company to fund, finance, pay or otherwise satisfy all existing and future operations, purchases, obligations, liabilities, fees and expenses of the subsidiaries (both direct and indirect) of the Company occurring in the ordinary course of business or as necessary to effectuate a successful reorganization of the business of the subsidiaries of the Company; and

RESOLVED, that in connection with the chapter 11 case, each of the Authorized Persons, and such other officers of the Company as the Authorized Persons shall from time to time designate, be, and each hereby is, authorized and empowered on behalf of and in the name of the Company, to negotiate, execute, deliver, and perform or cause the performance of any notes, guarantees, security agreements, other agreements, consents, certificates or instruments as such person considers necessary, appropriate, desirable, or advisable to effectuate borrowings or other financial arrangements, such determination to be evidenced by such execution or taking of such action.

II. Further Actions and Prior Actions

RESOLVED, that in addition to the specific authorizations heretofore conferred upon the Authorized Persons, each of the officers of the Company or their designees shall be, and each of them, acting alone, hereby is, authorized, directed and empowered, in the name of, and on behalf of, the Company, to take or cause to be taken any and all such further actions, to execute and deliver any and all

such agreements, certificates, instruments and other documents and to pay all expenses, including filing fees, in each case as in such officer or officers shall determine in his or their sole discretion to be necessary or desirable to fully carry out the intent and accomplish the purposes of the Resolutions adopted herein or to fully accomplish any and all actions taken in connection with the chapter 11 filing and/or Recognition Proceeding contemplated thereby; and

RESOLVED, that all acts, actions and transactions relating to the matters contemplated by the foregoing Resolutions done in the name of and on behalf of the Company, which acts would have been approved by the foregoing Resolutions except that such acts were taken before these resolutions were certified, are hereby in all respects approved, confirmed and ratified.

[Remainder of Page Intentionally Left Blank]

SECRETARY'S CERTIFICATE

The undersigned, Curtis Lu, Secretary of LightSquared Inc., a Delaware corporation (the "Company"), hereby certifies on behalf of the Company, as the Secretary of the Company, and not in any individual capacity as follows:

- (a) I am the duly qualified and elected officer of the Company and, as such, I am familiar with the facts herein certified and I am duly authorized to certify the same on behalf of the Company;
- (b) Attached hereto is a true, complete and correct copy of the Resolutions of the Board of Directors of the Company (the "Board"), duly adopted in accordance with the Company's organizational documents; and
- (c) Such resolutions have not been amended, altered, annulled, rescinded or revoked and are in full force and effect as of the date hereof. There exists no other subsequent resolution of the Board relating to the matters set forth in the resolutions attached hereto.

IN WITNESS WHEREOF, the undersigned has executed this certificate as of the 14th day of May, 2012.

/s/ Curtis Lu

Curtis Lu, Esq.
Secretary

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

In re:)	
	)	Chapter 11
LIGHTSQUARED INC., <i>et al.</i> ,)	
	)	Case No. 12-_____ ()
Debtors. ¹)	
	)	Joint Administration Requested
)	

**CONSOLIDATED LIST OF CREDITORS HOLDING
20 LARGEST UNSECURED CLAIMS**

On May 14, 2012, LightSquared Inc. and certain of its affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the "Debtors"), each filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532. Pursuant to Rule 1007-2(a)(4) of the Local Bankruptcy Rules for the Southern District of New York, the following provides information with respect to the holders of the twenty (20) largest unsecured claims against the Debtors on a consolidated basis.

The information contained herein shall not constitute an admission of liability by, nor is it binding on, the Debtors. The Debtors reserve all rights to assert that any debt or claim listed herein is a disputed claim or debt, and to challenge the priority, nature, amount or status of any such claim or debt. In the event of any inconsistencies between the summaries set forth below and the respective corporate and legal documents relating to such obligations, the descriptions in the corporate and legal documents shall control. The schedule estimates outstanding claim amounts (including principal and interest) as of May 12, 2012.

¹ The debtors in these chapter 11 cases, along with the last four digits of each debtor's federal or foreign tax or registration identification number, are: LightSquared Inc. (8845), LightSquared Investors Holdings Inc. (0984), One Dot Four Corp. (8806), One Dot Six Corp. (8763), SkyTerra Rollup LLC (N/A), SkyTerra Rollup Sub LLC (N/A), SkyTerra Investors LLC (N/A), TMI Communications Delaware, Limited Partnership (4456), LightSquared GP Inc. (6190), LightSquared LP (3801), ATC Technologies, LLC (3432), LightSquared Corp. (1361), LightSquared Finance Co. (6962), LightSquared Network LLC (1750), LightSquared Inc. of Virginia (9725), LightSquared Subsidiary LLC (9821), Lightsquared Bermuda Ltd. (7247), SkyTerra Holdings (Canada) Inc. (0631), SkyTerra (Canada) Inc. (0629) and One Dot Six TVCC Corp. (0040). The location of the debtors' corporate headquarters is 450 Park Avenue, Suite 2201, New York, NY 10022.

No.	Holder of Claim	Name of Person Familiar with Debtors' Account/Mailing Address/Phone Number/Fax Number	Amount of Claim	Nature of Claim	Contingent, Unliquidated, Disputed, Or Subject To Setoff
1	Boeing Satellite Systems Inc.	2260 E. Imperial Hwy. El Segundo, CA 90245 Attn: Mr. W. James McNerney Jr., President and CEO Tel: 310-364-4000 Fax: 310-364-6677	\$7,483,005.75	Trade	Contingent, Disputed
2	Alcatel-Lucent	3 av. Octave Gréard 75007 Paris, France Attn: Mr. Ben Verwaayen, Chief Executive Officer Tel: +33 (0)1 40 76 10 10 Email: excoffice@alcatel-lucent.com	\$7,343,549.00	Trade	Contingent, Disputed
3	AnyDATA Corporation	5 Oldfield Irvine, CA 92618 Attn: Dr. Soon B. Shin, President & CEO Tel: 949-900-6040 Fax: 949-600-9909	\$690,000.00	Trade	Contingent, Disputed
4	Bandrich Inc.	No. 188, 7f, Baociao Rd Sin-Dian City Taipei, Taiwan 23146 Attn: Dr. Wen-Yi Kuo, CEO Tel: +866 - 2 - 2799 - 8851 Fax: +866 - 2 - 2799 - 8812	\$390,600.00	Trade	Contingent, Disputed
5	Burson-Marsteller	230 Park Avenue South New York, NY 10003-1528 Attn: Mr. Tony Telloni, Market Leader Tel: 212-614-4000 Fax: 212-598-5320	\$264,761.75	Trade	
6	Level 3 Communications LLC	1025 Eldorado Boulevard Broomfield, CO 80021 Attn: Mr. James Q. Crowe, CEO Tel: 720-888-1000 Fax: 720-888-5085	\$169,436.84	Trade	Disputed
7	Oracle Inc.	500 Oracle Parkway Redwood Shores, CA 94065 Attn: Mr. Lawrence J Ellison, CEO Tel: 650-506-7000 Fax: 650-506-7200	\$163,979.61	Trade	

No.	Holder of Claim	Name of Person Familiar with Debtors' Account/Mailing Address/Phone Number/Fax Number	Amount of Claim	Nature of Claim	Contingent, Unliquidated, Disputed, Or Subject To Setoff
8	SBA Structures Inc.	2900 Broken Sound Parkway, NW Boca Raton, FL 33487 Attn: Mr. Jeffrey A Stoops, President & CEO Tel: 561-995-7670 Fax: 561-989-5374	\$100,800.00	Trade	Disputed
9	SBA Towers III LLC	2900 Broken Sound Parkway, NW Boca Raton, FL 33487 Attn: Mr. Jeffrey A Stoops, President & CEO Tel: 561-995-7670 Fax: 561-989-5374	\$77,350.00	Trade	Disputed
10	USAC	2000 L Street NW, Suite 200 Washington, DC 20036 Attn: Mr. Scott Barash, Acting CEO Tel: 202-776-0200 Fax: 202-776-0080	\$56,686.66	Professional	
11	Liebert Services Inc.	1050 Dearborn Drive Columbus, OH 43085 Attn: Mr. Bob Bauer, Group Vice President Tel: 614-888-0246 Fax: 614-841-6882	\$39,115.20	Trade	
12	Westar Satellite Services LP	777 Westar Lane Cedar Hill, TX 75104 Attn: Mr. Rob Tannor, CEO Tel: 972-291-6000 Fax: 972-291-6030	\$38,451.76	Landlord	
13	Shockey Scofield Solutions, LLC	333 N Fairfax St Ste 100 Alexandria, VA 22314 Attn: Mr. John Scofield Tel: 202-507-1721 Email: scofield@s-3group.com	\$35,000.00	Professional	
14	Intelsat	3400 International Drive Northwest Washington, DC 20008 Attn: Mr. David McGlade, CEO Tel: 202-944-6800 Fax: 202-944-7898	\$32,609.89	Landlord	

No.	Holder of Claim	Name of Person Familiar with Debtors' Account/Mailing Address/Phone Number/Fax Number	Amount of Claim	Nature of Claim	Contingent, Unliquidated, Disputed, Or Subject To Setoff
15	SED Systems	18 Innovation Place Saskatoon, SK S7K 3P7 Canada Attn: Mr. Brent McConnell, President Tel: 306-931-3425 Fax: 306-933-1486	\$31,640.70	Landlord	
16	Cyberbridge	1515 E Wdfield Road # 860 Schaumburg, IL 60173 Attn: Brij Shah, President Tel: 847-598-1101 Fax: 847-413-1635	\$28,969.70	Trade	
17	Mehlman Capitol Strategies	1750 K Street, NW. Suite 350 Washington, DC 20006 Attn: Ms. Amy Mehlman Tel: 202-457-1970 Fax: 202-457-1971	\$20,000.00	Professional	
18	Verizon	140 West Street New York, NY 10007 Attn: Mr. Lawrence T. Babbio, Jr., President Tel: 212-395-1000 Fax: 212-571-1897	\$15,716.59	Trade	
19	AT&T	208 South Akard Street Dallas, TX 75202 Attn: Mr. Randall Stephenson, CEO Tel: 210-821-4105 Fax: 314-331-9896	\$15,181.34	Trade	
20	Polaris Logistics	22650 Executive Dr. , Suite 137 Sterling, VA 20166 Attn: Mr. Alan Clem, Senior Account Executive Tel: 703-435-2858 Fax: 410-712-4657	\$11,770.00	Landlord	

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

In re:

LIGHTSQUARED INC., *et al.*,

Debtors.²

)
) Chapter 11
)
) Case No. 12-_____ (____)
)
) Joint Administration Requested
)

**DECLARATION FOR CONSOLIDATED LIST OF CREDITORS
HOLDING 20 LARGEST UNSECURED CLAIMS**

Pursuant to 28 U.S.C. § 1746, I, Marc R. Montagner, the undersigned authorized officer of each of the Debtors, declare under penalty of perjury that I have reviewed the foregoing consolidated list of creditors holding the twenty (20) largest unsecured claims against the Debtors and that it is true and correct to the best of my knowledge, information and belief.

Dated: May 14, 2012

/s/ Marc R. Montagner
Marc R. Montagner
Chief Financial Officer and
Interim Co-Chief Operating Officer

² The debtors in these chapter 11 cases, along with the last four digits of each debtor's federal or foreign tax or registration identification number, are: LightSquared Inc. (8845), LightSquared Investors Holdings Inc. (0984), One Dot Four Corp. (8806), One Dot Six Corp. (8763), SkyTerra Rollup LLC (N/A), SkyTerra Rollup Sub LLC (N/A), SkyTerra Investors LLC (N/A), TMI Communications Delaware, Limited Partnership (4456), LightSquared GP Inc. (6190), LightSquared LP (3801), ATC Technologies, LLC (3432), LightSquared Corp. (1361), LightSquared Finance Co. (6962), LightSquared Network LLC (1750), LightSquared Inc. of Virginia (9725), LightSquared Subsidiary LLC (9821), Lightsquared Bermuda Ltd. (7247), SkyTerra Holdings (Canada) Inc. (0631), SkyTerra (Canada) Inc. (0629) and One Dot Six TVCC Corp. (0040). The location of the debtors' corporate headquarters is 450 Park Avenue, Suite 2201, New York, NY 10022.

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

)	
In re:	)	Chapter 11
)	
LIGHTSQUARED INC., <i>et al.</i>,	)	Case No. 12-_____ ()
)	
Debtors. ¹	)	Joint Administration Requested
)	

**CORPORATE OWNERSHIP STATEMENT PURSUANT TO
FEDERAL RULE OF BANKRUPTCY PROCEDURE 1007(A)(1) AND
RULE 1007-3 OF LOCAL BANKRUPTCY RULES FOR UNITED STATES
BANKRUPTCY COURT FOR SOUTHERN DISTRICT OF NEW YORK**

In accordance with Rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure and Rule 1007-3 of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York, this corporate ownership statement includes a list and organizational chart reflecting the corporations that directly or indirectly own 10% or more of any class of equity interests for each Debtor entity.

Name of Debtor	Direct Owner(s)	Indirect Owner(s)
LightSquared Inc.	HGW US Holding Company, L.P.	
One Dot Four Corp.	LightSquared Inc.	HGW US Holding Company, L.P.
SkyTerra Rollup LLC	LightSquared Inc.	HGW US Holding Company, L.P.
SkyTerra Rollup Sub LLC	SkyTerra Rollup LLC	HGW US Holding Company, L.P. LightSquared Inc.
LightSquared Investors Holdings Inc.	LightSquared Inc.	HGW US Holding Company, L.P.
SkyTerra Investors LLC	LightSquared Investors Holdings Inc.	HGW US Holding Company, L.P. LightSquared Inc.

¹ The debtors in these chapter 11 cases, along with the last four digits of each debtor's federal or foreign tax or registration identification number, are: LightSquared Inc. (8845), LightSquared Investors Holdings Inc. (0984), One Dot Four Corp. (8806), One Dot Six Corp. (8763), SkyTerra Rollup LLC (N/A), SkyTerra Rollup Sub LLC (N/A), SkyTerra Investors LLC (N/A), TMI Communications Delaware, Limited Partnership (4456), LightSquared GP Inc. (6190), LightSquared LP (3801), ATC Technologies, LLC (3432), LightSquared Corp. (1361), LightSquared Finance Co. (6962), LightSquared Network LLC (1750), LightSquared Inc. of Virginia (9725), LightSquared Subsidiary LLC (9821), Lightsquared Bermuda Ltd. (7247), SkyTerra Holdings (Canada) Inc. (0631), SkyTerra (Canada) Inc. (0629) and One Dot Six TVCC Corp. (0040). The location of the debtors' corporate headquarters is 450 Park Avenue, Suite 2201, New York, NY 10022.

Name of Debtor	Direct Owner(s)	Indirect Owner(s)
TMI Communications Delaware, Limited Partnership	LightSquared Investors Holdings Inc.	HGW US Holding Company, L.P. LightSquared Inc.
LightSquared GP Inc.	LightSquared Investors Holdings Inc. TMI Communications Delaware, Limited Partnership	HGW US Holding Company, L.P. LightSquared Inc.
LightSquared LP	LightSquared Investors Holdings Inc. TMI Communications Delaware, Limited Partnership	HGW US Holding Company, L.P. LightSquared Inc.
ATC Technologies, LLC	LightSquared LP	HGW US Holding Company, L.P. LightSquared Inc. LightSquared Investors Holdings Inc. TMI Communications Delaware, Limited Partnership
LightSquared Corp.	LightSquared LP	HGW US Holding Company, L.P. LightSquared Inc. LightSquared Investors Holdings Inc. TMI Communications Delaware, Limited Partnership
LightSquared Finance Co.	LightSquared LP	HGW US Holding Company, L.P. LightSquared Inc. LightSquared Investors Holdings Inc. TMI Communications Delaware, Limited Partnership
LightSquared Network LLC	LightSquared LP	HGW US Holding Company, L.P. LightSquared Inc. LightSquared Investors Holdings Inc. TMI Communications Delaware, Limited Partnership
LightSquared Inc. of Virginia	LightSquared LP	HGW US Holding Company, L.P. LightSquared Inc. LightSquared Investors Holdings Inc. TMI Communications Delaware, Limited Partnership
LightSquared Subsidiary LLC	LightSquared LP	HGW US Holding Company, L.P. LightSquared Inc. LightSquared Investors Holdings Inc. TMI Communications Delaware, Limited Partnership
LightSquared Bermuda Ltd.	LightSquared LP	HGW US Holding Company, L.P. LightSquared Inc. LightSquared Investors Holdings Inc. TMI Communications Delaware, Limited Partnership
SkyTerra Holdings (Canada) Inc.	LightSquared LP	HGW US Holding Company, L.P. LightSquared Inc. LightSquared Investors Holdings Inc. TMI Communications Delaware, Limited Partnership

Name of Debtor	Direct Owner(s)	Indirect Owner(s)
SkyTerra (Canada) Inc.	LightSquared LP SkyTerra Holdings (Canada) Inc.	HGW US Holding Company, L.P. LightSquared Inc. LightSquared Investors Holdings Inc. TMI Communications Delaware, Limited Partnership
One Dot Six Corp.	LightSquared Inc.	HGW US Holding Company, L.P.
One Dot Six TVCC Corp.	One Dot Six Corp.	HGW US Holding Company, L.P. LightSquared Inc.

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

In re:	)	Chapter 11
LIGHTSQUARED INC., <i>et al.</i>,	)	Case No. 12-_____ ()
Debtors. ¹	)	Joint Administration Requested

DECLARATION CONCERNING CORPORATE OWNERSHIP STATEMENT

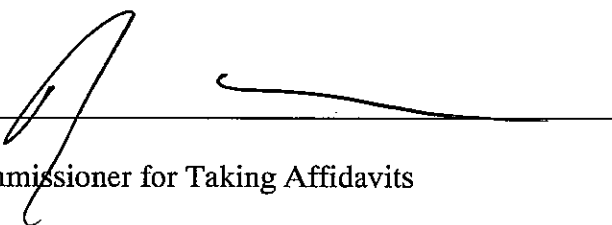
Pursuant to 28 U.S.C. § 1746, I, Marc R. Montagner, the undersigned authorized officer of each of the Debtors, declare under penalty of perjury that I have reviewed the corporate ownership statement and that it is true and correct to the best of my knowledge, information and belief.

Dated: May 14, 2012

/s/ Marc R. Montagner
Marc R. Montagner
Chief Financial Officer and
Interim Co-Chief Operating Officer

¹ The debtors in these chapter 11 cases, along with the last four digits of each debtor's federal or foreign tax or registration identification number, are: LightSquared Inc. (8845), LightSquared Investors Holdings Inc. (0984), One Dot Four Corp. (8806), One Dot Six Corp. (8763), SkyTerra Rollup LLC (N/A), SkyTerra Rollup Sub LLC (N/A), SkyTerra Investors LLC (N/A), TMI Communications Delaware, Limited Partnership (4456), LightSquared GP Inc. (6190), LightSquared LP (3801), ATC Technologies, LLC (3432), LightSquared Corp. (1361), LightSquared Finance Co. (6962), LightSquared Network LLC (1750), LightSquared Inc. of Virginia (9725), LightSquared Subsidiary LLC (9821), Lightsquared Bermuda Ltd. (7247), SkyTerra Holdings (Canada) Inc. (0631), SkyTerra (Canada) Inc. (0629) and One Dot Six TVCC Corp. (0040). The location of the debtors' corporate headquarters is 450 Park Avenue, Suite 2201, New York, NY 10022.

Exhibit "**B**" to the Affidavit of Kate H. Stigler,
sworn before me this 14th day of May, 2012.



Commissioner for Taking Affidavits

Jane Olive Dietrich

UNITED STATES BANKRUPTCY COURT Southern District of New York		1 of 21		VOLUNTARY PETITION	
Name of Debtor (if individual, enter Last, First, Middle): LightSquared Investors Holdings Inc.			Name of Joint Debtor (Spouse) (Last, First, Middle):		
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): SkyTerra Investors Holdings Inc.; MSV Investors Holdings, Inc.			All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):		
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all): 13-4200984			Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all):		
Street Address of Debtor (No. and Street, City, and State): 10802 Parkridge Blvd., Reston, VA <div style="text-align: right;">ZIP CODE 20191</div>			Street Address of Joint Debtor (No. and Street, City, and State): <div style="text-align: right;">ZIP CODE</div>		
County of Residence or of the Principal Place of Business: Fairfax			County of Residence or of the Principal Place of Business:		
Mailing Address of Debtor (if different from street address): <div style="text-align: right;">ZIP CODE</div>			Mailing Address of Joint Debtor (if different from street address): <div style="text-align: right;">ZIP CODE</div>		
Location of Principal Assets of Business Debtor (if different from street address above): <div style="text-align: right;">ZIP CODE</div>					
Type of Debtor (Form of Organization) (Check one box.) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)		Nature of Business (Check one box.) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other		Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box.) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding	
Chapter 15 Debtors Country of debtor's center of main interests: Each country in which a foreign proceeding by, regarding, or against debtor is pending:		Tax-Exempt Entity (Check box, if applicable.) <input type="checkbox"/> Debtor is a tax-exempt organization under title 26 of the United States Code (the Internal Revenue Code).		Nature of Debts (Check one box.) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.	
Filing Fee (Check one box.) <input checked="" type="checkbox"/> Full Filing Fee attached. <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.			Chapter 11 Debtors Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 (amount subject to adjustment on 4/01/13 and every three years thereafter). <hr/> Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).		
Statistical/Administrative Information <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.					THIS SPACE IS FOR COURT USE ONLY
Estimated Number of Creditors <input checked="" type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> Over 100,000					
Estimated Assets <input checked="" type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion					
Estimated Liabilities <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input checked="" type="checkbox"/> More than \$1 billion					

Voluntary Petition <i>(This page must be completed and filed in every case.)</i>		2 of 21	Name of Debtor(s): LightSquared Investors Holdings Inc.
All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)			
Location Where Filed:	Case Number:	Date Filed:	
Location Where Filed:	Case Number:	Date Filed:	
Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet.)			
Name of Debtor: See attached Schedule 1	Case Number:	Date Filed:	
District: Southern District of New York	Relationship:	Judge:	
Exhibit A (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.) <input type="checkbox"/> Exhibit A is attached and made a part of this petition.		Exhibit B (To be completed if debtor is an individual whose debts are primarily consumer debts.) I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b). X _____ Signature of Attorney for Debtor(s) (Date)	
Exhibit C Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety? <input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No.			
Exhibit D (To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.) <input type="checkbox"/> Exhibit D, completed and signed by the debtor, is attached and made a part of this petition. If this is a joint petition: <input type="checkbox"/> Exhibit D, also completed and signed by the joint debtor, is attached and made a part of this petition.			
Information Regarding the Debtor - Venue (Check any applicable box.) <input type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District. <input checked="" type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District. <input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
Certification by a Debtor Who Resides as a Tenant of Residential Property (Check all applicable boxes.) <input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.) <div style="text-align: right; margin-right: 100px;"> _____ (Name of landlord that obtained judgment) </div> <div style="text-align: right; margin-right: 100px;"> _____ (Address of landlord) </div> <input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and <input type="checkbox"/> Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition. <input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).			

Voluntary Petition

(This page must be completed and filed in every case.)

3 of 21

Name of Debtor(s):

LightSquared Investors Holdings Inc.

Signatures**Signature(s) of Debtor(s) (Individual/Joint)**

I declare under penalty of perjury that the information provided in this petition is true and correct.

[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.

[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X _____
Signature of Debtor

X _____
Signature of Joint Debtor

Telephone Number (if not represented by attorney)

Date

Signature of a Foreign Representative

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only one box.)

☐ I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.

☐ Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X _____
(Signature of Foreign Representative)

(Printed Name of Foreign Representative)

Date

Signature of Attorney*

X /s/ Matthew S. Barr
Signature of Attorney for Debtor(s)
Matthew S. Barr
Printed Name of Attorney for Debtor(s)
Milbank, Tweed, Hadley & McCloy LLP
Firm Name

1 Chase Manhattan Plaza
New York, NY 10005

Address
212-530-5000

Telephone Number
05/14/2012

Date

*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X /s/ Marc R. Montagner
Signature of Authorized Individual
Marc R. Montagner
Printed Name of Authorized Individual
Chief Financial Officer
Title of Authorized Individual
05/14/2012
Date

Signature of Non-Attorney Bankruptcy Petition Preparer

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

Printed Name and title, if any, of Bankruptcy Petition Preparer

Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social-Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)

Address

X _____
Signature

Date

Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.

Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual.

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.

Schedule 1

Pending Bankruptcy Cases Filed by
Debtor and Affiliates of Debtor

On May 14, 2012, each of the affiliated entities listed below (collectively, the “Debtors”) has filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532, in the United States Bankruptcy Court for the Southern District of New York. Contemporaneously therewith, the Debtors filed a motion requesting that their chapter 11 cases be consolidated for procedural purposes only and jointly administered.

ATC Technologies, LLC
Lightsquared Bermuda Ltd.
LightSquared Corp.
LightSquared Finance Co.
LightSquared GP Inc.
LightSquared Inc.
LightSquared Inc. of Virginia
LightSquared Investors Holdings Inc.
LightSquared LP
LightSquared Network LLC
LightSquared Subsidiary LLC
One Dot Four Corp.
One Dot Six Corp.
One Dot Six TVCC Corp.
SkyTerra (Canada) Inc.
SkyTerra Holdings (Canada) Inc.
SkyTerra Investors LLC
SkyTerra Rollup LLC
SkyTerra Rollup Sub LLC
TMI Communications Delaware, Limited Partnership

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

In re:)	
	)	Chapter 11
LIGHTSQUARED INC., <i>et al.</i> ,)	
	)	Case No. 12-_____ (___)
Debtors. ¹)	
	)	Joint Administration Requested
)	

EXHIBIT C TO VOLUNTARY PETITION

1. Identify and briefly describe all real or personal property owned by or in possession of the debtor that, to the best of the debtor's knowledge, poses or is alleged to pose a threat of imminent and identifiable harm to the public health or safety (attach additional sheets if necessary):

The Debtor does not believe it owns or possesses any real or personal property that poses or is alleged to pose a threat of imminent and identifiable harm to the public health or safety. To the extent that the Debtor has an interest in such property, to the best of the Debtor's knowledge, the Debtor is in compliance with all applicable laws, including, without limitation, all environmental laws and regulations.

2. With respect to each parcel of real property or item of personal property identified in question 1, describe the nature and location of the dangerous condition, whether environmental or otherwise, that poses or is alleged to pose a threat of imminent and identifiable harm to the public health or safety (attach additional sheets if necessary):

The Debtor is not aware of any real or alleged dangerous conditions existing on or related to any real or personal property owned or possessed by the Debtor.

¹ The debtors in these chapter 11 cases, along with the last four digits of each debtor's federal or foreign tax or registration identification number, are: LightSquared Inc. (8845), LightSquared Investors Holdings Inc. (0984), One Dot Four Corp. (8806), One Dot Six Corp. (8763), SkyTerra Rollup LLC (N/A), SkyTerra Rollup Sub LLC (N/A), SkyTerra Investors LLC (N/A), TMI Communications Delaware, Limited Partnership (4456), LightSquared GP Inc. (6190), LightSquared LP (3801), ATC Technologies, LLC (3432), LightSquared Corp. (1361), LightSquared Finance Co. (6962), LightSquared Network LLC (1750), LightSquared Inc. of Virginia (9725), LightSquared Subsidiary LLC (9821), Lightsquared Bermuda Ltd. (7247), SkyTerra Holdings (Canada) Inc. (0631), SkyTerra (Canada) Inc. (0629) and One Dot Six TVCC Corp. (0040). The location of the debtors' corporate headquarters is 450 Park Avenue, Suite 2201, New York, NY 10022.

**WRITTEN CONSENT
OF
THE BOARD OF DIRECTORS
OF
LIGHTSQUARED INVESTORS HOLDINGS INC.**

May 14, 2012

The undersigned, being all of the members of the Board of Directors of LightSquared Investors Holdings Inc., a Delaware corporation (the "Company"), acting by written consent without a meeting, do hereby consent to, adopt and approve the following resolutions and each and every action effected thereby:

WHEREAS, the Board of Directors of the Company (the "Board"), has reviewed the materials presented by its financial, legal and other advisors and has held numerous discussions (including, without limitation, with management and such advisors) regarding such materials and the liabilities and liquidity situation of the Company, the strategic alternatives available to it and the impact of the foregoing on the Company's businesses and operations; and

WHEREAS, such discussions included a full consideration of the strategic alternatives available to the Company;

NOW, it is hereby:

**I. Voluntary Petition Under the Provisions of
Chapter 11 of the United States Bankruptcy Code**

RESOLVED, that in the best judgment of the Board, it is desirable and in the best interests of the Company, its stockholder, creditors, and other stakeholders and parties in interest (including, without limitation, the direct and indirect subsidiaries of the Company), that the Company file or cause to be filed both (i) a voluntary petition for relief under the provisions of chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (as amended, the "Bankruptcy Code"), and (ii) a corresponding foreign recognition proceeding (the "Recognition Proceeding") in the Ontario Superior Court of Justice (Commercial List) under Part IV of the Companies' Creditors Arrangement Act (the "CCAA"), including the appointment of LightSquared LP, a Delaware limited partnership, as the foreign representative of each of the chapter 11 debtors in connection with the Recognition Proceeding (the "Foreign Representative"); and

RESOLVED, that each of Marc R. Montagner and Curtis Lu, Esq. (collectively, the "Authorized Persons"), and such other officers of the Company as the Authorized Persons shall from time to time designate, acting alone or with one or more other Authorized Persons, be, and hereby are, authorized, empowered, and directed, in the name and on behalf of the Company, to execute and verify a

petition under chapter 11 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court") at such time and as said Authorized Persons executing the same shall determine, and to file all petitions, schedules, lists and other motions, papers or documents, and to take any and all action that they deem necessary or proper to obtain such relief, including, without limitation, any action necessary to maintain the ordinary course operation of the Company's business; and

RESOLVED, that the Authorized Persons be, and they hereby are, authorized and directed to employ the law firm of Milbank, Tweed, Hadley & McCloy LLP ("Milbank") as general bankruptcy counsel to represent and assist the Company and its subsidiaries in carrying out their duties under the Bankruptcy Code and to take any and all actions to advance the Company's and its subsidiaries' rights and obligations, including filing any pleadings; and, in connection therewith, the Authorized Persons are hereby authorized and directed to (i) execute appropriate retention agreements, (ii) pay appropriate retainers prior to and immediately upon filing of the chapter 11 case, and (iii) cause to be executed and filed an appropriate application for authority to retain the services of Milbank; and

RESOLVED, that the Authorized Persons be, and they hereby are, authorized and directed to employ the law firm of Fraser Milner Casgrain LLP ("FMC") (i) as general Canadian counsel to represent and assist the Company and its subsidiaries in carrying out their duties under the CCAA and to take any and all actions to advance the Company's and its subsidiaries' rights and obligations, including filing any pleadings in the Recognition Proceeding, and (ii) as counsel to represent and assist the Foreign Representative in carrying out its duties under the CCAA and to take any and all actions to advance the Foreign Representative's rights and obligations, including filing any pleadings in the Recognition Proceedings; and, in connection therewith, the Authorized Persons are hereby authorized and directed to (i) execute appropriate retention agreements, (ii) pay appropriate retainers prior to and immediately upon filing of the Recognition Proceeding, and (iii) cause to be executed and filed an appropriate application for authority to retain the services of FMC; and

RESOLVED, that the Authorized Persons be, and they hereby are, authorized and directed to employ the firm of Moelis & Company ("Moelis") as investment banker and financial advisor to represent and assist the Company and its subsidiaries in carrying out their duties under the Bankruptcy Code and to take any and all actions to advance the Company's and its subsidiaries' rights and obligations; and, in connection therewith, the Authorized Persons are hereby authorized and directed to (i) execute appropriate retention agreements, (ii) pay appropriate retainers prior to and immediately upon filing of the chapter 11 case, and (iii) cause to be executed and filed an appropriate application for authority to retain the services of Moelis; and

RESOLVED, that the Authorized Persons be, and they hereby are, authorized and directed to employ the firm of Alvarez & Marsal North America, LLC ("A&M") as financial advisor to represent and assist the Company and its subsidiaries in carrying out their duties under the Bankruptcy Code and to take any and all actions to advance the Company's and its subsidiaries' rights and obligations; and, in connection therewith, the Authorized Persons are hereby authorized and directed to (i) execute appropriate retention agreements, (ii) pay appropriate retainers prior to and immediately upon filing of the chapter 11 case, and (iii) cause to be executed and filed an appropriate application for authority to retain the services of A&M; and

RESOLVED, that the Authorized Persons be, and they hereby are, authorized and directed to employ the firm of Kurtzman Carson Consultants LLC ("KCC") as claims and noticing agent to represent and assist the Company and its subsidiaries in carrying out their duties under the Bankruptcy Code and to take any and all actions to advance the Company's and its subsidiaries' rights and obligations; and, in connection therewith, the Authorized Persons are hereby authorized and directed to (i) execute appropriate retention agreements, (ii) pay appropriate retainers prior to and immediately upon filing of the chapter 11 case, and (iii) cause to be executed and filed an appropriate application for authority to retain the services of KCC; and

RESOLVED, that the Authorized Persons be, and they hereby are, authorized and directed to employ any other professionals, including, without limitation, Alvarez & Marsal Canada Inc. as information officer, as they deem necessary or appropriate in their sole discretion to assist the Company and its subsidiaries in carrying out their duties under the Bankruptcy Code and the CCAA, as applicable, including, without limitation, the (i) execution of appropriate retention agreements, (ii) payment of appropriate retainers prior to or immediately upon the filing of the chapter 11 case and/or the Recognition Proceeding, and (iii) filing of appropriate applications for authority to retain the services of any other professionals as they shall in their sole discretion deem necessary or desirable; and

RESOLVED, that the Authorized Persons be, and they hereby are, authorized and directed to employ any other professionals as they deem necessary or appropriate in their sole discretion to assist the Company and its subsidiaries in carrying out their duties under the Bankruptcy Code and the CCAA, as applicable, including without limitation the execution of appropriate retention agreements, payment of appropriate retainers prior to or immediately upon the filing of the chapter 11 case and/or the Recognition Proceeding, the filing of appropriate applications for authority to retain the services of any other professionals as they shall in their sole discretion deem necessary or desirable; and

RESOLVED, that each of the Authorized Persons, and such other officers of the Company as the Authorized Persons shall from time to time designate, be, and

each hereby is, authorized and empowered to negotiate for and obtain postpetition financing according to terms to be negotiated by management of the Company, including under debtor-in-possession credit facilities or relating to the use of cash collateral or other similar arrangements, including, without limitation, to enter into any guarantees and to pledge and grant liens on its assets as may be contemplated by or required under the terms of such postpetition financing or cash collateral agreements or other similar arrangements; and in connection therewith, the officers of the Company be, and each hereby is, authorized and directed to execute appropriate loan agreements, guarantees, cash collateral agreements and related ancillary documents; and

RESOLVED, that each of the Authorized Persons, and such other officers of the Company as the Authorized Persons shall from time to time designate, and any employees or agents (including counsel) designated by or directed by any such officers, be, and each hereby is, authorized, empowered and directed, in the name and on behalf of the Company, to cause the Company to enter into, execute, deliver, certify, file and/or record, and perform such agreements, instruments, motions, affidavits, applications for approvals or ruling of governmental or regulatory authorities, certificates or other documents, and to take such other action as in the judgment of such person shall be or become necessary, proper, and desirable to effectuate a successful reorganization of the business of the Company; and

RESOLVED, that in connection with the chapter 11 case, each of the Authorized Persons, and such other officers of the Company as the Authorized Persons shall from time to time designate, be, and each hereby is, authorized and empowered on behalf of and in the name of the Company, to negotiate, execute, deliver, and perform or cause the performance of any notes, guarantees, security agreements, other agreements, consents, certificates or instruments as such person considers necessary, appropriate, desirable, or advisable to effectuate borrowings or other financial arrangements, such determination to be evidenced by such execution or taking of such action.

II. Further Actions and Prior Actions

RESOLVED, that in addition to the specific authorizations heretofore conferred upon the Authorized Persons, each of the officers of the Company or their designees shall be, and each of them, acting alone, hereby is, authorized, directed and empowered, in the name of, and on behalf of, the Company, to take or cause to be taken any and all such further actions, to execute and deliver any and all such agreements, certificates, instruments and other documents and to pay all expenses, including filing fees, in each case as in such officer or officers shall determine in his or their sole discretion to be necessary or desirable to fully carry out the intent and accomplish the purposes of the resolutions adopted herein or to fully accomplish any and all actions taken in connection with the chapter 11 filing and/or Recognition Proceeding contemplated thereby; and

RESOLVED, that all acts, actions and transactions relating to the matters contemplated by the foregoing resolutions done in the name of and on behalf of the Company, which acts would have been approved by the foregoing resolutions except that such acts were taken before these resolutions were certified, are hereby in all respects approved, confirmed and ratified.

[Remainder of Page Intentionally Left Blank]

IN WITNESS WHEREOF, the undersigned have executed this Written Consent as of the date first written above.

By: /s/ Sanjiv Ahuja
Name: Sanjiv Ahuja
Title: Director

By: /s/ Robert Lambert
Name: Robert Lambert
Title: Director

By: /s/ Keith M. Hladek
Name: Keith M. Hladek
Title: Director

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

In re:)	
	)	Chapter 11
LIGHTSQUARED INC., <i>et al.</i> ,)	
	)	Case No. 12-_____ (___)
Debtors. ¹)	
	)	Joint Administration Requested
)	

**CONSOLIDATED LIST OF CREDITORS HOLDING
20 LARGEST UNSECURED CLAIMS**

On May 14, 2012, LightSquared Inc. and certain of its affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the "Debtors"), each filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532. Pursuant to Rule 1007-2(a)(4) of the Local Bankruptcy Rules for the Southern District of New York, the following provides information with respect to the holders of the twenty (20) largest unsecured claims against the Debtors on a consolidated basis.

The information contained herein shall not constitute an admission of liability by, nor is it binding on, the Debtors. The Debtors reserve all rights to assert that any debt or claim listed herein is a disputed claim or debt, and to challenge the priority, nature, amount or status of any such claim or debt. In the event of any inconsistencies between the summaries set forth below and the respective corporate and legal documents relating to such obligations, the descriptions in the corporate and legal documents shall control. The schedule estimates outstanding claim amounts (including principal and interest) as of May 12, 2012.

¹ The debtors in these chapter 11 cases, along with the last four digits of each debtor's federal or foreign tax or registration identification number, are: LightSquared Inc. (8845), LightSquared Investors Holdings Inc. (0984), One Dot Four Corp. (8806), One Dot Six Corp. (8763), SkyTerra Rollup LLC (N/A), SkyTerra Rollup Sub LLC (N/A), SkyTerra Investors LLC (N/A), TMI Communications Delaware, Limited Partnership (4456), LightSquared GP Inc. (6190), LightSquared LP (3801), ATC Technologies, LLC (3432), LightSquared Corp. (1361), LightSquared Finance Co. (6962), LightSquared Network LLC (1750), LightSquared Inc. of Virginia (9725), LightSquared Subsidiary LLC (9821), Lightsquared Bermuda Ltd. (7247), SkyTerra Holdings (Canada) Inc. (0631), SkyTerra (Canada) Inc. (0629) and One Dot Six TVCC Corp. (0040). The location of the debtors' corporate headquarters is 450 Park Avenue, Suite 2201, New York, NY 10022.

No.	Holder of Claim	Name of Person Familiar with Debtors' Account/Mailing Address/Phone Number/Fax Number	Amount of Claim	Nature of Claim	Contingent, Unliquidated, Disputed, Or Subject To Setoff
1	Boeing Satellite Systems Inc.	2260 E. Imperial Hwy. El Segundo, CA 90245 Attn: Mr. W. James McNerney Jr., President and CEO Tel: 310-364-4000 Fax: 310-364-6677	\$7,483,005.75	Trade	Contingent, Disputed
2	Alcatel-Lucent	3 av. Octave Gréard 75007 Paris, France Attn: Mr. Ben Verwaayen, Chief Executive Officer Tel: +33 (0)1 40 76 10 10 Email: execoffice@alcatel- lucent.com	\$7,343,549.00	Trade	Contingent, Disputed
3	AnyDATA Corporation	5 Oldfield Irvine, CA 92618 Attn: Dr. Soon B. Shin, President & CEO Tel: 949-900-6040 Fax: 949-600-9909	\$690,000.00	Trade	Contingent, Disputed
4	Bandrich Inc.	No. 188, 7f, Baociao Rd Sin-Dian City Taipei, Taiwan 23146 Attn: Dr. Wen-Yi Kuo, CEO Tel: +866 - 2 - 2799 - 8851 Fax: +866 - 2 - 2799 - 8812	\$390,600.00	Trade	Contingent, Disputed
5	Burson-Marsteller	230 Park Avenue South New York, NY 10003-1528 Attn: Mr. Tony Telloni, Market Leader Tel: 212-614-4000 Fax: 212-598-5320	\$264,761.75	Trade	
6	Level 3 Communications LLC	1025 Eldorado Boulevard Broomfield, CO 80021 Attn: Mr. James Q. Crowe, CEO Tel: 720-888-1000 Fax: 720-888-5085	\$169,436.84	Trade	Disputed
7	Oracle Inc.	500 Oracle Parkway Redwood Shores, CA 94065 Attn: Mr. Lawrence J Ellison, CEO Tel: 650-506-7000 Fax: 650-506-7200	\$163,979.61	Trade	

No.	Holder of Claim	Name of Person Familiar with Debtors' Account/Mailing Address/Phone Number/Fax Number	Amount of Claim	Nature of Claim	Contingent, Unliquidated, Disputed, Or Subject To Setoff
8	SBA Structures Inc.	2900 Broken Sound Parkway, NW Boca Raton, FL 33487 Attn: Mr. Jeffrey A Stoops, President & CEO Tel: 561-995-7670 Fax: 561-989-5374	\$100,800.00	Trade	Disputed
9	SBA Towers III LLC	2900 Broken Sound Parkway, NW Boca Raton, FL 33487 Attn: Mr. Jeffrey A Stoops, President & CEO Tel: 561-995-7670 Fax: 561-989-5374	\$77,350.00	Trade	Disputed
10	USAC	2000 L Street NW, Suite 200 Washington, DC 20036 Attn: Mr. Scott Barash, Acting CEO Tel: 202-776-0200 Fax: 202-776-0080	\$56,686.66	Professional	
11	Liebert Services Inc.	1050 Dearborn Drive Columbus, OH 43085 Attn: Mr. Bob Bauer, Group Vice President Tel: 614-888-0246 Fax: 614-841-6882	\$39,115.20	Trade	
12	Westar Satellite Services LP	777 Westar Lane Cedar Hill, TX 75104 Attn: Mr. Rob Tannor, CEO Tel: 972-291-6000 Fax: 972-291-6030	\$38,451.76	Landlord	
13	Shockey Scofield Solutions, LLC	333 N Fairfax St Ste 100 Alexandria, VA 22314 Attn: Mr. John Scofield Tel: 202-507-1721 Email: scofield@s-3group.com	\$35,000.00	Professional	
14	Intelsat	3400 International Drive Northwest Washington, DC 20008 Attn: Mr. David McGlade, CEO Tel: 202-944-6800 Fax: 202-944-7898	\$32,609.89	Landlord	

No.	Holder of Claim	Name of Person Familiar with Debtors' Account/Mailing Address/Phone Number/Fax Number	Amount of Claim	Nature of Claim	Contingent, Unliquidated, Disputed, Or Subject To Setoff
15	SED Systems	18 Innovation Place Saskatoon, SK S7K 3P7 Canada Attn: Mr. Brent McConnell, President Tel: 306-931-3425 Fax: 306-933-1486	\$31,640.70	Landlord	
16	Cyberbridge	1515 E Wdfield Road # 860 Schaumburg, IL 60173 Attn: Brij Shah, President Tel: 847-598-1101 Fax: 847-413-1635	\$28,969.70	Trade	
17	Mehlman Capitol Strategies	1750 K Street, NW. Suite 350 Washington, DC 20006 Attn: Ms. Amy Mehlman Tel: 202-457-1970 Fax: 202-457-1971	\$20,000.00	Professional	
18	Verizon	140 West Street New York, NY 10007 Attn: Mr. Lawrence T. Babbio, Jr., President Tel: 212-395-1000 Fax: 212-571-1897	\$15,716.59	Trade	
19	AT&T	208 South Akard Street Dallas, TX 75202 Attn: Mr. Randall Stephenson, CEO Tel: 210-821-4105 Fax: 314-331-9896	\$15,181.34	Trade	
20	Polaris Logistics	22650 Executive Dr. , Suite 137 Sterling, VA 20166 Attn: Mr. Alan Clem, Senior Account Executive Tel: 703-435-2858 Fax: 410-712-4657	\$11,770.00	Landlord	

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

In re:

LIGHTSQUARED INC., *et al.*,

Debtors.²

)
) Chapter 11
)
) Case No. 12-_____ (____)
)
) Joint Administration Requested
)

**DECLARATION FOR CONSOLIDATED LIST OF CREDITORS
HOLDING 20 LARGEST UNSECURED CLAIMS**

Pursuant to 28 U.S.C. § 1746, I, Marc R. Montagner, the undersigned authorized officer of each of the Debtors, declare under penalty of perjury that I have reviewed the foregoing consolidated list of creditors holding the twenty (20) largest unsecured claims against the Debtors and that it is true and correct to the best of my knowledge, information and belief.

Dated: May 14, 2012

/s/ Marc R. Montagner
Marc R. Montagner
Chief Financial Officer

² The debtors in these chapter 11 cases, along with the last four digits of each debtor's federal or foreign tax or registration identification number, are: LightSquared Inc. (8845), LightSquared Investors Holdings Inc. (0984), One Dot Four Corp. (8806), One Dot Six Corp. (8763), SkyTerra Rollup LLC (N/A), SkyTerra Rollup Sub LLC (N/A), SkyTerra Investors LLC (N/A), TMI Communications Delaware, Limited Partnership (4456), LightSquared GP Inc. (6190), LightSquared LP (3801), ATC Technologies, LLC (3432), LightSquared Corp. (1361), LightSquared Finance Co. (6962), LightSquared Network LLC (1750), LightSquared Inc. of Virginia (9725), LightSquared Subsidiary LLC (9821), Lightsquared Bermuda Ltd. (7247), SkyTerra Holdings (Canada) Inc. (0631), SkyTerra (Canada) Inc. (0629) and One Dot Six TVCC Corp. (0040). The location of the debtors' corporate headquarters is 450 Park Avenue, Suite 2201, New York, NY 10022.

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

In re:	)	Chapter 11
LIGHTSQUARED INC., <i>et al.</i>,	)	Case No. 12-_____ ()
Debtors. ¹	)	Joint Administration Requested

**CORPORATE OWNERSHIP STATEMENT PURSUANT TO
FEDERAL RULE OF BANKRUPTCY PROCEDURE 1007(A)(1) AND
RULE 1007-3 OF LOCAL BANKRUPTCY RULES FOR UNITED STATES
BANKRUPTCY COURT FOR SOUTHERN DISTRICT OF NEW YORK**

In accordance with Rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure and Rule 1007-3 of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York, this corporate ownership statement includes a list and organizational chart reflecting the corporations that directly or indirectly own 10% or more of any class of equity interests for each Debtor entity.

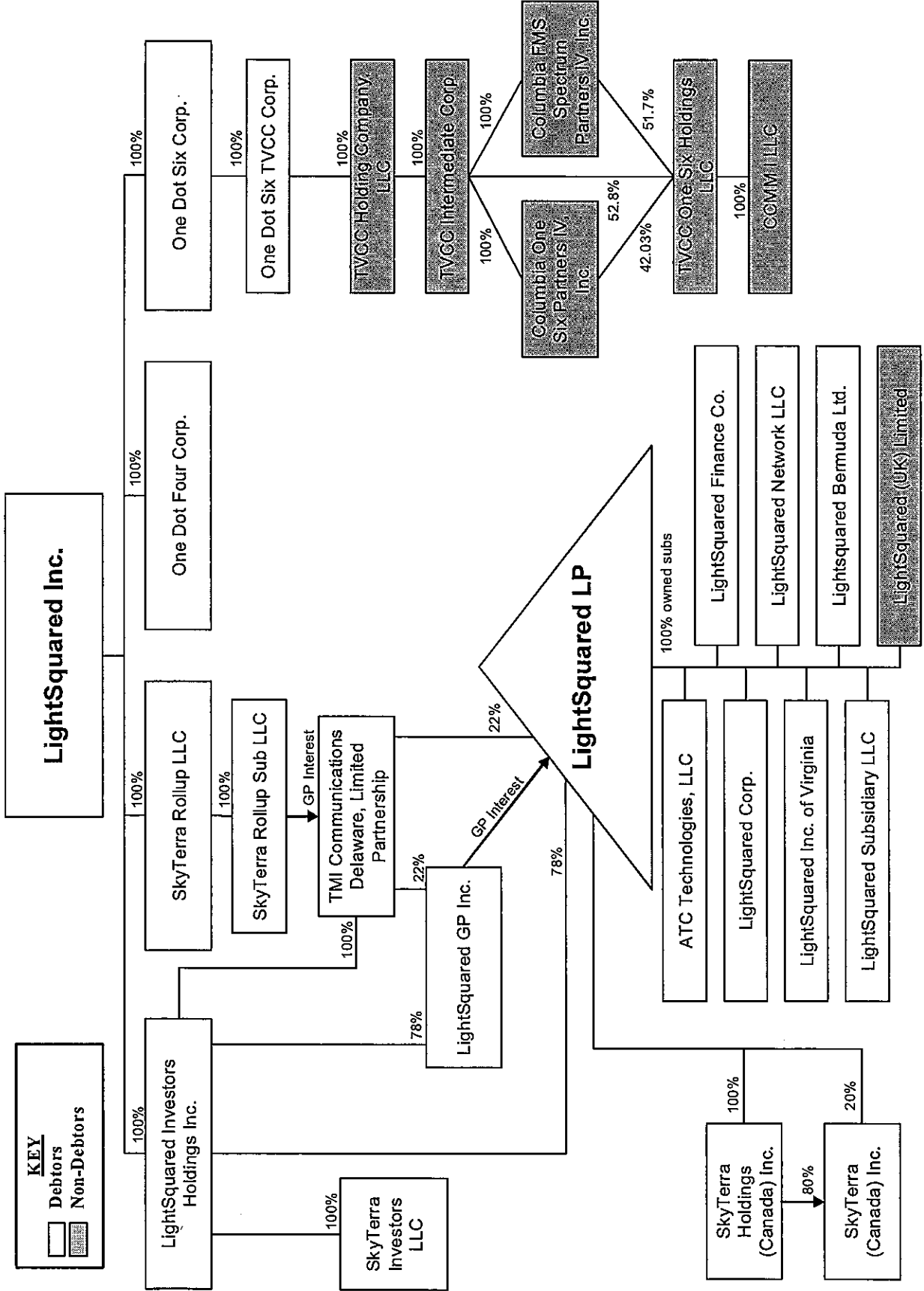
Name of Debtor	Direct Owner(s)	Indirect Owner(s)
LightSquared Inc.	HGW US Holding Company, L.P.	
One Dot Four Corp.	LightSquared Inc.	HGW US Holding Company, L.P.
SkyTerra Rollup LLC	LightSquared Inc.	HGW US Holding Company, L.P.
SkyTerra Rollup Sub LLC	SkyTerra Rollup LLC	HGW US Holding Company, L.P. LightSquared Inc.
LightSquared Investors Holdings Inc.	LightSquared Inc.	HGW US Holding Company, L.P.
SkyTerra Investors LLC	LightSquared Investors Holdings Inc.	HGW US Holding Company, L.P. LightSquared Inc.

¹ The debtors in these chapter 11 cases, along with the last four digits of each debtor's federal or foreign tax or registration identification number, are: LightSquared Inc. (8845), LightSquared Investors Holdings Inc. (0984), One Dot Four Corp. (8806), One Dot Six Corp. (8763), SkyTerra Rollup LLC (N/A), SkyTerra Rollup Sub LLC (N/A), SkyTerra Investors LLC (N/A), TMI Communications Delaware, Limited Partnership (4456), LightSquared GP Inc. (6190), LightSquared LP (3801), ATC Technologies, LLC (3432), LightSquared Corp. (1361), LightSquared Finance Co. (6962), LightSquared Network LLC (1750), LightSquared Inc. of Virginia (9725), LightSquared Subsidiary LLC (9821), Lightsquared Bermuda Ltd. (7247), SkyTerra Holdings (Canada) Inc. (0631), SkyTerra (Canada) Inc. (0629) and One Dot Six TVCC Corp. (0040). The location of the debtors' corporate headquarters is 450 Park Avenue, Suite 2201, New York, NY 10022.

Name of Debtor	Direct Owner(s)	Indirect Owner(s)
TMI Communications Delaware, Limited Partnership	LightSquared Investors Holdings Inc.	HGW US Holding Company, L.P. LightSquared Inc.
LightSquared GP Inc.	LightSquared Investors Holdings Inc. TMI Communications Delaware, Limited Partnership	HGW US Holding Company, L.P. LightSquared Inc.
LightSquared LP	LightSquared Investors Holdings Inc. TMI Communications Delaware, Limited Partnership	HGW US Holding Company, L.P. LightSquared Inc.
ATC Technologies, LLC	LightSquared LP	HGW US Holding Company, L.P. LightSquared Inc. LightSquared Investors Holdings Inc. TMI Communications Delaware, Limited Partnership
LightSquared Corp.	LightSquared LP	HGW US Holding Company, L.P. LightSquared Inc. LightSquared Investors Holdings Inc. TMI Communications Delaware, Limited Partnership
LightSquared Finance Co.	LightSquared LP	HGW US Holding Company, L.P. LightSquared Inc. LightSquared Investors Holdings Inc. TMI Communications Delaware, Limited Partnership
LightSquared Network LLC	LightSquared LP	HGW US Holding Company, L.P. LightSquared Inc. LightSquared Investors Holdings Inc. TMI Communications Delaware, Limited Partnership
LightSquared Inc. of Virginia	LightSquared LP	HGW US Holding Company, L.P. LightSquared Inc. LightSquared Investors Holdings Inc. TMI Communications Delaware, Limited Partnership
LightSquared Subsidiary LLC	LightSquared LP	HGW US Holding Company, L.P. LightSquared Inc. LightSquared Investors Holdings Inc. TMI Communications Delaware, Limited Partnership
Lightsquared Bermuda Ltd.	LightSquared LP	HGW US Holding Company, L.P. LightSquared Inc. LightSquared Investors Holdings Inc. TMI Communications Delaware, Limited Partnership
SkyTerra Holdings (Canada) Inc.	LightSquared LP	HGW US Holding Company, L.P. LightSquared Inc. LightSquared Investors Holdings Inc. TMI Communications Delaware, Limited Partnership

Name of Debtor	Direct Owner(s)	Indirect Owner(s)
SkyTerra (Canada) Inc.	LightSquared LP SkyTerra Holdings (Canada) Inc.	HGW US Holding Company, L.P. LightSquared Inc. LightSquared Investors Holdings Inc. TMI Communications Delaware, Limited Partnership
One Dot Six Corp.	LightSquared Inc.	HGW US Holding Company, L.P.
One Dot Six TVCC Corp.	One Dot Six Corp.	HGW US Holding Company, L.P. LightSquared Inc.

LIGHTSQUARED ORGANIZATIONAL CHART



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

In re:)	
	)	Chapter 11
LIGHTSQUARED INC., <i>et al.</i> ,)	
	)	Case No. 12-_____ ()
Debtors. ¹)	
	)	Joint Administration Requested
)	

DECLARATION CONCERNING CORPORATE OWNERSHIP STATEMENT

Pursuant to 28 U.S.C. § 1746, I, Marc R. Montagner, the undersigned authorized officer of each of the Debtors, declare under penalty of perjury that I have reviewed the corporate ownership statement and that it is true and correct to the best of my knowledge, information and belief.

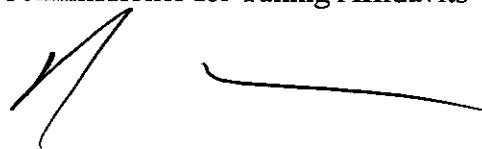
Dated: May 14, 2012

/s/ Marc R. Montagner
Marc R. Montagner
Chief Financial Officer

¹ The debtors in these chapter 11 cases, along with the last four digits of each debtor's federal or foreign tax or registration identification number, are: LightSquared Inc. (8845), LightSquared Investors Holdings Inc. (0984), One Dot Four Corp. (8806), One Dot Six Corp. (8763), SkyTerra Rollup LLC (N/A), SkyTerra Rollup Sub LLC (N/A), SkyTerra Investors LLC (N/A), TMI Communications Delaware, Limited Partnership (4456), LightSquared GP Inc. (6190), LightSquared LP (3801), ATC Technologies, LLC (3432), LightSquared Corp. (1361), LightSquared Finance Co. (6962), LightSquared Network LLC (1750), LightSquared Inc. of Virginia (9725), LightSquared Subsidiary LLC (9821), Lightsquared Bermuda Ltd. (7247), SkyTerra Holdings (Canada) Inc. (0631), SkyTerra (Canada) Inc. (0629) and One Dot Six TVCC Corp. (0040). The location of the debtors' corporate headquarters is 450 Park Avenue, Suite 2201, New York, NY 10022.

Exhibit "C" to the Affidavit of Kate H. Stigler,
sworn before me this 14th day of May, 2012.

Commissioner for Taking Affidavits

A handwritten signature in black ink, consisting of a series of connected loops and a long horizontal stroke at the end.

Jane Olive Dietrich

UNITED STATES BANKRUPTCY COURT Southern District of New York					1 of 21 VOLUNTARY PETITION					
Name of Debtor (if individual, enter Last, First, Middle): One Dot Four Corp.					Name of Joint Debtor (Spouse) (Last, First, Middle):					
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):					All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):					
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all): 27-0818806					Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all):					
Street Address of Debtor (No. and Street, City, and State): 10802 Parkridge Blvd., Reston, VA <div style="text-align: right;">ZIP CODE 20191</div>					Street Address of Joint Debtor (No. and Street, City, and State): <div style="text-align: right;">ZIP CODE</div>					
County of Residence or of the Principal Place of Business: Fairfax					County of Residence or of the Principal Place of Business:					
Mailing Address of Debtor (if different from street address): <div style="text-align: right;">ZIP CODE</div>					Mailing Address of Joint Debtor (if different from street address): <div style="text-align: right;">ZIP CODE</div>					
Location of Principal Assets of Business Debtor (if different from street address above): <div style="text-align: right;">ZIP CODE</div>										
Type of Debtor (Form of Organization) (Check one box.) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)		Nature of Business (Check one box.) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other		Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box.) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding						
Chapter 15 Debtors Country of debtor's center of main interests: Each country in which a foreign proceeding by, regarding, or against debtor is pending:		Tax-Exempt Entity (Check box, if applicable.) <input type="checkbox"/> Debtor is a tax-exempt organization under title 26 of the United States Code (the Internal Revenue Code).		Nature of Debts (Check one box.) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.						
Filing Fee (Check one box.) <input checked="" type="checkbox"/> Full Filing Fee attached. <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.					Chapter 11 Debtors Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 (amount subject to adjustment on 4/01/13 and every three years thereafter). Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).					
Statistical/Administrative Information <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.										THIS SPACE IS FOR COURT USE ONLY
Estimated Number of Creditors <input checked="" type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> Over 100,000										
Estimated Assets <input checked="" type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion										
Estimated Liabilities <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input checked="" type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion										

Voluntary Petition <i>(This page must be completed and filed in every case.)</i>		2 of 2		Name of Debtor(s): One Dot Four Corp.	
All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)					
Location Where Filed:		Case Number:		Date Filed:	
Location Where Filed:		Case Number:		Date Filed:	
Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet.)					
Name of Debtor: See attached Schedule 1		Case Number:		Date Filed:	
District: Southern District of New York		Relationship:		Judge:	
<p style="text-align: center;">Exhibit A</p> <p>(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)</p> <p><input type="checkbox"/> Exhibit A is attached and made a part of this petition.</p>			<p style="text-align: center;">Exhibit B</p> <p>(To be completed if debtor is an individual whose debts are primarily consumer debts.)</p> <p>I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b).</p> <p>X _____ Signature of Attorney for Debtor(s) (Date)</p>		
<p style="text-align: center;">Exhibit C</p> <p>Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?</p> <p><input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition.</p> <p><input checked="" type="checkbox"/> No.</p>					
<p style="text-align: center;">Exhibit D</p> <p>(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)</p> <p><input type="checkbox"/> Exhibit D, completed and signed by the debtor, is attached and made a part of this petition.</p> <p>If this is a joint petition:</p> <p><input type="checkbox"/> Exhibit D, also completed and signed by the joint debtor, is attached and made a part of this petition.</p>					
<p style="text-align: center;">Information Regarding the Debtor - Venue (Check any applicable box.)</p> <p><input type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.</p> <p><input checked="" type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.</p> <p><input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.</p>					
<p style="text-align: center;">Certification by a Debtor Who Resides as a Tenant of Residential Property (Check all applicable boxes.)</p> <p><input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)</p> <p style="text-align: right;">_____ (Name of landlord that obtained judgment)</p> <p style="text-align: right;">_____ (Address of landlord)</p> <p><input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and</p> <p><input type="checkbox"/> Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.</p> <p><input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(f)).</p>					

Voluntary Petition

(This page must be completed and filed in every case.)

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Name of Debtor(s):
One Dot Four Corp.

Signatures

Signature(s) of Debtor(s) (Individual/Joint)

I declare under penalty of perjury that the information provided in this petition is true and correct.

[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.

[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X _____
Signature of Debtor

X _____
Signature of Joint Debtor

Telephone Number (if not represented by attorney)

Date

Signature of a Foreign Representative

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only one box.)

☐ I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.

☐ Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X _____
(Signature of Foreign Representative)

(Printed Name of Foreign Representative)

Date

Signature of Attorney*

X /s/ Matthew S. Barr
Signature of Attorney for Debtor(s)
Matthew S. Barr
Printed Name of Attorney for Debtor(s)
Milbank, Tweed, Hadley & McCloy LLP
Firm Name

1 Chase Manhattan Plaza
New York, NY 10005

Address
212-530-5000

Telephone Number
05/14/2012

Date

*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X /s/ Marc R. Montagner
Signature of Authorized Individual
Marc R. Montagner
Printed Name of Authorized Individual
Chief Financial Officer
Title of Authorized Individual
05/14/2012
Date

Signature of Non-Attorney Bankruptcy Petition Preparer

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

Printed Name and title, if any, of Bankruptcy Petition Preparer

Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social-Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)

Address

X _____
Signature

Date

Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.

Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual.

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.

Schedule 1

Pending Bankruptcy Cases Filed by
Debtor and Affiliates of Debtor

On May 14, 2012, each of the affiliated entities listed below (collectively, the “Debtors”) has filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532, in the United States Bankruptcy Court for the Southern District of New York. Contemporaneously therewith, the Debtors filed a motion requesting that their chapter 11 cases be consolidated for procedural purposes only and jointly administered.

ATC Technologies, LLC
Lightsquared Bermuda Ltd.
LightSquared Corp.
LightSquared Finance Co.
LightSquared GP Inc.
LightSquared Inc.
LightSquared Inc. of Virginia
LightSquared Investors Holdings Inc.
LightSquared LP
LightSquared Network LLC
LightSquared Subsidiary LLC
One Dot Four Corp.
One Dot Six Corp.
One Dot Six TVCC Corp.
SkyTerra (Canada) Inc.
SkyTerra Holdings (Canada) Inc.
SkyTerra Investors LLC
SkyTerra Rollup LLC
SkyTerra Rollup Sub LLC
TMI Communications Delaware, Limited Partnership

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

In re:)	
	)	Chapter 11
LIGHTSQUARED INC., <i>et al.</i> ,)	
	)	Case No. 12-_____ (___)
Debtors. ¹)	
	)	Joint Administration Requested
)	

EXHIBIT C TO VOLUNTARY PETITION

1. Identify and briefly describe all real or personal property owned by or in possession of the debtor that, to the best of the debtor's knowledge, poses or is alleged to pose a threat of imminent and identifiable harm to the public health or safety (attach additional sheets if necessary):

The Debtor does not believe it owns or possesses any real or personal property that poses or is alleged to pose a threat of imminent and identifiable harm to the public health or safety. To the extent that the Debtor has an interest in such property, to the best of the Debtor's knowledge, the Debtor is in compliance with all applicable laws, including, without limitation, all environmental laws and regulations.

2. With respect to each parcel of real property or item of personal property identified in question 1, describe the nature and location of the dangerous condition, whether environmental or otherwise, that poses or is alleged to pose a threat of imminent and identifiable harm to the public health or safety (attach additional sheets if necessary):

The Debtor is not aware of any real or alleged dangerous conditions existing on or related to any real or personal property owned or possessed by the Debtor.

¹ The debtors in these chapter 11 cases, along with the last four digits of each debtor's federal or foreign tax or registration identification number, are: LightSquared Inc. (8845), LightSquared Investors Holdings Inc. (0984), One Dot Four Corp. (8806), One Dot Six Corp. (8763), SkyTerra Rollup LLC (N/A), SkyTerra Rollup Sub LLC (N/A), SkyTerra Investors LLC (N/A), TMI Communications Delaware, Limited Partnership (4456), LightSquared GP Inc. (6190), LightSquared LP (3801), ATC Technologies, LLC (3432), LightSquared Corp. (1361), LightSquared Finance Co. (6962), LightSquared Network LLC (1750), LightSquared Inc. of Virginia (9725), LightSquared Subsidiary LLC (9821), Lightsquared Bermuda Ltd. (7247), SkyTerra Holdings (Canada) Inc. (0631), SkyTerra (Canada) Inc. (0629) and One Dot Six TVCC Corp. (0040). The location of the debtors' corporate headquarters is 450 Park Avenue, Suite 2201, New York, NY 10022.

**WRITTEN CONSENT
OF
THE BOARD OF DIRECTORS
OF
ONE DOT FOUR CORP.**

May 14, 2012

The undersigned, being all of the members of the Board of Directors of One Dot Four Corp., a Delaware corporation (the “Company”), acting by written consent without a meeting, do hereby consent to, adopt and approve the following resolutions and each and every action effected thereby:

WHEREAS, the Board of Directors of the Company (the “Board”), has reviewed the materials presented by its financial, legal and other advisors and has held numerous discussions (including, without limitation, with management and such advisors) regarding such materials and the liabilities and liquidity situation of the Company, the strategic alternatives available to it and the impact of the foregoing on the Company’s businesses and operations; and

WHEREAS, such discussions included a full consideration of the strategic alternatives available to the Company;

NOW, it is hereby:

**I. Voluntary Petition Under the Provisions of
Chapter 11 of the United States Bankruptcy Code**

RESOLVED, that in the best judgment of the Board, it is desirable and in the best interests of the Company, its stockholder, creditors, and other stakeholders and parties in interest (including, without limitation, any and all direct and indirect subsidiaries of the Company), that the Company file or cause to be filed both (i) a voluntary petition for relief under the provisions of chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (as amended, the “Bankruptcy Code”), and (ii) a corresponding foreign recognition proceeding (the “Recognition Proceeding”) in the Ontario Superior Court of Justice (Commercial List) under Part IV of the Companies’ Creditors Arrangement Act (the “CCAA”), including the appointment of LightSquared LP, a Delaware limited partnership, as the foreign representative of each of the chapter 11 debtors in connection with the Recognition Proceeding (the “Foreign Representative”); and

RESOLVED, that each of Marc R. Montagner and Curtis Lu, Esq. (collectively, the “Authorized Persons”), and such other officers of the Company as the Authorized Persons shall from time to time designate, acting alone or with one or more other Authorized Persons, be, and hereby are, authorized, empowered, and directed, in the name and on behalf of the Company, to execute and verify a

petition under chapter 11 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court") at such time and as said Authorized Persons executing the same shall determine, and to file all petitions, schedules, lists and other motions, papers or documents, and to take any and all action that they deem necessary or proper to obtain such relief, including, without limitation, any action necessary to maintain the ordinary course operation of the Company's business; and

RESOLVED, that the Authorized Persons be, and they hereby are, authorized and directed to employ the law firm of Milbank, Tweed, Hadley & McCloy LLP ("Milbank") as general bankruptcy counsel to represent and assist the Company and any and all of its subsidiaries in carrying out their duties under the Bankruptcy Code and to take any and all actions to advance the Company's and any and all of its subsidiaries' rights and obligations, including filing any pleadings; and, in connection therewith, the Authorized Persons are hereby authorized and directed to (i) execute appropriate retention agreements, (ii) pay appropriate retainers prior to and immediately upon filing of the chapter 11 case, and (iii) cause to be executed and filed an appropriate application for authority to retain the services of Milbank; and

RESOLVED, that the Authorized Persons be, and they hereby are, authorized and directed to employ the law firm of Fraser Milner Casgrain LLP ("FMC") (i) as general Canadian counsel to represent and assist the Company and any and all of its subsidiaries in carrying out their duties under the CCAA and to take any and all actions to advance the Company's and any and all of its subsidiaries' rights and obligations, including filing any pleadings in the Recognition Proceeding, and (ii) as counsel to represent and assist the Foreign Representative in carrying out its duties under the CCAA and to take any and all actions to advance the Foreign Representative's rights and obligations, including filing any pleadings in the Recognition Proceedings; and, in connection therewith, the Authorized Persons are hereby authorized and directed to (i) execute appropriate retention agreements, (ii) pay appropriate retainers prior to and immediately upon filing of the Recognition Proceeding, and (iii) cause to be executed and filed an appropriate application for authority to retain the services of FMC; and

RESOLVED, that the Authorized Persons be, and they hereby are, authorized and directed to employ the firm of Moelis & Company ("Moelis") as investment banker and financial advisor to represent and assist the Company and any and all of its subsidiaries in carrying out their duties under the Bankruptcy Code and to take any and all actions to advance the Company's and any and all of its subsidiaries' rights and obligations; and, in connection therewith, the Authorized Persons are hereby authorized and directed to (i) execute appropriate retention agreements, (ii) pay appropriate retainers prior to and immediately upon filing of the chapter 11 case, and (iii) cause to be executed and filed an appropriate application for authority to retain the services of Moelis; and

RESOLVED, that the Authorized Persons be, and they hereby are, authorized and directed to employ the firm of Alvarez & Marsal North America, LLC ("A&M") as financial advisor to represent and assist the Company and any and all of its subsidiaries in carrying out their duties under the Bankruptcy Code and to take any and all actions to advance the Company's and any and all of its subsidiaries' rights and obligations; and, in connection therewith, the Authorized Persons are hereby authorized and directed to (i) execute appropriate retention agreements, (ii) pay appropriate retainers prior to and immediately upon filing of the chapter 11 case, and (iii) cause to be executed and filed an appropriate application for authority to retain the services of A&M; and

RESOLVED, that the Authorized Persons be, and they hereby are, authorized and directed to employ the firm of Kurtzman Carson Consultants LLC ("KCC") as claims and noticing agent to represent and assist the Company and any and all of its subsidiaries in carrying out their duties under the Bankruptcy Code and to take any and all actions to advance the Company's and any and all of its subsidiaries' rights and obligations; and, in connection therewith, the Authorized Persons are hereby authorized and directed to (i) execute appropriate retention agreements, (ii) pay appropriate retainers prior to and immediately upon filing of the chapter 11 case, and (iii) cause to be executed and filed an appropriate application for authority to retain the services of KCC; and

RESOLVED, that the Authorized Persons be, and they hereby are, authorized and directed to employ any other professionals, including, without limitation, Alvarez & Marsal Canada Inc. as information officer, as they deem necessary or appropriate in their sole discretion to assist the Company and any and all of its subsidiaries in carrying out their duties under the Bankruptcy Code and the CCAA, as applicable, including, without limitation, the (i) execution of appropriate retention agreements, (ii) payment of appropriate retainers prior to or immediately upon the filing of the chapter 11 case and/or the Recognition Proceeding, and (iii) filing of appropriate applications for authority to retain the services of any other professionals as they shall in their sole discretion deem necessary or desirable; and

RESOLVED, that the Authorized Persons be, and they hereby are, authorized and directed to employ any other professionals as they deem necessary or appropriate in their sole discretion to assist the Company and any and all of its subsidiaries in carrying out their duties under the Bankruptcy Code and the CCAA, as applicable, including without limitation the execution of appropriate retention agreements, payment of appropriate retainers prior to or immediately upon the filing of the chapter 11 case and/or the Recognition Proceeding, the filing of appropriate applications for authority to retain the services of any other professionals as they shall in their sole discretion deem necessary or desirable; and

RESOLVED, that each of the Authorized Persons, and such other officers of the Company as the Authorized Persons shall from time to time designate, be, and each hereby is, authorized and empowered to negotiate for and obtain postpetition financing according to terms to be negotiated by management of the Company, including under debtor-in-possession credit facilities or relating to the use of cash collateral or other similar arrangements, including, without limitation, to enter into any guarantees and to pledge and grant liens on its assets as may be contemplated by or required under the terms of such postpetition financing or cash collateral agreements or other similar arrangements; and in connection therewith, the officers of the Company be, and each hereby is, authorized and directed to execute appropriate loan agreements, guarantees, cash collateral agreements and related ancillary documents; and

RESOLVED, that each of the Authorized Persons, and such other officers of the Company as the Authorized Persons shall from time to time designate, and any employees or agents (including counsel) designated by or directed by any such officers, be, and each hereby is, authorized, empowered and directed, in the name and on behalf of the Company, to cause the Company to enter into, execute, deliver, certify, file and/or record, and perform such agreements, instruments, motions, affidavits, applications for approvals or ruling of governmental or regulatory authorities, certificates or other documents, and to take such other action as in the judgment of such person shall be or become necessary, proper, and desirable to effectuate a successful reorganization of the business of the Company; and

RESOLVED, that in connection with the chapter 11 case, each of the Authorized Persons, and such other officers of the Company as the Authorized Persons shall from time to time designate, be, and each hereby is, authorized and empowered on behalf of and in the name of the Company, to negotiate, execute, deliver, and perform or cause the performance of any notes, guarantees, security agreements, other agreements, consents, certificates or instruments as such person considers necessary, appropriate, desirable, or advisable to effectuate borrowings or other financial arrangements, such determination to be evidenced by such execution or taking of such action.

II. Further Actions and Prior Actions

RESOLVED, that in addition to the specific authorizations heretofore conferred upon the Authorized Persons, each of the officers of the Company or their designees shall be, and each of them, acting alone, hereby is, authorized, directed and empowered, in the name of, and on behalf of, the Company, to take or cause to be taken any and all such further actions, to execute and deliver any and all such agreements, certificates, instruments and other documents and to pay all expenses, including filing fees, in each case as in such officer or officers shall determine in his or their sole discretion to be necessary or desirable to fully carry out the intent and accomplish the purposes of the resolutions adopted herein or to

fully accomplish any and all actions taken in connection with the chapter 11 filing and/or Recognition Proceeding contemplated thereby; and

RESOLVED, that all acts, actions and transactions relating to the matters contemplated by the foregoing resolutions done in the name of and on behalf of the Company, which acts would have been approved by the foregoing resolutions except that such acts were taken before these resolutions were certified, are hereby in all respects approved, confirmed and ratified.

[Remainder of Page Intentionally Left Blank]

IN WITNESS WHEREOF, the undersigned have executed this Written Consent as of the date first written above.

By: /s/ Sanjiv Ahuja
Name: Sanjiv Ahuja
Title: Director

By: /s/ Robert Lambert
Name: Robert Lambert
Title: Director

By: /s/ Keith M. Hladek
Name: Keith M. Hladek
Title: Director

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

In re:

LIGHTSQUARED INC., *et al.*,

Debtors.¹

)
) Chapter 11
)
) Case No. 12-_____ (____)
)
) Joint Administration Requested
)

**CONSOLIDATED LIST OF CREDITORS HOLDING
20 LARGEST UNSECURED CLAIMS**

On May 14, 2012, LightSquared Inc. and certain of its affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “Debtors”), each filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532. Pursuant to Rule 1007-2(a)(4) of the Local Bankruptcy Rules for the Southern District of New York, the following provides information with respect to the holders of the twenty (20) largest unsecured claims against the Debtors on a consolidated basis.

The information contained herein shall not constitute an admission of liability by, nor is it binding on, the Debtors. The Debtors reserve all rights to assert that any debt or claim listed herein is a disputed claim or debt, and to challenge the priority, nature, amount or status of any such claim or debt. In the event of any inconsistencies between the summaries set forth below and the respective corporate and legal documents relating to such obligations, the descriptions in the corporate and legal documents shall control. The schedule estimates outstanding claim amounts (including principal and interest) as of May 12, 2012.

¹ The debtors in these chapter 11 cases, along with the last four digits of each debtor’s federal or foreign tax or registration identification number, are: LightSquared Inc. (8845), LightSquared Investors Holdings Inc. (0984), One Dot Four Corp. (8806), One Dot Six Corp. (8763), SkyTerra Rollup LLC (N/A), SkyTerra Rollup Sub LLC (N/A), SkyTerra Investors LLC (N/A), TMI Communications Delaware, Limited Partnership (4456), LightSquared GP Inc. (6190), LightSquared LP (3801), ATC Technologies, LLC (3432), LightSquared Corp. (1361), LightSquared Finance Co. (6962), LightSquared Network LLC (1750), LightSquared Inc. of Virginia (9725), LightSquared Subsidiary LLC (9821), Lightsquared Bermuda Ltd. (7247), SkyTerra Holdings (Canada) Inc. (0631), SkyTerra (Canada) Inc. (0629) and One Dot Six TVCC Corp. (0040). The location of the debtors’ corporate headquarters is 450 Park Avenue, Suite 2201, New York, NY 10022.

No.	Holder of Claim	Name of Person Familiar with Debtors' Account/Mailing Address/Phone Number/Fax Number	Amount of Claim	Nature of Claim	Contingent, Unliquidated, Disputed, Or Subject To Setoff
1	Boeing Satellite Systems Inc.	2260 E. Imperial Hwy. El Segundo, CA 90245 Attn: Mr. W. James McNerney Jr., President and CEO Tel: 310-364-4000 Fax: 310-364-6677	\$7,483,005.75	Trade	Contingent, Disputed
2	Alcatel-Lucent	3 av. Octave Gréard 75007 Paris, France Attn: Mr. Ben Verwaayen, Chief Executive Officer Tel: +33 (0)1 40 76 10 10 Email: execoffice@alcatel- lucent.com	\$7,343,549.00	Trade	Contingent, Disputed
3	AnyDATA Corporation	5 Oldfield Irvine, CA 92618 Attn: Dr. Soon B. Shin, President & CEO Tel: 949-900-6040 Fax: 949-600-9909	\$690,000.00	Trade	Contingent, Disputed
4	Bandrich Inc.	No. 188, 7f, Baociao Rd Sin-Dian City Taipei, Taiwan 23146 Attn: Dr. Wen-Yi Kuo, CEO Tel: +866 - 2 - 2799 - 8851 Fax: +866 - 2 - 2799 - 8812	\$390,600.00	Trade	Contingent, Disputed
5	Burson-Marsteller	230 Park Avenue South New York, NY 10003-1528 Attn: Mr. Tony Telloni, Market Leader Tel: 212-614-4000 Fax: 212-598-5320	\$264,761.75	Trade	
6	Level 3 Communications LLC	1025 Eldorado Boulevard Broomfield, CO 80021 Attn: Mr. James Q. Crowe, CEO Tel: 720-888-1000 Fax: 720-888-5085	\$169,436.84	Trade	Disputed
7	Oracle Inc.	500 Oracle Parkway Redwood Shores, CA 94065 Attn: Mr. Lawrence J Ellison, CEO Tel: 650-506-7000 Fax: 650-506-7200	\$163,979.61	Trade	

No.	Holder of Claim	Name of Person Familiar with Debtors' Account/Mailing Address/Phone Number/Fax Number	Amount of Claim	Nature of Claim	Contingent, Unliquidated, Disputed, Or Subject To Setoff
8	SBA Structures Inc.	2900 Broken Sound Parkway, NW Boca Raton, FL 33487 Attn: Mr. Jeffrey A Stoops, President & CEO Tel: 561-995-7670 Fax: 561-989-5374	\$100,800.00	Trade	Disputed
9	SBA Towers III LLC	2900 Broken Sound Parkway, NW Boca Raton, FL 33487 Attn: Mr. Jeffrey A Stoops, President & CEO Tel: 561-995-7670 Fax: 561-989-5374	\$77,350.00	Trade	Disputed
10	USAC	2000 L Street NW, Suite 200 Washington, DC 20036 Attn: Mr. Scott Barash, Acting CEO Tel: 202-776-0200 Fax: 202-776-0080	\$56,686.66	Professional	
11	Liebert Services Inc.	1050 Dearborn Drive Columbus, OH 43085 Attn: Mr. Bob Bauer, Group Vice President Tel: 614-888-0246 Fax: 614-841-6882	\$39,115.20	Trade	
12	Westar Satellite Services LP	777 Westar Lane Cedar Hill, TX 75104 Attn: Mr. Rob Tannor, CEO Tel: 972-291-6000 Fax: 972-291-6030	\$38,451.76	Landlord	
13	Shockey Scofield Solutions, LLC	333 N Fairfax St Ste 100 Alexandria, VA 22314 Attn: Mr. John Scofield Tel: 202-507-1721 Email: scofield@s-3group.com	\$35,000.00	Professional	
14	Intelsat	3400 International Drive Northwest Washington, DC 20008 Attn: Mr. David McGlade, CEO Tel: 202-944-6800 Fax: 202-944-7898	\$32,609.89	Landlord	

No.	Holder of Claim	Name of Person Familiar with Debtors' Account/Mailing Address/Phone Number/Fax Number	Amount of Claim	Nature of Claim	Contingent, Unliquidated, Disputed, Or Subject To Setoff
15	SED Systems	18 Innovation Place Saskatoon, SK S7K 3P7 Canada Attn: Mr. Brent McConnell, President Tel: 306-931-3425 Fax: 306-933-1486	\$31,640.70	Landlord	
16	Cyberbridge	1515 E Wdfield Road # 860 Schaumburg, IL 60173 Attn: Brij Shah, President Tel: 847-598-1101 Fax: 847-413-1635	\$28,969.70	Trade	
17	Mehlman Capitol Strategies	1750 K Street, NW, Suite 350 Washington, DC 20006 Attn: Ms. Amy Mehlman Tel: 202-457-1970 Fax: 202-457-1971	\$20,000.00	Professional	
18	Verizon	140 West Street New York, NY 10007 Attn: Mr. Lawrence T. Babbio, Jr., President Tel: 212-395-1000 Fax: 212-571-1897	\$15,716.59	Trade	
19	AT&T	208 South Akard Street Dallas, TX 75202 Attn: Mr. Randall Stephenson, CEO Tel: 210-821-4105 Fax: 314-331-9896	\$15,181.34	Trade	
20	Polaris Logistics	22650 Executive Dr. , Suite 137 Sterling, VA 20166 Attn: Mr. Alan Clem, Senior Account Executive Tel: 703-435-2858 Fax: 410-712-4657	\$11,770.00	Landlord	

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

_____)	
In re:	)	Chapter 11
)	
LIGHTSQUARED INC., <i>et al.</i>,	)	Case No. 12-_____ ()
)	
Debtors. ²	)	Joint Administration Requested
_____)	

**DECLARATION FOR CONSOLIDATED LIST OF CREDITORS
HOLDING 20 LARGEST UNSECURED CLAIMS**

Pursuant to 28 U.S.C. § 1746, I, Marc R. Montagner, the undersigned authorized officer of each of the Debtors, declare under penalty of perjury that I have reviewed the foregoing consolidated list of creditors holding the twenty (20) largest unsecured claims against the Debtors and that it is true and correct to the best of my knowledge, information and belief.

Dated: May 14, 2012

/s/ Marc R. Montagner
Marc R. Montagner
Chief Financial Officer

² The debtors in these chapter 11 cases, along with the last four digits of each debtor's federal or foreign tax or registration identification number, are: LightSquared Inc. (8845), LightSquared Investors Holdings Inc. (0984), One Dot Four Corp. (8806), One Dot Six Corp. (8763), SkyTerra Rollup LLC (N/A), SkyTerra Rollup Sub LLC (N/A), SkyTerra Investors LLC (N/A), TMI Communications Delaware, Limited Partnership (4456), LightSquared GP Inc. (6190), LightSquared LP (3801), ATC Technologies, LLC (3432), LightSquared Corp. (1361), LightSquared Finance Co. (6962), LightSquared Network LLC (1750), LightSquared Inc. of Virginia (9725), LightSquared Subsidiary LLC (9821), Lightsquared Bermuda Ltd. (7247), SkyTerra Holdings (Canada) Inc. (0631), SkyTerra (Canada) Inc. (0629) and One Dot Six TVCC Corp. (0040). The location of the debtors' corporate headquarters is 450 Park Avenue, Suite 2201, New York, NY 10022.

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

)	
In re:	)	Chapter 11
)	
LIGHTSQUARED INC., <i>et al.</i>,	)	Case No. 12-_____ ()
)	
Debtors. ¹	)	Joint Administration Requested
)	

**CORPORATE OWNERSHIP STATEMENT PURSUANT TO
FEDERAL RULE OF BANKRUPTCY PROCEDURE 1007(A)(1) AND
RULE 1007-3 OF LOCAL BANKRUPTCY RULES FOR UNITED STATES
BANKRUPTCY COURT FOR SOUTHERN DISTRICT OF NEW YORK**

In accordance with Rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure and Rule 1007-3 of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York, this corporate ownership statement includes a list and organizational chart reflecting the corporations that directly or indirectly own 10% or more of any class of equity interests for each Debtor entity.

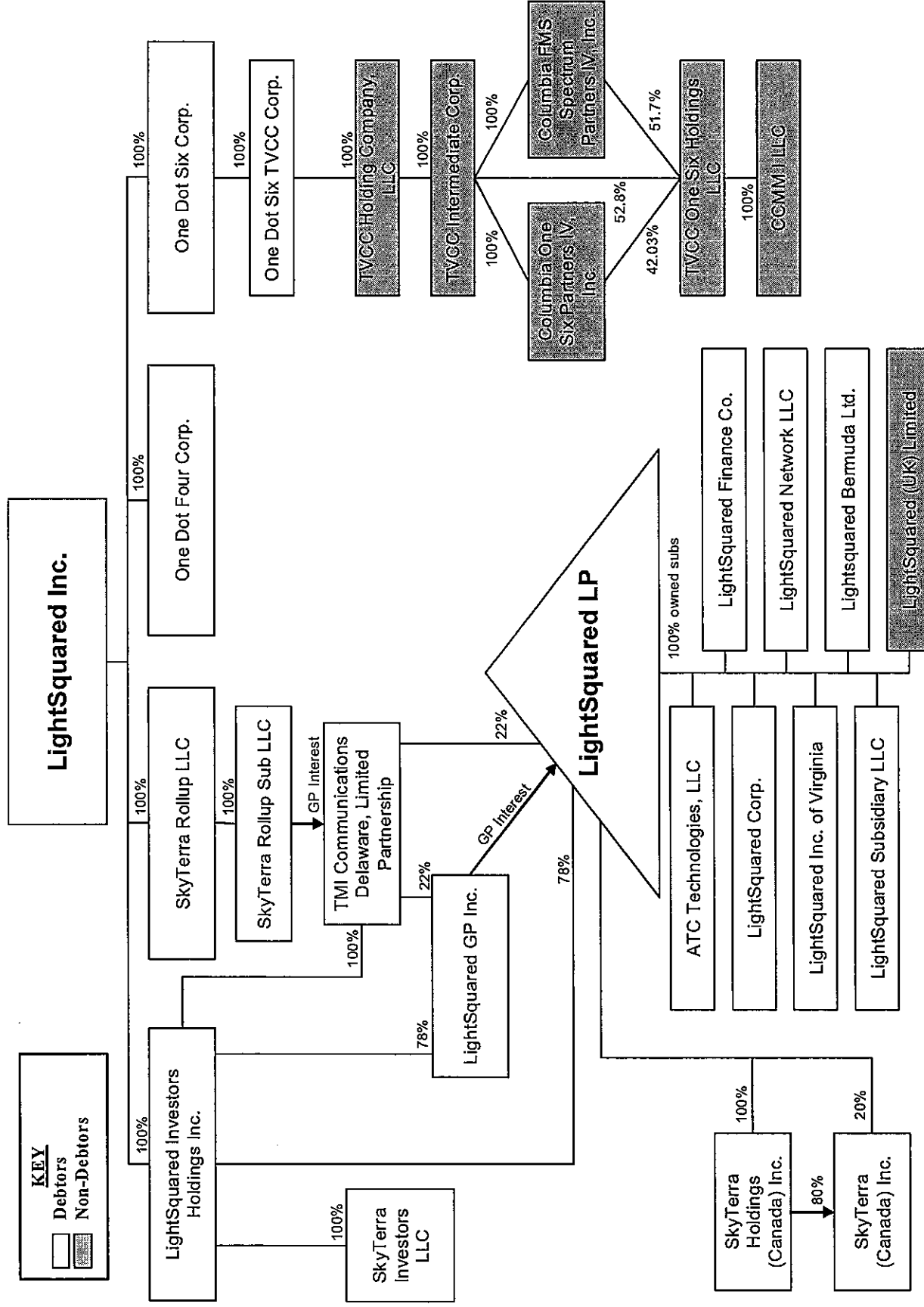
Name of Debtor	Direct Owner(s)	Indirect Owner(s)
LightSquared Inc.	HGW US Holding Company, L.P.	
One Dot Four Corp.	LightSquared Inc.	HGW US Holding Company, L.P.
SkyTerra Rollup LLC	LightSquared Inc.	HGW US Holding Company, L.P.
SkyTerra Rollup Sub LLC	SkyTerra Rollup LLC	HGW US Holding Company, L.P. LightSquared Inc.
LightSquared Investors Holdings Inc.	LightSquared Inc.	HGW US Holding Company, L.P.
SkyTerra Investors LLC	LightSquared Investors Holdings Inc.	HGW US Holding Company, L.P. LightSquared Inc.

¹ The debtors in these chapter 11 cases, along with the last four digits of each debtor's federal or foreign tax or registration identification number, are: LightSquared Inc. (8845), LightSquared Investors Holdings Inc. (0984), One Dot Four Corp. (8806), One Dot Six Corp. (8763), SkyTerra Rollup LLC (N/A), SkyTerra Rollup Sub LLC (N/A), SkyTerra Investors LLC (N/A), TMI Communications Delaware, Limited Partnership (4456), LightSquared GP Inc. (6190), LightSquared LP (3801), ATC Technologies, LLC (3432), LightSquared Corp. (1361), LightSquared Finance Co. (6962), LightSquared Network LLC (1750), LightSquared Inc. of Virginia (9725), LightSquared Subsidiary LLC (9821), Lightsquared Bermuda Ltd. (7247), SkyTerra Holdings (Canada) Inc. (0631), SkyTerra (Canada) Inc. (0629) and One Dot Six TVCC Corp. (0040). The location of the debtors' corporate headquarters is 450 Park Avenue, Suite 2201, New York, NY 10022.

Name of Debtor	Direct Owner(s)	Indirect Owner(s)
TMI Communications Delaware, Limited Partnership	LightSquared Investors Holdings Inc.	HGW US Holding Company, L.P. LightSquared Inc.
LightSquared GP Inc.	LightSquared Investors Holdings Inc. TMI Communications Delaware, Limited Partnership	HGW US Holding Company, L.P. LightSquared Inc.
LightSquared LP	LightSquared Investors Holdings Inc. TMI Communications Delaware, Limited Partnership	HGW US Holding Company, L.P. LightSquared Inc.
ATC Technologies, LLC	LightSquared LP	HGW US Holding Company, L.P. LightSquared Inc. LightSquared Investors Holdings Inc. TMI Communications Delaware, Limited Partnership
LightSquared Corp.	LightSquared LP	HGW US Holding Company, L.P. LightSquared Inc. LightSquared Investors Holdings Inc. TMI Communications Delaware, Limited Partnership
LightSquared Finance Co.	LightSquared LP	HGW US Holding Company, L.P. LightSquared Inc. LightSquared Investors Holdings Inc. TMI Communications Delaware, Limited Partnership
LightSquared Network LLC	LightSquared LP	HGW US Holding Company, L.P. LightSquared Inc. LightSquared Investors Holdings Inc. TMI Communications Delaware, Limited Partnership
LightSquared Inc. of Virginia	LightSquared LP	HGW US Holding Company, L.P. LightSquared Inc. LightSquared Investors Holdings Inc. TMI Communications Delaware, Limited Partnership
LightSquared Subsidiary LLC	LightSquared LP	HGW US Holding Company, L.P. LightSquared Inc. LightSquared Investors Holdings Inc. TMI Communications Delaware, Limited Partnership
Lightsquared Bermuda Ltd.	LightSquared LP	HGW US Holding Company, L.P. LightSquared Inc. LightSquared Investors Holdings Inc. TMI Communications Delaware, Limited Partnership
SkyTerra Holdings (Canada) Inc.	LightSquared LP	HGW US Holding Company, L.P. LightSquared Inc. LightSquared Investors Holdings Inc. TMI Communications Delaware, Limited Partnership

Name of Debtor	Direct Owner(s)	Indirect Owner(s)
SkyTerra (Canada) Inc.	LightSquared LP SkyTerra Holdings (Canada) Inc.	HGW US Holding Company, L.P. LightSquared Inc. LightSquared Investors Holdings Inc. TMI Communications Delaware, Limited Partnership
One Dot Six Corp.	LightSquared Inc.	HGW US Holding Company, L.P.
One Dot Six TVCC Corp.	One Dot Six Corp.	HGW US Holding Company, L.P. LightSquared Inc.

LIGHTSQUARED ORGANIZATIONAL CHART



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

)	
In re:	)	Chapter 11
)	
LIGHTSQUARED INC., <i>et al.</i>,	)	Case No. 12-_____ ()
)	
Debtors. ¹	)	Joint Administration Requested
)	

DECLARATION CONCERNING CORPORATE OWNERSHIP STATEMENT

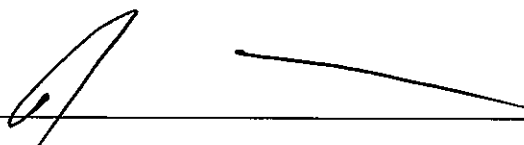
Pursuant to 28 U.S.C. § 1746, I, Marc R. Montagner, the undersigned authorized officer of each of the Debtors, declare under penalty of perjury that I have reviewed the corporate ownership statement and that it is true and correct to the best of my knowledge, information and belief.

Dated: May 14, 2012

/s/ Marc R. Montagner
Marc R. Montagner
Chief Financial Officer

¹ The debtors in these chapter 11 cases, along with the last four digits of each debtor's federal or foreign tax or registration identification number, are: LightSquared Inc. (8845), LightSquared Investors Holdings Inc. (0984), One Dot Four Corp. (8806), One Dot Six Corp. (8763), SkyTerra Rollup LLC (N/A), SkyTerra Rollup Sub LLC (N/A), SkyTerra Investors LLC (N/A), TMI Communications Delaware, Limited Partnership (4456), LightSquared GP Inc. (6190), LightSquared LP (3801), ATC Technologies, LLC (3432), LightSquared Corp. (1361), LightSquared Finance Co. (6962), LightSquared Network LLC (1750), LightSquared Inc. of Virginia (9725), LightSquared Subsidiary LLC (9821), Lightsquared Bermuda Ltd. (7247), SkyTerra Holdings (Canada) Inc. (0631), SkyTerra (Canada) Inc. (0629) and One Dot Six TVCC Corp. (0040). The location of the debtors' corporate headquarters is 450 Park Avenue, Suite 2201, New York, NY 10022.

Exhibit “D” to the Affidavit of Kate H. Stigler,
sworn before me this 14th day of May, 2012.



Commissioner for Taking Affidavits

Jane Olive Dietrich

UNITED STATES BANKRUPTCY COURT Southern District of New York					1 of 21 VOLUNTARY PETITION					
Name of Debtor (if individual, enter Last, First, Middle): One Dot Six Corp.					Name of Joint Debtor (Spouse) (Last, First, Middle):					
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):					All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):					
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all): 27-0818763					Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all):					
Street Address of Debtor (No. and Street, City, and State): 10802 Parkridge Blvd., Reston, VA <div style="text-align: right;">ZIP CODE 20191</div>					Street Address of Joint Debtor (No. and Street, City, and State): <div style="text-align: right;">ZIP CODE</div>					
County of Residence or of the Principal Place of Business: Fairfax					County of Residence or of the Principal Place of Business:					
Mailing Address of Debtor (if different from street address): <div style="text-align: right;">ZIP CODE</div>					Mailing Address of Joint Debtor (if different from street address): <div style="text-align: right;">ZIP CODE</div>					
Location of Principal Assets of Business Debtor (if different from street address above): Polaris Logistics, 6675 Amberton Dr Ste1, Elkridge, MD <div style="text-align: right;">ZIP CODE 21075</div>										
Type of Debtor (Form of Organization) (Check one box.) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)		Nature of Business (Check one box.) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other		Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box.) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding						
Chapter 15 Debtors Country of debtor's center of main interests: Each country in which a foreign proceeding by, regarding, or against debtor is pending:		Tax-Exempt Entity (Check box, if applicable.) <input type="checkbox"/> Debtor is a tax-exempt organization under title 26 of the United States Code (the Internal Revenue Code).		Nature of Debts (Check one box.) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.						
Filing Fee (Check one box.) <input checked="" type="checkbox"/> Full Filing Fee attached. <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.					Chapter 11 Debtors Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 (amount subject to adjustment on 4/01/13 and every three years thereafter). <hr/> Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).					
Statistical/Administrative Information <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.										THIS SPACE IS FOR COURT USE ONLY
Estimated Number of Creditors <input checked="" type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> Over 100,000										
Estimated Assets <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input checked="" type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion										
Estimated Liabilities <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input checked="" type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion										

Voluntary Petition <i>(This page must be completed and filed in every case.)</i>		2 of 21	Name of Debtor(s): One Dot Six Corp.
All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)			
Location Where Filed:	Case Number:	Date Filed:	
Location Where Filed:	Case Number:	Date Filed:	
Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet.)			
Name of Debtor: See attached Schedule 1	Case Number:	Date Filed:	
District: Southern District of New York	Relationship:	Judge:	
<div style="text-align: center;">Exhibit A</div> <p>(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)</p> <p><input type="checkbox"/> Exhibit A is attached and made a part of this petition.</p>		<div style="text-align: center;">Exhibit B</div> <p>(To be completed if debtor is an individual whose debts are primarily consumer debts.)</p> <p>I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b).</p> <p>X _____ Signature of Attorney for Debtor(s) (Date)</p>	
<div style="text-align: center;">Exhibit C</div> <p>Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?</p> <p><input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition.</p> <p><input checked="" type="checkbox"/> No.</p>			
<div style="text-align: center;">Exhibit D</div> <p>(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)</p> <p><input type="checkbox"/> Exhibit D, completed and signed by the debtor, is attached and made a part of this petition.</p> <p>If this is a joint petition:</p> <p><input type="checkbox"/> Exhibit D, also completed and signed by the joint debtor, is attached and made a part of this petition.</p>			
<div style="text-align: center;">Information Regarding the Debtor - Venue</div> <p>(Check any applicable box.)</p> <p><input type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.</p> <p><input checked="" type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.</p> <p><input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.</p>			
<div style="text-align: center;">Certification by a Debtor Who Resides as a Tenant of Residential Property</div> <p>(Check all applicable boxes.)</p> <p><input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)</p> <div style="margin-left: 400px;"> _____ (Name of landlord that obtained judgment) </div> <div style="margin-left: 400px;"> _____ (Address of landlord) </div> <p><input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and</p> <p><input type="checkbox"/> Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.</p> <p><input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).</p>			

Voluntary Petition

(This page must be completed and filed in every case.)

3 of 21

Name of Debtor(s):

One Dot Six Corp.

Signatures**Signature(s) of Debtor(s) (Individual/Joint)**

I declare under penalty of perjury that the information provided in this petition is true and correct.

[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.

[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X _____
Signature of Debtor

X _____
Signature of Joint Debtor

Telephone Number (if not represented by attorney)

Date

Signature of Attorney*

X /s/ Matthew S. Barr
Signature of Attorney for Debtor(s)
Matthew S. Barr
Printed Name of Attorney for Debtor(s)
Milbank, Tweed, Hadley & McCloy LLP
Firm Name

1 Chase Manhattan Plaza
New York, NY 10005

Address
212-530-5000

Telephone Number
05/14/2012

Date

*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X /s/ Marc R. Montagner
Signature of Authorized Individual
Marc R. Montagner
Printed Name of Authorized Individual
Chief Financial Officer
Title of Authorized Individual
05/14/2012
Date

Signature of a Foreign Representative

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only one box.)

☐ I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.

☐ Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X _____
(Signature of Foreign Representative)

(Printed Name of Foreign Representative)

Date

Signature of Non-Attorney Bankruptcy Petition Preparer

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

Printed Name and title, if any, of Bankruptcy Petition Preparer

Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social-Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)

Address

X _____
Signature

Date

Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.

Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual.

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.

Schedule 1

Pending Bankruptcy Cases Filed by
Debtor and Affiliates of Debtor

On May 14, 2012, each of the affiliated entities listed below (collectively, the "Debtors") has filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532, in the United States Bankruptcy Court for the Southern District of New York. Contemporaneously therewith, the Debtors filed a motion requesting that their chapter 11 cases be consolidated for procedural purposes only and jointly administered.

ATC Technologies, LLC
Lightsquared Bermuda Ltd.
LightSquared Corp.
LightSquared Finance Co.
LightSquared GP Inc.
LightSquared Inc.
LightSquared Inc. of Virginia
LightSquared Investors Holdings Inc.
LightSquared LP
LightSquared Network LLC
LightSquared Subsidiary LLC
One Dot Four Corp.
One Dot Six Corp.
One Dot Six TVCC Corp.
SkyTerra (Canada) Inc.
SkyTerra Holdings (Canada) Inc.
SkyTerra Investors LLC
SkyTerra Rollup LLC
SkyTerra Rollup Sub LLC
TMI Communications Delaware, Limited Partnership

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

In re:)	
	)	Chapter 11
LIGHTSQUARED INC., <i>et al.</i> ,)	
	)	Case No. 12-_____ (___)
Debtors. ¹)	
	)	Joint Administration Requested
)	

EXHIBIT C TO VOLUNTARY PETITION

1. Identify and briefly describe all real or personal property owned by or in possession of the debtor that, to the best of the debtor's knowledge, poses or is alleged to pose a threat of imminent and identifiable harm to the public health or safety (attach additional sheets if necessary):

The Debtor does not believe it owns or possesses any real or personal property that poses or is alleged to pose a threat of imminent and identifiable harm to the public health or safety. To the extent that the Debtor has an interest in such property, to the best of the Debtor's knowledge, the Debtor is in compliance with all applicable laws, including, without limitation, all environmental laws and regulations.

2. With respect to each parcel of real property or item of personal property identified in question 1, describe the nature and location of the dangerous condition, whether environmental or otherwise, that poses or is alleged to pose a threat of imminent and identifiable harm to the public health or safety (attach additional sheets if necessary):

The Debtor is not aware of any real or alleged dangerous conditions existing on or related to any real or personal property owned or possessed by the Debtor.

¹ The debtors in these chapter 11 cases, along with the last four digits of each debtor's federal or foreign tax or registration identification number, are: LightSquared Inc. (8845), LightSquared Investors Holdings Inc. (0984), One Dot Four Corp. (8806), One Dot Six Corp. (8763), SkyTerra Rollup LLC (N/A), SkyTerra Rollup Sub LLC (N/A), SkyTerra Investors LLC (N/A), TMI Communications Delaware, Limited Partnership (4456), LightSquared GP Inc. (6190), LightSquared LP (3801), ATC Technologies, LLC (3432), LightSquared Corp. (1361), LightSquared Finance Co. (6962), LightSquared Network LLC (1750), LightSquared Inc. of Virginia (9725), LightSquared Subsidiary LLC (9821), Lightsquared Bermuda Ltd. (7247), SkyTerra Holdings (Canada) Inc. (0631), SkyTerra (Canada) Inc. (0629) and One Dot Six TVCC Corp. (0040). The location of the debtors' corporate headquarters is 450 Park Avenue, Suite 2201, New York, NY 10022.

**WRITTEN CONSENT
OF
THE BOARD OF DIRECTORS
OF
ONE DOT SIX CORP.**

May 14, 2012

The undersigned, being all of the members of the Board of Directors of One Dot Six Corp., a Delaware corporation (the "Company"), acting by written consent without a meeting, do hereby consent to, adopt and approve the following resolutions and each and every action effected thereby:

WHEREAS, the Board of Directors of the Company (the "Board"), has reviewed the materials presented by its financial, legal and other advisors and has held numerous discussions (including, without limitation, with management and such advisors) regarding such materials and the liabilities and liquidity situation of the Company, the strategic alternatives available to it and the impact of the foregoing on the Company's businesses and operations; and

WHEREAS, such discussions included a full consideration of the strategic alternatives available to the Company;

NOW, it is hereby:

**I. Voluntary Petition Under the Provisions of
Chapter 11 of the United States Bankruptcy Code**

RESOLVED, that in the best judgment of the Board, it is desirable and in the best interests of the Company, its stockholder, creditors, and other stakeholders and parties in interest (including, without limitation, the direct and indirect subsidiaries of the Company), that the Company file or cause to be filed both (i) a voluntary petition for relief under the provisions of chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (as amended, the "Bankruptcy Code"), and (ii) a corresponding foreign recognition proceeding (the "Recognition Proceeding") in the Ontario Superior Court of Justice (Commercial List) under Part IV of the Companies' Creditors Arrangement Act (the "CCAA"), including the appointment of LightSquared LP, a Delaware limited partnership, as the foreign representative of each of the chapter 11 debtors in connection with the Recognition Proceeding (the "Foreign Representative"); and

RESOLVED, that each of Marc R. Montagner and Curtis Lu, Esq. (collectively, the "Authorized Persons"), and such other officers of the Company as the Authorized Persons shall from time to time designate, acting alone or with one or more other Authorized Persons, be, and hereby are, authorized, empowered, and directed, in the name and on behalf of the Company, to execute and verify a

petition under chapter 11 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court") at such time and as said Authorized Persons executing the same shall determine, and to file all petitions, schedules, lists and other motions, papers or documents, and to take any and all action that they deem necessary or proper to obtain such relief, including, without limitation, any action necessary to maintain the ordinary course operation of the Company's business; and

RESOLVED, that the Authorized Persons be, and they hereby are, authorized and directed to employ the law firm of Milbank, Tweed, Hadley & McCloy LLP ("Milbank") as general bankruptcy counsel to represent and assist the Company and its subsidiaries in carrying out their duties under the Bankruptcy Code and to take any and all actions to advance the Company's and its subsidiaries' rights and obligations, including filing any pleadings; and, in connection therewith, the Authorized Persons are hereby authorized and directed to (i) execute appropriate retention agreements, (ii) pay appropriate retainers prior to and immediately upon filing of the chapter 11 case, and (iii) cause to be executed and filed an appropriate application for authority to retain the services of Milbank; and

RESOLVED, that the Authorized Persons be, and they hereby are, authorized and directed to employ the law firm of Fraser Milner Casgrain LLP ("FMC") (i) as general Canadian counsel to represent and assist the Company and its subsidiaries in carrying out their duties under the CCAA and to take any and all actions to advance the Company's and its subsidiaries' rights and obligations, including filing any pleadings in the Recognition Proceeding, and (ii) as counsel to represent and assist the Foreign Representative in carrying out its duties under the CCAA and to take any and all actions to advance the Foreign Representative's rights and obligations, including filing any pleadings in the Recognition Proceedings; and, in connection therewith, the Authorized Persons are hereby authorized and directed to (i) execute appropriate retention agreements, (ii) pay appropriate retainers prior to and immediately upon filing of the Recognition Proceeding, and (iii) cause to be executed and filed an appropriate application for authority to retain the services of FMC; and

RESOLVED, that the Authorized Persons be, and they hereby are, authorized and directed to employ the firm of Moelis & Company ("Moelis") as investment banker and financial advisor to represent and assist the Company and its subsidiaries in carrying out their duties under the Bankruptcy Code and to take any and all actions to advance the Company's and its subsidiaries' rights and obligations; and, in connection therewith, the Authorized Persons are hereby authorized and directed to (i) execute appropriate retention agreements, (ii) pay appropriate retainers prior to and immediately upon filing of the chapter 11 case, and (iii) cause to be executed and filed an appropriate application for authority to retain the services of Moelis; and

RESOLVED, that the Authorized Persons be, and they hereby are, authorized and directed to employ the firm of Alvarez & Marsal North America, LLC ("A&M") as financial advisor to represent and assist the Company and its subsidiaries in carrying out their duties under the Bankruptcy Code and to take any and all actions to advance the Company's and its subsidiaries' rights and obligations; and, in connection therewith, the Authorized Persons are hereby authorized and directed to (i) execute appropriate retention agreements, (ii) pay appropriate retainers prior to and immediately upon filing of the chapter 11 case, and (iii) cause to be executed and filed an appropriate application for authority to retain the services of A&M; and

RESOLVED, that the Authorized Persons be, and they hereby are, authorized and directed to employ the firm of Kurtzman Carson Consultants LLC ("KCC") as claims and noticing agent to represent and assist the Company and its subsidiaries in carrying out their duties under the Bankruptcy Code and to take any and all actions to advance the Company's and its subsidiaries' rights and obligations; and, in connection therewith, the Authorized Persons are hereby authorized and directed to (i) execute appropriate retention agreements, (ii) pay appropriate retainers prior to and immediately upon filing of the chapter 11 case, and (iii) cause to be executed and filed an appropriate application for authority to retain the services of KCC; and

RESOLVED, that the Authorized Persons be, and they hereby are, authorized and directed to employ any other professionals, including, without limitation, Alvarez & Marsal Canada Inc. as information officer, as they deem necessary or appropriate in their sole discretion to assist the Company and its subsidiaries in carrying out their duties under the Bankruptcy Code and the CCAA, as applicable, including, without limitation, the (i) execution of appropriate retention agreements, (ii) payment of appropriate retainers prior to or immediately upon the filing of the chapter 11 case and/or the Recognition Proceeding, and (iii) filing of appropriate applications for authority to retain the services of any other professionals as they shall in their sole discretion deem necessary or desirable; and

RESOLVED, that the Authorized Persons be, and they hereby are, authorized and directed to employ any other professionals as they deem necessary or appropriate in their sole discretion to assist the Company and its subsidiaries in carrying out their duties under the Bankruptcy Code and the CCAA, as applicable, including without limitation the execution of appropriate retention agreements, payment of appropriate retainers prior to or immediately upon the filing of the chapter 11 case and/or the Recognition Proceeding, the filing of appropriate applications for authority to retain the services of any other professionals as they shall in their sole discretion deem necessary or desirable; and

RESOLVED, that each of the Authorized Persons, and such other officers of the Company as the Authorized Persons shall from time to time designate, be, and

each hereby is, authorized and empowered to negotiate for and obtain postpetition financing according to terms to be negotiated by management of the Company, including under debtor-in-possession credit facilities or relating to the use of cash collateral or other similar arrangements, including, without limitation, to enter into any guarantees and to pledge and grant liens on its assets as may be contemplated by or required under the terms of such postpetition financing or cash collateral agreements or other similar arrangements; and in connection therewith, the officers of the Company be, and each hereby is, authorized and directed to execute appropriate loan agreements, guarantees, cash collateral agreements and related ancillary documents; and

RESOLVED, that each of the Authorized Persons, and such other officers of the Company as the Authorized Persons shall from time to time designate, and any employees or agents (including counsel) designated by or directed by any such officers, be, and each hereby is, authorized, empowered and directed, in the name and on behalf of the Company, to cause the Company to enter into, execute, deliver, certify, file and/or record, and perform such agreements, instruments, motions, affidavits, applications for approvals or ruling of governmental or regulatory authorities, certificates or other documents, and to take such other action as in the judgment of such person shall be or become necessary, proper, and desirable to effectuate a successful reorganization of the business of the Company; and

RESOLVED, that in connection with the chapter 11 case, each of the Authorized Persons, and such other officers of the Company as the Authorized Persons shall from time to time designate, be, and each hereby is, authorized and empowered on behalf of and in the name of the Company, to negotiate, execute, deliver, and perform or cause the performance of any notes, guarantees, security agreements, other agreements, consents, certificates or instruments as such person considers necessary, appropriate, desirable, or advisable to effectuate borrowings or other financial arrangements, such determination to be evidenced by such execution or taking of such action.

II. Further Actions and Prior Actions

RESOLVED, that in addition to the specific authorizations heretofore conferred upon the Authorized Persons, each of the officers of the Company or their designees shall be, and each of them, acting alone, hereby is, authorized, directed and empowered, in the name of, and on behalf of, the Company, to take or cause to be taken any and all such further actions, to execute and deliver any and all such agreements, certificates, instruments and other documents and to pay all expenses, including filing fees, in each case as in such officer or officers shall determine in his or their sole discretion to be necessary or desirable to fully carry out the intent and accomplish the purposes of the resolutions adopted herein or to fully accomplish any and all actions taken in connection with the chapter 11 filing and/or Recognition Proceeding contemplated thereby; and

RESOLVED, that all acts, actions and transactions relating to the matters contemplated by the foregoing resolutions done in the name of and on behalf of the Company, which acts would have been approved by the foregoing resolutions except that such acts were taken before these resolutions were certified, are hereby in all respects approved, confirmed and ratified.

[Remainder of Page Intentionally Left Blank]

IN WITNESS WHEREOF, the undersigned have executed this Written Consent as of the date first written above.

By: /s/ Sanjiv Ahuja
Name: Sanjiv Ahuja
Title: Director

By: /s/ Robert Lambert
Name: Robert Lambert
Title: Director

By: /s/ Keith M. Hladek
Name: Keith M. Hladek
Title: Director

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

In re:)	
	)	Chapter 11
LIGHTSQUARED INC., <i>et al.</i> ,)	
	)	Case No. 12-_____ (___)
)	
Debtors. ¹	)	Joint Administration Requested
)	

**CONSOLIDATED LIST OF CREDITORS HOLDING
20 LARGEST UNSECURED CLAIMS**

On May 14, 2012, LightSquared Inc. and certain of its affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “Debtors”), each filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532. Pursuant to Rule 1007-2(a)(4) of the Local Bankruptcy Rules for the Southern District of New York, the following provides information with respect to the holders of the twenty (20) largest unsecured claims against the Debtors on a consolidated basis.

The information contained herein shall not constitute an admission of liability by, nor is it binding on, the Debtors. The Debtors reserve all rights to assert that any debt or claim listed herein is a disputed claim or debt, and to challenge the priority, nature, amount or status of any such claim or debt. In the event of any inconsistencies between the summaries set forth below and the respective corporate and legal documents relating to such obligations, the descriptions in the corporate and legal documents shall control. The schedule estimates outstanding claim amounts (including principal and interest) as of May 12, 2012.

¹ The debtors in these chapter 11 cases, along with the last four digits of each debtor’s federal or foreign tax or registration identification number, are: LightSquared Inc. (8845), LightSquared Investors Holdings Inc. (0984), One Dot Four Corp. (8806), One Dot Six Corp. (8763), SkyTerra Rollup LLC (N/A), SkyTerra Rollup Sub LLC (N/A), SkyTerra Investors LLC (N/A), TMI Communications Delaware, Limited Partnership (4456), LightSquared GP Inc. (6190), LightSquared LP (3801), ATC Technologies, LLC (3432), LightSquared Corp. (1361), LightSquared Finance Co. (6962), LightSquared Network LLC (1750), LightSquared Inc. of Virginia (9725), LightSquared Subsidiary LLC (9821), Lightsquared Bermuda Ltd. (7247), SkyTerra Holdings (Canada) Inc. (0631), SkyTerra (Canada) Inc. (0629) and One Dot Six TVCC Corp. (0040). The location of the debtors’ corporate headquarters is 450 Park Avenue, Suite 2201, New York, NY 10022.

No.	Holder of Claim	Name of Person Familiar with Debtors' Account/Mailing Address/Phone Number/Fax Number	Amount of Claim	Nature of Claim	Contingent, Unliquidated, Disputed, Or Subject To Setoff
1	Boeing Satellite Systems Inc.	2260 E. Imperial Hwy. El Segundo, CA 90245 Attn: Mr. W. James McNerney Jr., President and CEO Tel: 310-364-4000 Fax: 310-364-6677	\$7,483,005.75	Trade	Contingent, Disputed
2	Alcatel-Lucent	3 av. Octave Gréard 75007 Paris, France Attn: Mr. Ben Verwaayen, Chief Executive Officer Tel: +33 (0)1 40 76 10 10 Email: execoffice@alcatel-lucent.com	\$7,343,549.00	Trade	Contingent, Disputed
3	AnyDATA Corporation	5 Oldfield Irvine, CA 92618 Attn: Dr. Soon B. Shin, President & CEO Tel: 949-900-6040 Fax: 949-600-9909	\$690,000.00	Trade	Contingent, Disputed
4	Bandrich Inc.	No. 188, 7f, Baociao Rd Sin-Dian City Taipei, Taiwan 23146 Attn: Dr. Wen-Yi Kuo, CEO Tel: +866 - 2 - 2799 - 8851 Fax: +866 - 2 - 2799 - 8812	\$390,600.00	Trade	Contingent, Disputed
5	Burson-Marsteller	230 Park Avenue South New York, NY 10003-1528 Attn: Mr. Tony Telloni, Market Leader Tel: 212-614-4000 Fax: 212-598-5320	\$264,761.75	Trade	
6	Level 3 Communications LLC	1025 Eldorado Boulevard Broomfield, CO 80021 Attn: Mr. James Q. Crowe, CEO Tel: 720-888-1000 Fax: 720-888-5085	\$169,436.84	Trade	Disputed
7	Oracle Inc.	500 Oracle Parkway Redwood Shores, CA 94065 Attn: Mr. Lawrence J Ellison, CEO Tel: 650-506-7000 Fax: 650-506-7200	\$163,979.61	Trade	

No.	Holder of Claim	Name of Person Familiar with Debtors' Account/Mailing Address/Phone Number/Fax Number	Amount of Claim	Nature of Claim	Contingent, Unliquidated, Disputed, Or Subject To Setoff
8	SBA Structures Inc.	2900 Broken Sound Parkway, NW Boca Raton, FL 33487 Attn: Mr. Jeffrey A Stoops, President & CEO Tel: 561-995-7670 Fax: 561-989-5374	\$100,800.00	Trade	Disputed
9	SBA Towers III LLC	2900 Broken Sound Parkway, NW Boca Raton, FL 33487 Attn: Mr. Jeffrey A Stoops, President & CEO Tel: 561-995-7670 Fax: 561-989-5374	\$77,350.00	Trade	Disputed
10	USAC	2000 L Street NW, Suite 200 Washington, DC 20036 Attn: Mr. Scott Barash, Acting CEO Tel: 202-776-0200 Fax: 202-776-0080	\$56,686.66	Professional	
11	Liebert Services Inc.	1050 Dearborn Drive Columbus, OH 43085 Attn: Mr. Bob Bauer, Group Vice President Tel: 614-888-0246 Fax: 614-841-6882	\$39,115.20	Trade	
12	Westar Satellite Services LP	777 Westar Lane Cedar Hill, TX 75104 Attn: Mr. Rob Tannor, CEO Tel: 972-291-6000 Fax: 972-291-6030	\$38,451.76	Landlord	
13	Shockey Scofield Solutions, LLC	333 N Fairfax St Ste 100 Alexandria, VA 22314 Attn: Mr. John Scofield Tel: 202-507-1721 Email: scofield@s-3group.com	\$35,000.00	Professional	
14	Intelsat	3400 International Drive Northwest Washington, DC 20008 Attn: Mr. David McGlade, CEO Tel: 202-944-6800 Fax: 202-944-7898	\$32,609.89	Landlord	

No.	Holder of Claim	Name of Person Familiar with Debtors' Account/Mailing Address/Phone Number/Fax Number	Amount of Claim	Nature of Claim	Contingent, Unliquidated, Disputed, Or Subject To Setoff
15	SED Systems	18 Innovation Place Saskatoon, SK S7K 3P7 Canada Attn: Mr. Brent McConnell, President Tel: 306-931-3425 Fax: 306-933-1486	\$31,640.70	Landlord	
16	Cyberbridge	1515 E Wdfield Road # 860 Schaumburg, IL 60173 Attn: Brij Shah, President Tel: 847-598-1101 Fax: 847-413-1635	\$28,969.70	Trade	
17	Mehlman Capitol Strategies	1750 K Street, NW. Suite 350 Washington, DC 20006 Attn: Ms. Amy Mehlman Tel: 202-457-1970 Fax: 202-457-1971	\$20,000.00	Professional	
18	Verizon	140 West Street New York, NY 10007 Attn: Mr. Lawrence T. Babbio, Jr., President Tel: 212-395-1000 Fax: 212-571-1897	\$15,716.59	Trade	
19	AT&T	208 South Akard Street Dallas, TX 75202 Attn: Mr. Randall Stephenson, CEO Tel: 210-821-4105 Fax: 314-331-9896	\$15,181.34	Trade	
20	Polaris Logistics	22650 Executive Dr. , Suite 137 Sterling, VA 20166 Attn: Mr. Alan Clem, Senior Account Executive Tel: 703-435-2858 Fax: 410-712-4657	\$11,770.00	Landlord	

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

In re:	)	Chapter 11
LIGHTSQUARED INC., <i>et al.</i>,	)	Case No. 12- _____ ()
Debtors. ²	)	Joint Administration Requested

**DECLARATION FOR CONSOLIDATED LIST OF CREDITORS
HOLDING 20 LARGEST UNSECURED CLAIMS**

Pursuant to 28 U.S.C. § 1746, I, Marc R. Montagner, the undersigned authorized officer of each of the Debtors, declare under penalty of perjury that I have reviewed the foregoing consolidated list of creditors holding the twenty (20) largest unsecured claims against the Debtors and that it is true and correct to the best of my knowledge, information and belief.

Dated: May 14, 2012

/s/ Marc R. Montagner
Marc R. Montagner
Chief Financial Officer

² The debtors in these chapter 11 cases, along with the last four digits of each debtor's federal or foreign tax or registration identification number, are: LightSquared Inc. (8845), LightSquared Investors Holdings Inc. (0984), One Dot Four Corp. (8806), One Dot Six Corp. (8763), SkyTerra Rollup LLC (N/A), SkyTerra Rollup Sub LLC (N/A), SkyTerra Investors LLC (N/A), TMI Communications Delaware, Limited Partnership (4456), LightSquared GP Inc. (6190), LightSquared LP (3801), ATC Technologies, LLC (3432), LightSquared Corp. (1361), LightSquared Finance Co. (6962), LightSquared Network LLC (1750), LightSquared Inc. of Virginia (9725), LightSquared Subsidiary LLC (9821), Lightsquared Bermuda Ltd. (7247), SkyTerra Holdings (Canada) Inc. (0631), SkyTerra (Canada) Inc. (0629) and One Dot Six TVCC Corp. (0040). The location of the debtors' corporate headquarters is 450 Park Avenue, Suite 2201, New York, NY 10022.

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

In re:)	
	)	Chapter 11
LIGHTSQUARED INC., <i>et al.</i> ,)	
	)	Case No. 12-_____ ()
Debtors. ¹	)	Joint Administration Requested
)	

**CORPORATE OWNERSHIP STATEMENT PURSUANT TO
FEDERAL RULE OF BANKRUPTCY PROCEDURE 1007(A)(1) AND
RULE 1007-3 OF LOCAL BANKRUPTCY RULES FOR UNITED STATES
BANKRUPTCY COURT FOR SOUTHERN DISTRICT OF NEW YORK**

In accordance with Rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure and Rule 1007-3 of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York, this corporate ownership statement includes a list and organizational chart reflecting the corporations that directly or indirectly own 10% or more of any class of equity interests for each Debtor entity.

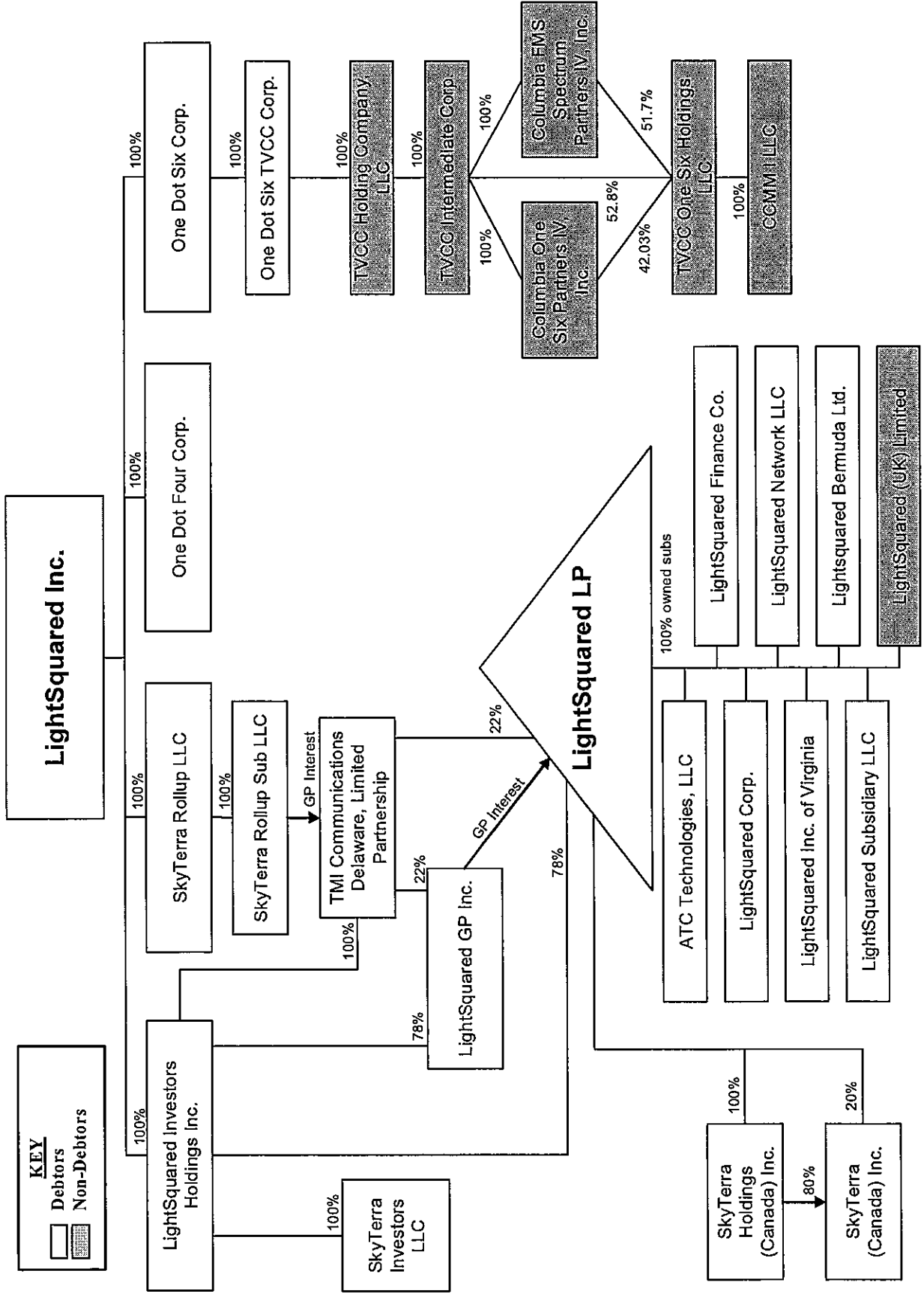
Name of Debtor	Direct Owner(s)	Indirect Owner(s)
LightSquared Inc.	HGW US Holding Company, L.P.	
One Dot Four Corp.	LightSquared Inc.	HGW US Holding Company, L.P.
SkyTerra Rollup LLC	LightSquared Inc.	HGW US Holding Company, L.P.
SkyTerra Rollup Sub LLC	SkyTerra Rollup LLC	HGW US Holding Company, L.P. LightSquared Inc.
LightSquared Investors Holdings Inc.	LightSquared Inc.	HGW US Holding Company, L.P.
SkyTerra Investors LLC	LightSquared Investors Holdings Inc.	HGW US Holding Company, L.P. LightSquared Inc.

¹ The debtors in these chapter 11 cases, along with the last four digits of each debtor's federal or foreign tax or registration identification number, are: LightSquared Inc. (8845), LightSquared Investors Holdings Inc. (0984), One Dot Four Corp. (8806), One Dot Six Corp. (8763), SkyTerra Rollup LLC (N/A), SkyTerra Rollup Sub LLC (N/A), SkyTerra Investors LLC (N/A), TMI Communications Delaware, Limited Partnership (4456), LightSquared GP Inc. (6190), LightSquared LP (3801), ATC Technologies, LLC (3432), LightSquared Corp. (1361), LightSquared Finance Co. (6962), LightSquared Network LLC (1750), LightSquared Inc. of Virginia (9725), LightSquared Subsidiary LLC (9821), Lightsquared Bermuda Ltd. (7247), SkyTerra Holdings (Canada) Inc. (0631), SkyTerra (Canada) Inc. (0629) and One Dot Six TVCC Corp. (0040). The location of the debtors' corporate headquarters is 450 Park Avenue, Suite 2201, New York, NY 10022.

Name of Debtor	Direct Owner(s)	Indirect Owner(s)
TMI Communications Delaware, Limited Partnership	LightSquared Investors Holdings Inc.	HGW US Holding Company, L.P. LightSquared Inc.
LightSquared GP Inc.	LightSquared Investors Holdings Inc. TMI Communications Delaware, Limited Partnership	HGW US Holding Company, L.P. LightSquared Inc.
LightSquared LP	LightSquared Investors Holdings Inc. TMI Communications Delaware, Limited Partnership	HGW US Holding Company, L.P. LightSquared Inc.
ATC Technologies, LLC	LightSquared LP	HGW US Holding Company, L.P. LightSquared Inc. LightSquared Investors Holdings Inc. TMI Communications Delaware, Limited Partnership
LightSquared Corp.	LightSquared LP	HGW US Holding Company, L.P. LightSquared Inc. LightSquared Investors Holdings Inc. TMI Communications Delaware, Limited Partnership
LightSquared Finance Co.	LightSquared LP	HGW US Holding Company, L.P. LightSquared Inc. LightSquared Investors Holdings Inc. TMI Communications Delaware, Limited Partnership
LightSquared Network LLC	LightSquared LP	HGW US Holding Company, L.P. LightSquared Inc. LightSquared Investors Holdings Inc. TMI Communications Delaware, Limited Partnership
LightSquared Inc. of Virginia	LightSquared LP	HGW US Holding Company, L.P. LightSquared Inc. LightSquared Investors Holdings Inc. TMI Communications Delaware, Limited Partnership
LightSquared Subsidiary LLC	LightSquared LP	HGW US Holding Company, L.P. LightSquared Inc. LightSquared Investors Holdings Inc. TMI Communications Delaware, Limited Partnership
LightSquared Bermuda Ltd.	LightSquared LP	HGW US Holding Company, L.P. LightSquared Inc. LightSquared Investors Holdings Inc. TMI Communications Delaware, Limited Partnership
SkyTerra Holdings (Canada) Inc.	LightSquared LP	HGW US Holding Company, L.P. LightSquared Inc. LightSquared Investors Holdings Inc. TMI Communications Delaware, Limited Partnership

Name of Debtor	Direct Owner(s)	Indirect Owner(s)
SkyTerra (Canada) Inc.	LightSquared LP SkyTerra Holdings (Canada) Inc.	HGW US Holding Company, L.P. LightSquared Inc. LightSquared Investors Holdings Inc. TMI Communications Delaware, Limited Partnership
One Dot Six Corp.	LightSquared Inc.	HGW US Holding Company, L.P.
One Dot Six TVCC Corp.	One Dot Six Corp.	HGW US Holding Company, L.P. LightSquared Inc.

LIGHTSQUARED ORGANIZATIONAL CHART



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

In re:

LIGHTSQUARED INC., *et al.*,

Debtors.¹

)
) Chapter 11
)
) Case No. 12-_____ (____)
)
) Joint Administration Requested
)

DECLARATION CONCERNING CORPORATE OWNERSHIP STATEMENT

Pursuant to 28 U.S.C. § 1746, I, Marc R. Montagner, the undersigned authorized officer of each of the Debtors, declare under penalty of perjury that I have reviewed the corporate ownership statement and that it is true and correct to the best of my knowledge, information and belief.

Dated: May 14, 2012

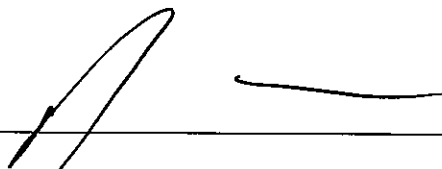
/s/ Marc R. Montagner

Marc R. Montagner
Chief Financial Officer

¹

The debtors in these chapter 11 cases, along with the last four digits of each debtor's federal or foreign tax or registration identification number, are: LightSquared Inc. (8845), LightSquared Investors Holdings Inc. (0984), One Dot Four Corp. (8806), One Dot Six Corp. (8763), SkyTerra Rollup LLC (N/A), SkyTerra Rollup Sub LLC (N/A), SkyTerra Investors LLC (N/A), TMI Communications Delaware, Limited Partnership (4456), LightSquared GP Inc. (6190), LightSquared LP (3801), ATC Technologies, LLC (3432), LightSquared Corp. (1361), LightSquared Finance Co. (6962), LightSquared Network LLC (1750), LightSquared Inc. of Virginia (9725), LightSquared Subsidiary LLC (9821), Lightsquared Bermuda Ltd. (7247), SkyTerra Holdings (Canada) Inc. (0631), SkyTerra (Canada) Inc. (0629) and One Dot Six TVCC Corp. (0040). The location of the debtors' corporate headquarters is 450 Park Avenue, Suite 2201, New York, NY 10022.

Exhibit "E" to the Affidavit of Kate H. Stigler,
sworn before me this 14th day of May, 2012.



Commissioner for Taking Affidavits

Jane Olive Dietrich

UNITED STATES BANKRUPTCY COURT Southern District of New York		1 of 21		VOLUNTARY PETITION	
Name of Debtor (if individual, enter Last, First, Middle): SkyTerra Rollup LLC			Name of Joint Debtor (Spouse) (Last, First, Middle):		
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): MSV Rollup LLC			All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):		
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all): N/A			Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all):		
Street Address of Debtor (No. and Street, City, and State): 10802 Parkridge Blvd., Reston, VA <div style="text-align: right;">ZIP CODE 20191</div>			Street Address of Joint Debtor (No. and Street, City, and State): <div style="text-align: right;">ZIP CODE</div>		
County of Residence or of the Principal Place of Business: Fairfax			County of Residence or of the Principal Place of Business:		
Mailing Address of Debtor (if different from street address): <div style="text-align: right;">ZIP CODE</div>			Mailing Address of Joint Debtor (if different from street address): <div style="text-align: right;">ZIP CODE</div>		
Location of Principal Assets of Business Debtor (if different from street address above): <div style="text-align: right;">ZIP CODE</div>					
Type of Debtor (Form of Organization) (Check one box.) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)		Nature of Business (Check one box.) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other		Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box.) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input checked="" type="checkbox"/> Chapter 9 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding <input type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13	
Chapter 15 Debtors Country of debtor's center of main interests: Each country in which a foreign proceeding by, regarding, or against debtor is pending:		Tax-Exempt Entity (Check box, if applicable.) <input type="checkbox"/> Debtor is a tax-exempt organization under title 26 of the United States Code (the Internal Revenue Code).		Nature of Debts (Check one box.) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.	
Filing Fee (Check one box.) <input checked="" type="checkbox"/> Full Filing Fee attached. <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.			Chapter 11 Debtors Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 (amount subject to adjustment on 4/01/13 and every three years thereafter). Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).		
Statistical/Administrative Information <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.					THIS SPACE IS FOR COURT USE ONLY
Estimated Number of Creditors <input checked="" type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> Over 100,000					
Estimated Assets <input checked="" type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion					
Estimated Liabilities <input checked="" type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion					

Voluntary Petition <i>(This page must be completed and filed in every case.)</i>		2 of 2		Name of Debtor(s): Sky Terra Rollup LLC	
All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)					
Location Where Filed:		Case Number:		Date Filed:	
Location Where Filed:		Case Number:		Date Filed:	
Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet.)					
Name of Debtor: See attached Schedule 1		Case Number:		Date Filed:	
District: Southern District of New York		Relationship:		Judge:	
<p style="text-align: center;">Exhibit A</p> <p>(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)</p> <p><input type="checkbox"/> Exhibit A is attached and made a part of this petition.</p>			<p style="text-align: center;">Exhibit B</p> <p>(To be completed if debtor is an individual whose debts are primarily consumer debts.)</p> <p>I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b).</p> <p>X _____ Signature of Attorney for Debtor(s) (Date)</p>		
<p style="text-align: center;">Exhibit C</p> <p>Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?</p> <p><input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition.</p> <p><input checked="" type="checkbox"/> No.</p>					
<p style="text-align: center;">Exhibit D</p> <p>(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)</p> <p><input type="checkbox"/> Exhibit D, completed and signed by the debtor, is attached and made a part of this petition.</p> <p>If this is a joint petition:</p> <p><input type="checkbox"/> Exhibit D, also completed and signed by the joint debtor, is attached and made a part of this petition.</p>					
<p style="text-align: center;">Information Regarding the Debtor - Venue (Check any applicable box.)</p> <p><input type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.</p> <p><input checked="" type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.</p> <p><input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.</p>					
<p style="text-align: center;">Certification by a Debtor Who Resides as a Tenant of Residential Property (Check all applicable boxes.)</p> <p><input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)</p> <p style="text-align: center;">_____ (Name of landlord that obtained judgment)</p> <p style="text-align: center;">_____ (Address of landlord)</p> <p><input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and</p> <p><input type="checkbox"/> Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.</p> <p><input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).</p>					

Voluntary Petition

(This page must be completed and filed in every case.)

3 of 21

Name of Debtor(s):

SkyTerra Rollup LLC

Signatures

Signature(s) of Debtor(s) (Individual/Joint)

I declare under penalty of perjury that the information provided in this petition is true and correct.

[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.

[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X _____
Signature of Debtor

X _____
Signature of Joint Debtor

Telephone Number (if not represented by attorney)

Date

Signature of a Foreign Representative

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only one box.)

☐ I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.

☐ Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X _____
(Signature of Foreign Representative)

(Printed Name of Foreign Representative)

Date

Signature of Attorney*

X /s/ Matthew S. Barr
Signature of Attorney for Debtor(s)
Matthew S. Barr
Printed Name of Attorney for Debtor(s)
Milbank, Tweed, Hadley & McCloy LLP
Firm Name

1 Chase Manhattan Plaza
New York, NY 10005

Address
212-530-5000

Telephone Number
05/14/2012

Date

*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X /s/ Marc R. Montagner
Signature of Authorized Individual
Marc R. Montagner
Printed Name of Authorized Individual
Chief Financial Officer
Title of Authorized Individual
05/14/2012
Date

Signature of Non-Attorney Bankruptcy Petition Preparer

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

Printed Name and title, if any, of Bankruptcy Petition Preparer

Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social-Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)

Address

X _____
Signature

Date

Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.

Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual.

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.

Schedule 1

Pending Bankruptcy Cases Filed by
Debtor and Affiliates of Debtor

On May 14, 2012, each of the affiliated entities listed below (collectively, the “Debtors”) has filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532, in the United States Bankruptcy Court for the Southern District of New York. Contemporaneously therewith, the Debtors filed a motion requesting that their chapter 11 cases be consolidated for procedural purposes only and jointly administered.

ATC Technologies, LLC
Lightsquared Bermuda Ltd.
LightSquared Corp.
LightSquared Finance Co.
LightSquared GP Inc.
LightSquared Inc.
LightSquared Inc. of Virginia
LightSquared Investors Holdings Inc.
LightSquared LP
LightSquared Network LLC
LightSquared Subsidiary LLC
One Dot Four Corp.
One Dot Six Corp.
One Dot Six TVCC Corp.
SkyTerra (Canada) Inc.
SkyTerra Holdings (Canada) Inc.
SkyTerra Investors LLC
SkyTerra Rollup LLC
SkyTerra Rollup Sub LLC
TMI Communications Delaware, Limited Partnership

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

In re:

LIGHTSQUARED INC., *et al.*,

Debtors.¹

)
) Chapter 11
)
) Case No. 12-____ (____)
)
) Joint Administration Requested
)

EXHIBIT C TO VOLUNTARY PETITION

1. Identify and briefly describe all real or personal property owned by or in possession of the debtor that, to the best of the debtor's knowledge, poses or is alleged to pose a threat of imminent and identifiable harm to the public health or safety (attach additional sheets if necessary):

The Debtor does not believe it owns or possesses any real or personal property that poses or is alleged to pose a threat of imminent and identifiable harm to the public health or safety. To the extent that the Debtor has an interest in such property, to the best of the Debtor's knowledge, the Debtor is in compliance with all applicable laws, including, without limitation, all environmental laws and regulations.

2. With respect to each parcel of real property or item of personal property identified in question 1, describe the nature and location of the dangerous condition, whether environmental or otherwise, that poses or is alleged to pose a threat of imminent and identifiable harm to the public health or safety (attach additional sheets if necessary):

The Debtor is not aware of any real or alleged dangerous conditions existing on or related to any real or personal property owned or possessed by the Debtor.

¹ The debtors in these chapter 11 cases, along with the last four digits of each debtor's federal or foreign tax or registration identification number, are: LightSquared Inc. (8845), LightSquared Investors Holdings Inc. (0984), One Dot Four Corp. (8806), One Dot Six Corp. (8763), SkyTerra Rollup LLC (N/A), SkyTerra Rollup Sub LLC (N/A), SkyTerra Investors LLC (N/A), TMI Communications Delaware, Limited Partnership (4456), LightSquared GP Inc. (6190), LightSquared LP (3801), ATC Technologies, LLC (3432), LightSquared Corp. (1361), LightSquared Finance Co. (6962), LightSquared Network LLC (1750), LightSquared Inc. of Virginia (9725), LightSquared Subsidiary LLC (9821), Lightsquared Bermuda Ltd. (7247), SkyTerra Holdings (Canada) Inc. (0631), SkyTerra (Canada) Inc. (0629) and One Dot Six TVCC Corp. (0040). The location of the debtors' corporate headquarters is 450 Park Avenue, Suite 2201, New York, NY 10022.

**WRITTEN CONSENT
OF LIGHTSQUARED INC.
AS SOLE MEMBER OF
SKYTERRA ROLLUP LLC**

May 14, 2012

The undersigned, LightSquared Inc., a Delaware Corporation (the "Member"), being the sole member of SkyTerra Rollup LLC, a Delaware limited liability company (the "Company"), does hereby consent to, adopt and approve the following resolutions and each and every action effected thereby:

WHEREAS, the Member has reviewed the materials presented by its financial, legal and other advisors and has held numerous discussions (including, without limitation, with management and such advisors) regarding such materials and the liabilities and liquidity situation of the Company, the strategic alternatives available to it and the impact of the foregoing on the Company's businesses and operations; and

WHEREAS, such discussions included a full consideration of the strategic alternatives available to the Company;

NOW, it is hereby:

**I. Voluntary Petition Under the Provisions of
Chapter 11 of the United States Bankruptcy Code**

RESOLVED, that in the best judgment of the Member, it is desirable and in the best interests of the Company, its equity holders, creditors, and other stakeholders and parties in interest (including, without limitation, the direct and indirect subsidiaries of the Company), that the Company file or cause to be filed both (i) a voluntary petition for relief under the provisions of chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (as amended, the "Bankruptcy Code"), and (ii) a corresponding foreign recognition proceeding (the "Recognition Proceeding") in the Ontario Superior Court of Justice (Commercial List) under Part IV of the Companies' Creditors Arrangement Act (the "CCAA"), including the appointment of LightSquared LP, a Delaware limited partnership, as the foreign representative of each of the chapter 11 debtors in connection with the Recognition Proceeding (the "Foreign Representative"); and

RESOLVED, that each of Marc R. Montagner and Curtis Lu, Esq. (collectively, the "Authorized Persons"), and such other officers of the Member as the Authorized Persons shall from time to time designate, acting alone or with one or more other Authorized Persons, be, and hereby are, authorized, empowered, and directed, in the name and on behalf of the Company, to execute and verify a petition under chapter 11 of the Bankruptcy Code and to cause the same to be

filed in the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court") at such time and as said Authorized Persons executing the same shall determine, and to file all petitions, schedules, lists and other motions, papers or documents, and to take any and all action that they deem necessary or proper to obtain such relief, including, without limitation, any action necessary to maintain the ordinary course operation of the Company's business; and

RESOLVED, that the Authorized Persons be, and they hereby are, authorized and directed to employ the law firm of Milbank, Tweed, Hadley & McCloy LLP ("Milbank") as general bankruptcy counsel to represent and assist the Company and its subsidiaries in carrying out their duties under the Bankruptcy Code and to take any and all actions to advance the Company's and its subsidiaries' rights and obligations, including filing any pleadings; and, in connection therewith, the Authorized Persons are hereby authorized and directed to (i) execute appropriate retention agreements, (ii) pay appropriate retainers prior to and immediately upon filing of the chapter 11 case, and (iii) cause to be executed and filed an appropriate application for authority to retain the services of Milbank; and

RESOLVED, that the Authorized Persons be, and they hereby are, authorized and directed to employ the law firm of Fraser Milner Casgrain LLP ("FMC") (i) as general Canadian counsel to represent and assist the Company and its subsidiaries in carrying out their duties under the CCAA and to take any and all actions to advance the Company's and its subsidiaries' rights and obligations, including filing any pleadings in the Recognition Proceeding, and (ii) as counsel to represent and assist the Foreign Representative in carrying out its duties under the CCAA and to take any and all actions to advance the Foreign Representative's rights and obligations, including filing any pleadings in the Recognition Proceedings; and, in connection therewith, the Authorized Persons are hereby authorized and directed to (i) execute appropriate retention agreements, (ii) pay appropriate retainers prior to and immediately upon filing of the Recognition Proceeding, and (iii) cause to be executed and filed an appropriate application for authority to retain the services of FMC; and

RESOLVED, that the Authorized Persons be, and they hereby are, authorized and directed to employ the firm of Moelis & Company ("Moelis") as investment banker and financial advisor to represent and assist the Company and its subsidiaries in carrying out their duties under the Bankruptcy Code and to take any and all actions to advance the Company's and its subsidiaries' rights and obligations; and, in connection therewith, the Authorized Persons are hereby authorized and directed to (i) execute appropriate retention agreements, (ii) pay appropriate retainers prior to and immediately upon filing of the chapter 11 case, and (iii) cause to be executed and filed an appropriate application for authority to retain the services of Moelis; and

RESOLVED, that the Authorized Persons be, and they hereby are, authorized and directed to employ the firm of Alvarez & Marsal North America, LLC ("A&M") as financial advisor to represent and assist the Company and its subsidiaries in carrying out their duties under the Bankruptcy Code and to take any and all actions to advance the Company's and its subsidiaries' rights and obligations; and, in connection therewith, the Authorized Persons are hereby authorized and directed to (i) execute appropriate retention agreements, (ii) pay appropriate retainers prior to and immediately upon filing of the chapter 11 case, and (iii) cause to be executed and filed an appropriate application for authority to retain the services of A&M; and

RESOLVED, that the Authorized Persons be, and they hereby are, authorized and directed to employ the firm of Kurtzman Carson Consultants LLC ("KCC") as claims and noticing agent to represent and assist the Company and its subsidiaries in carrying out their duties under the Bankruptcy Code and to take any and all actions to advance the Company's and its subsidiaries' rights and obligations; and, in connection therewith, the Authorized Persons are hereby authorized and directed to (i) execute appropriate retention agreements, (ii) pay appropriate retainers prior to and immediately upon filing of the chapter 11 case, and (iii) cause to be executed and filed an appropriate application for authority to retain the services of KCC; and

RESOLVED, that the Authorized Persons be, and they hereby are, authorized and directed to employ any other professionals, including, without limitation, Alvarez & Marsal Canada Inc. as information officer, as they deem necessary or appropriate in their sole discretion to assist the Company and its subsidiaries in carrying out their duties under the Bankruptcy Code and the CCAA, as applicable, including, without limitation, the (i) execution of appropriate retention agreements, (ii) payment of appropriate retainers prior to or immediately upon the filing of the chapter 11 case and/or the Recognition Proceeding, and (iii) filing of appropriate applications for authority to retain the services of any other professionals as they shall in their sole discretion deem necessary or desirable; and

RESOLVED, that the Authorized Persons be, and they hereby are, authorized and directed to employ any other professionals as they deem necessary or appropriate in their sole discretion to assist the Company and its subsidiaries in carrying out their duties under the Bankruptcy Code and the CCAA, as applicable, including without limitation the execution of appropriate retention agreements, payment of appropriate retainers prior to or immediately upon the filing of the chapter 11 case and/or the Recognition Proceeding, the filing of appropriate applications for authority to retain the services of any other professionals as they shall in their sole discretion deem necessary or desirable; and

RESOLVED, that each of the Authorized Persons, and such other officers of the Member as the Authorized Persons shall from time to time designate, be, and each

hereby is, authorized and empowered to negotiate for and obtain postpetition financing according to terms to be negotiated by management of the Member, including under debtor-in-possession credit facilities or relating to the use of cash collateral or other similar arrangements, including, without limitation, to enter into any guarantees and to pledge and grant liens on its assets as may be contemplated by or required under the terms of such postpetition financing or cash collateral agreements or other similar arrangements; and in connection therewith, the officers of the Member be, and each hereby is, authorized and directed to execute appropriate loan agreements, guarantees, cash collateral agreements and related ancillary documents; and

RESOLVED, that each of the Authorized Persons, and such other officers of the Member as the Authorized Persons shall from time to time designate, and any employees or agents (including counsel) designated by or directed by any such officers, be, and each hereby is, authorized, empowered and directed, in the name and on behalf of the Company, to cause the Company to enter into, execute, deliver, certify, file and/or record, and perform such agreements, instruments, motions, affidavits, applications for approvals or ruling of governmental or regulatory authorities, certificates or other documents, and to take such other action as in the judgment of such person shall be or become necessary, proper, and desirable to effectuate a successful reorganization of the business of the Company; and

RESOLVED, that in connection with the chapter 11 case, each of the Authorized Persons, and such other officers of the Member as the Authorized Persons shall from time to time designate, be, and each hereby is, authorized and empowered on behalf of and in the name of the Company, to negotiate, execute, deliver, and perform or cause the performance of any notes, guarantees, security agreements, other agreements, consents, certificates or instruments as such person considers necessary, appropriate, desirable, or advisable to effectuate borrowings or other financial arrangements, such determination to be evidenced by such execution or taking of such action.

II. Further Actions and Prior Actions

RESOLVED, that in addition to the specific authorizations heretofore conferred upon the Authorized Persons, each of the officers of the Member or their designees shall be, and each of them, acting alone, hereby is, authorized, directed and empowered, in the name of, and on behalf of, the Company, to take or cause to be taken any and all such further actions, to execute and deliver any and all such agreements, certificates, instruments and other documents and to pay all expenses, including filing fees, in each case as in such officer or officers shall determine in his or their sole discretion to be necessary or desirable to fully carry out the intent and accomplish the purposes of the resolutions adopted herein or to fully accomplish any and all actions taken in connection with the chapter 11 filing and/or Recognition Proceeding contemplated thereby; and

RESOLVED, that all acts, actions and transactions relating to the matters contemplated by the foregoing resolutions done in the name of and on behalf of the Company, which acts would have been approved by the foregoing resolutions except that such acts were taken before these resolutions were certified, are hereby in all respects approved, confirmed and ratified.

[Remainder of Page Intentionally Left Blank]

IN WITNESS WHEREOF, the undersigned has executed this Written Consent as of the date first written above.

SKYTERRA ROLLUP LLC

**By: LIGHTSQUARED INC.,
its Sole Member**

By: /s/ Curtis Lu
Name: Curtis Lu
Title: Vice President and Secretary

SKYTERRA ROLLUP LLC

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

In re:)	
	)	Chapter 11
LIGHTSQUARED INC., <i>et al.</i> ,)	
	)	Case No. 12-_____ (___)
Debtors. ¹)	
	)	Joint Administration Requested

**CONSOLIDATED LIST OF CREDITORS HOLDING
20 LARGEST UNSECURED CLAIMS**

On May 14, 2012, LightSquared Inc. and certain of its affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the "Debtors"), each filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532. Pursuant to Rule 1007-2(a)(4) of the Local Bankruptcy Rules for the Southern District of New York, the following provides information with respect to the holders of the twenty (20) largest unsecured claims against the Debtors on a consolidated basis.

The information contained herein shall not constitute an admission of liability by, nor is it binding on, the Debtors. The Debtors reserve all rights to assert that any debt or claim listed herein is a disputed claim or debt, and to challenge the priority, nature, amount or status of any such claim or debt. In the event of any inconsistencies between the summaries set forth below and the respective corporate and legal documents relating to such obligations, the descriptions in the corporate and legal documents shall control. The schedule estimates outstanding claim amounts (including principal and interest) as of May 12, 2012.

¹ The debtors in these chapter 11 cases, along with the last four digits of each debtor's federal or foreign tax or registration identification number, are: LightSquared Inc. (8845), LightSquared Investors Holdings Inc. (0984), One Dot Four Corp. (8806), One Dot Six Corp. (8763), SkyTerra Rollup LLC (N/A), SkyTerra Rollup Sub LLC (N/A), SkyTerra Investors LLC (N/A), TMI Communications Delaware, Limited Partnership (4456), LightSquared GP Inc. (6190), LightSquared LP (3801), ATC Technologies, LLC (3432), LightSquared Corp. (1361), LightSquared Finance Co. (6962), LightSquared Network LLC (1750), LightSquared Inc. of Virginia (9725), LightSquared Subsidiary LLC (9821), Lightsquared Bermuda Ltd. (7247), SkyTerra Holdings (Canada) Inc. (0631), SkyTerra (Canada) Inc. (0629) and One Dot Six TVCC Corp. (0040). The location of the debtors' corporate headquarters is 450 Park Avenue, Suite 2201, New York, NY 10022.

No.	Holder of Claim	Name of Person Familiar with Debtors' Account/Mailing Address/Phone Number/Fax Number	Amount of Claim	Nature of Claim	Contingent, Unliquidated, Disputed, Or Subject To Setoff
1	Boeing Satellite Systems Inc.	2260 E. Imperial Hwy. El Segundo, CA 90245 Attn: Mr. W. James McNerney Jr., President and CEO Tel: 310-364-4000 Fax: 310-364-6677	\$7,483,005.75	Trade	Contingent, Disputed
2	Alcatel-Lucent	3 av. Octave Gréard 75007 Paris, France Attn: Mr. Ben Verwaayen, Chief Executive Officer Tel: +33 (0)1 40 76 10 10 Email: execoffice@alcatel- lucent.com	\$7,343,549.00	Trade	Contingent, Disputed
3	AnyDATA Corporation	5 Oldfield Irvine, CA 92618 Attn: Dr. Soon B. Shin, President & CEO Tel: 949-900-6040 Fax: 949-600-9909	\$690,000.00	Trade	Contingent, Disputed
4	Bandrich Inc.	No. 188, 7f, Baociao Rd Sin-Dian City Taipei, Taiwan 23146 Attn: Dr. Wen-Yi Kuo, CEO Tel: +866 - 2 - 2799 - 8851 Fax: +866 - 2 - 2799 - 8812	\$390,600.00	Trade	Contingent, Disputed
5	Burson-Marsteller	230 Park Avenue South New York, NY 10003-1528 Attn: Mr. Tony Telloni, Market Leader Tel: 212-614-4000 Fax: 212-598-5320	\$264,761.75	Trade	
6	Level 3 Communications LLC	1025 Eldorado Boulevard Broomfield, CO 80021 Attn: Mr. James Q. Crowe, CEO Tel: 720-888-1000 Fax: 720-888-5085	\$169,436.84	Trade	Disputed
7	Oracle Inc.	500 Oracle Parkway Redwood Shores, CA 94065 Attn: Mr. Lawrence J Ellison, CEO Tel: 650-506-7000 Fax: 650-506-7200	\$163,979.61	Trade	

No.	Holder of Claim	Name of Person Familiar with Debtors' Account/Mailing Address/Phone Number/Fax Number	Amount of Claim	Nature of Claim	Contingent, Unliquidated, Disputed, Or Subject To Setoff
8	SBA Structures Inc.	2900 Broken Sound Parkway, NW Boca Raton, FL 33487 Attn: Mr. Jeffrey A Stoops, President & CEO Tel: 561-995-7670 Fax: 561-989-5374	\$100,800.00	Trade	Disputed
9	SBA Towers III LLC	2900 Broken Sound Parkway, NW Boca Raton, FL 33487 Attn: Mr. Jeffrey A Stoops, President & CEO Tel: 561-995-7670 Fax: 561-989-5374	\$77,350.00	Trade	Disputed
10	USAC	2000 L Street NW, Suite 200 Washington, DC 20036 Attn: Mr. Scott Barash, Acting CEO Tel: 202-776-0200 Fax: 202-776-0080	\$56,686.66	Professional	
11	Liebert Services Inc.	1050 Dearborn Drive Columbus, OH 43085 Attn: Mr. Bob Bauer, Group Vice President Tel: 614-888-0246 Fax: 614-841-6882	\$39,115.20	Trade	
12	Westar Satellite Services LP	777 Westar Lane Cedar Hill, TX 75104 Attn: Mr. Rob Tannor, CEO Tel: 972-291-6000 Fax: 972-291-6030	\$38,451.76	Landlord	
13	Shockey Scofield Solutions, LLC	333 N Fairfax St Ste 100 Alexandria, VA 22314 Attn: Mr. John Scofield Tel: 202-507-1721 Email: scofield@s-3group.com	\$35,000.00	Professional	
14	Intelsat	3400 International Drive Northwest Washington, DC 20008 Attn: Mr. David McGlade, CEO Tel: 202-944-6800 Fax: 202-944-7898	\$32,609.89	Landlord	

No.	Holder of Claim	Name of Person Familiar with Debtors' Account/Mailing Address/Phone Number/Fax Number	Amount of Claim	Nature of Claim	Contingent, Unliquidated, Disputed, Or Subject To Setoff
15	SED Systems	18 Innovation Place Saskatoon, SK S7K 3P7 Canada Attn: Mr. Brent McConnell, President Tel: 306-931-3425 Fax: 306-933-1486	\$31,640.70	Landlord	
16	Cyberbridge	1515 E Wdfield Road # 860 Schaumburg, IL 60173 Attn: Brij Shah, President Tel: 847-598-1101 Fax: 847-413-1635	\$28,969.70	Trade	
17	Mehlman Capitol Strategies	1750 K Street, NW, Suite 350 Washington, DC 20006 Attn: Ms. Amy Mehlman Tel: 202-457-1970 Fax: 202-457-1971	\$20,000.00	Professional	
18	Verizon	140 West Street New York, NY 10007 Attn: Mr. Lawrence T. Babbio, Jr., President Tel: 212-395-1000 Fax: 212-571-1897	\$15,716.59	Trade	
19	AT&T	208 South Akard Street Dallas, TX 75202 Attn: Mr. Randall Stephenson, CEO Tel: 210-821-4105 Fax: 314-331-9896	\$15,181.34	Trade	
20	Polaris Logistics	22650 Executive Dr. , Suite 137 Sterling, VA 20166 Attn: Mr. Alan Clem, Senior Account Executive Tel: 703-435-2858 Fax: 410-712-4657	\$11,770.00	Landlord	

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

In re:)	
	)	Chapter 11
LIGHTSQUARED INC., <i>et al.</i> ,)	
	)	Case No. 12- _____ ()
Debtors. ²	)	Joint Administration Requested
)	

**DECLARATION FOR CONSOLIDATED LIST OF CREDITORS
HOLDING 20 LARGEST UNSECURED CLAIMS**

Pursuant to 28 U.S.C. § 1746, I, Marc R. Montagner, the undersigned authorized officer of each of the Debtors, declare under penalty of perjury that I have reviewed the foregoing consolidated list of creditors holding the twenty (20) largest unsecured claims against the Debtors and that it is true and correct to the best of my knowledge, information and belief.

Dated: May 14, 2012

/s/ Marc R. Montagner
Marc R. Montagner
Chief Financial Officer

² The debtors in these chapter 11 cases, along with the last four digits of each debtor's federal or foreign tax or registration identification number, are: LightSquared Inc. (8845), LightSquared Investors Holdings Inc. (0984), One Dot Four Corp. (8806), One Dot Six Corp. (8763), SkyTerra Rollup LLC (N/A), SkyTerra Rollup Sub LLC (N/A), SkyTerra Investors LLC (N/A), TMI Communications Delaware, Limited Partnership (4456), LightSquared GP Inc. (6190), LightSquared LP (3801), ATC Technologies, LLC (3432), LightSquared Corp. (1361), LightSquared Finance Co. (6962), LightSquared Network LLC (1750), LightSquared Inc. of Virginia (9725), LightSquared Subsidiary LLC (9821), Lightsquared Bermuda Ltd. (7247), SkyTerra Holdings (Canada) Inc. (0631), SkyTerra (Canada) Inc. (0629) and One Dot Six TVCC Corp. (0040). The location of the debtors' corporate headquarters is 450 Park Avenue, Suite 2201, New York, NY 10022.

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

)	
In re:	)	Chapter 11
)	
LIGHTSQUARED INC., <i>et al.</i>,	)	Case No. 12-_____ ()
)	
Debtors. ¹	)	Joint Administration Requested
)	

**CORPORATE OWNERSHIP STATEMENT PURSUANT TO
FEDERAL RULE OF BANKRUPTCY PROCEDURE 1007(A)(1) AND
RULE 1007-3 OF LOCAL BANKRUPTCY RULES FOR UNITED STATES
BANKRUPTCY COURT FOR SOUTHERN DISTRICT OF NEW YORK**

In accordance with Rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure and Rule 1007-3 of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York, this corporate ownership statement includes a list and organizational chart reflecting the corporations that directly or indirectly own 10% or more of any class of equity interests for each Debtor entity.

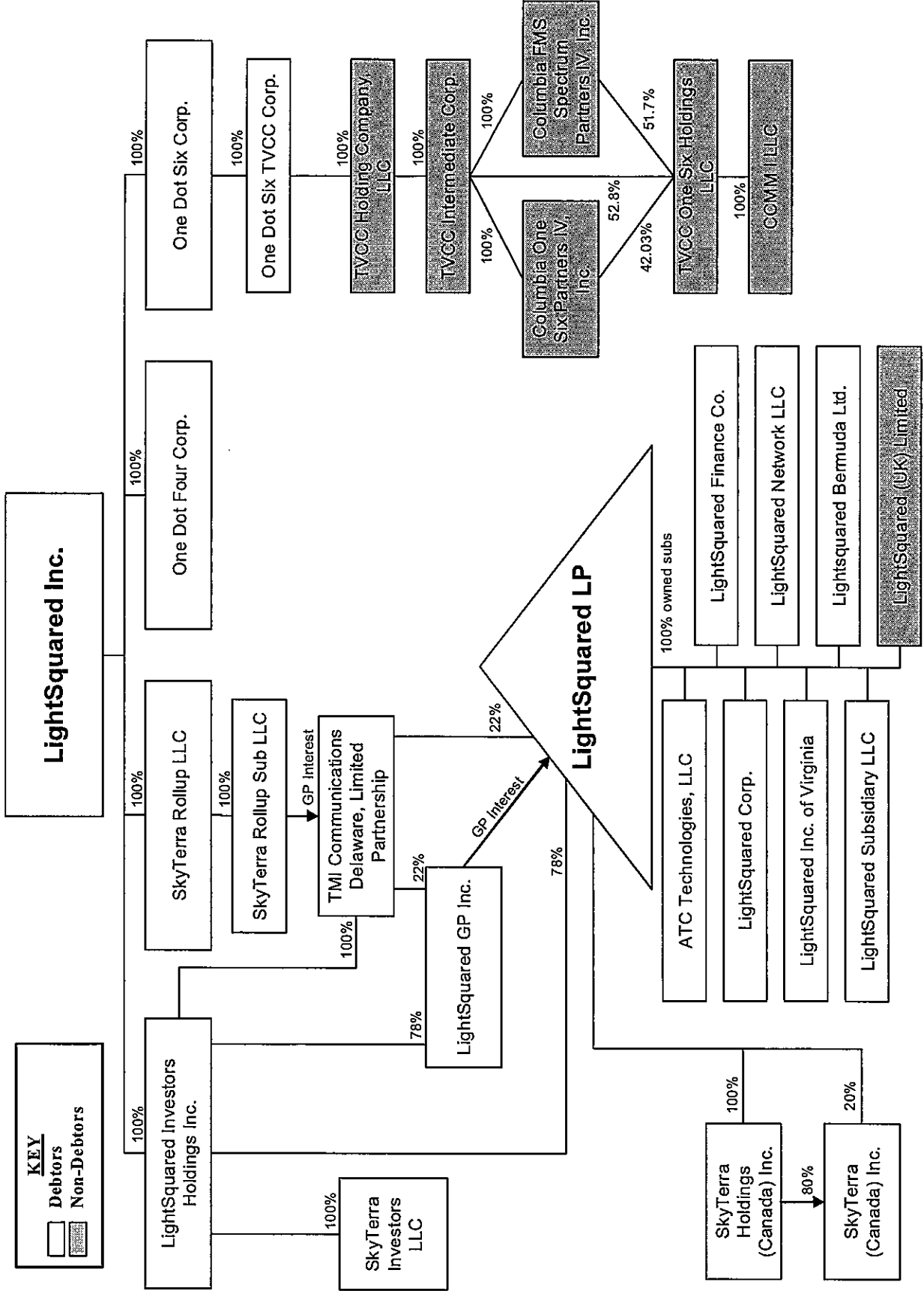
Name of Debtor	Direct Owner(s)	Indirect Owner(s)
LightSquared Inc.	HGW US Holding Company, L.P.	
One Dot Four Corp.	LightSquared Inc.	HGW US Holding Company, L.P.
SkyTerra Rollup LLC	LightSquared Inc.	HGW US Holding Company, L.P.
SkyTerra Rollup Sub LLC	SkyTerra Rollup LLC	HGW US Holding Company, L.P. LightSquared Inc.
LightSquared Investors Holdings Inc.	LightSquared Inc.	HGW US Holding Company, L.P.
SkyTerra Investors LLC	LightSquared Investors Holdings Inc.	HGW US Holding Company, L.P. LightSquared Inc.

¹ The debtors in these chapter 11 cases, along with the last four digits of each debtor's federal or foreign tax or registration identification number, are: LightSquared Inc. (8845), LightSquared Investors Holdings Inc. (0984), One Dot Four Corp. (8806), One Dot Six Corp. (8763), SkyTerra Rollup LLC (N/A), SkyTerra Rollup Sub LLC (N/A), SkyTerra Investors LLC (N/A), TMI Communications Delaware, Limited Partnership (4456), LightSquared GP Inc. (6190), LightSquared LP (3801), ATC Technologies, LLC (3432), LightSquared Corp. (1361), LightSquared Finance Co. (6962), LightSquared Network LLC (1750), LightSquared Inc. of Virginia (9725), LightSquared Subsidiary LLC (9821), Lightsquared Bermuda Ltd. (7247), SkyTerra Holdings (Canada) Inc. (0631), SkyTerra (Canada) Inc. (0629) and One Dot Six TVCC Corp. (0040). The location of the debtors' corporate headquarters is 450 Park Avenue, Suite 2201, New York, NY 10022.

Name of Debtor	Direct Owner(s)	Indirect Owner(s)
TMI Communications Delaware, Limited Partnership	LightSquared Investors Holdings Inc.	HGW US Holding Company, L.P. LightSquared Inc.
LightSquared GP Inc.	LightSquared Investors Holdings Inc. TMI Communications Delaware, Limited Partnership	HGW US Holding Company, L.P. LightSquared Inc.
LightSquared LP	LightSquared Investors Holdings Inc. TMI Communications Delaware, Limited Partnership	HGW US Holding Company, L.P. LightSquared Inc.
ATC Technologies, LLC	LightSquared LP	HGW US Holding Company, L.P. LightSquared Inc. LightSquared Investors Holdings Inc. TMI Communications Delaware, Limited Partnership
LightSquared Corp.	LightSquared LP	HGW US Holding Company, L.P. LightSquared Inc. LightSquared Investors Holdings Inc. TMI Communications Delaware, Limited Partnership
LightSquared Finance Co.	LightSquared LP	HGW US Holding Company, L.P. LightSquared Inc. LightSquared Investors Holdings Inc. TMI Communications Delaware, Limited Partnership
LightSquared Network LLC	LightSquared LP	HGW US Holding Company, L.P. LightSquared Inc. LightSquared Investors Holdings Inc. TMI Communications Delaware, Limited Partnership
LightSquared Inc. of Virginia	LightSquared LP	HGW US Holding Company, L.P. LightSquared Inc. LightSquared Investors Holdings Inc. TMI Communications Delaware, Limited Partnership
LightSquared Subsidiary LLC	LightSquared LP	HGW US Holding Company, L.P. LightSquared Inc. LightSquared Investors Holdings Inc. TMI Communications Delaware, Limited Partnership
Lightsquared Bermuda Ltd.	LightSquared LP	HGW US Holding Company, L.P. LightSquared Inc. LightSquared Investors Holdings Inc. TMI Communications Delaware, Limited Partnership
SkyTerra Holdings (Canada) Inc.	LightSquared LP	HGW US Holding Company, L.P. LightSquared Inc. LightSquared Investors Holdings Inc. TMI Communications Delaware, Limited Partnership

Name of Debtor	Direct Owner(s)	Indirect Owner(s)
SkyTerra (Canada) Inc.	LightSquared LP SkyTerra Holdings (Canada) Inc.	HGW US Holding Company, L.P. LightSquared Inc. LightSquared Investors Holdings Inc. TMI Communications Delaware, Limited Partnership
One Dot Six Corp.	LightSquared Inc.	HGW US Holding Company, L.P.
One Dot Six TVCC Corp.	One Dot Six Corp.	HGW US Holding Company, L.P. LightSquared Inc.

LIGHTSQUARED ORGANIZATIONAL CHART



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

)	
In re:	)	Chapter 11
)	
LIGHTSQUARED INC., <i>et al.</i>,	)	Case No. 12-_____ ()
)	
Debtors. ¹	)	Joint Administration Requested
)	

DECLARATION CONCERNING CORPORATE OWNERSHIP STATEMENT

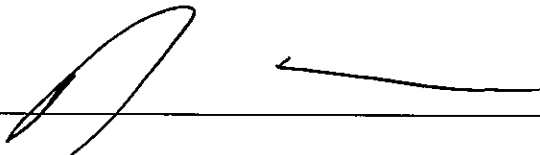
Pursuant to 28 U.S.C. § 1746, I, Marc R. Montagner, the undersigned authorized officer of each of the Debtors, declare under penalty of perjury that I have reviewed the corporate ownership statement and that it is true and correct to the best of my knowledge, information and belief.

Dated: May 14, 2012

/s/ Marc R. Montagner
Marc R. Montagner
Chief Financial Officer

¹ The debtors in these chapter 11 cases, along with the last four digits of each debtor's federal or foreign tax or registration identification number, are: LightSquared Inc. (8845), LightSquared Investors Holdings Inc. (0984), One Dot Four Corp. (8806), One Dot Six Corp. (8763), SkyTerra Rollup LLC (N/A), SkyTerra Rollup Sub LLC (N/A), SkyTerra Investors LLC (N/A), TMI Communications Delaware, Limited Partnership (4456), LightSquared GP Inc. (6190), LightSquared LP (3801), ATC Technologies, LLC (3432), LightSquared Corp. (1361), LightSquared Finance Co. (6962), LightSquared Network LLC (1750), LightSquared Inc. of Virginia (9725), LightSquared Subsidiary LLC (9821), Lightsquared Bermuda Ltd. (7247), SkyTerra Holdings (Canada) Inc. (0631), SkyTerra (Canada) Inc. (0629) and One Dot Six TVCC Corp. (0040). The location of the debtors' corporate headquarters is 450 Park Avenue, Suite 2201, New York, NY 10022.

Exhibit "F" to the Affidavit of Kate H. Stigler,
sworn before me this 14th day of May, 2012.



Commissioner for Taking Affidavits

Jane Olive Dietrich

UNITED STATES BANKRUPTCY COURT Southern District of New York		1 of 21		VOLUNTARY PETITION	
Name of Debtor (if individual, enter Last, First, Middle): SkyTerra Rollup Sub LLC			Name of Joint Debtor (Spouse) (Last, First, Middle):		
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): MSV Rollup Sub, LLC			All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):		
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all): N/A			Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all):		
Street Address of Debtor (No. and Street, City, and State): 10802 Parkridge Blvd., Reston, VA <div style="text-align: right;">ZIP CODE 20191</div>			Street Address of Joint Debtor (No. and Street, City, and State): <div style="text-align: right;">ZIP CODE</div>		
County of Residence or of the Principal Place of Business: Fairfax			County of Residence or of the Principal Place of Business:		
Mailing Address of Debtor (if different from street address): <div style="text-align: right;">ZIP CODE</div>			Mailing Address of Joint Debtor (if different from street address): <div style="text-align: right;">ZIP CODE</div>		
Location of Principal Assets of Business Debtor (if different from street address above): <div style="text-align: right;">ZIP CODE</div>					
Type of Debtor (Form of Organization) (Check one box.) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)		Nature of Business (Check one box.) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other		Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box.) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding	
Chapter 15 Debtors Country of debtor's center of main interests: Each country in which a foreign proceeding by, regarding, or against debtor is pending:		Tax-Exempt Entity (Check box, if applicable.) <input type="checkbox"/> Debtor is a tax-exempt organization under title 26 of the United States Code (the Internal Revenue Code).		Nature of Debts (Check one box.) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.	
Filing Fee (Check one box.) <input checked="" type="checkbox"/> Full Filing Fee attached. <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.			Chapter 11 Debtors Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 (amount subject to adjustment on 4/01/13 and every three years thereafter). Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).		
Statistical/Administrative Information <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.					THIS SPACE IS FOR COURT USE ONLY
Estimated Number of Creditors <input checked="" type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> Over 100,000					
Estimated Assets <input checked="" type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion					
Estimated Liabilities <input checked="" type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion					

Voluntary Petition <i>(This page must be completed and filed in every case.)</i>		2 of 21 Name of Debtor(s): SkyTerra Rollup Sub LLC	
All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)			
Location Where Filed:	Case Number:	Date Filed:	
Location Where Filed:	Case Number:	Date Filed:	
Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet.)			
Name of Debtor: See attached Schedule 1	Case Number:	Date Filed:	
District: Southern District of New York	Relationship:	Judge:	
<p style="text-align: center;">Exhibit A</p> <p>(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)</p> <p><input type="checkbox"/> Exhibit A is attached and made a part of this petition.</p>		<p style="text-align: center;">Exhibit B</p> <p>(To be completed if debtor is an individual whose debts are primarily consumer debts.)</p> <p>I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b).</p> <p>X _____ Signature of Attorney for Debtor(s) (Date)</p>	
<p style="text-align: center;">Exhibit C</p> <p>Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?</p> <p><input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition.</p> <p><input checked="" type="checkbox"/> No.</p>			
<p style="text-align: center;">Exhibit D</p> <p>(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)</p> <p><input type="checkbox"/> Exhibit D, completed and signed by the debtor, is attached and made a part of this petition.</p> <p>If this is a joint petition:</p> <p><input type="checkbox"/> Exhibit D, also completed and signed by the joint debtor, is attached and made a part of this petition.</p>			
<p style="text-align: center;">Information Regarding the Debtor - Venue (Check any applicable box.)</p> <p><input type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.</p> <p><input checked="" type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.</p> <p><input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.</p>			
<p style="text-align: center;">Certification by a Debtor Who Resides as a Tenant of Residential Property (Check all applicable boxes.)</p> <p><input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)</p> <p style="text-align: right;">_____ (Name of landlord that obtained judgment)</p> <p style="text-align: right;">_____ (Address of landlord)</p> <p><input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and</p> <p><input type="checkbox"/> Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.</p> <p><input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).</p>			

Voluntary Petition

(This page must be completed and filed in every case.)

3 of 21

Name of Debtor(s):

SkyTerra Rollup Sub LLC

Signatures

Signature(s) of Debtor(s) (Individual/Joint)

I declare under penalty of perjury that the information provided in this petition is true and correct.

[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.

[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X _____
Signature of Debtor

X _____
Signature of Joint Debtor

Telephone Number (if not represented by attorney)

Date

Signature of a Foreign Representative

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only one box.)

☐ I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.

☐ Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X _____
(Signature of Foreign Representative)

(Printed Name of Foreign Representative)

Date

Signature of Attorney*

X /s/ Matthew S. Barr
Signature of Attorney for Debtor(s)
Matthew S. Barr
Printed Name of Attorney for Debtor(s)
Milbank, Tweed, Hadley & McCloy LLP
Firm Name

1 Chase Manhattan Plaza
New York, NY 10005

Address
212-530-5000

Telephone Number
05/14/2012

Date

*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X /s/ Marc R. Montagner
Signature of Authorized Individual
Marc R. Montagner
Printed Name of Authorized Individual
Chief Financial Officer
Title of Authorized Individual
05/14/2012
Date

Signature of Non-Attorney Bankruptcy Petition Preparer

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

Printed Name and title, if any, of Bankruptcy Petition Preparer

Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social-Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)

Address

X _____
Signature

Date

Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.

Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual.

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.

Schedule 1

Pending Bankruptcy Cases Filed by
Debtor and Affiliates of Debtor

On May 14, 2012, each of the affiliated entities listed below (collectively, the "Debtors") has filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532, in the United States Bankruptcy Court for the Southern District of New York. Contemporaneously therewith, the Debtors filed a motion requesting that their chapter 11 cases be consolidated for procedural purposes only and jointly administered.

ATC Technologies, LLC
Lightsquared Bermuda Ltd.
LightSquared Corp.
LightSquared Finance Co.
LightSquared GP Inc.
LightSquared Inc.
LightSquared Inc. of Virginia
LightSquared Investors Holdings Inc.
LightSquared LP
LightSquared Network LLC
LightSquared Subsidiary LLC
One Dot Four Corp.
One Dot Six Corp.
One Dot Six TVCC Corp.
SkyTerra (Canada) Inc.
SkyTerra Holdings (Canada) Inc.
SkyTerra Investors LLC
SkyTerra Rollup LLC
SkyTerra Rollup Sub LLC
TMI Communications Delaware, Limited Partnership

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

In re:)	
	)	Chapter 11
LIGHTSQUARED INC., <i>et al.</i> ,)	
	)	Case No. 12-_____ (___)
Debtors. ¹)	
	)	Joint Administration Requested
)	

EXHIBIT C TO VOLUNTARY PETITION

1. Identify and briefly describe all real or personal property owned by or in possession of the debtor that, to the best of the debtor's knowledge, poses or is alleged to pose a threat of imminent and identifiable harm to the public health or safety (attach additional sheets if necessary):

The Debtor does not believe it owns or possesses any real or personal property that poses or is alleged to pose a threat of imminent and identifiable harm to the public health or safety. To the extent that the Debtor has an interest in such property, to the best of the Debtor's knowledge, the Debtor is in compliance with all applicable laws, including, without limitation, all environmental laws and regulations.

2. With respect to each parcel of real property or item of personal property identified in question 1, describe the nature and location of the dangerous condition, whether environmental or otherwise, that poses or is alleged to pose a threat of imminent and identifiable harm to the public health or safety (attach additional sheets if necessary):

The Debtor is not aware of any real or alleged dangerous conditions existing on or related to any real or personal property owned or possessed by the Debtor.

¹ The debtors in these chapter 11 cases, along with the last four digits of each debtor's federal or foreign tax or registration identification number, are: LightSquared Inc. (8845), LightSquared Investors Holdings Inc. (0984), One Dot Four Corp. (8806), One Dot Six Corp. (8763), SkyTerra Rollup LLC (N/A), SkyTerra Rollup Sub LLC (N/A), SkyTerra Investors LLC (N/A), TMI Communications Delaware, Limited Partnership (4456), LightSquared GP Inc. (6190), LightSquared LP (3801), ATC Technologies, LLC (3432), LightSquared Corp. (1361), LightSquared Finance Co. (6962), LightSquared Network LLC (1750), LightSquared Inc. of Virginia (9725), LightSquared Subsidiary LLC (9821), Lightsquared Bermuda Ltd. (7247), SkyTerra Holdings (Canada) Inc. (0631), SkyTerra (Canada) Inc. (0629) and One Dot Six TVCC Corp. (0040). The location of the debtors' corporate headquarters is 450 Park Avenue, Suite 2201, New York, NY 10022.

**WRITTEN CONSENT OF LIGHTSQUARED INC. AS
SOLE MEMBER OF SKYTERRA ROLLUP LLC AS
SOLE MEMBER OF
SKYTERRA ROLLUP SUB LLC**

May 14, 2012

The undersigned, LightSquared Inc., a Delaware Corporation (“LightSquared Inc.”), as the sole member of SkyTerra Rollup LLC, a Delaware limited liability company, as the sole member of SkyTerra Rollup Sub LLC, a Delaware limited liability company (the “Company”), does hereby consent to, adopt and approve the following resolutions and each and every action effected thereby:

WHEREAS, LightSquared Inc. has reviewed the materials presented by its financial, legal and other advisors and has held numerous discussions (including, without limitation, with management and such advisors) regarding such materials and the liabilities and liquidity situation of the Company, the strategic alternatives available to it and the impact of the foregoing on the Company’s businesses and operations; and

WHEREAS, such discussions included a full consideration of the strategic alternatives available to the Company;

NOW, it is hereby:

I. Voluntary Petition Under the Provisions of Chapter 11 of the United States Bankruptcy Code

RESOLVED, that in the best judgment of LightSquared Inc., it is desirable and in the best interests of the Company, its equity holders, creditors, and other stakeholders and parties in interest (including, without limitation, the direct and indirect subsidiaries of the Company), that the Company file or cause to be filed both (i) a voluntary petition for relief under the provisions of chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (as amended, the “Bankruptcy Code”), and (ii) a corresponding foreign recognition proceeding (the “Recognition Proceeding”) in the Ontario Superior Court of Justice (Commercial List) under Part IV of the Companies’ Creditors Arrangement Act (the “CCAA”), including the appointment of LightSquared LP, a Delaware limited partnership, as the foreign representative of each of the chapter 11 debtors in connection with the Recognition Proceeding (the “Foreign Representative”); and

RESOLVED, that each of Marc R. Montagner and Curtis Lu, Esq. (collectively, the “Authorized Persons”), and such other officers of LightSquared Inc. as the Authorized Persons shall from time to time designate, acting alone or with one or more other Authorized Persons, be, and hereby are, authorized, empowered, and

directed, in the name and on behalf of the Company, to execute and verify a petition under chapter 11 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court") at such time and as said Authorized Persons executing the same shall determine, and to file all petitions, schedules, lists and other motions, papers or documents, and to take any and all action that they deem necessary or proper to obtain such relief, including, without limitation, any action necessary to maintain the ordinary course operation of the Company's business; and

RESOLVED, that the Authorized Persons be, and they hereby are, authorized and directed to employ the law firm of Milbank, Tweed, Hadley & McCloy LLP ("Milbank") as general bankruptcy counsel to represent and assist the Company and its subsidiaries in carrying out their duties under the Bankruptcy Code and to take any and all actions to advance the Company's and its subsidiaries' rights and obligations, including filing any pleadings; and, in connection therewith, the Authorized Persons are hereby authorized and directed to (i) execute appropriate retention agreements, (ii) pay appropriate retainers prior to and immediately upon filing of the chapter 11 case, and (iii) cause to be executed and filed an appropriate application for authority to retain the services of Milbank; and

RESOLVED, that the Authorized Persons be, and they hereby are, authorized and directed to employ the law firm of Fraser Milner Casgrain LLP ("FMC") (i) as general Canadian counsel to represent and assist the Company and its subsidiaries in carrying out their duties under the CCAA and to take any and all actions to advance the Company's and its subsidiaries' rights and obligations, including filing any pleadings in the Recognition Proceeding, and (ii) as counsel to represent and assist the Foreign Representative in carrying out its duties under the CCAA and to take any and all actions to advance the Foreign Representative's rights and obligations, including filing any pleadings in the Recognition Proceedings; and, in connection therewith, the Authorized Persons are hereby authorized and directed to (i) execute appropriate retention agreements, (ii) pay appropriate retainers prior to and immediately upon filing of the Recognition Proceeding, and (iii) cause to be executed and filed an appropriate application for authority to retain the services of FMC; and

RESOLVED, that the Authorized Persons be, and they hereby are, authorized and directed to employ the firm of Moelis & Company ("Moelis") as investment banker and financial advisor to represent and assist the Company and its subsidiaries in carrying out their duties under the Bankruptcy Code and to take any and all actions to advance the Company's and its subsidiaries' rights and obligations; and, in connection therewith, the Authorized Persons are hereby authorized and directed to (i) execute appropriate retention agreements, (ii) pay appropriate retainers prior to and immediately upon filing of the chapter 11 case, and (iii) cause to be executed and filed an appropriate application for authority to retain the services of Moelis; and

RESOLVED, that the Authorized Persons be, and they hereby are, authorized and directed to employ the firm of Alvarez & Marsal North America, LLC ("A&M") as financial advisor to represent and assist the Company and its subsidiaries in carrying out their duties under the Bankruptcy Code and to take any and all actions to advance the Company's and its subsidiaries' rights and obligations; and, in connection therewith, the Authorized Persons are hereby authorized and directed to (i) execute appropriate retention agreements, (ii) pay appropriate retainers prior to and immediately upon filing of the chapter 11 case, and (iii) cause to be executed and filed an appropriate application for authority to retain the services of A&M; and

RESOLVED, that the Authorized Persons be, and they hereby are, authorized and directed to employ the firm of Kurtzman Carson Consultants LLC ("KCC") as claims and noticing agent to represent and assist the Company and its subsidiaries in carrying out their duties under the Bankruptcy Code and to take any and all actions to advance the Company's and its subsidiaries' rights and obligations; and, in connection therewith, the Authorized Persons are hereby authorized and directed to (i) execute appropriate retention agreements, (ii) pay appropriate retainers prior to and immediately upon filing of the chapter 11 case, and (iii) cause to be executed and filed an appropriate application for authority to retain the services of KCC; and

RESOLVED, that the Authorized Persons be, and they hereby are, authorized and directed to employ any other professionals, including, without limitation, Alvarez & Marsal Canada Inc. as information officer, as they deem necessary or appropriate in their sole discretion to assist the Company and its subsidiaries in carrying out their duties under the Bankruptcy Code and the CCAA, as applicable, including, without limitation, the (i) execution of appropriate retention agreements, (ii) payment of appropriate retainers prior to or immediately upon the filing of the chapter 11 case and/or the Recognition Proceeding, and (iii) filing of appropriate applications for authority to retain the services of any other professionals as they shall in their sole discretion deem necessary or desirable; and

RESOLVED, that the Authorized Persons be, and they hereby are, authorized and directed to employ any other professionals as they deem necessary or appropriate in their sole discretion to assist the Company and its subsidiaries in carrying out their duties under the Bankruptcy Code and the CCAA, as applicable, including without limitation the execution of appropriate retention agreements, payment of appropriate retainers prior to or immediately upon the filing of the chapter 11 case and/or the Recognition Proceeding, the filing of appropriate applications for authority to retain the services of any other professionals as they shall in their sole discretion deem necessary or desirable; and

RESOLVED, that each of the Authorized Persons, and such other officers of LightSquared Inc. as the Authorized Persons shall from time to time designate, be, and each hereby is, authorized and empowered to negotiate for and obtain postpetition financing according to terms to be negotiated by management of LightSquared Inc., including under debtor-in-possession credit facilities or relating to the use of cash collateral or other similar arrangements, including, without limitation, to enter into any guarantees and to pledge and grant liens on its assets as may be contemplated by or required under the terms of such postpetition financing or cash collateral agreements or other similar arrangements; and in connection therewith, the officers of LightSquared Inc. be, and each hereby is, authorized and directed to execute appropriate loan agreements, guarantees, cash collateral agreements and related ancillary documents; and

RESOLVED, that each of the Authorized Persons, and such other officers of LightSquared Inc. as the Authorized Persons shall from time to time designate, and any employees or agents (including counsel) designated by or directed by any such officers, be, and each hereby is, authorized, empowered and directed, in the name and on behalf of the Company, to cause the Company to enter into, execute, deliver, certify, file and/or record, and perform such agreements, instruments, motions, affidavits, applications for approvals or ruling of governmental or regulatory authorities, certificates or other documents, and to take such other action as in the judgment of such person shall be or become necessary, proper, and desirable to effectuate a successful reorganization of the business of the Company; and

RESOLVED, that in connection with the chapter 11 case, each of the Authorized Persons, and such other officers of LightSquared Inc. as the Authorized Persons shall from time to time designate, be, and each hereby is, authorized and empowered on behalf of and in the name of the Company, to negotiate, execute, deliver, and perform or cause the performance of any notes, guarantees, security agreements, other agreements, consents, certificates or instruments as such person considers necessary, appropriate, desirable, or advisable to effectuate borrowings or other financial arrangements, such determination to be evidenced by such execution or taking of such action.

II. Further Actions and Prior Actions

RESOLVED, that in addition to the specific authorizations heretofore conferred upon the Authorized Persons, each of the officers of LightSquared Inc. or their designees shall be, and each of them, acting alone, hereby is, authorized, directed and empowered, in the name of, and on behalf of, the Company, to take or cause to be taken any and all such further actions, to execute and deliver any and all such agreements, certificates, instruments and other documents and to pay all expenses, including filing fees, in each case as in such officer or officers shall determine in his or their sole discretion to be necessary or desirable to fully carry out the intent and accomplish the purposes of the resolutions adopted herein or to

fully accomplish any and all actions taken in connection with the chapter 11 filing and/or Recognition Proceeding contemplated thereby; and

RESOLVED, that all acts, actions and transactions relating to the matters contemplated by the foregoing resolutions done in the name of and on behalf of the Company, which acts would have been approved by the foregoing resolutions except that such acts were taken before these resolutions were certified, are hereby in all respects approved, confirmed and ratified.

[Remainder of Page Intentionally Left Blank]

IN WITNESS WHEREOF, the undersigned has executed this Written Consent as of the date first written above.

SKYTERRA ROLLUP SUB LLC

**By: SKYTERRA ROLLUP LLC,
its Sole Member**

**By: LIGHTSQUARED INC.,
its Sole Member**

By: /s/ Curtis Lu _____
Name: Curtis Lu
Title: Vice President and Secretary

SKYTERRA ROLLUP SUB LLC

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

In re:

LIGHTSQUARED INC., *et al.*,

Debtors.¹

)
) Chapter 11
)
) Case No. 12-_____ (____)
)
) Joint Administration Requested
)

**CONSOLIDATED LIST OF CREDITORS HOLDING
20 LARGEST UNSECURED CLAIMS**

On May 14, 2012, LightSquared Inc. and certain of its affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “Debtors”), each filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532. Pursuant to Rule 1007-2(a)(4) of the Local Bankruptcy Rules for the Southern District of New York, the following provides information with respect to the holders of the twenty (20) largest unsecured claims against the Debtors on a consolidated basis.

The information contained herein shall not constitute an admission of liability by, nor is it binding on, the Debtors. The Debtors reserve all rights to assert that any debt or claim listed herein is a disputed claim or debt, and to challenge the priority, nature, amount or status of any such claim or debt. In the event of any inconsistencies between the summaries set forth below and the respective corporate and legal documents relating to such obligations, the descriptions in the corporate and legal documents shall control. The schedule estimates outstanding claim amounts (including principal and interest) as of May 12, 2012.

¹ The debtors in these chapter 11 cases, along with the last four digits of each debtor’s federal or foreign tax or registration identification number, are: LightSquared Inc. (8845), LightSquared Investors Holdings Inc. (0984), One Dot Four Corp. (8806), One Dot Six Corp. (8763), SkyTerra Rollup LLC (N/A), SkyTerra Rollup Sub LLC (N/A), SkyTerra Investors LLC (N/A), TMI Communications Delaware, Limited Partnership (4456), LightSquared GP Inc. (6190), LightSquared LP (3801), ATC Technologies, LLC (3432), LightSquared Corp. (1361), LightSquared Finance Co. (6962), LightSquared Network LLC (1750), LightSquared Inc. of Virginia (9725), LightSquared Subsidiary LLC (9821), Lightsquared Bermuda Ltd. (7247), SkyTerra Holdings (Canada) Inc. (0631), SkyTerra (Canada) Inc. (0629) and One Dot Six TVCC Corp. (0040). The location of the debtors’ corporate headquarters is 450 Park Avenue, Suite 2201, New York, NY 10022.

No.	Holder of Claim	Name of Person Familiar with Debtors' Account/Mailing Address/Phone Number/Fax Number	Amount of Claim	Nature of Claim	Contingent, Unliquidated, Disputed, Or Subject To Setoff
1	Boeing Satellite Systems Inc.	2260 E. Imperial Hwy. El Segundo, CA 90245 Attn: Mr. W. James McNerney Jr., President and CEO Tel: 310-364-4000 Fax: 310-364-6677	\$7,483,005.75	Trade	Contingent, Disputed
2	Alcatel-Lucent	3 av. Octave Gréard 75007 Paris, France Attn: Mr. Ben Verwaayen, Chief Executive Officer Tel: +33 (0)1 40 76 10 10 Email: excooffice@alcatel-lucent.com	\$7,343,549.00	Trade	Contingent, Disputed
3	AnyDATA Corporation	5 Oldfield Irvine, CA 92618 Attn: Dr. Soon B. Shin, President & CEO Tel: 949-900-6040 Fax: 949-600-9909	\$690,000.00	Trade	Contingent, Disputed
4	Bandrich Inc.	No. 188, 7f, Baociao Rd Sin-Dian City Taipei, Taiwan 23146 Attn: Dr. Wen-Yi Kuo, CEO Tel: +866 - 2 - 2799 - 8851 Fax: +866 - 2 - 2799 - 8812	\$390,600.00	Trade	Contingent, Disputed
5	Burson-Marsteller	230 Park Avenue South New York, NY 10003-1528 Attn: Mr. Tony Telloni, Market Leader Tel: 212-614-4000 Fax: 212-598-5320	\$264,761.75	Trade	
6	Level 3 Communications LLC	1025 Eldorado Boulevard Broomfield, CO 80021 Attn: Mr. James Q. Crowe, CEO Tel: 720-888-1000 Fax: 720-888-5085	\$169,436.84	Trade	Disputed
7	Oracle Inc.	500 Oracle Parkway Redwood Shores, CA 94065 Attn: Mr. Lawrence J Ellison, CEO Tel: 650-506-7000 Fax: 650-506-7200	\$163,979.61	Trade	

No.	Holder of Claim	Name of Person Familiar with Debtors' Account/Mailing Address/Phone Number/Fax Number	Amount of Claim	Nature of Claim	Contingent, Unliquidated, Disputed, Or Subject To Setoff
8	SBA Structures Inc.	2900 Broken Sound Parkway, NW Boca Raton, FL 33487 Attn: Mr. Jeffrey A Stoops, President & CEO Tel: 561-995-7670 Fax: 561-989-5374	\$100,800.00	Trade	Disputed
9	SBA Towers III LLC	2900 Broken Sound Parkway, NW Boca Raton, FL 33487 Attn: Mr. Jeffrey A Stoops, President & CEO Tel: 561-995-7670 Fax: 561-989-5374	\$77,350.00	Trade	Disputed
10	USAC	2000 L Street NW, Suite 200 Washington, DC 20036 Attn: Mr. Scott Barash, Acting CEO Tel: 202-776-0200 Fax: 202-776-0080	\$56,686.66	Professional	
11	Liebert Services Inc.	1050 Dearborn Drive Columbus, OH 43085 Attn: Mr. Bob Bauer, Group Vice President Tel: 614-888-0246 Fax: 614-841-6882	\$39,115.20	Trade	
12	Westar Satellite Services LP	777 Westar Lane Cedar Hill, TX 75104 Attn: Mr. Rob Tannor, CEO Tel: 972-291-6000 Fax: 972-291-6030	\$38,451.76	Landlord	
13	Shockey Scofield Solutions, LLC	333 N Fairfax St Ste 100 Alexandria, VA 22314 Attn: Mr. John Scofield Tel: 202-507-1721 Email: scofield@s-3group.com	\$35,000.00	Professional	
14	Intelsat	3400 International Drive Northwest Washington, DC 20008 Attn: Mr. David McGlade, CEO Tel: 202-944-6800 Fax: 202-944-7898	\$32,609.89	Landlord	

No.	Holder of Claim	Name of Person Familiar with Debtors' Account/Mailing Address/Phone Number/Fax Number	Amount of Claim	Nature of Claim	Contingent, Unliquidated, Disputed, Or Subject To Setoff
15	SED Systems	18 Innovation Place Saskatoon, SK S7K 3P7 Canada Attn: Mr. Brent McConnell, President Tel: 306-931-3425 Fax: 306-933-1486	\$31,640.70	Landlord	
16	Cyberbridge	1515 E Wdfield Road # 860 Schaumburg, IL 60173 Attn: Brij Shah, President Tel: 847-598-1101 Fax: 847-413-1635	\$28,969.70	Trade	
17	Mehlman Capitol Strategies	1750 K Street, NW. Suite 350 Washington, DC 20006 Attn: Ms. Amy Mehlman Tel: 202-457-1970 Fax: 202-457-1971	\$20,000.00	Professional	
18	Verizon	140 West Street New York, NY 10007 Attn: Mr. Lawrence T. Babbio, Jr., President Tel: 212-395-1000 Fax: 212-571-1897	\$15,716.59	Trade	
19	AT&T	208 South Akard Street Dallas, TX 75202 Attn: Mr. Randall Stephenson, CEO Tel: 210-821-4105 Fax: 314-331-9896	\$15,181.34	Trade	
20	Polaris Logistics	22650 Executive Dr. , Suite 137 Sterling, VA 20166 Attn: Mr. Alan Clem, Senior Account Executive Tel: 703-435-2858 Fax: 410-712-4657	\$11,770.00	Landlord	

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

_____)	
In re:	)	Chapter 11
)	
LIGHTSQUARED INC., <i>et al.</i>,	)	Case No. 12-_____ ()
)	
Debtors. ²	)	Joint Administration Requested
_____)	

**DECLARATION FOR CONSOLIDATED LIST OF CREDITORS
HOLDING 20 LARGEST UNSECURED CLAIMS**

Pursuant to 28 U.S.C. § 1746, I, Marc R. Montagner, the undersigned authorized officer of each of the Debtors, declare under penalty of perjury that I have reviewed the foregoing consolidated list of creditors holding the twenty (20) largest unsecured claims against the Debtors and that it is true and correct to the best of my knowledge, information and belief.

Dated: May 14, 2012

/s/ Marc R. Montagner
Marc R. Montagner
Chief Financial Officer

² The debtors in these chapter 11 cases, along with the last four digits of each debtor's federal or foreign tax or registration identification number, are: LightSquared Inc. (8845), LightSquared Investors Holdings Inc. (0984), One Dot Four Corp. (8806), One Dot Six Corp. (8763), SkyTerra Rollup LLC (N/A), SkyTerra Rollup Sub LLC (N/A), SkyTerra Investors LLC (N/A), TMI Communications Delaware, Limited Partnership (4456), LightSquared GP Inc. (6190), LightSquared LP (3801), ATC Technologies, LLC (3432), LightSquared Corp. (1361), LightSquared Finance Co. (6962), LightSquared Network LLC (1750), LightSquared Inc. of Virginia (9725), LightSquared Subsidiary LLC (9821), Lightsquared Bermuda Ltd. (7247), SkyTerra Holdings (Canada) Inc. (0631), SkyTerra (Canada) Inc. (0629) and One Dot Six TVCC Corp. (0040). The location of the debtors' corporate headquarters is 450 Park Avenue, Suite 2201, New York, NY 10022.

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

)	
In re:)	Chapter 11
)	
LIGHTSQUARED INC., <i>et al.</i>,	)	Case No. 12-_____ ()
)	
Debtors. ¹	)	Joint Administration Requested
)	

**CORPORATE OWNERSHIP STATEMENT PURSUANT TO
FEDERAL RULE OF BANKRUPTCY PROCEDURE 1007(A)(1) AND
RULE 1007-3 OF LOCAL BANKRUPTCY RULES FOR UNITED STATES
BANKRUPTCY COURT FOR SOUTHERN DISTRICT OF NEW YORK**

In accordance with Rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure and Rule 1007-3 of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York, this corporate ownership statement includes a list and organizational chart reflecting the corporations that directly or indirectly own 10% or more of any class of equity interests for each Debtor entity.

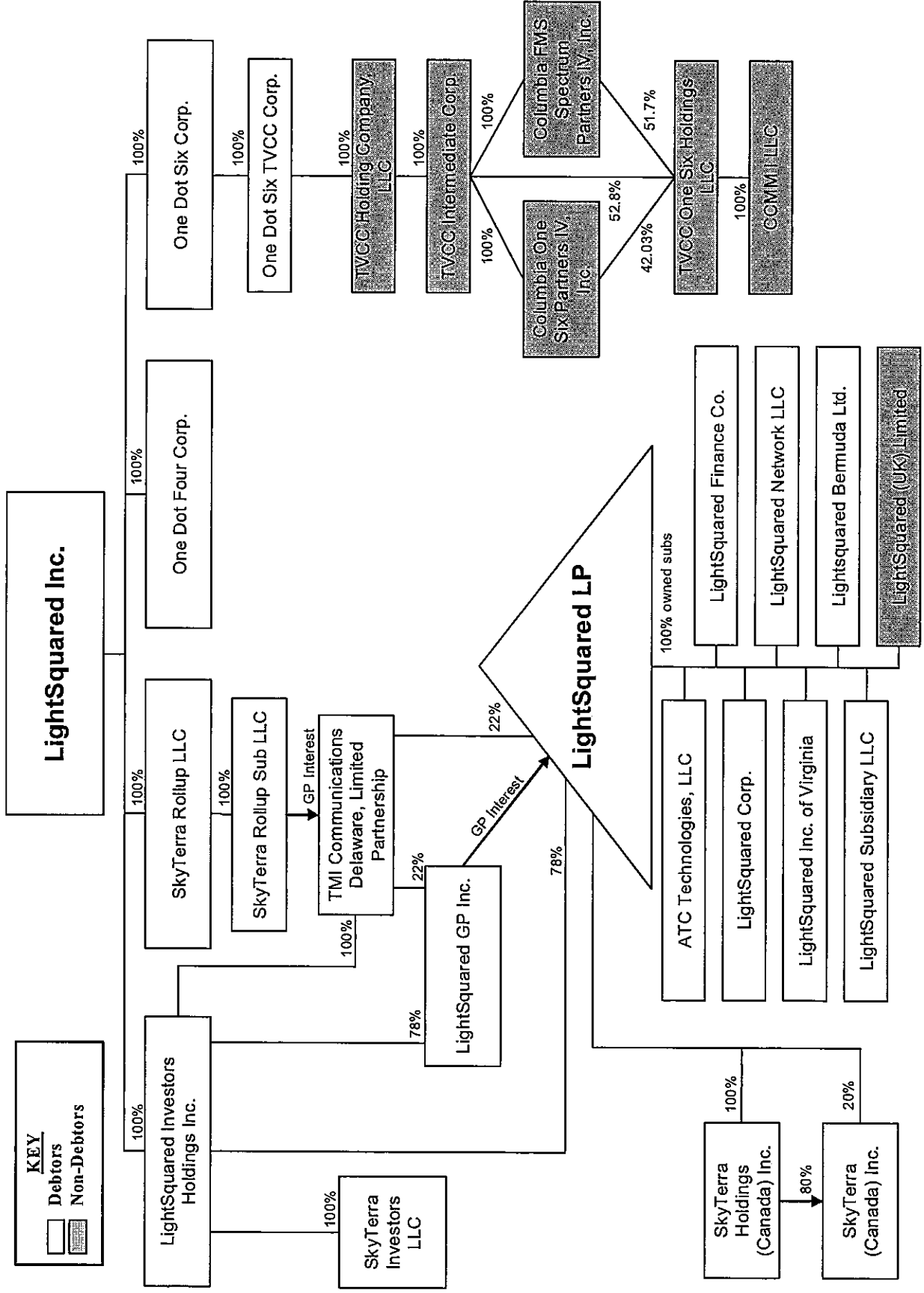
Name of Debtor	Direct Owner(s)	Indirect Owner(s)
LightSquared Inc.	HGW US Holding Company, L.P.	
One Dot Four Corp.	LightSquared Inc.	HGW US Holding Company, L.P.
SkyTerra Rollup LLC	LightSquared Inc.	HGW US Holding Company, L.P.
SkyTerra Rollup Sub LLC	SkyTerra Rollup LLC	HGW US Holding Company, L.P. LightSquared Inc.
LightSquared Investors Holdings Inc.	LightSquared Inc.	HGW US Holding Company, L.P.
SkyTerra Investors LLC	LightSquared Investors Holdings Inc.	HGW US Holding Company, L.P. LightSquared Inc.

¹ The debtors in these chapter 11 cases, along with the last four digits of each debtor's federal or foreign tax or registration identification number, are: LightSquared Inc. (8845), LightSquared Investors Holdings Inc. (0984), One Dot Four Corp. (8806), One Dot Six Corp. (8763), SkyTerra Rollup LLC (N/A), SkyTerra Rollup Sub LLC (N/A), SkyTerra Investors LLC (N/A), TMI Communications Delaware, Limited Partnership (4456), LightSquared GP Inc. (6190), LightSquared LP (3801), ATC Technologies, LLC (3432), LightSquared Corp. (1361), LightSquared Finance Co. (6962), LightSquared Network LLC (1750), LightSquared Inc. of Virginia (9725), LightSquared Subsidiary LLC (9821), Lightsquared Bermuda Ltd. (7247), SkyTerra Holdings (Canada) Inc. (0631), SkyTerra (Canada) Inc. (0629) and One Dot Six TVCC Corp. (0040). The location of the debtors' corporate headquarters is 450 Park Avenue, Suite 2201, New York, NY 10022.

Name of Debtor	Direct Owner(s)	Indirect Owner(s)
TMI Communications Delaware, Limited Partnership	LightSquared Investors Holdings Inc.	HGW US Holding Company, L.P. LightSquared Inc.
LightSquared GP Inc.	LightSquared Investors Holdings Inc. TMI Communications Delaware, Limited Partnership	HGW US Holding Company, L.P. LightSquared Inc.
LightSquared LP	LightSquared Investors Holdings Inc. TMI Communications Delaware, Limited Partnership	HGW US Holding Company, L.P. LightSquared Inc.
ATC Technologies, LLC	LightSquared LP	HGW US Holding Company, L.P. LightSquared Inc. LightSquared Investors Holdings Inc. TMI Communications Delaware, Limited Partnership
LightSquared Corp.	LightSquared LP	HGW US Holding Company, L.P. LightSquared Inc. LightSquared Investors Holdings Inc. TMI Communications Delaware, Limited Partnership
LightSquared Finance Co.	LightSquared LP	HGW US Holding Company, L.P. LightSquared Inc. LightSquared Investors Holdings Inc. TMI Communications Delaware, Limited Partnership
LightSquared Network LLC	LightSquared LP	HGW US Holding Company, L.P. LightSquared Inc. LightSquared Investors Holdings Inc. TMI Communications Delaware, Limited Partnership
LightSquared Inc. of Virginia	LightSquared LP	HGW US Holding Company, L.P. LightSquared Inc. LightSquared Investors Holdings Inc. TMI Communications Delaware, Limited Partnership
LightSquared Subsidiary LLC	LightSquared LP	HGW US Holding Company, L.P. LightSquared Inc. LightSquared Investors Holdings Inc. TMI Communications Delaware, Limited Partnership
Lightsquared Bermuda Ltd.	LightSquared LP	HGW US Holding Company, L.P. LightSquared Inc. LightSquared Investors Holdings Inc. TMI Communications Delaware, Limited Partnership
SkyTerra Holdings (Canada) Inc.	LightSquared LP	HGW US Holding Company, L.P. LightSquared Inc. LightSquared Investors Holdings Inc. TMI Communications Delaware, Limited Partnership

Name of Debtor	Direct Owner(s)	Indirect Owner(s)
SkyTerra (Canada) Inc.	LightSquared LP SkyTerra Holdings (Canada) Inc.	HGW US Holding Company, L.P. LightSquared Inc. LightSquared Investors Holdings Inc. TMI Communications Delaware, Limited Partnership
One Dot Six Corp.	LightSquared Inc.	HGW US Holding Company, L.P.
One Dot Six TVCC Corp.	One Dot Six Corp.	HGW US Holding Company, L.P. LightSquared Inc.

LIGHTSQUARED ORGANIZATIONAL CHART



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

In re:)	
	)	Chapter 11
LIGHTSQUARED INC., <i>et al.</i> ,)	
	)	Case No. 12- _____ ()
Debtors. ¹	)	Joint Administration Requested
)	

DECLARATION CONCERNING CORPORATE OWNERSHIP STATEMENT

Pursuant to 28 U.S.C. § 1746, I, Marc R. Montagner, the undersigned authorized officer of each of the Debtors, declare under penalty of perjury that I have reviewed the corporate ownership statement and that it is true and correct to the best of my knowledge, information and belief.

Dated: May 14, 2012

/s/ Marc R. Montagner
Marc R. Montagner
Chief Financial Officer

¹ The debtors in these chapter 11 cases, along with the last four digits of each debtor's federal or foreign tax or registration identification number, are: LightSquared Inc. (8845), LightSquared Investors Holdings Inc. (0984), One Dot Four Corp. (8806), One Dot Six Corp. (8763), SkyTerra Rollup LLC (N/A), SkyTerra Rollup Sub LLC (N/A), SkyTerra Investors LLC (N/A), TMI Communications Delaware, Limited Partnership (4456), LightSquared GP Inc. (6190), LightSquared LP (3801), ATC Technologies, LLC (3432), LightSquared Corp. (1361), LightSquared Finance Co. (6962), LightSquared Network LLC (1750), LightSquared Inc. of Virginia (9725), LightSquared Subsidiary LLC (9821), Lightsquared Bermuda Ltd. (7247), SkyTerra Holdings (Canada) Inc. (0631), SkyTerra (Canada) Inc. (0629) and One Dot Six TVCC Corp. (0040). The location of the debtors' corporate headquarters is 450 Park Avenue, Suite 2201, New York, NY 10022.