Exhibit "G" to the Affidavit of Kate H. Stigler, sworn before me this 14<sup>th</sup> day of May, 2012.

Commissioner for Taking Affidavits

Jane Olive Dietrich

B1 (Official Fol-2-112009) Doc 1 Filed 05/14/12 Entered 05/14/12 14:55:30 Main Document UNITED STATES BANKRUPTCY COURT 1 of 21 VOLUNTARY PETITION Southern District of New York Name of Debtor (if individual, enter Last, First, Middle): Name of Joint Debtor (Spouse) (Last, First, Middle): SkyTerra Investors LLC All Other Names used by the Debtor in the last 8 years All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names): (include married, maiden, and trade names): MSV Investors, LLC Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all): (if more than one, state all): Street Address of Debtor (No. and Street, City, and State): Street Address of Joint Debtor (No. and Street, City, and State): 10802 Parkridge Blvd., Reston, VA ZIP CODE 20191 ZIP CODE County of Residence or of the Principal Place of Business: County of Residence or of the Principal Place of Business: Mailing Address of Debtor (if different from street address): Mailing Address of Joint Debtor (if different from street address): ZIP CODE ZIP CODE Location of Principal Assets of Business Debtor (if different from street address above): ZIP CODE Type of Debtor Nature of Business Chapter of Bankruptcy Code Under Which (Form of Organization) (Check one box.) the Petition is Filed (Check one box.) (Check one box.) Health Care Business Chapter 15 Petition for Chapter 7 Individual (includes Joint Debtors) Single Asset Real Estate as defined in Chapter 9 Recognition of a Foreign See Exhibit D on page 2 of this form. 11 U.S.C. § 101(51B) Chapter 11 Main Proceeding Corporation (includes LLC and LLP) Railroad Chapter 12 Chapter 15 Petition for Stockbroker Partnership Chapter 13 Recognition of a Foreign Other (If debtor is not one of the above entities, check Commodity Broker Nonmain Proceeding  $\Box$ this box and state type of entity below.) Clearing Bank Other **Chapter 15 Debtors** Tax-Exempt Entity Nature of Debts (Check box, if applicable.) (Check one box.) Country of debtor's center of main interests: Debts are primarily consumer Debts are Debtor is a tax-exempt organization debts, defined in 11 U.S.C. primarily Each country in which a foreign proceeding by, regarding, or under title 26 of the United States § 101(8) as "incurred by an business debts. against debtor is pending: Code (the Internal Revenue Code), individual primarily for a personal, family, or household purpose.' Filing Fee (Check one box.) Chapter 11 Debtors Check one box:  $\mathbf{Z}$ Full Filing Fee attached. Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). 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. Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 (amount subject to adjustment Filing Fee waiver requested (applicable to chapter 7 individuals only). Must on 4/01/13 and every three years thereafter). attach signed application for the court's consideration. See Official Form 3B. Check all applicable boxes: A plan is being filed with this petition. 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 THIS SPACE IS FOR COURT USE ONLY Debtor estimates that funds will be available for distribution to unsecured creditors.  $\Box$ Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors. **Estimated Number of Creditors** V п П П 10,001-25,001-1-49 50-99 100-199 200-999 1,000-5.001-50,001-Over 5,000 10,000 25,000 50,000 100,000 100,000 Estimated Assets  $\mathbf{Z}$ П П П \$100,001 to \$0 to \$50,001 to \$500,001 \$1,000,001 \$10,000,001 \$50,000,001 \$100,000,001 \$500,000,001 More than \$500,000 to \$1 billion \$50,000 \$100,000 to \$1 to \$10 to \$50 to \$100 to \$500 \$1 billion million million million million million **Estimated Liabilities**  $\nabla$ П \$50,001 to \$100,001 to \$0 to \$500,001 \$1,000,001 \$10,000,001 \$50,000,001 \$100,000,001 \$500,000,001 More than \$50,000 \$100,000 \$500,000 to \$1 to \$10 to \$50 to \$100 to \$500 to \$1 billion \$1 billion

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B1 (Official Folia			ocument Pg Page 2		
Voluntary Petition  (This page must be completed and filed in every case.)  2 of Manc of Debtor(s): SkyTerra Investors LLC					
· · ·	All Prior Bankruptcy Cases Filed Within Last 8	Years (If more than two, attach additional shee			
Location Where Filed:	· · · · · · · · · · · · · · · · · · ·	Case Number:	Date Filed:		
Location Where Filed:		Case Number:	Date Filed:		
Name of Debtor:	Pending Bankruptcy Case Filed by any Spouse, Partner, or Aff	filiate of this Debtor (If more than one, attach a Case Number:	additional sheet.)  Date Filed:		
Dietrict	See attached Schedule 1	Relationship:	Judge:		
Sou Sou	thern District of New York	Relationship.	Judge:		
10Q) with the Se of the Securities I	Exhibit A  d if debtor is required to file periodic reports (e.g., forms 10K and excurities and Exchange Commission pursuant to Section 13 or 15(d)  Exchange Act of 1934 and is requesting relief under chapter 11.)  is attached and made a part of this petition.	Exhibit  (To be completed if debte whose debts are primarily  I, the attorney for the petitioner named in the informed the petitioner that [he or she] may perfect the 11, United States Code, and have exposuch chapter. I further certify that I have delible to 11 U.S.C. § 342(b).  X  Signature of Attorney for Debtor(s)	or is an individual consumer debts.)  foregoing petition, declare that I have proceed under chapter 7, 11, 12, or 13 plained the relief available under each		
			2410,		
Does the debtor of	Exhib wan or have possession of any property that poses or is alleged to pose:		blic health or safety?		
☐ Yes, and E	exhibit C is attached and made a part of this petition.				
✓ No.	- ·				
Exhibit D, o	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.)  Exhibit D, completed and signed by the debtor, is attached and made a part of this petition.  If this is a joint petition:  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 app Debtor has been domiciled or has had a residence, principal place preceding the date of this petition or for a longer part of such 180 day	of business, or principal assets in this District	for 180 days immediately		
ď	There is a bankruptcy case concerning debtor's affiliate, general parts	ner, or partnership pending in this District.			
	Debtor is a debtor in a foreign proceeding and has its principal place no principal place of business or assets in the United States but is a District, or the interests of the parties will be served in regard to the r	a defendant in an action or proceeding [in a fed	nates in this District, or has deral or state court] in this		
	Certification by a Debtor Who Resides as a Tenant of Residential Property  (Check all applicable boxes.)				
	Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)				
(Name of landlord that obtained judgment)					
		(Address of landlord)			
	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				
	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.				
	Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(1)).				

- (	1 05/14/12 14:55:30 Main Document Pg Page 3		
Voluntary Petition 3 O (This page must be completed and filed in every case.)	Mane of Debtor(s): SkyTerra Investors LLC		
	atures		
Signature(s) of Debtor(s) (Individual/Joint)	Signature of a Foreign Representative		
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 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.		
I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.	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	x		
Signature of Debtor	(Signature of Foreign Representative)		
-	(- 3,		
X Signature of Joint Debtor	(Printed Name of Foreign Representative)		
Telephone Number (if not represented by attorney)	Date		
Date Signature of Attorney*	Signature of Non-Attorney Bankruptcy Petition Preparer		
-	Signature of Non-Attorney Danki upicy Tennon Freparci		
x /s/ Matthew S. Barr	I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as		
Signature of Attorney for Debtor(s) Matthew S. Barr	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		
Printed Name of Attorney for Debtor(s) Milbank, Tweed, Hadley & McCloy LLP	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		
Firm Name	fee for services chargeable by bankruptcy petition preparers, I have given the debtor		
1 Chase Manhattan Plaza	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		
New York, NY 10005	attached.		
Address			
212-530-5000 Telephone Number	Printed Name and title, if any, of Bankruptcy Petition Preparer		
_05/14/2012	Finited Name and title, if any, of Bankrupicy relition Freparer		
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.	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.)		
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.	Address		
The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition.	X Signature		
•			
X /s/ Marc R. Montagner Signature of Authorized Individual	Date		
Marc R. Montagner	Signature of bankruptcy petition preparer or officer, principal, responsible person, or		
Printed Name of Authorized Individual	partner whose Social-Security number is provided above.		
Chief Financial Officer			
Title of Authorized Individual 05/14/2012	Names and Social-Security numbers of all other individuals who prepared or assisted		
Date	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 "<u>Debtors</u>") 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

) Chapter 11
) Case No. 12()
) Joint Administration Requeste )

#### **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.

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. AS SOLE MEMBER OF SKYTERRA INVESTORS LLC

#### May 14, 2012

The undersigned, being all of the members of the Board of Directors of LightSquared Investors Holdings Inc., a Delaware Corporation (the "Member"), as the sole member of SkyTerra Investors LLC, a Delaware limited liability company (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 Member (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 equity holders, 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 "<u>Authorized Persons</u>"), and such other officers of the Member 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 & M<sup>o</sup>Cloy 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 Member 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 Member 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 Member 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 Member 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 Member 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 Member 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

	`
In re:	) Chapter 11
LIGHTSQUARED INC., et al.,	) Case No. 12()
Debtors. <sup>1</sup>	) 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 "<u>Debtors</u>"), 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.

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 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.		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 	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		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	

In re:	) ) Chapter 11
LIGHTSQUARED INC., et al.,	) ) Case No. 12()
Debtors. <sup>2</sup>	) ) 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

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.

In re:	) Chapter 11
LIGHTSQUARED INC., et al.,	) Case No. 12()
Debtors. <sup>1</sup>	) 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

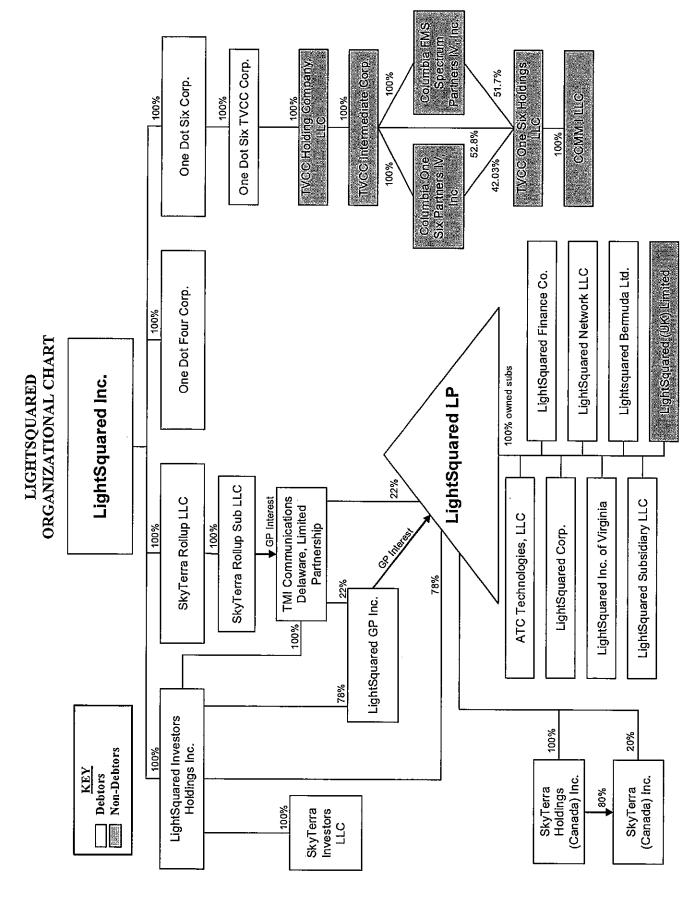
In accordance with Rules 1007(a)(1) and 7007.1 of the Federal Rules of
Bankruptcy Procedure and Rule 1007-3 of the Local Bankruptcy Rules for the United States
Bankruptcy Court for the Southern District of New York, this corporate ownership statement
includes a list and organizational chart reflecting 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.

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	HGW US Holding Company, L.P.
	SkyTerra Holdings	LightSquared Inc.
	(Canada) 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.



	1
In re:	) Chapter 11
LIGHTSQUARED INC., et al.,	) Case No. 12()
Debtors. <sup>1</sup>	) 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

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 LLC (N/A), SkyTerra Rollup 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 "**H**" to the Affidavit of Kate H. Stigler, sworn before me this 14<sup>th</sup> day of May, 2012.

Commissioner for Taking Affidavits

Jane Olive Dietrich

Doc 1 Filed 05/14/12 Entered 05/14/12 14:17:26 Main Document B1 (Official Folia 112085 1 of 21 UNITED STATES BANKRUPTCY COURT VOLUNTARY PETITION Southern District of New York Name of Debtor (if individual, enter Last, First, Middle): Name of Joint Debtor (Spouse) (Last, First, Middle): TMI Communications Delaware, Limited Partnership All Other Names used by the Debtor in the last 8 years All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names): (include married, maiden, and trade names): Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all): (if more than one, state all): 26-0014456 Street Address of Debtor (No. and Street, City, and State): Street Address of Joint Debtor (No. and Street, City, and State): 10802 Parkridge Blvd., Reston, VA ZIP CODE 20191 ZIP CODE County of Residence or of the Principal Place of Business: County of Residence or of the Principal Place of Business: Mailing Address of Debtor (if different from street address): Mailing Address of Joint Debtor (if different from street address): ZIP CODE ZIP CODE Location of Principal Assets of Business Debtor (if different from street address above): ZIP CODE Type of Debtor Chapter of Bankruptcy Code Under Which Nature of Business (Form of Organization) (Check one box.) the Petition is Filed (Check one box.) (Check one box.) Health Care Business Chapter 15 Petition for Chapter 7 Individual (includes Joint Debtors) Single Asset Real Estate as defined in Chapter 9 Recognition of a Foreign Chapter 11 Main Proceeding See Exhibit D on page 2 of this form. 11 U.S.C. § 101(51B) Corporation (includes LLC and LLP) Railroad Chapter 12 Chapter 15 Petition for Partnership Stockbroker Chapter 13 Recognition of a Foreign Other (If debtor is not one of the above entities, check Commodity Broker Nonmain Proceeding this box and state type of entity below.) Clearing Bank Other **Chapter 15 Debtors** Tax-Exempt Entity Nature of Debts (Check box, if applicable.) (Check one box.) Country of debtor's center of main interests: Debts are primarily consumer Debts are Debtor is a tax-exempt organization debts, defined in 11 U.S.C. primarily Each country in which a foreign proceeding by, regarding, or under title 26 of the United States § 101(8) as "incurred by an business debts. individual primarily for a against debtor is pending: Code (the Internal Revenue Code). personal, family, or household purpose." Filing Fee (Check one box.) Chapter 11 Debtors Check one box: Full Filing Fee attached. Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). V Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). 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 Check if: unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 (amount subject to adjustment Filing Fee waiver requested (applicable to chapter 7 individuals only). Must on 4/01/13 and every three years thereafter). attach signed application for the court's consideration. See Official Form 3B. Check all applicable boxes: A plan is being filed with this petition. 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 THIS SPACE IS FOR COURT USE ONLY Debtor estimates that funds will be available for distribution to unsecured creditors. Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors. Estimated Number of Creditors 200-999 10,001-25,001-50,001-1-49 50-99 100-199 1,000-5,001-Over 5,000 10.000 25,000 50,000 100,000 100,000 Estimated Assets \$100,001 to \$500,001 \$1,000,001 \$10,000,001 \$50,000,001 \$100,000,001 \$500,000,001 \$50,001 to More than \$0 to to \$100 to \$500 to \$1 billion \$500,000 to \$1 \$1 billion \$50,000 \$100,000 to \$10 to \$50 million million million million million Estimated Liabilities П \$100,001 to \$100,000,001 \$50,001 to \$500,001 \$1,000,001 \$10,000,001 \$50,000,001 \$500,000,001 More than \$0 to \$50,000 \$100,000 \$500,000 to \$1 to \$10 to \$50 to \$100 to \$500 to \$1 billion \$1 billion

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Entered 05/14/12 14:17:26 Main Document Filed 05/14/12 Doc 1 B1 (Official Folia 1) 20/85 24me of Debtor(s): TMI Communications Delaware, Limited Partnership Voluntary Petition (This page must be completed and filed in every case.) All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.) Date Filed: Case Number: Location Where Filed: Date Filed: Case Number: Location Where Filed: Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet.) Date Filed: Case Number: Name of Debtor: See attached Schedule 1 Relationship: Judge: District: Southern District of New York Exhibit B Exhibit A (To be completed if debtor is an individual (To be completed if debtor is required to file periodic reports (e.g., forms 10K and whose debts are primarily consumer debts.) 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.) 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). П Exhibit A is attached and made a part of this petition. 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? Yes, and Exhibit C is attached and made a part of this petition. Ø 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.) Exhibit D, completed and signed by the debtor, is attached and made a part of this petition. If this is a joint petition: 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.) Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately П preceding the date of this petition or for a longer part of such 180 days than in any other District.  $\blacksquare$ There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District. 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.) Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.) (Name of landlord that obtained judgment) (Address of landlord) 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 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. Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(1)).

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	Mane of Debtor(s): TMI Communications Delaware, Limited Partnership					
(This page must be completed and filed in every case.)  Signa	atures					
Signature(s) of Debtor(s) (Individual/Joint)	Signature of a Foreign Representative					
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	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)					
•						
X Signature of Joint Debtor	(Printed Name of Foreign Representative)					
Telephone Number (if not represented by attorney)	Date					
Date						
Signature of Attorney*	Signature of Non-Attorney Bankruptcy Petition Preparer					
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	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 of 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 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					
*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.	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.)					
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.	Address  X					
The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition.	Signature					
x /s/ Marc R. Montagner	Date					
Signature of Authorized Individual  Marc R. Montagner  Printed Name of Authorized Individual Chief Financial Officer	Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.					
Title of Authorized Individual 05/14/2012 Date	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 "<u>Debtors</u>") 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

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In re:	)	Chapter 11
LIGHTSQUARED INC., et al.,	)	Case No. 12()
Debtors. <sup>1</sup>	)	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.

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 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 AS GENERAL PARTNER OF TMI COMMUNICATIONS DELAWARE, LIMITED PARTNERSHIP

#### 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, as the general partner of TMI Communications Delaware, Limited Partnership, a Delaware limited partnership (the "Partnership"), 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 Partnership, the strategic alternatives available to it and the impact of the foregoing on the Partnership's businesses and operations; and

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

**NOW**, it is hereby:

## I. Voluntary Petition Under the Provisions of <u>Chapter 11 of the United States Bankruptcy Code</u>

RESOLVED, that in the best judgment of LightSquared Inc., it is desirable and in the best interests of the Partnership, its partners, creditors, and other stakeholders and parties in interest (including, without limitation, the direct and indirect subsidiaries of the Partnership), that the Partnership 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. and the

Partnership 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 Partnership, 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 Partnership'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 & M<sup>2</sup>Cloy LLP ("Milbank") as general bankruptcy counsel to represent and assist the Partnership and its subsidiaries in carrying out their duties under the Bankruptcy Code and to take any and all actions to advance the Partnership'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 Partnership and its subsidiaries in carrying out their duties under the CCAA and to take any and all actions to advance the Partnership'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 Partnership and its subsidiaries in carrying out their duties under the Bankruptcy Code and to take any and all actions to advance the Partnership'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 Partnership and its subsidiaries in carrying out their duties under the Bankruptcy Code and to take any and all actions to advance the Partnership'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 Partnership 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

Doc 1

RESOLVED, that each of the Authorized Persons, and such other officers of LightSquared Inc. and the Partnership 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. and the Partnership, including under debtor-inpossession 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. and the Partnership be, and each hereby is, authorized and directed to execute appropriate loan agreements, guarantees, cash collateral agreements and related

**RESOLVED**, that each of the Authorized Persons, and such other officers of LightSquared Inc. and the Partnership 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 Partnership, to cause the Partnership 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 Partnership; and

**RESOLVED**, that in connection with the chapter 11 case, each of the Authorized Persons, and such other officers of LightSquared Inc. and the Partnership 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 Partnership, 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**

ancillary documents; and

**RESOLVED**, that in addition to the specific authorizations heretofore conferred upon the Authorized Persons, each of the officers of LightSquared Inc. and the Partnership 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 Partnership, 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 Partnership, 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.

TMI COMMUNICATIONS DELAWARE, LIMITED PARTNERSHIP

By: SKYTERRA ROLLUP SUB LLC, its General Partner

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

In re:	) Chapter 11
LIGHTSQUARED INC., et al.,	) Case No. 12()
Debtors. <sup>1</sup>	) 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 "<u>Debtors</u>"), 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.

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 LLC (N/A), SkyTerra Rollup 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	

In re:	) Chapter 11
LIGHTSQUARED INC., et al.,	) Case No. 12()
Debtors. <sup>2</sup>	) 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

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.

In re:	) ) Chapter 11
LIGHTSQUARED INC., et al.,	) Case No. 12()
Debtors. <sup>1</sup>	) 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.

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 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	HGW US Holding Company, L.P.
	SkyTerra Holdings	LightSquared Inc.
	(Canada) 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.

In re:	)	Chapter 11
LIGHTSQUARED INC., et al.,	)	Case No. 12()
Debtors. <sup>1</sup>	)	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

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 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 "I" to the Affidavit of Kate H. Stigler, sworn before me this 14<sup>th</sup> day of May, 2012.

Commissioner for Taking Affidavits

Jane Olive Dietrich

Doc 1 Filed 05/14/12 Entered 05/14/12 14:32:53 B1 (Official Fol 2-11209) Main Document UNITED STATES BANKRUPTCY COURT VOLUNTARY PETITION Southern District of New York Name of Debtor (if individual, enter Last, First, Middle): Name of Joint Debtor (Spouse) (Last, First, Middle): LightSquared GP Inc. All Other Names used by the Debtor in the last 8 years All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names): (include married, maiden, and trade names): SkyTerra GP Inc.; Mobile Satellite Ventures GP Inc. Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all): (if more than one, state all): 54-2056190 Street Address of Debtor (No. and Street, City, and State): Street Address of Joint Debtor (No. and Street, City, and State): 10802 Parkridge Blvd., Reston, VA ZIP CODE 20191 ZIP CODE County of Residence or of the Principal Place of Business: County of Residence or of the Principal Place of Business: Fairfax Mailing Address of Debtor (if different from street address): Mailing Address of Joint Debtor (if different from street address): ZIP CODE ZIP CODE Location of Principal Assets of Business Debtor (if different from street address above): ZIP CODE Type of Debtor Nature of Business Chapter of Bankruptcy Code Under Which (Form of Organization) (Check one box.) the Petition is Filed (Check one box.) (Check one box.) Health Care Business Chapter 7 Chapter 15 Petition for Individual (includes Joint Debtors) Single Asset Real Estate as defined in Chapter 9 Recognition of a Foreign See Exhibit D on page 2 of this form. 11 U.S.C. § 101(51B) Chapter 11 Main Proceeding Chapter 15 Petition for Corporation (includes LLC and LLP) Railroad Chapter 12 Stockbroker Partnership Chapter 13 Recognition of a Foreign Other (If debtor is not one of the above entities, check Commodity Broker Nonmain Proceeding this box and state type of entity below.) Clearing Bank Other Chapter 15 Debtors Tax-Exempt Entity Nature of Debts (Check box, if applicable.) (Check one box.) Country of debtor's center of main interests: Debts are primarily consumer Debts are Debtor is a tax-exempt organization debts, defined in 11 U.S.C. primarily Each country in which a foreign proceeding by, regarding, or under title 26 of the United States § 101(8) as "incurred by an business debts. against debtor is pending: Code (the Internal Revenue Code). individual primarily for a personal, family, or household purpose." Filing Fee (Check one box.) Chapter 11 Debtors Check one box: Full Filing Fee attached. Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Filing Fee to be paid in installments (applicable to individuals only). Must attach П signed application for the court's consideration certifying that the debtor is Check if: unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 (amount subject to adjustment Filing Fee waiver requested (applicable to chapter 7 individuals only). Must on 4/01/13 and every three years thereafter). attach signed application for the court's consideration. See Official Form 3B. Check all applicable boxes: A plan is being filed with this petition. 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 THIS SPACE IS FOR COURT USE ONLY Debtor estimates that funds will be available for distribution to unsecured creditors.  $\Box$ Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors. **Estimated Number of Creditors** П П 1,000-5,001-25,001-50,001-1-49 50-99 100-199 200-999 10,001-Over 5,000 10,000 25,000 50,000 100,000 100,000 Estimated Assets П П \$1,000,001 \$10,000,001 \$50,001 to \$100,001 to \$500,001 \$50,000,001 \$100,000,001 \$500,000,001 \$0 to More than \$50,000 \$100,000 \$500,000 to \$1 to \$10 to \$50 to \$100 to \$500 to \$1 billion \$1 billion million million million million million Estimated Liabilities  $\sim$ П \$50,001 to \$100,001 to \$1,000,001 \$10,000,001 \$50,000,001 \$100,000,001 \$0 to \$500,001 \$500,000,001 More than \$100,000 \$500,000 \$50,000 to \$1 to \$10 to \$50 to \$100 to \$500 to \$1 billion \$1 billion

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Voluntary Petition (This page must b	on e completed and filed in ever	2 of <i>y case.)</i>	24 me of Debtor(s): LightSquared GP Inc.		
			Years (If more than two, attach additional shee		
Location Where Filed:			Case Number:	Date Filed:	
Location Where Filed:			Case Number:	Date Filed:	
Name of Debtor:	Pending Bankruptcy C	ase Filed by any Spouse, Partner, or Af	filiate of this Debtor (If more than one, attach Case Number;	additional sheet.)  Date Filed:	
	See attached Schedule	e 1			
District: Sout	thern District of New Yor	k	Relationship:	Judge:	
10Q) with the Se of the Securities E	curities and Exchange Com	e periodic reports (e.g., forms 10K and mission pursuant to Section 13 or 15(d) requesting relief under chapter 11.)	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)		
		T-1-1			
Does the debtor o	wn or have possession of any	Exhibition $oldsymbol{v}$ property that poses or is alleged to pose	DIT C  a threat of imminent and identifiable harm to p	ablic health or safety?	
☐ Yes, and E	xhibit C is attached and mad	e a part of this petition.			
☑ No.					
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<ul> <li>(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)</li> <li>□ Exhibit D, completed and signed by the debtor, is attached and made a part of this petition.</li> <li>If this is a joint petition:</li> <li>□ Exhibit D, also completed and signed by the joint debtor, is attached and made a part of this petition.</li> </ul>					
		Information Regardin			
		(Check any app tor has had a residence, principal place etition or for a longer part of such 180 da	of business, or principal assets in this District	for 180 days immediately	
Ø	There is a bankruptcy case	concerning debtor's affiliate, general par	tner, or partnership pending in this District.		
	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.)					
Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)					
			(Name of landlord that obtained judgment)		
			(Address of landlord)		
			circumstances under which the debtor would b ion, after the judgment for possession was enter		
	Debtor has included wit of the petition.	h this petition the deposit with the court o	f any rent that would become due during the 30	-day period after the filing	
	Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(1)).				

	d 05/14/12 14:32:53 Main Document Pg Page 3		
	Mane of Debtor(s): LightSquared GP Inc.		
(This page must be completed and filed in every case.)			
	Signatures Committee Demonstrative		
Signature(s) of Debtor(s) (Individual/Joint)	Signature of a Foreign Representative		
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	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.)		
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 chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.		
I request relief in accordance with the chapter of title I1, United States Code, specified in this petition.	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 Debtor	X (Signature of Foreign Representative)		
X Signature of Joint Debtor	(Printed Name of Foreign Representative)		
Telephone Number (if not represented by attorney)  Date	Date		
Signature of Attorney*	Signature of Non-Attorney Bankruptcy Petition Preparer		
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: (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(b), 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.)		
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 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 <u>Debtor and Affiliates of Debtor</u>

On May 14, 2012, each of the affiliated entities listed below (collectively, the "<u>Debtors</u>") 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

TMI Communications Delaware, Limited Partnership

SkyTerra Rollup Sub LLC

In re:	) Chapter 11
LIGHTSQUARED INC., et al.,	) Case No. 12()
Debtors. 1	) Joint Administration Requested
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#### **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.

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 GP INC.

May 14, 2012

The undersigned, being all of the members of the Board of Directors of LightSquared GP Inc., a Delaware corporation (the "<u>Company</u>"), 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 stockholders, 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 "<u>Authorized Persons</u>"), 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 & M<sup>2</sup>Cloy 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

In re:	) ) Ch	napter 11
LIGHTSQUARED INC., et al.,	) Ca	se No. 12()
Debtors. 1	) Joi	int 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 "<u>Debtors</u>"), 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.

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.		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
	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	

•	)
In re:	) Chapter 11
LIGHTSQUARED INC., et al.,	) Case No. 12 ()
Debtors. <sup>2</sup>	) 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

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.

	_ )
In re:	) Chapter 11
LIGHTSQUARED INC., et al.,	) Case No. 12()
Debtors. <sup>1</sup>	) 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.	

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 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	HGW US Holding Company, L.P.
	SkyTerra Holdings	LightSquared Inc.
	(Canada) 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.

In re:	) Chapter 11
LIGHTSQUARED INC., et al.,	) Case No. 12()
Debtors. <sup>1</sup>	) 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

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 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 "J" to the Affidavit of Kate H. Stigler, sworn before me this 14<sup>th</sup> day of May, 2012.

Commissioner for Taking Affidavits

Jane Olive Dietrich

Doc 1 Filed 05/14/12 Entered 05/14/12 14:02:30 Main Document B1 (Official Fol 2-1) 2081 UNITED STATES BANKRUPTCY COURT VOLUNTARY PETITION Southern District of New York Name of Debtor (if individual, enter Last, First, Middle): Name of Joint Debtor (Spouse) (Last, First, Middle): LightSquared LP All Other Names used by the Joint Debtor in the last 8 years All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): (include married, maiden, and trade names): SkyTerra LP; Mobile Satellite Ventures LP Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all): (if more than one, state all): 54-1993801 Street Address of Debtor (No. and Street, City, and State): Street Address of Joint Debtor (No. and Street, City, and State): 450 Park Avenue, Suite 2201, New York, NY ZIP CODE ZIP CODE 10022 County of Residence or of the Principal Place of Business: County of Residence or of the Principal Place of Business: New York Mailing Address of Debtor (if different from street address): Mailing Address of Joint Debtor (if different from street address): ZIP CODE ZIP CODE Location of Principal Assets of Business Debtor (if different from street address above): Napa, CA; New York, NY; Cedar Hill, TX; Reston, VA; Richmond, VA; Ottawa, Ontario ZIP CODE Type of Debtor Nature of Business Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box.) (Form of Organization) (Check one box.) (Check one box.) Health Care Business Chapter 15 Petition for Chapter 7 Individual (includes Joint Debtors) П Single Asset Real Estate as defined in Chapter 9 Recognition of a Foreign See Exhibit D on page 2 of this form. 11 U.S.C. § 101(51B) Chapter 11 Main Proceeding Chapter 15 Petition for Chapter 12 Railroad Corporation (includes LLC and LLP) Stockbroker Chapter 13 Recognition of a Foreign Partnership Other (If debtor is not one of the above entities, check Commodity Broker Nonmain Proceeding Clearing Bank this box and state type of entity below.) Nature of Debts Tax-Exempt Entity **Chapter 15 Debtors** (Check one box.) (Check box, if applicable.) Country of debtor's center of main interests: Debts are primarily consumer Debts are debts, defined in 11 U.S.C. Debtor is a tax-exempt organization primarily Each country in which a foreign proceeding by, regarding, or under title 26 of the United States § 101(8) as "incurred by an business debts. Code (the Internal Revenue Code). individual primarily for a against debtor is pending: personal, family, or household purpose." Filing Fee (Check one box.) Chapter 11 Debtors Check one box: Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). Full Filing Fee attached. Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). 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 Debtor's aggregate noncontingent liquidated debts (excluding debts owed to unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. insiders or affiliates) are less than \$2,343,300 (amount subject to adjustment Filing Fee waiver requested (applicable to chapter 7 individuals only). Must on 4/01/13 and every three years thereafter). attach signed application for the court's consideration. See Official Form 3B. Check all applicable boxes: A plan is being filed with this petition. Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b). THIS SPACE IS FOR Statistical/Administrative Information COURT USE ONLY Debtor estimates that funds will be available for distribution to unsecured creditors. Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors. **Estimated Number of Creditors** V П П П П П П 100-199 200-999 1,000-5,001-10,001-25,001-50.001-Over 1-49 50-99 10,000 25,000 50,000 100,000 100,000 5,000 Estimated Assets \$100,001 to \$50,001 to \$500,001 \$1,000,001 \$10,000,001 \$50,000,001 \$100,000,001 \$500,000,001 More than \$0 to \$500,000 \$100,000 to \$1 to \$10 to \$50 to \$100 to \$500 to \$1 billion \$1 billion \$50,000 million million million million million Estimated Liabilities \$100,000,001 \$50,001 to \$100,001 to \$500,001 \$1,000,001 \$10,000,001 \$50,000,001 \$500,000,001 More than \$0 to \$500,000 \$50,000 to \$10 to \$50 to \$100 to \$500 to \$1 billion \$1 billion \$100,000 to \$1

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Voluntary Petitio	n 200 e completed and filed in every case.)	24me of Debtor(s): LightSquared LP	
(1 his page musi of	All Prior Bankruptcy Cases Filed Within Last 8		t.)
Location Where Filed:		Case Number:	Date Filed:
Location Where Filed:		Case Number:	Date Filed:
Name of Dubton	Pending Bankruptcy Case Filed by any Spouse, Partner, or Al	1	
	See attached Schedule 1	Case Number:	Date Filed:
District: Sout	hern District of New York	Relationship:	Judge:
10Q) with the Sec of the Securities E	Exhibit A  if debtor is required to file periodic reports (e.g., forms 10K and curities and Exchange Commission pursuant to Section 13 or 15(d) exchange Act of 1934 and is requesting relief under chapter 11.)  s attached and made a part of this petition.	Exhibit  (To be completed if debty whose debts are primarily)  I, the attorney for the petitioner named in the informed the petitioner that [he or she] may got title 11, United States Code, and have explained chapter. I further certify that I have delible 11 U.S.C. § 342(b).  X  Signature of Attorney for Debtor(s)	or is an individual or consumer debts.) foregoing petition, declare that I have proceed under chapter 7, 11, 12, or 13 plained the relief available under each
_	Exhil wn or have possession of any property that poses or is alleged to pose chibit C is attached and made a part of this petition.		iblic health or safety?
Exhibit D, c	by every individual debtor. If a joint petition is filed, each spouse mompleted and signed by the debtor, is attached and made a part of this tition:  Also completed and signed by the joint debtor, is attached and made a	s petition.	
Ø	Information Regardin (Check any ap Debtor has been domiciled or has had a residence, principal place preceding the date of this petition or for a longer part of such 180 da	plicable box.) of business, or principal assets in this District	for 180 days immediately
	There is a bankruptcy case concerning debtor's affiliate, general par	tner, or partnership pending in this District.	
	Debtor is a debtor in a foreign proceeding and has its principal place no principal place of business or assets in the United States but is District, or the interests of the parties will be served in regard to the	ee of business or principal assets in the United S a defendant in an action or proceeding [in a fe	
	Certification by a Debtor Who Reside (Check all app		
	Landlord has a judgment against the debtor for possession of deb	otor's residence. (If box checked, complete the f	ollowing.)
		(Name of landlord that obtained judgment)	
		(Address of landlord)	
	Debtor claims that under applicable nonbankruptcy law, there are entire monetary default that gave rise to the judgment for possess	e circumstances under which the debtor would b	
	Debtor has included with this petition the deposit with the court of the petition.	of any rent that would become due during the 30	-day period after the filing
	Debtor certifies that he/she has served the Landlord with this cer	tification. (11 U.S.C. § 362(I)).	

B1 (C	Official Fol 21 2081	Doc 1	Filed 05/14/12		05/14/12 14:02:3	0 Main Document	Pg	Page 3
	untary Petition			3 o	Raine of Debtor(s): LightSquared LP			
(Thi	is page must be completed	and filed in eve	ery case.)					
<u> </u>	6'	(-) . CT . 1.4(	A (T. 3"-1"-1"-1"-1"-1"-1"-1"-1"-1"-1"-1"-1"-1"	Signat		4 C T		
	Signature	(s) of Debtor(	s) (Individual/Joint)		Signa	ture of a Foreign Representative		
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.				ebts and has pter 7, 11, 12	and correct, that I am the fe and that I am authorized to (Check only one box.)	•	a foreign p	roceeding,
	no attorney represents me as e obtained and read the not		tcy petition preparer signs the 11 U.S.C. § 342(b).	ne petition] I	Certified copies of the	dance with chapter 15 of title 11, U documents required by 11 U.S.C. §	1515 are at	
spec	equest relief in accordance cified in this petition.	e with the ch	apter of title 11, United	States Code,	chapter of title 11 speci order granting recognit	1511, I request relief in accordanc fied in this petition. A certified cop ion of the foreign main proceeding	y of the	
Х	Signature of Debtor				(Signature of Foreign R	epresentative)	<del></del> .	
Х	Signature of Joint Debtor				(Printed Name of Forei	gn Representative)		
	Telephone Number (if no	t represented b	y attorney)		Date			—
一		Signature of A	Attorney*		Signature of N	on-Attorney Bankruptcy Petition	Preparer	
cert	ification that the attorney he schedules is incorrect.	y for Debtor(s) idley & McC Plaza 55  (D) applies, flas no knowled	nis signature also constitutes age after an inquiry that the i	a nformation	defined in 11 U.S.C. § 110; provided the debtor with a required under 11 U.S.C. guidelines have been promute fee for services chargeable notice of the maximum amor accepting any fee from that attached.  Printed Name and title,  Social-Security number state the Social-Security	perjury that: (1) I am a bankrupto (2) I prepared this document for c copy of this document and the me §§ 110(b), 110(h), and 342(b); lgated pursuant to 11 U.S.C. § 110 by bankruptcy petition preparers, I unt before preparing any document and debtor, as required in that section if any, of Bankruptcy Petition Preparer (If the bankruptcy petition preparery number of the officer, principal, by petition preparer.) (Required by	ompensation otices and in and, (3) if (h) setting a have given t for filing f n. Official arer er is not an responsible	n and have information f rules or maximum the debtor or a debtor Form 19 is individual,
and deb The	correct, and that I have tor.	been authorize in accordance . ner Individual zed Individual	formation provided in this ped to file this petition on lewith the chapter of title 11, 1	behalf of the	partner whose Social-Security Names and Social-Security in preparing this docume individual.	ition preparer or officer, principal, ty number is provided above.  numbers of all other individuals wint unless the bankruptcy petition spared this document, attach addition	10 prepared n preparer	or assisted is not an
					A bankruptcy petition prepa	rer's failure to comply with the pr uptcy Procedure may result in fin		

#### 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 "<u>Debtors</u>") 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

	<b>-</b> _
In re:	) ) Chapter 11
LIGHTSQUARED INC., et al.,	) Case No. 12()
Debtors. <sup>1</sup>	) Joint Administration Requested
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#### **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.

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 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 GP INC. AS GENERAL PARTNER OF LIGHTSQUARED LP

#### May 14, 2012

The undersigned, being all of the members of the Board of Directors of LightSquared GP Inc., a Delaware corporation (the "General Partner"), as general partner of LightSquared LP, a Delaware limited partnership (the "Partnership"), 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 General Partner (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 Partnership, the strategic alternatives available to it and the impact of the foregoing on the Partnership's businesses and operations; and

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

**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 Partnership, its partners, creditors, and other stakeholders and parties in interest (including, without limitation, the direct and indirect subsidiaries of the Partnership), that the Partnership 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 the 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 "<u>Authorized Persons</u>"), and such other officers of the General Partner and the Partnership 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 Partnership, 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 Partnership'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 & M<sup>o</sup>Cloy LLP ("Milbank") as general bankruptcy counsel to represent and assist the Partnership and its subsidiaries in carrying out their duties under the Bankruptcy Code and to take any and all actions to advance the Partnership'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 Partnership and its subsidiaries in carrying out their duties under the CCAA and to take any and all actions to advance the Partnership'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 Partnership and its subsidiaries in carrying out their duties under the Bankruptcy Code and to take any and all actions to advance the Partnership'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 Partnership and its subsidiaries in carrying out their duties under the Bankruptcy Code and to take any and all actions to advance the Partnership'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 Partnership 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 General Partner and the Partnership 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 General Partner and the Partnership, 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 General Partner and the Partnership 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 General Partner and the Partnership 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 Partnership, to cause the Partnership 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 Partnership; and

RESOLVED, that in connection with the chapter 11 case, each of the Authorized Persons, and such other officers of the General Partner and the Partnership 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 Partnership, 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 General Partner and the Partnership 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 Partnership, 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 Partnership, 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]

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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

	١	
In re:	) ) (	Chapter 11
LIGHTSQUARED INC., et al.,	) )	Case No. 12 ()
Debtors. <sup>1</sup>	) ) .	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 "<u>Debtors</u>"), 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.

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 Glaim	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 Scoffeld 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	

In re:	) ) Chapter 11
LIGHTSQUARED INC., et al.,	) Case No. 12 ()
Debtors. <sup>2</sup>	) 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

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.

In re:	) Chapter 11
LIGHTSQUARED INC., et al.,	) 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.

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 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	LightSquared Investors Holdings Inc.	HGW US Holding Company, L.P.
Delaware, Limited Partnership		LightSquared Inc.
LightSquared GP Inc.	LightSquared Investors Holdings Inc.	HGW US Holding Company, L.P.
	TMI Communications Delaware,	LightSquared Inc.
	Limited Partnership	
LightSquared LP	LightSquared Investors Holdings Inc.	HGW US Holding Company, L.P.
	TMI Communications Delaware,	LightSquared Inc.
	Limited Partnership	
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.	TightCaugued TD	
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.
1		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,
	711.0	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	LightSquared LP	HGW US Holding Company, L.P.
(Canada) Inc.	Lightoquated Li	LightSquared Inc.
Canada) IIIC.		LightSquared Investors Holdings Inc.
		TMI Communications Delaware,
		Limited Partnership
	I	

Name of Debtor	Direct Owner(s)	Indirect Owner(s)
SkyTerra (Canada) Inc.	LightSquared LP	HGW US Holding Company, L.P.
	SkyTerra Holdings	LightSquared Inc.
	(Canada) 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.

	)
In re:	) Chapter 11
LIGHTSQUARED INC., et al.,	) Case No. 12()
Debtors. <sup>1</sup>	) 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

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 "K" to the Affidavit of Kate H. Stigler, sworn before me this 14<sup>th</sup> day of May, 2012.

Commissioner for Taking Affidavits

Jane Olive Dietrich

B1 (Official Fol 2-112086 Doc 1 Filed 05/14/12 Entered 05/14/12 14:22:58 Main Document UNITED STATES BANKRUPTCY COURT 1 of 21 VOLUNTARY PETITION Southern District of New York Name of Debtor (if individual, enter Last, First, Middle): ATC Technologies, LLC Name of Joint Debtor (Spouse) (Last, First, Middle): All Other Names used by the Debtor in the last 8 years All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names): (include married, maiden, and trade names): Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all): (if more than one, state all): 20-2813432 Street Address of Debtor (No. and Street, City, and State): Street Address of Joint Debtor (No. and Street, City, and State): 10802 Parkridge Blvd., Reston, VA ZIP CODE 20191 ZIP CODE County of Residence or of the Principal Place of Business: County of Residence or of the Principal Place of Business: Fairfax Mailing Address of Debtor (if different from street address): Mailing Address of Joint Debtor (if different from street address): ZIP CODE ZIP CODE Location of Principal Assets of Business Debtor (if different from street address above): ZIP CODE Type of Debtor Nature of Business Chapter of Bankruptcy Code Under Which (Form of Organization) (Check one box.) the Petition is Filed (Check one box.) (Check one box.) Health Care Business Chapter 7 Chapter 15 Petition for Recognition of a Foreign Individual (includes Joint Debtors) Single Asset Real Estate as defined in Chapter 9 See Exhibit D on page 2 of this form. 11 U.S.C. § 101(51B) Chapter 11 Main Proceeding Corporation (includes LLC and LLP) Railroad Chapter 12 Chapter 15 Petition for Partnership Stockbroker Chapter 13 Recognition of a Foreign Other (If debtor is not one of the above entities, check Commodity Broker Nonmain Proceeding this box and state type of entity below.) Clearing Bank Other **Chapter 15 Debtors** Tax-Exempt Entity Nature of Debts (Check box, if applicable.) (Check one box.) Country of debtor's center of main interests: □ Debts are primarily consumer Debts are debts, defined in 11 U.S.C. Debtor is a tax-exempt organization primarily Each country in which a foreign proceeding by, regarding, or under title 26 of the United States § 101(8) as "incurred by an business debts. individual primarily for a against debtor is pending: Code (the Internal Revenue Code). personal, family, or household purpose." Filing Fee (Check one box.) Chapter 11 Debtors Check one box:  $\mathbf{Z}$ Full Filing Fee attached. Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). 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 Check if: unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 (amount subject to adjustment Filing Fee waiver requested (applicable to chapter 7 individuals only). Must on 4/01/13 and every three years thereafter). attach signed application for the court's consideration. See Official Form 3B. Check all applicable boxes: A plan is being filed with this petition. 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 THIS SPACE IS FOR COURT USE ONLY Debtor estimates that funds will be available for distribution to unsecured creditors. Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors. Estimated Number of Creditors П 50-99 100-199 200-999 1,000-5,001-10,001-25,001-50,001-1-49 Over 5,000 10,000 100,000 25,000 50,000 100,000 Estimated Assets П  $\square$ \$100,001 to \$50,001 to \$500,001 \$1,000,001 \$10,000,001 \$50,000,001 \$100,000,001 \$500,000,001 \$0 to More than \$50,000 \$100,000 \$500,000 to \$1 to \$10 to \$50 to \$100 to \$500 to \$1 billion \$1 billion million million million million million Estimated Liabilities \$10,000,001 \$50,000,001 \$100,000,001 \$50,001 to \$100,001 to \$500.001 \$1,000,001 \$0 to \$500,000,001 More than \$50,000 \$100,000 \$500,000 to \$1 to \$10 to \$50 to \$100 to \$500 to \$1 billion \$1 billion

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Voluntary Petitio	on 2 0 e completed and filed in every case.)	ি থ্রিলe of Debtor(s): ATC Technologies, LLC			
(17110   1710   17110	All Prior Bankruptcy Cases Filed Within Last 8		t.)		
Location Where Filed:		Case Number:	Date Filed:		
Location Where Filed:		Case Number:	Date Filed:		
Name of Debtor:	Pending Bankruptcy Case Filed by any Spouse, Partner, or A	ffiliate of this Debtor (If more than one, attach a	additional sheet.)  Date Filed:		
	See attached Schedule 1	Relationship:			
District: Sout	hern District of New York	Kelanonship:	Judge:		
10Q) with the Sec of the Securities E	Exhibit A  if debtor is required to file periodic reports (e.g., forms 10K and curities and Exchange Commission pursuant to Section 13 or 15(d) exchange Act of 1934 and is requesting relief under chapter 11.)  s 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)			
<u> </u>	Exhi wn or have possession of any property that poses or is alleged to pose whibit C is attached and made a part of this petition.		ablic health or safety?		
Exhibit D, c	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.)  Exhibit D, completed and signed by the debtor, is attached and made a part of this petition.  If this is a joint petition:  Exhibit D, also completed and signed by the joint debtor, is attached and made a part of this petition.				
			for 180 days immediately		
<b>☑</b>	There is a bankruptcy case concerning debtor's affiliate, general pa	rtner, or partnership pending in this District.			
	Debtor is a debtor in a foreign proceeding and has its principal plan oprincipal place of business or assets in the United States but is District, or the interests of the parties will be served in regard to the	a defendant in an action or proceeding [in a fe			
·		es as a Tenant of Residential Property olicable boxes.)			
	Landlord has a judgment against the debtor for possession of del	btor's residence. (If box checked, complete the f	ollowing.)		
	(Name of landlord that obtained judgment)				
		(Address of landlord)			
	Debtor claims that under applicable nonbankruptcy law, there are entire monetary default that gave rise to the judgment for posses				
	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.				
-	Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(I)).				

	fficial Fol 211 2086	Doc 1	Filed 05/14/12		d 05/14/12 14:22:58 Main Document Pg Page 3
	untary Petition s page must be completed t	and filed in evi	erv case.)	3 0	Malme of Debtor(s): ATC Technologies, LLC
,,,,,,,,	r-g	,		Signa	atures
	Signature(	s) of Debtor(:	s) (Individual/Joint)		Signature of a Foreign Representative
and [If I chos or 1: char [If n have	clare under penalty of perjuctorrect.  petitioner is an individual sen to file under chapter 7]  3 of title 11, United States ofter, and choose to proceed to attorney represents me are obtained and read the notice.	whose debts I am aware the Code, unders under chapter and no bankrup ice required by	formation provided in this pare primarily consumer duat I may proceed under chat tand the relief available under the petition preparer signs the 11 U.S.C. § 342(b).	ebts and has pter 7, 11, 12 der each such he petition] I	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				Duto
		Signature of A	Attorney*		Signature of Non-Attorney Bankruptcy Petition Preparer
certi		for Debtor(s) dley & McC  Plaza 5	nis signature also constitutes		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.)
	Signature of	Debtor (Cor	poration/Partnership)		
and debt The	correct, and that I have for.  debtor requests the relief it, specified in this petition.	n accordance	formation provided in this ped to file this petition on with the chapter of title 11,	behalf of the	Address  X Signature
х	/s/ Marc R. Montagn				Date
	Signature of Authorized I Marc R. Montagner Printed Name of Authoriz Chief Financial Offic Title of Authorized Indivi 05/14/2012	ed Individual			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
	Date				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 <u>Debtor and Affiliates of Debtor</u>

On May 14, 2012, each of the affiliated entities listed below (collectively, the "<u>Debtors</u>") 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

	)	
In re:	)	Chapter 11
LIGHTSQUARED INC., et al.,	)	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.

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 GP INC.
AS GENERAL PARTNER
OF LIGHTSQUARED LP
AS SOLE MEMBER OF
ATC TECHNOLOGIES, LLC

May 14, 2012

The undersigned, being all of the members of the Board of Directors of LightSquared GP Inc., a Delaware corporation (the "General Partner"), as the general partner of LightSquared LP, a Delaware corporation (the "Partnership"), as the sole member of ATC Technologies, LLC, a Delaware limited liability company (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 General Partner (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 equity holder, 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 General Partner and the Partnership 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 & M<sup>c</sup>Cloy 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 General Partner and the Partnership 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 General Partner and the Partnership, 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 General Partner and the Partnership 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 General Partner and the Partnership 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 General Partner and the Partnership 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 General Partner and the Partnership 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

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In re:	) (	Chapter 11
LIGHTSQUARED INC., et al.,	) (	Case No. 12()
Debtors.1	$\stackrel{?}{)}$ 1	oint 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 "<u>Debtors</u>"), 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.

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 Scoffeld 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.		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	

In re:	)	Chapter 11
LIGHTSQUARED INC., et al.,	)	Case No. 12()
Debtors. <sup>2</sup>	) )	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

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.

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In re:	) Chapter 11
LIGHTSQUARED INC., et al.,	) 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.

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 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	LightSquared Investors Holdings Inc.	HGW US Holding Company, L.P.
Delaware, Limited Partnership		LightSquared Inc.
LightSquared GP Inc.	LightSquared Investors Holdings Inc.	HGW US Holding Company, L.P.
	TMI Communications Delaware,	LightSquared Inc.
	Limited Partnership	
LightSquared LP	LightSquared Investors Holdings Inc.	HGW US Holding Company, L.P.
	TMI Communications Delaware,	LightSquared Inc.
	Limited Partnership	
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	LightSquared LP	HGW US Holding Company, L.P.
(Canada) Inc.		LightSquared Inc.
, , , ,		LightSquared Investors Holdings Inc.
		TMI Communications Delaware,
		Limited Partnership

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Name of Debtor	Direct Owner(s)	Indirect Owner(s)
SkyTerra (Canada) Inc.	LightSquared LP	HGW US Holding Company, L.P.
	SkyTerra Holdings	LightSquared Inc.
	(Canada) 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.

In re:	) Chapter 11
LIGHTSQUARED INC., et al.,	) Case No. 12()
Debtors. <sup>1</sup>	) Joint Administration Requested
DECLARATION CONCERNING CORP	ORATE OWNERSHIP STATEMENT
Pursuant to 28 U.S.C. § 1746, I, Marc R. N	Iontagner, the undersigned authorized officer
of each of the Debtors, declare under penalty of pe	erjury 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

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 "L" to the Affidavit of Kate H. Stigler, sworn before me this 14<sup>th</sup> day of May, 2012.

Complissioner for Taking Affidavits

Jane Olive Dietrich

Doc 1 Filed 05/14/12 Entered 05/14/12 14:07:02 B1 (Official Fol 2:112082 Main Document UNITED STATES BANKRUPTCY COURT VOLUNTARY PETITION Southern District of New York Name of Debtor (if individual, enter Last, First, Middle): Name of Joint Debtor (Spouse) (Last, First, Middle): LightSquared Corp. All Other Names used by the Debtor in the last 8 years All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names): (include married, maiden, and trade names): See attached Schedule 1 Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all): (if more than one, state all): 3051361 (Registry #) Street Address of Debtor (No. and Street, City, and State): Street Address of Joint Debtor (No. and Street, City, and State): 1601 Telesat Court, Ottawa, ON K1B 1B9 ZIP CODE ZIP CODE County of Residence or of the Principal Place of Business: County of Residence or of the Principal Place of Business: Ontario, Canada Mailing Address of Debtor (if different from street address): Mailing Address of Joint Debtor (if different from street address): ZIP CODE ZIP CODE Location of Principal Assets of Business Debtor (if different from street address above): Ottawa, Ontario; Saskatoon, Saskatchewan ZIP CODE Type of Debtor Nature of Business Chapter of Bankruptcy Code Under Which (Form of Organization) (Check one box.) the Petition is Filed (Check one box.) (Check one box.) Health Care Business Chapter 15 Petition for Chapter 7 ▤ Single Asset Real Estate as defined in Individual (includes Joint Debtors) Chapter 9 Recognition of a Foreign Z 11 U.S.C. § 101(51B) See Exhibit D on page 2 of this form. Chapter 11 Main Proceeding Corporation (includes LLC and LLP) Railroad Chapter 12 Chapter 15 Petition for П Stockbroker Chapter 13 Recognition of a Foreign Partnership Other (If debtor is not one of the above entities, check Commodity Broker Nonmain Proceeding this box and state type of entity below.) Clearing Bank Other Nature of Debts Chapter 15 Debtors Tax-Exempt Entity (Check box, if applicable.) (Check one box.) Country of debtor's center of main interests: Debts are primarily consumer Debts are Debtor is a tax-exempt organization debts, defined in 11 U.S.C. primarily Each country in which a foreign proceeding by, regarding, or § 101(8) as "incurred by an under title 26 of the United States business debts. Code (the Internal Revenue Code). against debtor is pending: individual primarily for a personal, family, or household purpose." Filing Fce (Check one box.) Chapter 11 Debtors Check one box: Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D).  $\mathbf{Z}$ Full Filing Fee attached. Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). 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 Check if: unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 (amount subject to adjustment Filing Fee waiver requested (applicable to chapter 7 individuals only). Must on 4/01/13 and every three years thereafter). attach signed application for the court's consideration. See Official Form 3B. Check all applicable boxes: A plan is being filed with this petition. 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 THIS SPACE IS FOR COURT USE ONLY Debtor estimates that funds will be available for distribution to unsecured creditors. П Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors. **Estimated Number of Creditors**  $\overline{\mathbf{Z}}$ 100-199 200-999 10.001-25,001-50,001-1-49 50-99 1,000-5,001-Over 100,000 5,000 10,000 25,000 50,000 100,000 Estimated Assets П  $\square$ \$100,001 to \$500,001 \$1,000,001 \$10,000,001 \$50,000,001 \$100,000,001 \$500,000,001 \$50,001 to More than \$0 to \$50,000 \$100,000 \$500,000 to \$1 to \$10 to \$50 to \$100 to \$500 to \$1 billion \$1 billion million million million million million Estimated Liabilities \$10,000,001 \$50,000,001 \$0 to \$50,001 to \$100,001 to \$500,001 \$1,000,001 \$100,000,001 \$500,000,001 More than \$50,000 \$100,000 \$500,000 to \$1 to \$10 to \$50 to \$100 to \$500 to \$1 billion \$1 billion

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Entered 05/14/12 14:07:02 BI (Official Fol 21) 2002 Doc 1 Filed 05/14/12 Main Document Pg Page 2 Mane of Debtor(s): LightSquared Corp. Voluntary Petition (This page must be completed and filed in every case.) All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.) Location Case Number: Date Filed: Where Filed: Location Case Number: Date Filed: Where Filed: Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet.) Name of Debtor: Case Number: Date Filed: See attached Schedule 2 Relationship: District Judge: Southern District of New York Exhibit A Exhibit B (To be completed if debtor is required to file periodic reports (e.g., forms 10K and (To be completed if debtor is an individual 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) whose debts are primarily consumer debts.) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.) 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). Exhibit A is attached and made a part of this petition. 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? Yes, and Exhibit C is attached and made a part of this petition. Ø 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.) Exhibit D, completed and signed by the debtor, is attached and made a part of this petition. If this is a joint petition: 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.) 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. Ø There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District. 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.) Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.) (Name of landlord that obtained judgment) (Address of landlord) 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 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 П of the petition. Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(I)).

	fficial Fol 2 1 2082	Doc 1	Filed 05/14/12		05/14/12 14:07:02	Main Document	Pg	Page 3
	intary Petition	101		3 0	Mame of Debtor(s): LightSquared Corp.			
(Thi:	s page must be completed a	and filed in eve	ery case.)	Signa			-	
⊢	Signature	s) of Debtor(i	i) (Individual/Joint)	Signa	<del> </del>	e of a Foreign Representative		
					J			
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			I declare under penalty of perjui and correct, that I am the foreig and that I am authorized to file t	n representative of a debtor in				
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			(Check only one box.)					
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).			ne petition] I	I request relief in accordance Certified copies of the docu	the with chapter 15 of title 11, Unuments required by 11 U.S.C. §			
I rea			apter of title 11, United	States Code,		11, I request relief in accordance in this petition. A certified copy of the foreign main proceeding i	of the	
х	Signature of Debtor			<del></del>	X (Signature of Foreign Repre	esentative)	<del></del>	_
х	Signature of Joint Debtor				(Printed Name of Foreign R	(enresentative)		
	Telephone Number (if not	t represented b	y attorney)	<del></del>				_
	Date			<u> </u>	Date			
		Signature of A	Attorney*		Signature of Non-A	Attorney Bankruptcy Petition	Preparer	
х	/s/ Matthew S. Barr Signature of Attorney for	Debtor(s)			I declare under penalty of perji defined in 11 U.S.C. § 110; (2)			
	Matthew S. Barr Printed Name of Attorney Milbank, Tweed, Ha		lovel I D		provided the debtor with a coprequired under 11 U.S.C. §§	by of this document and the not 110(b), 110(h), and 342(b);	tices and inf and, (3) if	formation rules or
	Firm Name	diey & MCC	ioy LLP		guidelines have been promulgat fee for services chargeable by b	ankruptcy petition preparers, I	have given t	he debtor
	1 Chase Manhattan New York, NY 1000				notice of the maximum amount or accepting any fee from the de attached.			
	Address 212-530-5000						<del></del>	
	Telephone Number 05/14/2012  Date	<del></del>			Printed Name and title, if a	ny, of Bankruptcy Petition Prepa	rer	
certi	case in which § 707(b)(4)		tis signature also constitutes ge after an inquiry that the i		state the Social-Security nu	the bankruptcy petition prepare umber of the officer, principal, etition preparer.) (Required by	responsible j	person or
	Signature of	Debtor (Corp	ooration/Partnership)					
	correct, and that I have b		ormation provided in this ped to file this petition on t		Address			
	debtor requests the relief in e, specified in this petition.		with the chapter of title 11,	United States	X Signature		==.=	
x	/s/ Marc R. Montagn				Date			
	Marc R. Montagner				Signature of bankruptcy petition	n preparer or officer, principal,	esponsible r	person, or
	Printed Name of Authoriz Chief Financial Office	er			partner whose Social-Security n		-speziole [	,
į	Title of Authorized Indivi 05/14/2012 Date	dual			Names and Social-Security num in preparing this document undividual.			
					If more than one person prepare to the appropriate official form		nal sheets co	onforming
					A bankruptcy petition preparer the Federal Rules of Bankruptc both. 11 U.S.C. § 110; 18 U.S.C	y Procedure may result in fine		

## Schedule 1

### All Other Names Used By Debtor In Last 8 Years

The entity listed below has filed a voluntary petition 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. The entity has used other names in the last eight (8) years. All such other names are provided below:

DEBTOR ENTITY	ALL OTHER NAMES	
LightSquared Corp.	SkyTerra Corp.	
	Mobile Satellite Ventures Corp.	
	3051361 Nova Scotia ULC	

#### Schedule 2

### Pending Bankruptcy Cases Filed by Debtor and Affiliates of Debtor

On May 14, 2012, each of the affiliated entities listed below (collectively, the "<u>Debtors</u>") 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

In re:	)	Chapter 11
LIGHTSQUARED INC., et al.,	)	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.

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 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 CORP.

May 14, 2012

The undersigned, being all of the members of the Board of Directors of LightSquared Corp., a Nova Scotia unlimited liability company (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 shareholders, 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 "<u>Authorized Persons</u>"), 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 & M<sup>c</sup>Cloy 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 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.

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

In re:	) ) Chapter 11
LIGHTSQUARED INC., et al.,	) Case No. 12()
Debtors. <sup>1</sup>	) 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 "<u>Debtors</u>"), 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.

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 Scoffeld 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	АТ&Т	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	

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In re:	ĺ	Chapter 11
LIGHTSQUARED INC., et al.,	)	Case No. 12()
Debtors. <sup>2</sup>	)	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

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.

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In re:	) Chapter 11
LIGHTSQUARED INC., et al.,	) 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.

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

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Name of Debtor	Direct Owner(s)	Indirect Owner(s)
SkyTerra (Canada) Inc.	LightSquared LP	HGW US Holding Company, L.P.
	SkyTerra Holdings	LightSquared Inc.
	(Canada) 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.

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In re:	) Chapter 11			
LIGHTSQUARED INC., et al.,	) Case No. 12()			
Debtors. <sup>1</sup>	) Joint Administration Requested			
DECLARATION CONCERNING CORPOR	ATE 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 perju-	ry that I have reviewed the corporate			

ownership statement and that it is true and correct to the best of my knowledge, information and

Dated: May 14, 2012 /s/ Marc R. Montagner

Marc R. Montagner Chief Financial Officer

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 "M" to the Affidavit of Kate H. Stigler, sworn before me this 14<sup>th</sup> day of May, 2012.

Commissioner for Taking Affidavits

Jane Olive Dietrich

B1 (Official Fol-2-12-089) Doc 1 Filed 05/14/12 Entered 05/14/12 14:30:01 Main Document Pa UNITED STATES BANKRUPTCY COURT VOLUNTARY PETITION Southern District of New York Name of Debtor (if individual, enter Last, First, Middle): Name of Joint Debtor (Spouse) (Last, First, Middle): LightSquared Finance Co. All Other Names used by the Debtor in the last 8 years All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names): (include married, maiden, and trade names): SkyTerra Finance Co.; Mobile Satellite Ventures Finance Co. Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all): (if more than one, state all): 20-4536962 Street Address of Debtor (No. and Street, City, and State): Street Address of Joint Debtor (No. and Street, City, and State): 10802 Parkridge Blvd., Reston, VA ZIP CODE 20191 ZIP CODE County of Residence or of the Principal Place of Business: County of Residence or of the Principal Place of Business: Fairfax Mailing Address of Debtor (if different from street address): Mailing Address of Joint Debtor (if different from street address): ZIP CODE ZIP CODE Location of Principal Assets of Business Debtor (if different from street address above): ZIP CODE Type of Debtor Nature of Business Chapter of Bankruptcy Code Under Which (Form of Organization) (Check one box.) the Petition is Filed (Check one box.) (Check one box.) Health Care Business Chapter 7 Chapter 15 Petition for 靣 Individual (includes Joint Debtors) Single Asset Real Estate as defined in Chapter 9 Recognition of a Foreign See Exhibit D on page 2 of this form. 11 U.S.C. § 101(51B) Chapter 11 Main Proceeding Chapter 12 Corporation (includes LLC and LLP) Railroad Chapter 15 Petition for Partnership Stockbroker Chapter 13 Recognition of a Foreign Other (If debtor is not one of the above entities, check Commodity Broker Nonmain Proceeding this box and state type of entity below.) Clearing Bank Other Chapter 15 Debtors Tax-Exempt Entity Nature of Debts (Check box, if applicable.) (Check one box.) Country of debtor's center of main interests: Debts are primarily consumer Debts are debts, defined in 11 U.S.C. Debtor is a tax-exempt organization primarily Each country in which a foreign proceeding by, regarding, or under title 26 of the United States § 101(8) as "incurred by an business debts. Code (the Internal Revenue Code). against debtor is pending: individual primarily for a personal, family, or household purpose." Filing Fee (Check one box.) Chapter 11 Debtors Check one box:  $\mathbf{Z}$ Full Filing Fee attached. Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). 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 Check if: unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 (amount subject to adjustment Filing Fee waiver requested (applicable to chapter 7 individuals only). Must on 4/01/13 and every three years thereafter). attach signed application for the court's consideration. See Official Form 3B. Check all applicable boxes: A plan is being filed with this petition. 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 THIS SPACE IS FOR COURT USE ONLY Debtor estimates that funds will be available for distribution to unsecured creditors. Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors. **Estimated Number of Creditors** П 100-199 200-999 5,001-25,001-1-49 50-99 1,000-10,001-50,001-Over 5,000 10,000 25,000 50,000 100,000 100,000 Estimated Assets  $\mathbf{Z}$ П П \$10,000,001 \$50,001 to \$100,001 to \$500,001 \$1,000,001 \$50,000,001 \$100,000,001 \$500,000,001 \$0 to More than to \$10 \$50,000 \$100,000 \$500,000 to \$1 to \$50 to \$100 to \$500 to \$1 billion \$1 billion million million million million million Estimated Liabilities V \$50,001 to \$100,001 to \$500,001 \$1,000,001 \$10,000,001 \$50,000,001 \$100,000,001 \$0 to \$500,000,001 More than \$50,000 \$100,000 \$500,000 to \$1 to \$10 to \$50 to \$100 to \$500 to \$1 billion \$1 billion million million

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B1 (Official Fol 21) 2089 Doc 1 Filed 05/14/12 Entered 05/14/12 14:30:01 Main Document Pg Page 2 Adme of Debtor(s): LightSquared Finance Co. Voluntary Petition (This page must be completed and filed in every case.) All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.) Case Number: Date Filed: Location Where Filed: Location Case Number: Date Filed: Where Filed: Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet.) Name of Debtor: Case Number: Date Filed: See attached Schedule 1 District: Relationship; Judge: Southern District of New York Exhibit A Exhibit B (To be completed if debtor is required to file periodic reports (e.g., forms 10K and (To be completed if debtor is an individual 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) whose debts are primarily consumer debts.) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.) 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). П Exhibit A is attached and made a part of this petition. 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? П Yes, and Exhibit C is attached and made a part of this petition. V 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.) Exhibit D, completed and signed by the debtor, is attached and made a part of this petition. If this is a joint petition: 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.) 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. ◩ There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District. 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.) Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.) (Name of landlord that obtained judgment) (Address of landlord) 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 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. Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(1)).

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Voluntary Petition 3 O (This page must be completed and filed in every case.)	Adne of Debtor(s): LightSquared Finance Co.
	atures
Signature(s) of Debtor(s) (Individual/Joint)	Signature of a Foreign Representative
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.	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 Debtor	X (Signature of Foreign Representative)
X Signature of Joint Debtor Telephone Number (if not represented by attorney)  Date	(Printed Name of Foreign Representative)  Date
Signature of Attorney*	Signature of Non-Attorney Bankruptcy Petition Preparer
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	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
<u>05/14/2012</u> 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.	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.)
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.	Address  X Signature
x /s/ Marc R. Montagner	Date
Signature of Authorized Individual Marc R. Montagner Printed Name of Authorized Individual Chief Financial Officer Title of Authorized Individual 05/14/2012	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
Date	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 "<u>Debtors</u>") 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

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In re:	Chapter 11
LIGHTSQUARED INC., et al.,	) 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.

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 FINANCE CO.

#### May 14, 2012

The undersigned, being all of the members of the Board of Directors of LightSquared Finance Co., 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 "<u>Authorized Persons</u>"), 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 & M<sup>c</sup>Cloy 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

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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

In re:	) Chapter 11
LIGHTSQUARED INC., et al.,	) 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.

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	

2504 2504 2417 2417		Name of Person Familiar with Debtors' Account/Mailing			Contingent, Unliquidated, Disputed, Or
***	Holder of	Address/Phone Number/Fax	Amount of	Nature of	Subject To Setoff
No. 8	Claim SBA Structures Inc.	Number  2900 Broken Sound Parkway, NW Boca Raton, FL 33487 Attn: Mr. Jeffrey A Stoops, President & CEO Tel: 561-995-7670 Fax: 561-989-5374	<b>Claim</b> \$100,800.00	Glaim 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	

In re:	) Chapter 11
LIGHTSQUARED INC., et al.,	) Case No. 12 ()
Debtors. <sup>2</sup>	) 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

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.

In re:	) Chapter 11
LIGHTSQUARED INC., et al.,	) Case No. 12()
Debtors. <sup>1</sup>	) 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.

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

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Name of Debtor	Direct Owner(s)	Indirect Owner(s)
SkyTerra (Canada) Inc.	LightSquared LP	HGW US Holding Company, L.P.
	SkyTerra Holdings	LightSquared Inc.
	(Canada) 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.

In re:	) ) Chapter 11
LIGHTSQUARED INC., et al.,	) Case No. 12 ()
Debtors. <sup>1</sup>	) Joint Administration Requested
DECLARATION CONCERNING CORP  Pursuant to 28 U.S.C. § 1746, I, Marc R. M	ORATE OWNERSHIP STATEMENT  fontagner, the undersigned authorized officer
of each of the Debtors, declare under penalty of pe	erjury 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

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 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 "N" to the Affidavit of Kate H. Stigler, sworn before me this 14<sup>th</sup> day of May, 2012.

Commissioner for Taking Affidavits

Jane Olive Dietrich

B1 (Official Fol 21) 2083 Doc 1 Filed 05/14/12 Entered 05/14/12 14:11:35 Main Document UNITED STATES BANKRUPTCY COURT VOLUNTARY PETITION Southern District of New York Name of Debtor (if individual, enter Last, First, Middle): Name of Joint Debtor (Spouse) (Last, First, Middle): LightSquared Network LLC All Other Names used by the Debtor in the last 8 years All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names): (include married, maiden, and trade names): Last four digits of Soc, Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all): (if more than one, state all): 27-3361750 Street Address of Debtor (No. and Street, City, and State): Street Address of Joint Debtor (No. and Street, City, and State): 10802 Parkridge Blvd., Reston, VA ZIP CODE 20191 ZIP CODE County of Residence or of the Principal Place of Business: County of Residence or of the Principal Place of Business: Mailing Address of Debtor (if different from street address): Mailing Address of Joint Debtor (if different from street address): ZIP CODE ZIP CODE Location of Principal Assets of Business Debtor (if different from street address above): 8181 Jetstar Dr., Irvine, TX ZIP CODE 75063 Type of Debtor Chapter of Bankruptcy Code Under Which Nature of Business (Form of Organization) (Check one box.) the Petition is Filed (Check one box.) (Check one box.) Health Care Business Chapter 7 Chapter 15 Petition for ᆸ 靣 Individual (includes Joint Debtors) Single Asset Real Estate as defined in Chapter 9 Recognition of a Foreign  $\overline{Z}$ Main Proceeding See Exhibit D on page 2 of this form. 11 U.S.C. § 101(51B) Chapter 11 Chapter 12 Corporation (includes LLC and LLP) Railroad Chapter 15 Petition for Stockbroker Chapter 13 Partnership Recognition of a Foreign Other (If debtor is not one of the above entities, check Commodity Broker Nonmain Proceeding this box and state type of entity below.) Clearing Bank Other Chapter 15 Debtors Tax-Exempt Entity Nature of Debts (Check box, if applicable.) (Check one box.) Country of debtor's center of main interests: ☐ Debts are primarily consumer Debts are Debtor is a tax-exempt organization debts, defined in 11 U.S.C. primarily Each country in which a foreign proceeding by, regarding, or § 101(8) as "incurred by an under title 26 of the United States business debts. Code (the Internal Revenue Code). against debtor is pending: individual primarily for a personal, family, or household purpose." Filing Fee (Check one box.) Chapter 11 Debtors Check one box: V Full Filing Fee attached. Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). 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 Check if: unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 (amount subject to adjustment Filing Fee waiver requested (applicable to chapter 7 individuals only). Must on 4/01/13 and every three years thereafter). attach signed application for the court's consideration. See Official Form 3B. Check all applicable boxes: A plan is being filed with this petition. 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 THIS SPACE IS FOR COURT USE ONLY Debtor estimates that funds will be available for distribution to unsecured creditors. Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors. Estimated Number of Creditors 50-99 10,001-25.001-50,001-100-199 200-999 1,000-5,001-1-49 Over 5,000 10,000 25,000 50,000 100,000 100,000 Estimated Assets П Ø П П П \$1,000,001 \$10,000,001 \$500,000,001 \$50,001 to \$100,001 to \$500,001 \$50,000,001 \$100,000,001 More than \$0 to \$50,000 \$100,000 \$500,000 to \$1 to \$10 to \$50 to \$100 to \$500 to \$1 billion \$1 billion million million million million million Estimated Liabilities  $\Box$  $\mathbf{Z}$ \$50,001 to \$100,001 to \$1,000,001 \$10,000,001 \$50,000,001 \$100,000,001 \$500,000,001 \$0 to \$500,001 More than \$100,000 \$500,000 to \$10 to \$100 \$50,000 to \$1 to \$50 to \$500 to \$1 billion \$1 billion

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B1 (Official Fol 21) 2083 Doc 1 Filed 05/14/12 Entered 05/14/12 14:11:35 Main Document Pg Page 2 Voluntary Petition 2 of Mame of Debtor(s) LightSquared Network LLC (This page must be completed and filed in every case.) All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.) Date Filed: Location Case Number: Where Filed: Date Filed: Location Case Number: Where Filed: Pending Bankruptey Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet.) Name of Debtor: Case Number: Date Filed: See attached Schedule 1 District: Relationship: Judge: Southern District of New York Exhibit B Exhibit A (To be completed if debtor is required to file periodic reports (e.g., forms 10K and (To be completed if debtor is an individual 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) whose debts are primarily consumer debts.) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.) 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). Exhibit A is attached and made a part of this petition. 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? Yes, and Exhibit C is attached and made a part of this petition. V 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.) Exhibit D, completed and signed by the debtor, is attached and made a part of this petition. If this is a joint petition: 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.) 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. V There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District. 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.) Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.) (Name of landlord that obtained judgment) (Address of landlord) 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 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. Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(1)).

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Voluntary Petition 3 0	Malme of Debtor(s): LightSquared Network LLC	
	atures	
Signature(s) of Debtor(s) (Individual/Joint)	Signature of a Foreign Representative	
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	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.	
or 13 of title 11, United States Code, understand the relief available under each such	(Check only one box.)	
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 chapter 15 of title 11, United States Code.  Certified copies of the documents required by 11 U.S.C. § 1515 are attached.	
I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.	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.	
х	x	
Signature of Debtor	(Signature of Foreign Representative)	
X Signature of Joint Debtor	(Printed Name of Foreign Representative)	
	(Limited J. Land V. L. Stranger Corp. Stranger Corp.	
Telephone Number (if not represented by attorney)	Date	
Date Signature of Attorney's	Ci	
Signature of Attorney*	Signature of Non-Attorney Bankruptcy Petition Preparer	
X /s/ Matthew S. Barr Signature of Attorney for Debtor(s)	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	
Matthew S. Barr	provided the debtor with a copy of this document and the notices and information	
Printed Name of Attorney for Debtor(s) Milbank, Tweed, Hadley & McCloy LLP	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	
Firm Name	fee for services chargeable by bankruptcy petition preparers, I have given the debtor	
1 Chase Manhattan Plaza New York, NY 10005	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.	
Address 212-530-5000	attached.	
Telephone Number	Printed Name and title, if any, of Bankruptcy Petition Preparer	
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.	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.)	
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.	Address	
and correct, and that I have been authorized to file this petition on behalf of the	Address  X Signature	
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	x	
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	X Signature  Date	
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	X Signature	

Date

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 "<u>Debtors</u>") 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

	1	
In re:	)	Chapter 11
LIGHTSQUARED INC., et al.,	)	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.

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 GP INC.
AS GENERAL PARTNER
OF LIGHTSQUARED LP
AS THE SOLE MEMBER OF
LIGHTSQUARED NETWORK LLC

#### May 14, 2012

The undersigned, being all of the members of the Board of Directors of LightSquared GP Inc., a Delaware corporation (the "General Partner"), as the general partner of LightSquared LP, a Delaware corporation (the "Partnership"), as the sole member of LightSquared Network LLC, a Delaware limited liability company (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 General Partner (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 equity holders, 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 General Partner and the Partnership 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 & M<sup>c</sup>Cloy 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 General Partner and the Partnership 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 General Partner and the Partnership, 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 General Partner and the Partnership 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 General Partner and the Partnership 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 General Partner and the Partnership 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 General Partner and the Partnership 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

· · · · · · · · · · · · · · · · · · ·	`
In re:	) Chapter 11
LIGHTSQUARED INC., et al.,	) Case No. 12()
Debtors. <sup>1</sup>	) Joint Administration Requeste
	)

#### 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 "<u>Debtors</u>"), 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.

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.		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 Scoffeld 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.		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	

In re:	Chapter 11
LIGHTSQUARED INC., et al.,	Case No. 12()
Debtors. <sup>2</sup>	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

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.

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

# 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.

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 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	LightSquared Investors Holdings Inc.	HGW US Holding Company, L.P.
Delaware, Limited Partnership	g	LightSquared Inc.
LightSquared GP Inc.	LightSquared Investors Holdings Inc.	HGW US Holding Company, L.P.
	TMI Communications Delaware,	LightSquared Inc.
	Limited Partnership	
LightSquared LP	LightSquared Investors Holdings Inc.	HGW US Holding Company, L.P.
	TMI Communications Delaware,	LightSquared Inc.
	Limited Partnership	
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,
Liebs Committee	Y in he Common d. Y. D.	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,
LightSquared Subsidiary LLC	LightSquared LD	Limited Partnership
Lightsquared Subsidiary ELC	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,
ClayTowns II-13!	Ticke IID	Limited Partnership
SkyTerra Holdings	LightSquared LP	HGW US Holding Company, L.P.
(Canada) Inc.		LightSquared Inc.
		LightSquared Investors Holdings Inc. TMI Communications Delaware,
		Limited Partnership
L	<u></u>	Limited Latinoiship

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Name of Debtor	Direct Owner(s)	Indirect Owner(s)
SkyTerra (Canada) Inc.	LightSquared LP	HGW US Holding Company, L.P.
	SkyTerra Holdings	LightSquared Inc.
	(Canada) 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.

	_	
In re:	)	Chapter 11
LIGHTSQUARED INC., et al.,	)	Case No. 12()
Debtors. <sup>1</sup>	)	Joint Administration Requested
	)	
DECLARATION CONCERNING CORPOR	<u>RA</u> J	TE OWNERSHIP STATEMENT
Pursuant to 28 U.S.C. § 1746, I, Marc R. Mor	ntag	ner, the undersigned authorized officer
of each of the Debtors, declare under penalty of perju	ıry t	hat 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/ N	Marc R. Montagner

Marc R. Montagner Chief Financial Officer

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 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 "O" to the Affidavit of Kate H. Stigler, sworn before me this 14<sup>th</sup> day of May, 2012.

Commissioner for Taking Affidavits

Jane Olive Dietrich

Filed 05/14/12 Entered 05/14/12 14:37:03 Main Document B1 (Official Folia 112092 Doc 1 1 of 22 UNITED STATES BANKRUPTCY COURT VOLUNTARY PETITION Southern District of New York Name of Debtor (if individual, enter Last, First, Middle): Name of Joint Debtor (Spouse) (Last, First, Middle): LightSquared Inc. of Virginia All Other Names used by the Debtor in the last 8 years All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names): (include married, maiden, and trade names): See attached Schedule 1 Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all): (if more than one, state all): 54-1939725 Street Address of Debtor (No. and Street, City, and State): Street Address of Joint Debtor (No. and Street, City, and State): 10802 Parkridge Blvd., Reston, VA ZIP CODE 20191 ZIP CODE County of Residence or of the Principal Place of Business: County of Residence or of the Principal Place of Business: Mailing Address of Debtor (if different from street address): Mailing Address of Joint Debtor (if different from street address): ZIP CODE ZIP CODE Location of Principal Assets of Business Debtor (if different from street address above): ZIP CODE Type of Debtor Chapter of Bankruptcy Code Under Which Nature of Business (Form of Organization) (Check one box.) the Petition is Filed (Check one box.) (Check one box.) Health Care Business Chapter 15 Petition for Chapter 7 Individual (includes Joint Debtors) Single Asset Real Estate as defined in Chapter 9 Recognition of a Foreign See Exhibit D on page 2 of this form. 11 U.S.C. § 101(51B) Chapter 11 Main Proceeding Corporation (includes LLC and LLP) Railroad Chapter 12 Chapter 15 Petition for Stockbroker Chapter 13 Recognition of a Foreign Other (If debtor is not one of the above entities, check Commodity Broker Nonmain Proceeding this box and state type of entity below.) Clearing Bank Other Chapter 15 Debtors Tax-Exempt Entity Nature of Debts (Check box, if applicable.) (Check one box.) Country of debtor's center of main interests: Debts are Debts are primarily consumer Debtor is a tax-exempt organization debts, defined in 11 U.S.C. primarily Each country in which a foreign proceeding by, regarding, or under title 26 of the United States § 101(8) as "incurred by an business debts. against debtor is pending: Code (the Internal Revenue Code). individual primarily for a personal, family, or household purpose." Filing Fee (Check one box.) **Chapter 11 Debtors** Check one box:  $\mathbf{Z}$ Full Filing Fee attached. Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). 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 Check if: unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 (amount subject to adjustment Filing Fee waiver requested (applicable to chapter 7 individuals only). Must on 4/01/13 and every three years thereafter). attach signed application for the court's consideration. See Official Form 3B. Check all applicable boxes: A plan is being filed with this petition. 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 THIS SPACE IS FOR COURT USE ONLY Debtor estimates that funds will be available for distribution to unsecured creditors. Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors. **Estimated Number of Creditors** П П 100-199 200-999 1,000-10,001-25,001-50,001-1-49 50-99 5,001-Over 5,000 10,000 25,000 50.000 100,000 100.000 Estimated Assets \$50,001 to \$100,001 to \$500,001 \$1,000,001 \$10,000,001 \$50,000,001 \$100,000,001 \$500,000,001 More than SO to \$50,000 \$100,000 \$500,000 to \$1 to \$10 to \$100 to \$1 billion \$1 billion to \$50 to \$500 million million million million million Estimated Liabilities \$100,001 to \$0 to \$50,001 to \$500,001 \$1,000,001 \$10,000,001 \$50,000,001 \$100,000,001 \$500,000,001 More than to \$1 to \$10 \$50,000 \$100,000 \$500,000 to \$50 to \$100 to \$500 to \$1 billion \$1 billion

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B1 (Official Folia 1) 2092 Filed 05/14/12 Entered 05/14/12 14:37:03 Main Document Doc 1 Pg Page 2 22me of Debtor(s): LightSquared Inc. of Virginia Voluntary Petition (This page must be completed and filed in every case.) All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.) Location Case Number: Date Filed: Where Filed: Case Number: Location Date Filed: Where Filed: Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet.) Name of Debtor: Case Number: Date Filed: See attached Schedule 2 District: Relationship: Judge: Southern District of New York Exhibit B (To be completed if debtor is required to file periodic reports (e.g., forms 10K and (To be completed if debtor is an individual 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) whose debts are primarily consumer debts.) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.) 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). П Exhibit A is attached and made a part of this petition. 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? Yes, and Exhibit C is attached and made a part of this petition. Ø 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.) Exhibit D, completed and signed by the debtor, is attached and made a part of this petition. If this is a joint petition: 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.) 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. Ø There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District. 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.) Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.) (Name of landlord that obtained judgment) (Address of landlord) 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 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 П of the petition. Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(1)).

== 1 = = = = = = = = = = = = = = = = =	105/14/12 14:37:03 Main Document Pg Page 3
Voluntary Petition 3 0 (This page must be completed and filed in every case.)	Mane of Debtor(s): LightSquared Inc. of Virginia
Signatures	
Signature(s) of Debtor(s) (Individual/Joint)	Signature of a Foreign Representative
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 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.
I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.	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 Debtor	X (Signature of Foreign Representative)
X Signature of Joint Debtor	(Printed Name of Foreign Representative)
Telephone Number (if not represented by attorney)  Date	Date
Signature of Attorney*	Signature of Non-Attorney Bankruptcy Petition Preparer
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.	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.)
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.	Address  X Signature
X /s/ Marc R. Montagner Signature of Authorized Individual Marc R. Montagner Printed Name of Authorized Individual Chief Financial Officer	Date  Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.
Title of Authorized Individual 05/14/2012 Date	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

## All Other Names Used By Debtor In Last 8 Years

The entity listed below has filed a voluntary petition 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. The entity has used other names in the last eight (8) years. All such other names are provided below:

DEBTOR ENTITY	ALL OTHER NAMES
LightSquared Inc. of Virginia	SkyTerra Inc. of Virginia
	Mobile Satellite Ventures Inc. of Virginia
100000	Motient Services Inc. of Virginia

#### Schedule 2

## Pending Bankruptcy Cases Filed by Debtor and Affiliates of Debtor

On May 14, 2012, each of the affiliated entities listed below (collectively, the "<u>Debtors</u>") 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

) ) Ch	apter 11
) Ca	se No. 12()
) ) Joi )	nt Administration Requested
	) ) Ca )

#### **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.

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 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 INC. OF VIRGINIA

May 14, 2012

The undersigned, being all of the members of the Board of Directors of LightSquared Inc. of Virginia, a Virginia 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 shareholder, 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 "<u>Authorized Persons</u>"), 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 & M<sup>2</sup>Cloy 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

	)	
In re:	)	Chapter 11
LIGHTSQUARED INC., et al.,	)	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 "<u>Debtors</u>"), 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.

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/Malling 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 Scoffeld 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	

In re:	) Chapt	ter 11
LIGHTSQUARED INC., et al.,	) Case	No. 12()
Debtors. <sup>2</sup>	) ) 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

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 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.

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In re:	) Chapter 11
LIGHTSQUARED INC., et al.,	) 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.

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 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.	HGW US Holding Company, L.P.
	TMI Communications Delaware, Limited Partnership	LightSquared Inc.
LightSquared LP	LightSquared Investors Holdings Inc.	HGW US Holding Company, L.P.
	TMI Communications Delaware, Limited Partnership	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	LightSquared LP	HGW US Holding Company, L.P.
(Canada) Inc.		LightSquared Inc.
		LightSquared Investors Holdings Inc.
		TMI Communications Delaware, Limited Partnership

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Name of Debtor	Direct Owner(s)	Indirect Owner(s)
SkyTerra (Canada) Inc.	LightSquared LP	HGW US Holding Company, L.P.
	SkyTerra Holdings	LightSquared Inc.
	(Canada) 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.

In re:	) Chapter 11
LIGHTSQUARED INC., et al.,	) Case No. 12()
Debtors. <sup>1</sup>	) 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

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 "**P**" to the Affidavit of Kate H. Stigler, sworn before me this 14<sup>th</sup> day of May, 2012.

Commissioner for Taking Affidavits

Jane Olive Dietrich

B1 (Official Fol-2-112094 Doc 1 Filed 05/14/12 Entered 05/14/12 14:43:07 Main Document Pa UNITED STATES BANKRUPTCY COURT VOLUNTARY PETITION Southern District of New York Name of Debtor (if individual, enter Last, First, Middle): Name of Joint Debtor (Spouse) (Last, First, Middle): LightSquared Subsidiary LLC All Other Names used by the Debtor in the last 8 years All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names): (include married, maiden, and trade names); SkyTerra Subsidiary LLC; Mobile Satellite Ventures Subsidiary LLC Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all): (if more than one, state all): 54-2059821 Street Address of Debtor (No. and Street, City, and State): Street Address of Joint Debtor (No. and Street, City, and State): 10802 Parkridge Blvd., Reston, VA ZIP CODE 20191 ZIP CODE County of Residence or of the Principal Place of Business: County of Residence or of the Principal Place of Business: Fairfax Mailing Address of Debtor (if different from street address): Mailing Address of Joint Debtor (if different from street address): ZIP CODE ZIP CODE Location of Principal Assets of Business Debtor (if different from street address above): ZIP CODE Type of Debtor Nature of Business Chapter of Bankruptcy Code Under Which (Form of Organization) (Check one box.) the Petition is Filed (Check one box.) (Check one box.) Health Care Business Chapter 7 Chapter 15 Petition for Individual (includes Joint Debtors) Single Asset Real Estate as defined in Chapter 9 Recognition of a Foreign See Exhibit D on page 2 of this form. 11 U.S.C. § 101(51B) Chapter 11 Main Proceeding Corporation (includes LLC and LLP) Railroad Chapter 12 Chapter 15 Petition for Partnership Stockbroker Chapter 13 Recognition of a Foreign Other (If debtor is not one of the above entities, check Commodity Broker Nonmain Proceeding this box and state type of entity below.) Clearing Bank Other **Chapter 15 Debtors** Tax-Exempt Entity Nature of Debts (Check box, if applicable.) (Check one box.) Country of debtor's center of main interests: ☐ Debts are primarily consumer Debts are debts, defined in 11 U.S.C. Debtor is a tax-exempt organization primarily Each country in which a foreign proceeding by, regarding, or under title 26 of the United States § 101(8) as "incurred by an business debts. against debtor is pending: Code (the Internal Revenue Code). individual primarily for a personal, family, or household purpose." Filing Fee (Check one box.) Chapter 11 Debtors Check one box:  $\mathbf{Z}$ Full Filing Fee attached. Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). 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 Check if: unable to pay fee except in installments. Rule 1006(b). See Official Form 3A, Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 (amount subject to adjustment Filing Fee waiver requested (applicable to chapter 7 individuals only). Must on 4/01/13 and every three years thereafter). attach signed application for the court's consideration. See Official Form 3B. Check all applicable boxes: A plan is being filed with this petition. 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 THIS SPACE IS FOR COURT USE ONLY Debtor estimates that funds will be available for distribution to unsecured creditors. Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors. **Estimated Number of Creditors** 200-999 100-199 10,001-1-49 50-99 1,000-5,001-25,001-50,001-Over 5,000 10,000 25,000 50,000 100,000 100,000 Estimated Assets Z  $\Box$ \$1,000,001 \$50,001 to \$100,001 to \$500,001 \$10,000,001 \$50,000,001 \$100,000,001 \$500,000,001 \$0 to More than to \$100 to \$500 \$50,000 \$100,000 \$500,000 to \$1 to \$10 to \$50 to \$1 billion \$1 billion million million million million million Estimated Liabilities \$50,001 to \$100,001 to \$500,001 \$1,000,001 \$10,000,001 \$50,000,001 \$100,000,001 \$500,000,001 \$0 to More than \$50,000 \$100,000 \$500,000 to \$1 to \$10 to \$50 to \$100 to \$500 to \$1 billion \$1 billion

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B1 (Official Fol 2			Occument Pg Page 2		
Voluntary Petitic	on 2 of pe completed and filed in every case.)	24ame of Debtor(s): LightSquared Subsidiary LLC			
1	All Prior Bankruptcy Cases Filed Within Last 8		et.)		
Location Where Filed:		Case Number:	Date Filed:		
Location Where Filed:		Case Number:	Date Filed:		
	Pending Bankruptcy Case Filed by any Spouse, Partner, or Af				
Name of Debtor:	See attached Schedule 1	Case Number:	Date Filed:		
District: Sout	thern 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.)  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 of title 11, United States Code, and have explained the relief available under easuch 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)					
_	Exhib wn or have possession of any property that poses or is alleged to pose xhibit C is attached and made a part of this petition.		ublic health or safety?		
(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)  Exhibit D, completed and signed by the debtor, is attached and made a part of this petition.  If this is a joint petition:  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.)  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.					
Ø	There is a bankruptcy case concerning debtor's affiliate, general part	ner, or partnership pending in this District.			
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 (Check all appli				
	Landlord has a judgment against the debtor for possession of debt	or's residence. (If box checked, complete the f	ollowing.)		
(Name of landlord that obtained judgment)					
		(Address of landlord)			
	Debtor claims that under applicable nonbankruptcy law, there are entire monetary default that gave rise to the judgment for possessi	circumstances under which the debtor would be on, after the judgment for possession was enter	e permitted to cure the ed, and		
	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.				
	Debtor certifies that he/she has served the Landlord with this certi	fication. (11 U.S.C. § 362(1)).			

	fficial Fol 211 2094	Doc 1	Filed 05/14/12		1 05/14/12 14:43:07	Main Document	Pg	Page 3
1	untary Petition		,	3 0	ည်ရှိme of Debtor(s): LightSquared Subsidiary	uc.		
(Thi	s page must be completed i	and filed in eve	ery case.)	Sionn	tures	LLO		
⊢	Signature	(s) of Debtor(s	s) (Individual/Joint)	Signa		e of a Foreign Representative		
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 declare under penalty of perjurand correct, that I am the foreign and that I am authorized to file to (Check only one box.)  I request relief in accordance Certified copies of the doctors.	ry that the information provided gn representative of a debtor in his petition.	a foreign pro nited States ( 1515 are atta	oceeding,	
spec	quest relief in accordance ified in this petition.	e with the ch	apter of title 11, United	States Code,	order granting recognition	in this petition. A certified cop of the foreign main proceeding		
X	Signature of Debtor	#1-7-Mar - 1/- 1		<del></del>	X (Signature of Foreign Repre	esentative)		
х	Signature of Joint Debtor Telephone Number (if no			<del></del>	(Printed Name of Foreign F	Representative)		
	Date				Date			
		Signature of A	Attorney*		Signature of Non-A	Attorney Bankruptcy Petition	Preparer	
X	/s/ Matthew S. Barr Signature of Attorney for Matthew S. Barr Printed Name of Attorney Milbank, Tweed, Ha Firm Name  1 Chase Manhattan New York, NY 1000 Address 212-530-5000	o for Debtor(s) diey & McC	loy LLP		I declare under penalty of perj defined in 11 U.S.C. § 110; (2) provided the debtor with a cop required under 11 U.S.C. §§ guidelines have been promulgat fee for services chargeable by § notice of the maximum amount or accepting any fee from the d attached.	I prepared this document for copy of this document and the not 110(b), 110(h), and 342(b); ed pursuant to 11 U.S.C. § 110(b) pankruptcy petition preparers, I before preparing any document	onpensation itices and in and, (3) if h) setting a r have given t for filing for	and have formation rules or maximum the debtor r a debtor
	Telephone Number 05/14/2012  Date	•			Printed Name and title, if a	ny, of Bankruptcy Petition Prepa	arer	
certi	a case in which § 707(b)(4)		nis signature also constitutes ge after an inquiry that the i		state the Social-Security no	the bankruptcy petition prepare umber of the officer, principal, etition preparer.) (Required by	responsible	person or
	Signature of	Debtor (Cor	poration/Partnership)					
and debi	correct, and that I have lor.	been authorize	formation provided in this ped to file this petition on l	behalf of the	Address  X Signature			
	e, specified in this petition. /s/ Marc R. Montagn	•	•		Date			
1	Signature of Authorized I Marc R. Montagner Printed Name of Authoriz Chief Financial Offic Title of Authorized Indiv	ndividual zed Individual :er			Signature of bankruptcy petitio partner whose Social-Security n Names and Social-Security nun	number is provided above.		
	05/14/2012 Date			<del></del>	in preparing this document individual.	unless the bankruptcy petition	n preparer i	is not an
					If more than one person prepare to the appropriate official form	for each person.		-
					A bankruptcy petition preparer the Federal Rules of Bankrupt both. 11 U.S.C. § 110; 18 U.S.	cy Procedure may result in fine		

#### Schedule 1

## Pending Bankruptcy Cases Filed by <u>Debtor and Affiliates of Debtor</u>

On May 14, 2012, each of the affiliated entities listed below (collectively, the "<u>Debtors</u>") 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

In re:	) Chapter 11
LIGHTSQUARED INC., et al.,	) Case No. 12()
Debtors. <sup>1</sup>	) 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.

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 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.

# WRITEN CONSENT OF THE BOARD OF DIRECTORS OF LIGHTSQUARED GP INC. AS GENERAL PARTNER OF LIGHTSQUARED LP AS SOLE MEMBER OF LIGHTSQUARED SUBSIDIARY LLC

#### May 14, 2012

The undersigned, being all of the members of the Board of Directors of LightSquared GP Inc., a Delaware corporation (the "General Partner"), as the general partner of LightSquared LP, a Delaware corporation (the "Partnership"), as the sole member of LightSquared Subsidiary LLC, a Delaware limited liability company (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 General Partner (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 equity holders, 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 General Partner and the Partnership 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 & M<sup>2</sup>Cloy 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 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 General Partner and the Partnership 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 General Partner and the Partnership, 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 General Partner and the Partnership 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 General Partner and the Partnership 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 General Partner and the Partnership 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 General Partner and the Partnership 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

In re:	) Chapter 11
LIGHTSQUARED INC., et al.,	) 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 "<u>Debtors</u>"), 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.

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	

In re:	) Chapter 11	
LIGHTSQUARED INC., et al.,	) Case No. 12()	
Debtors. <sup>2</sup>	) Joint Administration Request	ed
	)	

## 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

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.

In re:	) Chapter 11
LIGHTSQUARED INC., et al.,	) Case No. 12()
Debtors. <sup>1</sup>	) 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.

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 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	LightSquared Investors Holdings Inc.	HGW US Holding Company, L.P.
Delaware, Limited Partnership		LightSquared Inc.
LightSquared GP Inc.	LightSquared Investors Holdings Inc.	HGW US Holding Company, L.P.
	TMI Communications Delaware, Limited Partnership	LightSquared Inc.
LightSquared LP	LightSquared Investors Holdings Inc.	HGW US Holding Company, L.P.
	TMI Communications Delaware, Limited Partnership	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	LightSquared LP	HGW US Holding Company, L.P.
(Canada) Inc.		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	HGW US Holding Company, L.P.	
	SkyTerra Holdings	LightSquared Inc.	
1	(Canada) 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.	

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In re:	) Chapter 11
LIGHTSQUARED INC., et al.,	) Case No. 12()
Debtors.1	) Joint Administration Requested )
DECLARATION CONCERNING CORPO	RATE OWNERSHIP STATEMENT
Pursuant to 28 U.S.C. § 1746, I, Marc R. Mc	ontagner, the undersigned authorized officer
of each of the Debtors, declare under penalty of perj	ury 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

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 "Q" to the Affidavit of Kate H. Stigler, sworn before me this 14<sup>th</sup> day of May, 2012.

Commissioner for Taking Affidavits

Jane Olive Dietrich

B1 (Official Folian) 2088 Doc 1 Filed 05/14/12 Entered 05/14/12 14:27:00 Main Document UNITED STATES BANKRUPTCY COURT 1 of 21 VOLUNTARY PETITION Southern District of New York Name of Debtor (if individual, enter Last, First, Middle): Name of Joint Debtor (Spouse) (Last, First, Middle): Lightsquared Bermuda Ltd. All Other Names used by the Debtor in the last 8 years All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names): (include married, maiden, and trade names): SkyTerra Bermuda Ltd.; Mobile Satellite Ventures Bermuda Ltd. Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all): (if more than one, state all): 37247 (Registration No.) Street Address of Debtor (No. and Street, City, and State): Street Address of Joint Debtor (No. and Street, City, and State): Clarendon House, 2 Church Street, Hamilton, HM11, Bermuda ZIP CODE ZIP CODE County of Residence or of the Principal Place of Business: County of Residence or of the Principal Place of Business: Bermuda Mailing Address of Debtor (if different from street address): Mailing Address of Joint Debtor (if different from street address): ZIP CODE ZIP CODE Location of Principal Assets of Business Debtor (if different from street address above): ZIP CODE Type of Debtor Nature of Business Chapter of Bankruptcy Code Under Which (Form of Organization) (Check one box.) the Petition is Filed (Check one box.) (Check one box.) Health Care Business Chapter 7 Chapter 15 Petition for Individual (includes Joint Debtors) Single Asset Real Estate as defined in Chapter 9 Recognition of a Foreign 11 Ū.S.C. § 101(51B) Chapter 11 See Exhibit D on page 2 of this form. Main Proceeding Corporation (includes LLC and LLP) Railroad Chapter 12 Chapter 15 Petition for Partnership Stockbroker Chapter 13 Recognition of a Foreign Other (If debtor is not one of the above entities, check Commodity Broker Nonmain Proceeding this box and state type of entity below.) Clearing Bank Other Chapter 15 Debtors Tax-Exempt Entity Nature of Debts (Check box, if applicable.) (Check one box.) Country of debtor's center of main interests: Debts are primarily consumer Debts are Debtor is a tax-exempt organization debts, defined in 11 U.S.C. primarily Each country in which a foreign proceeding by, regarding, or under title 26 of the United States § 101(8) as "incurred by an business debts. against debtor is pending: Code (the Internal Revenue Code). individual primarily for a personal, family, or household purpose.' Filing Fee (Check one box.) Chapter 11 Debtors Check one box:  $\square$ Full Filing Fee attached. Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). ☑ Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). 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 Check if: unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 (amount subject to adjustment Filing Fee waiver requested (applicable to chapter 7 individuals only). Must on 4/01/13 and every three years thereafter). attach signed application for the court's consideration. See Official Form 3B. Check all applicable boxes: A plan is being filed with this petition. 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 THIS SPACE IS FOR COURT USE ONLY Debtor estimates that funds will be available for distribution to unsecured creditors. Ō Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors. **Estimated Number of Creditors** П 50-99 100-199 200-999 1,000-5,001-10,001-25,001-50,001-1-49 Over 5,000 10,000 50,000 100,000 100,000 25,000 **Estimated Assets**  $\mathbf{Z}$ \$100,001 to \$500,001 \$10,000,001 \$100,000,001 \$500,000,001 \$50,001 to \$1,000,001 \$50,000,001 More than \$0 to \$50,000 \$100,000 \$500,000 to \$1 to \$10 to \$50 to \$100 to \$500 to \$1 billion \$1 billion million million million million million Estimated Liabilities \$50,001 to \$100,001 to \$500,001 \$1,000,001 \$50,000,001 \$100,000,001 \$500,000,001 \$0 to \$10,000,001 More than \$50,000 \$100,000 \$500,000 to \$1 to \$10 to \$50 to \$100 to \$500 to \$1 billion \$1 billion

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Voluntary Petition  2 Of 24me of Debtor(s): Lightsquared Bermuda Ltd.					
Location	All Prior Bankruptcy Cases Filed Within Last 8	Years (If more than two, attach additional shee  Case Number:	t.) Date Filed:		
Where Filed:	<u> </u>		Date Tried.		
Location Where Filed:		Case Number:	Date Filed:		
Name of Debtor:	Pending Bankruptcy Case Filed by any Spouse, Partner, or Af	filiate of this Debtor (If more than one, attach a Case Number:	additional sheet.)  Date Filed:		
Name of Debior:	See attached Schedule 1	Case Number:	Date Filed:		
District: Sou	them 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.)  I, the attorney for the petitioner named in the foregoing petition, declare that informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, of title 11, United States Code, and have explained the relief available under such chapter. I further certify that I have delivered to the debtor the notice reby 11 U.S.C. § 342(b).  X					
	* <del></del>	Signature of Attorney for Debtor(s)	Date)		
<b> </b>	Exhiboration of Exhiboration of Exhiboration of Exhiboration of Exhibit C is attached and made a part of this petition.		ıblic health or safety?		
	171.21	n			
(To be completed	Exhib by every individual debtor. If a joint petition is filed, each spouse mu				
Exhibit D, completed and signed by the debtor, is attached and made a part of this petition.					
If this is a joint po	etition:				
☐ Exhibit D,	also completed and signed by the joint debtor, is attached and made a	part of this petition.			
	Information Regardin	g the Debtor - Venue			
	(Check any app Debtor has been domiciled or has had a residence, principal place preceding the date of this petition or for a longer part of such 180 da	plicable box.) of business, or principal assets in this District	for 180 days immediately		
Ø	There is a bankruptcy case concerning debtor's affiliate, general part	tner, or partnership pending in this District.			
	Debtor is a debtor in a foreign proceeding and has its principal plac no principal place of business or assets in the United States but is District, or the interests of the parties will be served in regard to the	a defendant in an action or proceeding [in a fe			
Certification by a Debtor Who Resides as a Tenant of Residential Property (Check all applicable boxes.)					
	Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)				
(Name of landlord that obtained judgment)					
		(Address of landlord)			
	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				
. 🗆	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.				
	Debtor certifies that he/she has served the Landlord with this cert	ification. (11 U.S.C. § 362(1)).			

	d 05/14/12 14:27:00 Main Document Pg Page 3
	2ame of Debtor(s): Lightsquared Bermuda Ltd.
(This page must be completed and filed in every case.)	atures
Signature(s) of Debtor(s) (Individual/Joint)	Signature of a Foreign Representative
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	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.)
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	☐ 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)
X Signature of Joint Debtor Telephone Number (if not represented by attorney)	(Printed Name of Foreign Representative)
Date	Date
Signature of Attorney*	Signature of Non-Attorney Bankruptcy Petition Preparer
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	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.
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.	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.)
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.	Address  X Signature
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 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 Pulser of Replacetor Preparer and preparers of the provisions of title 11 and the Federal Pulser of Replacetors are prepared to the provisions of title 11 and the Federal Pulser of Replacetors are prepared to the provisions of title 11 and the Federal Pulser of Replacetors are prepared to the provisions of title 11 and the Federal Pulser of Replacetors are prepared to the provisions of title 11 and the Federal Pulser of Replacetors are provided above.
	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 "<u>Debtors</u>") 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

	)
In re:	) Chapter 11
LIGHTSQUARED INC., et al.,	) Case No. 12()
Debtors. <sup>1</sup>	) 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.

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 BERMUDA LTD.

May 14, 2012

The undersigned, being all of the members of the Board of Directors of Lightsquared Bermuda Ltd., a Bermuda limited company (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 shareholders, 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., as officers of the sole member of the Company (collectively, the "<u>Authorized Persons</u>"), 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 & M<sup>c</sup>Cloy 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

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

#### 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 "<u>Debtors</u>"), 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.

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.		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	

In re:	)	Chapter 11
LIGHTSQUARED INC., et al.,	)	Case No. 12()
Debtors. <sup>2</sup>	)	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

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 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.

In re:	Chapter 11
LIGHTSQUARED INC., et al.,	Case No. 12()
Debtors. <sup>1</sup> ) Jo	oint 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.

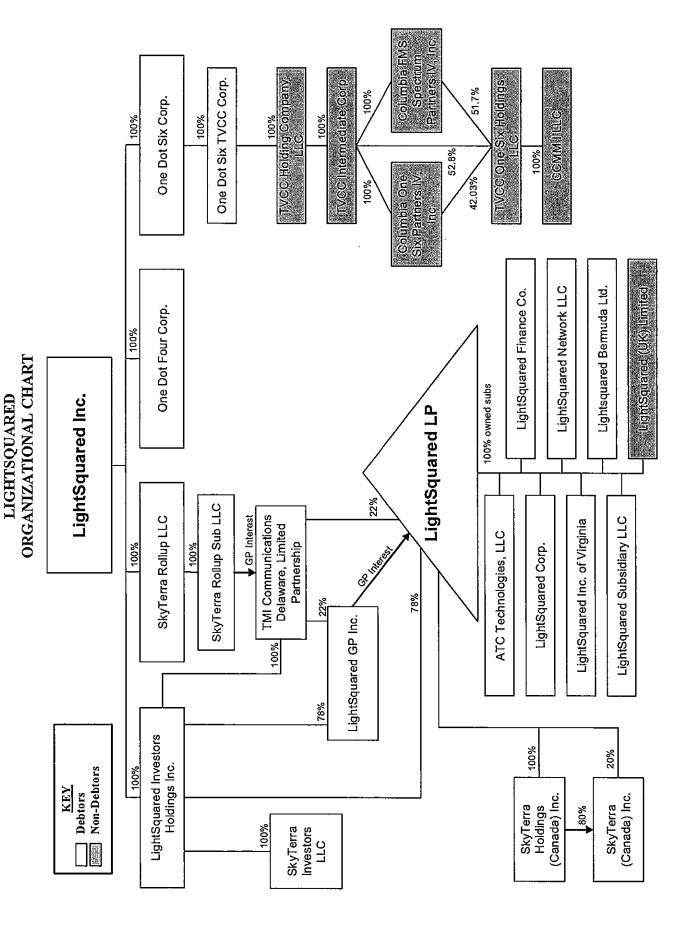
Name of Debtor	Direct Owner(s)	Indirect Owner(s)
LightSquared Inc.	HGW US Holding Company, L.P.	
One Dot Four Corp.	LightSquared Inc.	HGW US Holding Company, L.P.
SkyTerra Rollup LLC	LightSquared Inc.	HGW US Holding Company, L.P.
SkyTerra Rollup Sub LLC	SkyTerra Rollup LLC	HGW US Holding Company, L.P.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

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	HGW US Holding Company, L.P.
	SkyTerra Holdings	LightSquared Inc.
	(Canada) 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.

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In re:	) Chapter 11					
LIGHTSQUARED INC., et al.,	) Case No. 12()					
Debtors. <sup>1</sup>	) 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						

Dated: May 14, 2012 /s/ Marc R. Montagner

Marc R. Montagner Chief Financial Officer

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 "**R**" to the Affidavit of Kate H. Stigler, sworn before me this 14<sup>th</sup> day of May, 2012.

Commissioner for Taking Affidavits

Jane Olive Dietrich

Doc 1 Filed 05/14/12 Entered 05/14/12 14:53:08\_ B1 (Official Fol 2112098 Main Document UNITED STATES BANKRUPTCY COURT 1 of 20 VOLUNTARY PETITION Southern District of New York Name of Debtor (if individual, enter Last, First, Middle): Name of Joint Debtor (Spouse) (Last, First, Middle): SkyTerra Holdings (Canada) Inc. All Other Names used by the Joint Debtor in the last 8 years All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): (include married, maiden, and trade names): Mobile Satellite Ventures Holdings (Canada) Inc. Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all): (if more than one, state all): 002000631 (Ontario Corporation No.) Street Address of Debtor (No. and Street, City, and State): Street Address of Joint Debtor (No. and Street, City, and State): 1601 Telesat Court, Ottawa, ON K1B 1B9 ZIP CODE ZIP CODE County of Residence or of the Principal Place of Business: County of Residence or of the Principal Place of Business: Ontario, Canada Mailing Address of Debtor (if different from street address): Mailing Address of Joint Debtor (if different from street address): ZIP CODE ZIP CODE Location of Principal Assets of Business Debtor (if different from street address above): ZIP CODE Chapter of Bankruptcy Code Under Which Type of Debtor Nature of Business the Petition is Filed (Check one box.) (Form of Organization) (Check one box.) (Check one box.) Chapter 15 Petition for Health Care Business Chapter 7 Chapter 9 Recognition of a Foreign Individual (includes Joint Debtors) Single Asset Real Estate as defined in Chapter 11 Main Proceeding 11 U.S.C. § 101(51B) See Exhibit D on page 2 of this form. Chapter 15 Petition for Corporation (includes LLC and LLP) Railroad Chapter 12 ◻ Recognition of a Foreign Partnership Stockbroker Chapter 13 Nonmain Proceeding Commodity Broker Other (If debtor is not one of the above entities, check this box and state type of entity below.) Clearing Bank  $\Box$ Other Chapter 15 Debtors Nature of Debts Tax-Exempt Entity (Check box, if applicable.) (Check one box.) Country of debtor's center of main interests: Debts are ☐ Debts are primarily consumer Debtor is a tax-exempt organization debts, defined in 11 U.S.C. primarily business debts. Each country in which a foreign proceeding by, regarding, or under title 26 of the United States § 101(8) as "incurred by an individual primarily for a against debtor is pending: Code (the Internal Revenue Code). personal, family, or household purpose. Filing Fee (Check one box.) Chapter 11 Debtors Check one box: Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D).  $\mathbf{Z}$ Full Filing Fee attached. Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). ☑ 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 Check if: Debtor's aggregate noncontingent liquidated debts (excluding debts owed to unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. insiders or affiliates) are less than \$2,343,300 (amount subject to adjustment Filing Fee waiver requested (applicable to chapter 7 individuals only). Must on 4/01/13 and every three years thereafter). attach signed application for the court's consideration. See Official Form 3B. Check all applicable boxes: A plan is being filed with this petition. Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b). THIS SPACE IS FOR Statistical/Administrative Information COURT USE ONLY Debtor estimates that funds will be available for distribution to unsecured creditors. Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors. **Estimated Number of Creditors** 10,001-25,001-50,001-100-199 200-999 1,000-5,001-Over 1-49 50-99 5,000 10,000 25,000 50,000 100,000 100,000 **Estimated Assets**  $\mathbf{Z}$ \$100,001 to \$1,000,001 \$10,000,001 \$50,000,001 \$100,000,001 \$500,000,001 \$50,001 to \$500,001 More than \$0 to to \$100 to \$500 to \$1 billion \$1 billion \$50,000 \$100,000 \$500,000 to \$1 to \$10 to \$50 million million million million million Estimated Liabilities \$500,000,001 \$100,001 to \$1,000,001 \$10,000,001 \$50,000,001 \$100,000,001 More than \$50,001 to \$500,001 \$0 to \$50,000 \$100,000 \$500,000 to \$1 to \$10 to \$50 to \$100 to \$500 to \$1 billion \$1 billion

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Filed 05/14/12 Entered 05/14/12 14:53:08 Main Document Pg Page 2 B1 (Official Fol 2112098 Doc 1 Voluntary Petition 20 ne of Debtor(s): SkyTerra Holdings (Canada) Inc. (This page must be completed and filed in every case.) All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.) Case Number: Date Filed: Location Where Filed: Case Number: Date Filed: Location Where Filed: Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet.) Case Number: Date Filed: Name of Debtor: See attached Schedule 1 Relationship: Judge: District: Southern District of New York Exhibit B Exhibit A (To be completed if debtor is an individual (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) whose debts are primarily consumer debts.) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.) 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). Exhibit A is attached and made a part of this petition. 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? Yes, and Exhibit C is attached and made a part of this petition. П  $\square$ 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.) Exhibit D, completed and signed by the debtor, is attached and made a part of this petition. If this is a joint petition: 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.) 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. V There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District. 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.) Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.) (Name of landlord that obtained judgment) (Address of landlord) 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 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. Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(I)).

B1 (O	fficial Fol 2 1 2098	Doc 1	Filed 05/14/12		05/14/12 14:53:08	Main Document	Pg	Page 3
	intary Petition			3 o	Made of Debtor(s): SkyTerra Holdings (Canad	da) Inc		
(Thi.	s page must be completed a	and filed in eve	ery case.)	6°-		ua) IIIG.		
Signatures								
Signature(s) of Debtor(s) (Individual/Joint)  I declare under penalty of perjury that the information provided in this petition is true				Signature of a Foreign Representative				
and (	correct. petitioner is an individual	whose debts	formation provided in this pe are primarily consumer de nat I may proceed under chap	bts and has	I declare under penalty of perjur- and correct, that I am the foreig and that I am authorized to file the	n representative of a debtor in		
			tand the relief available und		(Check only one box.)			
	ter, and choose to proceed				☐ I request relief in accordanc	e with chapter 15 of title 11. Un	ited States	Code.
	o attorney represents me an obtained and read the noti		tcy petition preparer signs th 11 U.S.C. § 342(b).	e petition] I	Certified copies of the docu	ments required by 11 U.S.C. §	1515 are att	
	quest relief in accordance ified in this petition.	e with the ch	apter of title 11, United S	States Code,	chapter of title 11 specified	<ol> <li>I request relief in accordance in this petition. A certified copy of the foreign main proceeding it</li> </ol>	of the	
Х	Signature of Debtor				X (Signature of Foreign Repre	sentative)		_
х	Signature of Joint Debtor				(Printed Name of Foreign R	enrecentative)		
		e			(Filmod Hallo of Foroign Fe	oprosonant to)		
	Telephone Number (if no	t represented t	oy attorney)	<u></u>	Date			<del></del>
		Signature of A	Attorney*		Signature of Non-A	Attorney Bankruptcy Petition	Preparer	
х	/s/ Matthew S. Barr	_			I declare under penalty of perju	ry that: (1) I am a bankrupte	y petition p	
	Signature of Attorney for Matthew S. Barr	Debtor(s)			defined in 11 U.S.C. § 110; (2) provided the debtor with a cop	I prepared this document for co	mpensation	and have   formation
	Printed Name of Attorney Milbank, Tweed, Ha	for Debtor(s)	lov I I P		required under 11 U.S.C. §§	110(b), 110(h), and 342(b);	and, (3) if	rules or
	Firm Name	diey & MCC	NOY LLI		guidelines have been promulgate fee for services chargeable by b			
	1 Chase Manhattan New York, NY 1000				notice of the maximum amount or accepting any fee from the de	before preparing any document	for filing fo	or a debtor
	Address	<u> </u>		<u></u>	attached.			
	212-530-5000 Telephone Number		<del> </del>	<del></del>	Drintad Nama and titla if ar	ny, of Bankruptcy Petition Prepa	ror	
	05/14/2012				Frinted Name and title, if at	iy, or Bankrupicy Fermon Frepa	uer	
	Date				0 110 1 40			<del></del> .
certi			his signature also constitutes lge after an inquiry that the i		state the Social-Security nu	the bankruptcy petition prepare unber of the officer, principal, etition preparer.) (Required by	responsible	person or
	Signature of	Debtor (Cor	poration/Partnership)					
	correct, and that I have		formation provided in this pe ed to file this petition on b		Address			
	debtor requests the relief i		with the chapter of title 11, U	United States	X Signature			
х	/s/ Marc R. Montagn	ier			Date			
``	Signature of Authorized I							
	Marc R. Montagner Printed Name of Authoriz	zed Individual			Signature of bankruptcy petition		responsible	person, or
	Chief Financial Office	er		<u>_</u>	partner whose Social-Security n	umuer is provided above.		
	Title of Authorized Indiv. 05/14/2012	idual			Names and Social-Security num			
	Date				in preparing this document u individual.	inless the bankruptcy petition	preparer	is not an
					If more than one person prepare to the appropriate official form t	for each person.		
					A bankruptcy petition preparer the Federal Rules of Bankruptch both. 11 U.S.C. § 110; 18 U.S.C.	y Procedure may result in fine		

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#### 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

In re:	) ) Chapter 11	
LIGHTSQUARED INC., et al.,	) Case No. 12()	
Debtors. <sup>1</sup>	) ) Joint Administration Reque	ested
	I I	

#### **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.

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 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 SKYTERRA HOLDINGS (CANADA) INC.

#### May 14, 2012

The undersigned, being all of the members of the Board of Directors of SkyTerra Holdings (Canada) Inc., a corporation incorporated under the laws of the Province of Ontario (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 shareholders, 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 "<u>Authorized Persons</u>"), 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 & M<sup>2</sup>Cloy 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 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.

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

By: /s/ Beth Creary

Name: Beth Creary Title: Director

By: /s/ Curtis Lu

Name: Curtis Lu Title: Director

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In re:	) Chapter 11
LIGHTSQUARED INC., et al.,	) Case No. 12()
Debtors. <sup>1</sup>	) 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 "<u>Debtors</u>"), 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.

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		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 Scoffeld 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	

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In re:	Chapter 11
LIGHTSQUARED INC., et al.,	Case No. 12 ()
Debtors. <sup>2</sup>	) 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

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.

In re:	) Chapter 11
LIGHTSQUARED INC., et al.,	) Case No. 12()
Debtors. <sup>1</sup>	) 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

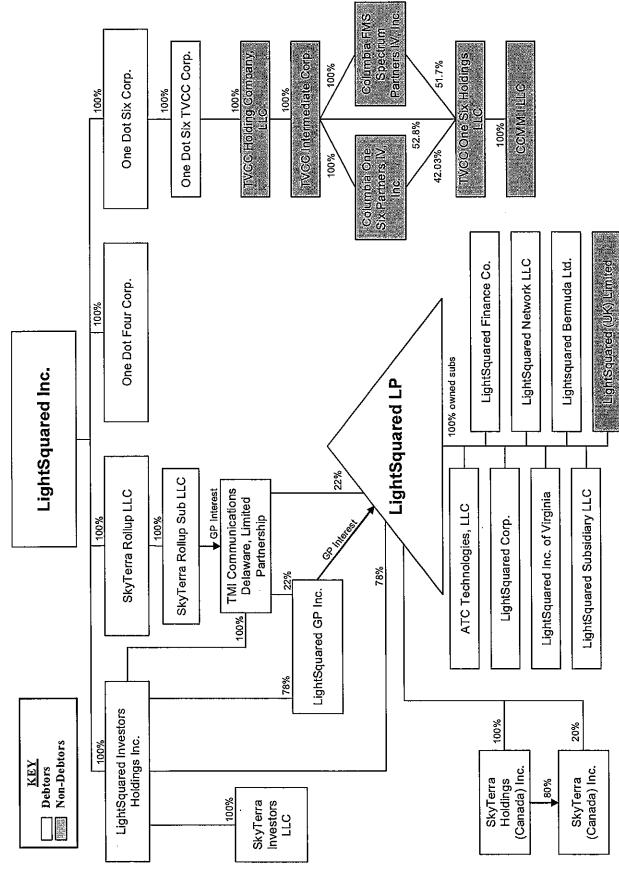
In accordance with Rules 1007(a)(1) and 7007.1 of the Federal Rules of
Bankruptcy Procedure and Rule 1007-3 of the Local Bankruptcy Rules for the United States
Bankruptcy Court for the Southern District of New York, this corporate ownership statement
includes a list and organizational chart reflecting 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.

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 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	HGW US Holding Company, L.P.
	SkyTerra Holdings	LightSquared Inc.
	(Canada) 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.



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In re:	) Chapter 11		
LIGHTSQUARED INC., et al.,	) Case No. 12()		
Debtors. <sup>1</sup>	) Joint Administration Requested		
DECLARATION CONCERNING CORPOR	ATE 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			

Dated: May 14, 2012 /s/ Marc R. Montagner
Marc R. Montagner

Chief Financial Officer

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 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 "S" to the Affidavit of Kate H. Stigler, sworn before me this 14<sup>th</sup> day of May, 2012.

Commissioner for Taking Affidavits

Jane Olive Dietrich

B1 (Official Folian) 2007-scc Doc 1 Filed 05/14/12 Entered 05/14/12 14:50:26 Main Document UNITED STATES BANKRUPTCY COURT Pa 1 of 20 VOLUNTARY PETITION Southern District of New York Name of Debtor (if individual, enter Last, First, Middle): Name of Joint Debtor (Spouse) (Last, First, Middle): SkyTerra (Canada) Inc. All Other Names used by the Debtor in the last 8 years All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names): (include married, maiden, and trade names): Mobile Satellite Ventures (Canada) Inc. Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all): (if more than one, state all): 002000629 (Ontario Corporation No.) Street Address of Debtor (No. and Street, City, and State): Street Address of Joint Debtor (No. and Street, City, and State): 1601 Telesat Court, Ottawa, ON K1B 1B9 ZIP CODE ZIP CODE County of Residence or of the Principal Place of Business: County of Residence or of the Principal Place of Business: Ontario, Canada Mailing Address of Debtor (if different from street address): Mailing Address of Joint Debtor (if different from street address): ZIP CODE ZIP CODE Location of Principal Assets of Business Debtor (if different from street address above): ZIP CODE Type of Debtor Nature of Business Chapter of Bankruptcy Code Under Which (Form of Organization) (Check one box.) the Petition is Filed (Check one box.) (Check one box.) Health Care Business Chapter 7 Chapter 15 Petition for 靣 Individual (includes Joint Debtors) Single Asset Real Estate as defined in Chapter 9 Recognition of a Foreign See Exhibit D on page 2 of this form. 11 U.S.C. § 101(51B) Chapter 11 Main Proceeding Corporation (includes LLC and LLP) Chapter 12 Railroad Chapter 15 Petition for Partnership Stockbroker Chapter 13 Recognition of a Foreign П Other (If debtor is not one of the above entities, check Commodity Broker Nonmain Proceeding this box and state type of entity below.) Clearing Bank Other Chapter 15 Debtors Tax-Exempt Entity Nature of Debts (Check box, if applicable.) (Check one box.) Country of debtor's center of main interests: Debts are primarily consumer Debts are Debtor is a tax-exempt organization debts, defined in 11 U.S.C. primarily Each country in which a foreign proceeding by, regarding, or under title 26 of the United States § 101(8) as "incurred by an business debts. against debtor is pending: Code (the Internal Revenue Code). individual primarily for a personal, family, or household purpose." Filing Fee (Check one box.) Chapter 11 Debtors Check one box: Full Filing Fee attached. Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). 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 Check if: unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 (amount subject to adjustment Filing Fee waiver requested (applicable to chapter 7 individuals only). Must on 4/01/13 and every three years thereafter). attach signed application for the court's consideration. See Official Form 3B. Check all applicable boxes: A plan is being filed with this petition. 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 THIS SPACE IS FOR COURT USE ONLY Debtor estimates that funds will be available for distribution to unsecured creditors. Ħ Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors. Estimated Number of Creditors П 200-999 25,001-1-49 50-99 100-199 1,000-5.001-10,001-50,001-Over 5,000 10,000 25,000 50,000 100,000 100,000 Estimated Assets  $\Box$ П П п \$100,001 to \$500,001 \$1,000,001 \$50,001 to \$10,000,001 \$50,000,001 \$100,000,001 \$500,000,001 \$0 to More than \$50,000 \$100,000 \$500,000 to \$1 to \$10 to \$50 to \$100 to \$500 to \$1 billion \$1 billion million million million million million Estimated Liabilities SO to \$50,001 to \$100,001 to \$1,000,001 \$10,000,001 \$50,000,001 \$500,001 \$100,000,001 \$500,000,001 More than \$50,000 \$100,000 \$500,000 to \$10 to \$1 to \$50 to \$100 to \$500 to \$1 billion \$1 billion million million

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B1 (Official Fol-2-1) 2097-SCC Doc 1 Filed 05/14/12 Entered 05/14/12 14:50:26 Main Document Page 2 Voluntary Petition တစ်ဆိုပါof Debtor(s): SkyTerra (Canada) Inc. Pg (This page must be completed and filed in every case.) All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.) Date Filed: Location Case Number: Where Filed: Case Number: Date Filed: Location Where Filed: Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet.) Date Filed: Name of Debtor: Case Number: See attached Schedule 1 Relationship: Judge: District: Southern District of New York Exhibit A Exhibit B (To be completed if debtor is required to file periodic reports (e.g., forms 10K and (To be completed if debtor is an individual whose debts are primarily consumer debts.) 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.) 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). Exhibit A is attached and made a part of this petition. 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? Yes, and Exhibit C is attached and made a part of this petition. П 1 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.) Exhibit D, completed and signed by the debtor, is attached and made a part of this petition. If this is a joint petition: 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.) 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. 7 There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District. П 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.) Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.) (Name of landlord that obtained judgment) (Address of landlord) 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 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. Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(I)).

	ered 05/14/12 14:50:26 Main Document Page 3
Voluntary Petition Pg 3 (This page must be completed and filed in every case.)	လြန်သို့Ωf Debtor(s): SkyTerra (Canada) inc.
	atures
Signature(s) of Debtor(s) (Individual/Joint)	Signature of a Foreign Representative
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.	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 Debtor	X (Signature of Foreign Representative)
X Signature of Joint Debtor	(Printed Name of Foreign Representative)
Telephone Number (if not represented by attorney)  Date	Date
Signature of Attorney*	Signature of Non-Attorney Bankruptcy Petition Preparer
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	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
*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.	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.)
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.	Address  X Signature
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 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
	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 <u>Debtor and Affiliates of Debtor</u>

On May 14, 2012, each of the affiliated entities listed below (collectively, the "<u>Debtors</u>") 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

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## UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

•	)
In re:	) Chapter 11
LIGHTSQUARED INC., et al.,	) Case No. 12()
Debtors. <sup>1</sup>	) 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.

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 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 SKYTERRA (CANADA) INC.

May 14, 2012

The undersigned, being the sole member of the Board of Directors of SkyTerra (Canada) Inc., a corporation incorporated under the laws of the Province of Ontario (the "Company"), acting by written consent without a meeting, does 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 shareholders, 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 "<u>Authorized Persons</u>"), 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 & M<sup>2</sup>Cloy 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 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.

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

By: /s/ Beth Creary

Name: Beth Creary Title: Director

	_
In re:	) Chapter 11
LIGHTSQUARED INC., et al.,	) Case No. 12()
Debtors. <sup>1</sup>	) Joint Administration Requester
	,

#### 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 "<u>Debtors</u>"), 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.

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.

APP DE	Hölder 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 Scoffeld 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., et al.,	) Case No. 12- ()
Debtors. <sup>2</sup>	) Joint Administration Requested
DECLARATION FOR CONSOLI HOLDING 20 LARGEST	UNSECURED CLAIMS
Pursuant to 28 U.S.C. § 1746, I, Marc R. I	Montagner, the undersigned authorized off

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

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 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.

In re:	) Chapter 11
LIGHTSQUARED INC., et al.,	) Case No. 12()
Debtors. <sup>1</sup>	) 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.

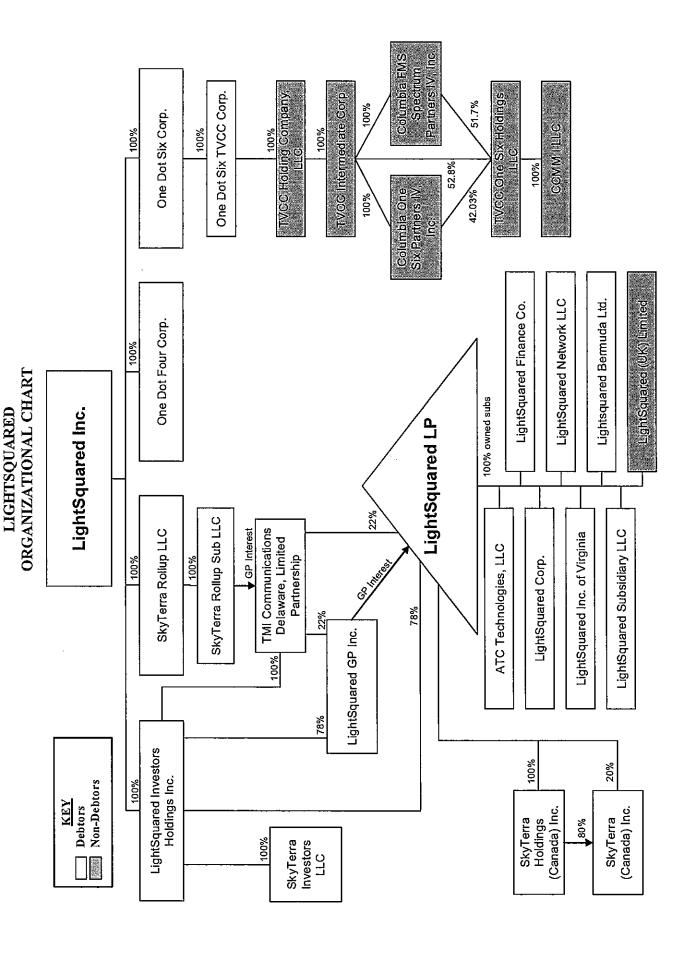
The debtors in these chapter 11 cases, along with the last four digits of each debtor's federal or foreign tax or registration identification number, are: LightSquared Inc. (8845), LightSquared Investors Holdings Inc. (0984), One Dot Four Corp. (8806), One Dot Six Corp. (8763), SkyTerra Rollup LLC (N/A), 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.

TMI Communications Delaware, Limited Partnership  LightSquared GP Inc. LightSquared	Name of Debtor	Direct Owner(s)	Indirect Owner(s)
LightSquared GP Inc.  LightSquared Investors Holdings Inc. TMI Communications Delaware, LightSquared LP  LightSquared Investors Holdings Inc. TMI Communications Delaware, LightSquared Investors Holdings Inc. TMI Communications Delaware, LightSquared Investors Holdings Inc. TMI Communications Delaware, LightSquared Inc.  LightSquared LP  LightSquared LP  LightSquared LP  LightSquared LP  LightSquared LP  LightSquared Investors Holdings Inc. TMI Communications Delaware, LightSquared Inc. LightSq		CONTROL OF THE PROPERTY OF THE	HGW US Holding Company, L.P.
TMI Communications Delaware, Limited Partnership  LightSquared LP  LightSquared Inc.  Lig		LightSquared Investors Holdings Inc.	
TMI Communications Delaware, LightSquared Inc.  LightSquared Inc.			
ATC Technologies, LLC  LightSquared LP  LightSquared Inc. LightSqu	LightSquared LP	LightSquared Investors Holdings Inc.	HGW US Holding Company, L.P.
LightSquared Inc. LightSquared Inc. LightSquared Investors Holdings Inc. TMI Communications Delaware, Limited Partnership LightSquared Corp. LightSquared LP LightSquared Inc.			LightSquared Inc.
LightSquared Investors Holdings Inc. TMI Communications Delaware, Limited Partnership  LightSquared Corp.  LightSquared LP  LightSquared Investors Holdings Inc. TMI Communications Delaware, LightSquared Inc. Li	ATC Technologies, LLC	LightSquared LP	
LightSquared Corp.  LightSquared LP  LightSquared LP  LightSquared Inc.  LightSquared Inc			
LightSquared Corp.  LightSquared LP  LightSquared Investors Holdings Inc. TMI Communications Delaware, LightSquared Inc. LightSquared Investors Holdings Inc. TMI Communications Delaware, Limited Partnership  LightSquared Investors Holdings Inc. TMI Communications Delaware, Limited Partnership  LightSquared Investors Holdings Inc. TMI Communications Delaware, Limited Partnership  LightSquared Investors Holdings Inc. TMI Communications Delaware, Limited Partnership  LightSquared Investors Holdings Inc. TMI Communications Delaware, Limited Partnership  LightSquared Investors Holdings Inc. TMI Communications Delaware, Limited Partnership  LightSquared Investors Holdings Inc. TMI Communications Delaware, Limited Partnership  HGW US Holding Company, L.P. LightSquared Inc. LightSquared Inc. LightSquared Incestors Holdings Inc. TMI Communications Delaware, Limited Partnership  HGW US Holding Company, L.P. LightSquared Inc. LightSquared	1		
LightSquared Inc. LightSquared Inc. LightSquared Inc. LightSquared Investors Holdings Inc. TMI Communications Delaware, Limited Partnership LightSquared Inc. LightSquared Inc			Limited Partnership
LightSquared Investors Holdings Inc. TMI Communications Delaware, Limited Partnership  LightSquared Finance Co. LightSquared LP HGW US Holding Company, L.P. LightSquared Inc.	LightSquared Corp.	LightSquared LP	
LightSquared Finance Co.  LightSquared LP  LightSquared Inc. Light		·	
LightSquared Finance Co.  LightSquared LP  LightSquared Inc. Light			-
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			Limited Partnership

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Name of Debtor	Direct Owner(s)	Indirect Owner(s)
SkyTerra (Canada) Inc.	LightSquared LP	HGW US Holding Company, L.P.
	SkyTerra Holdings	LightSquared Inc.
	(Canada) 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.

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UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK	
In re:	) Chapter 11
LIGHTSQUARED INC., et al.,	) Case No. 12()
Debtors. <sup>1</sup>	) Joint Administration Requested )
DECLARATION CONCERNING CORPO	
•	ontagner, the undersigned authorized officer
of each of the Debtors, declare under penalty of per	rjury that I have reviewed the corporate
ownership statement and that it is true and correct t	to the best of my knowledge, information and
belief.	
Dated: May 14, 2012	/s/ Marc R. Montagner

Marc R. Montagner Chief Financial Officer

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 "T" to the Affidavit of Kate H. Stigler, sworn before me this 14<sup>th</sup> day of May, 2012.

Commissioner for Taking Affidavits

Jane Olive Dietrich

BI (Official Fol 2112096 Doc 1 Filed 05/14/12 Entered 05/14/12 14:47:36 Main Document United States Bankruptcy Court VOLUNTARY PETITION Southern District of New York Name of Debtor (if individual, enter Last, First, Middle): Name of Joint Debtor (Spouse) (Last, First, Middle): One Dot Six TVCC Corp. All Other Names used by the Debtor in the last 8 years All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names): (include married, maiden, and trade names): Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all): (if more than one, state all): 27-5270040 Street Address of Debtor (No. and Street, City, and State): Street Address of Joint Debtor (No. and Street, City, and State): 10802 Parkridge Blvd., Reston, VA ZIP CODE 20191 ZIP CODE County of Residence or of the Principal Place of Business: County of Residence or of the Principal Place of Business: Fairfax Mailing Address of Debtor (if different from street address): Mailing Address of Joint Debtor (if different from street address): ZIP CODE ZIP CODE Location of Principal Assets of Business Debtor (if different from street address above): ZIP CODE Type of Debtor Nature of Business Chapter of Bankruptcy Code Under Which (Form of Organization) (Check one box.) the Petition is Filed (Check one box.) (Check one box.) Health Care Business Chapter 7 Chapter 15 Petition for Ħ Individual (includes Joint Debtors) Single Asset Real Estate as defined in Chapter 9 Recognition of a Foreign See Exhibit D on page 2 of this form. 11 U.S.C. § 101(51B) Chapter 11 Main Proceeding Corporation (includes LLC and LLP) Railroad Chapter 12 Chapter 15 Petition for Partnership Stockbroker Chapter 13 Recognition of a Foreign Other (If debtor is not one of the above entities, check Commodity Broker Nonmain Proceeding this box and state type of entity below.) Clearing Bank Other Chapter 15 Debtors Tax-Exempt Entity Nature of Debts (Check box, if applicable.) (Check one box.) Country of debtor's center of main interests: ☐ Debts are primarily consumer Debts are П Debtor is a tax-exempt organization debts, defined in 11 U.S.C. primarily Each country in which a foreign proceeding by, regarding, or under title 26 of the United States § 101(8) as "incurred by an business debts. against debtor is pending: Code (the Internal Revenue Code). individual primarily for a personal, family, or household purpose." Filing Fee (Check one box.) Chapter 11 Debtors Check one box: Ø Full Filing Fee attached. Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Filing Fee to be paid in installments (applicable to individuals only). Must attach П signed application for the court's consideration certifying that the debtor is Check if: unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 (amount subject to adjustment Filing Fee waiver requested (applicable to chapter 7 individuals only). Must on 4/01/13 and every three years thereafter). attach signed application for the court's consideration. See Official Form 3B. Check all applicable boxes: A plan is being filed with this petition. 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 THIS SPACE IS FOR COURT USE ONLY Debtor estimates that funds will be available for distribution to unsecured creditors. Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors. **Estimated Number of Creditors** П 25,001-50,001-10,001-1-49 50-99 100-199 200-999 1.000-5,001-Over 5,000 10,000 25,000 50,000 100,000 100,000 **Estimated Assets** П П П \$1,000,001 \$50,001 to \$100,001 to \$500,001 \$10,000,001 \$50,000,001 \$100,000,001 \$500,000,001 \$0 to More than \$50,000 \$100,000 \$500,000 to \$1 to \$10 to \$50 to \$100 to \$500 to \$1 billion \$1 billion million million million million million Estimated Liabilities \$50,001 to \$100,001 to \$1,000,001 \$0 to \$500,001 \$10,000,001 \$50,000,001 \$100,000,001 \$500,000,001 More than \$100,000 \$500,000 \$50,000 to \$1 to \$10 to \$50 to \$100 to \$500 to \$1 billion \$1 billion

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B1 (Official Fol-21) 2096 Doc 1 Filed 05/14/12 Entered 05/14/12 14:47:36 Main Document Pg Page 2 Voluntary Petition (This page must be completed and filed in every case.) All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.) Location Case Number: Date Filed: Where Filed: Location Case Number: Date Filed: Where Filed: Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet.) Name of Debtor: Case Number: Date Filed: See attached Schedule 1 District: Relationship: Judge: Southern District of New York Exhibit A Exhibit B (To be completed if debtor is required to file periodic reports (e.g., forms 10K and (To be completed if debtor is an individual 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) whose debts are primarily consumer debts.) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.) 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). П Exhibit A is attached and made a part of this petition. 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? Yes, and Exhibit C is attached and made a part of this petition. 7 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.) Exhibit D, completed and signed by the debtor, is attached and made a part of this petition. If this is a joint petition: 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.) 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,  $\square$ There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District. 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.) Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.) (Name of landlord that obtained judgment) (Address of landlord) 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 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. Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(1)).

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Voluntary Petition 3 O	Adme of Debtor(s): One Dot Six TVCC Corp.
Signature(s) of Debtor(s) (Individual/Joint)	stures Signature of a Foreign Representative
Signature(s) of Debtor(s) (individual/Joint)	Signature of a Foreign Representative
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.	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.
Signature of Debtor	(Signature of Foreign Representative)
X Signature of Joint Debtor	(Printed Name of Foreign Representative)
Telephone Number (if not represented by attorney)	Date
Date Signature of Attorney*	Signature of Non-Attorney Bankruptcy Petition Preparer
x /s/ Matthew S. Barr Signature of Attomey for Debtor(s) Matthew S. Barr Printed Name of Attomey 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	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.)
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	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

### Schedule 1

### Pending Bankruptcy Cases Filed by <u>Debtor and Affiliates of Debtor</u>

On May 14, 2012, each of the affiliated entities listed below (collectively, the "<u>Debtors</u>") 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

In re:	)	Chapter 11
LIGHTSQUARED INC., et al.,	)	Case No. 12()
Debtors. <sup>1</sup>	)	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.

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 TVCC CORP.

May 14, 2012

The undersigned, being all of the members of the Board of Directors of One Dot Six TVCC 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 "<u>Authorized Persons</u>"), 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

In re:	)	Chapter 11
LIGHTSQUARED INC., et al.,	)	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 "<u>Debtors</u>"), 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.

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 Scoffeld 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	

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In re:	) (	Chapter 11
LIGHTSQUARED INC., et al.,	) (	Case No. 12()
Debtors. <sup>2</sup>	) ) :	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

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.

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In re:	) Chapter 11
LIGHTSQUARED INC., et al.,	) 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

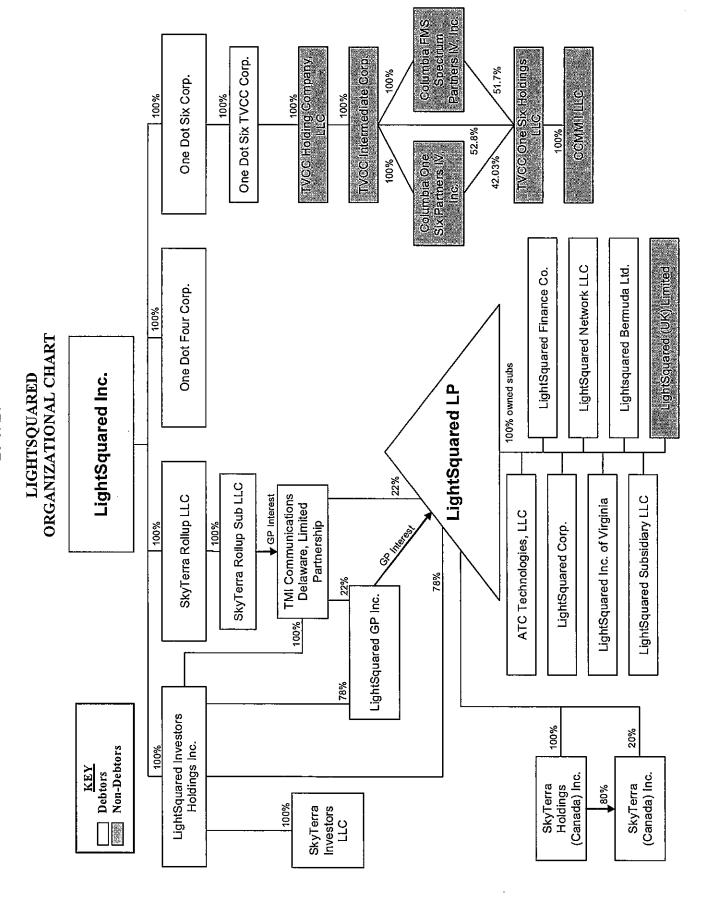
In accordance with Rules 1007(a)(1) and 7007.1 of the Federal Rules of
Bankruptcy Procedure and Rule 1007-3 of the Local Bankruptcy Rules for the United States
Bankruptcy Court for the Southern District of New York, this corporate ownership statement
includes a list and organizational chart reflecting 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.

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	HGW US Holding Company, L.P.
	SkyTerra Holdings	LightSquared Inc.
	(Canada) Inc.	LightSquared Investors Holdings Inc.
4		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.



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In re:	) Chapter 11
LIGHTSQUARED INC., et al.,	) Case No. 12()
Debtors. 1	) Joint Administration Requested )
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### 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

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 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.

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

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 IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985, c. C 36, AS AMENDED, STATES BANKRUPTCY COURT WITH RESPECT TO THE CHAPTER 11 DEBTORS

## ONTARIO SUPERIOR COURT OF JUSTICE

PROCEEDING COMMENCED AT TORONTO

## AFFIDAVIT of KATE H. STIGLER (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

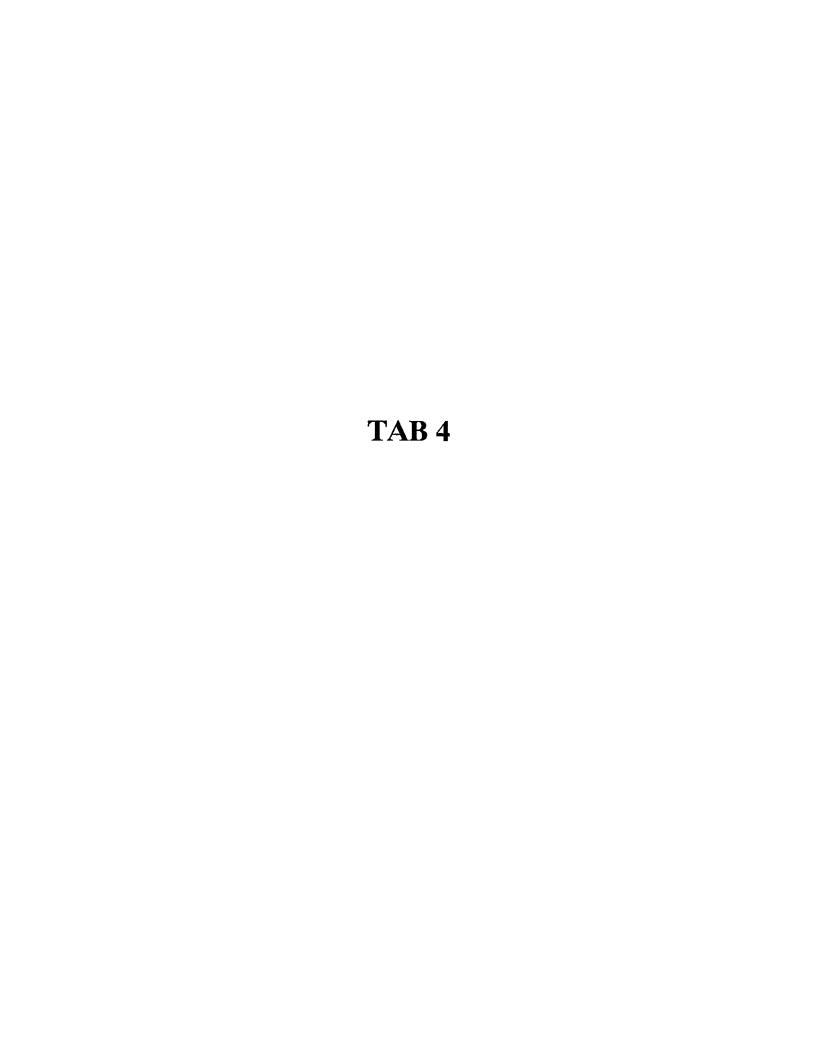
LSUC No.: 30729S / 49302U

Tel: 416 863-4740 / (416) 863-4467 Fax: (416) 863-4592

Fax: (416) 863-4592 Email: shayne.kukulowicz@fmc-law.com

jane.dietrich@fmc-law.com

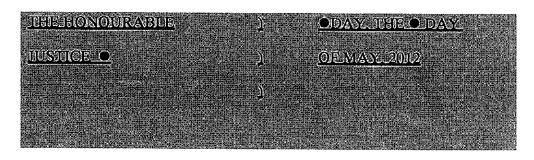
Lawyers for the Chapter 11 Debtors.



Court File No	
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### ONTARIO SUPERIOR COURT OF JUSTICE (COMMERCIAL LIST)

THE HONOURABLE	)	WEEKDAY, THE # DAY
	<del>)</del>	
JUSTICE	<del>)</del>	OF MONTH, 20YR



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

AND IN THE MATTER OF THE [LIST DEBTOR NAMES](the "Debtors")

APPLICATION OF [NAME OF FOREIGN REPRESENTATIVE]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<sup>‡</sup> PROCEEDING)

THIS APPLICATION,<sup>2</sup> made by [NAME OF FOREIGN REPRESENTATIVE]LightSquared LP (the "Applicant") in its capacity as the foreign representative (the "Foreign Representative") of the Debtors;") 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 [NAME] sworn [DATE], [Marc Montagner sworn May 14, 2012, the affidavits of Kate H. Stigler sworn May 14, 2012 and May [●], 2012 and the preliminary report of [NAME]Alvarez & Marsal Canada Inc. ("A&M"), in its capacity as proposed information officer Information Officer (the ""Proposed Information Officer") dated [DATE]●], 2012 each filed, and upon being provided with copies of the documents required by s-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) [will-be/is being] sought;3:

Under section 47 the Canadian Court must be satisfied that the application for the recognition of a foreign proceeding relates to a foreign-proceeding and that the applicant is a foreign representative in respect of that foreign proceeding, and then determine if the foreign proceeding is a foreign "main" or a foreign "non-main" proceeding. If the Canadian Court recognizes a foreign proceeding as a "main" proceeding, then-section 48 of the CCAA provides that the Court must grant cortain relief, subject to any terms and conditions it considers appropriate. The-provisions of this model Order are minimal, and based on the mandatory relief set out in section 48 of the CCAA with respect to a foreign main proceeding. As noted below, supplemental and other relief is set out in the model Supplemental Order (Foreign Main Proceeding).

<sup>2</sup> Part IV of the CCAA governs cross-border-insolvencies.

<sup>&</sup>lt;sup>3</sup> In addition to the mandatory relief contained in this Order pursuant to section 48 of the CCAA, certain discretionary relief may be granted by the Court pursuant to section 49 of the CCAA. Examples of such discretionary relief are contained in a model Supplemental Order (Foreign-Main-Proceeding), also available on the Commercial List website.

AND UPON HEARING the submissions of counsel for the Foreign Representative, 

[counsel for the Proposed Information Officer,] counsel for [OTHER PARTIES], and upon being 
advised that no other persons were ●. no one else appearing although duly served with as appears 
from the Notice of Application: 

4 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<sup>5</sup> 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 of the Debtor in respect of [DESCRIBE FOREIGN PROCEEDING] the Chapter 11 Proceeding (the "Foreign Proceeding").

<sup>4</sup> Revise to be consistent with the service recital in the Supplemental Order, if it is being sought concurrently.

<sup>&</sup>lt;sup>5</sup> If service is effected in a manner other than as authorized by the Ontario Rules of Civil Procedure, an order validating irregular service is required pursuant to Rule 16.08 of the Rules of Civil Procedure and may be granted in the appropriate circumstances.

### CENTRE OF MAIN INTEREST AND RECOGNITION OF FOREIGN PROCEEDING

3. **THIS COURT DECLARES** that the centre of its main interests for each of the <u>Chapter</u>

11 Debtors is [FILING-JURISDICTION FOR FOREIGN PROCEEDING], the <u>United States</u> and that the Foreign Proceeding is hereby recognized as a "foreign main proceeding." as defined in section 45 of the CCAA.

### STAY OF PROCEEDINGS<sup>8</sup>

- 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 PROPERTY9

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

A "foreign main proceeding" as defined in section 45 of the CCAA is "a foreign proceeding in a jurisdiction where the debtor company has the centre of its main interests". Accordingly, the Court must make this determination in concluding that the proceeding being recognized is a foreign main proceeding. This determination should be made for each individual Debtor.

<sup>7</sup> A separate model order is being developed with respect to foreign non-main proceedings.

<sup>&</sup>lt;sup>8</sup>-The provisions of this paragraph 4 are based on section 48 of the CCAA. More comprehensive stay provisions are found in the model-Supplemental Order (Foreign Main Proceeding).

<sup>9</sup> Based on section 48(d) of the CCAA.

- (a) outside the ordinary course of its business, 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 ORDERS that [without delay][within [NUMBER] days from the date of this Order, or as soon as practicable thereafter]<sup>10</sup>, the Foreign Representative shall cause to be published a notice substantially in the form attached to this Order as Schedule [\*],<sup>11</sup> once a week for two consecutive weeks, in [NAME OF NEWSPAPER(S)].<sup>12</sup>
- <u>6.</u> 7. 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 <u>Chapter 11</u> Debtors and the Foreign Representative and their respective counsel and agents in carrying out the terms of this Order.
- 2. 8. THIS COURT ORDERS AND DECLARES that [the Interim Initial Order made on [DATE]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 [TIME]<sup>13</sup>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.]<sup>14</sup>
- 8. 9. 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.

Section 53 of the CCAA requires publication "without delay after the order is made". The alternative language, above, may provide more certainty as to when that publication must take place.

<sup>11</sup> The notice must contain information prescribed under the CCAA (section 53(b)).

Section 53(b) of the CCAA requires that the Foreign Representative publish, unless otherwise directed by the Court, notice of the Recognition Order once a week for two consecutive weeks, in one or more newspapers in Canada specified by the Court. In addition, the Foreign Representative has ongoing reporting obligations pursuant to section 53(a) of the CCAA.

This time should be after the effective time that the Foreign Representative was appointed in the Foreign Proceeding.

<sup>14</sup> If an Interim Initial Order was not made, references to an Interim Initial Order should be removed from this paragraph.

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## SUPERIOR COURT OF JUSTICE

### PROCEEDING COMMENCED AT TORONTO

### INITIAL RECOGNITION ORDER

## ERASER 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

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Email: shayne kukulowicz@fmc-law.com jane.dietrich@fmc-law.com

Lawyers for the Chapter 11 Debtors.

# [ATTACH APPROPRIATE SCHEDULE(S)]

### Document comparison by Workshare Compare on Monday, May 14, 2012 3:09:55 PM

Document 1 ID	interwovenSite://TORDMS01.TORONTO.LAWFIRM/TorDocs/11303206/1
Description	#11303206v1 <tordocs> - Model Orders - Initial Recognition Order (Foreign Main Proceeding)</tordocs>
Document 2 ID	interwovenSite://TORDMS01.TORONTO.LAWFIRM/TorD ocs/11041099/5
Description	#11041099v5 <tordocs> - LightSquared   Draft Initial Recognition Order</tordocs>
Rendering set	FMC Standard

Insertion	
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Moved from	
Moved to	
Style change	
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Padding cell	

	Count
Insertions	81
Deletions	76
Moved from	1
Moved to	1
Style change	0
Format changed	0
Total changes	159

### **TAB 5**

Court File No
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### ONTARIO SUPERIOR COURT OF JUSTICE (COMMERCIAL LIST)

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	)		
JUSTICE	)	OF MONTH, 20YR	

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

AND IN THE MATTER OF THE [LIST DEBTOR NAMES] (the "Debtors")

APPLICATION OF <del>[NAME OF FOREIGN REPRESENTATIVE]</del>LIGHTSOUARED 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
TYCC CORP. (COLLECTIVELY, THE "CHAPTER 11 DEBTORS")

### SUPPLEMENTAL ORDER<sup>1</sup> (FOREIGN MAIN<sup>2</sup> PROCEEDING)

THIS APPLICATION, made by [NAME OF FOREIGN REPRESENTATIVE]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 [NAME] sworn [DATE], [Marc Montagner sworn May 14, 2012, the affidavits of Kate H. Stigler sworn May 14, 2012 and May [•], 2012 and the preliminary report of [NAME]Alvarez & Marsal Canada Inc. ("A&M"), in its capacity as proposed information officer dated [DATE]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,]—counsel—for [OTHER PARTIES], no one else appearing for [NAME]<sup>3</sup> although duly served as appears from the affidavit of service of [NAME] sworn May [DATE•], 2012, and on

<sup>&</sup>lt;sup>1</sup> As noted in several footnotes in this model order, practice under Part IV of the CCAA is still developing, and as certain issues are determined by Canadian courts, this model order will be amended to reflect the development of the law in this area.

<sup>&</sup>lt;sup>2</sup> If the Canadian Court has recognized a foreign proceeding as a "main" proceeding, then section 48 of the CCAA provides that the Court must grant certain relief, subject to any terms and conditions it considers appropriate. The provisions of the model Initial Recognition Order (Foreign Main Proceeding) fulfill the mandatory requirements of section 48 with respect to a foreign main proceeding. Section 49 of the CCAA also allows the Court to make any order that it considers appropriate for the protection of the debtor company's property or the interests of a creditor or creditors. This Supplemental Order contains discretionary relief that might be granted by the Court in the appropriate circumstances. The Model Order Subcommittee has attempted to make the provisions of this model Order consistent with similar provisions in other model Orders. Supplemental relief (whether contained in this Order or in subsequent Orders) may also include provisions dealing with the sale of assets, the recognition of critical vendors, a claims process, or any number of other matters, or may recognize foreign orders or laws granting such relief.

<sup>&</sup>lt;sup>3</sup> Include names of secured creditors or other persons who must be served before certain relief in this model-Order may be granted. See, for example, CCAA Sections 11.2(1) and 11.52(1).

reading the consent of [NAME OF PROPOSED INFORMATION OFFICER] 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<sup>4</sup> 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 (Foreign Main Proceeding) dated [DATE ]. 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, <u>provided and</u> 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<sup>5</sup>

4. THIS COURT ORDERS that the following orders (collectively, the "Foreign Orders") of [NAME OF FOREIGN COURT]") of the U.S. Bankruptcy Court for the Southern District of New York made in the Foreign Proceeding are hereby recognized

<sup>&</sup>lt;sup>4</sup> If service is effected in a manner other than as authorized by the Ontario Rules of Civil Procedure, an order validating irregular service is required pursuant to Rule 16.08 of the Rules of Civil Procedure and may be granted in the appropriate circumstances.

<sup>&</sup>lt;sup>5</sup> This model Order adopts an approach that might be applicable to some foreign proceedings, but not others. For example, U.S. proceedings will typically generate court orders that will be brought to the Canadian Courts for recognition. Other jurisdictions may have statutory or regulatory rights (rather than court orders) that need to be recognized in Canada.

and given full force and effect<sup>6</sup> in all provinces and territories of Canada pursuant to Section 49 of the CCAA:

- (a) [list Foreign Orders, or portions of Foreign Orders, copies of which should be attached as schedules to this Order], attached as Schedule A to this Order, 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:

<sup>&</sup>lt;sup>6</sup> Section 50 of the CCAA provides that an order made under Part IV of the CCAA may be made on any terms and conditions that the Court considers appropriate in the circumstances. Such terms and conditions would presumably need to be consistent with the orders or laws applicable to the foreign-proceeding, subject to (i) the limitations imposed by section 48(2) (an order made under section 48(1) must be consistent with any order made under the CCAA), and (ii) the limitations imposed in section 61 (which provides that the Court may apply legal or equitable rules that are not inconsistent with the CCAA, and further that the Court may refuse to do something that would be contrary to public policy). All of the Foreign Orders should be reviewed by counsel with these issues in mind, and the Court may require confirmation from counsel that there is nothing in the Foreign Orders that is inconsistent with the CCAA or that would raise the public policy exception referenced in section 61 of the CCAA.

- (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<sup>7</sup>

5. THIS COURT ORDERS that [NAME OF INFORMATION OFFICER] A&M (the ""Information Officer") is hereby appointed as an officer of this Court, with the powers and duties set out herein.

<sup>&</sup>lt;sup>7</sup> The appointment of an Information Officer is not required by the CCAA, and is in the discretion of the Court. Information Officers are normally trustees licensed under the Bankruptcy and Insolvency Act.

### NO PROCEEDINGS AGAINST THE <u>CHAPTER 11</u> DEBTORS OR THE PROPERTY<sup>8</sup>

### 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 agency 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 for 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

<sup>9</sup>Where the Court considers it to be appropriate, it may authorize other Persons, including a Court-appointed Information Officer, to provide consent to any Proceeding. This same comment applies in paragraphs 6 through 11 of this Order.

<sup>&</sup>lt;sup>8</sup> The Model Order Subcommittee notes that a "Non-Derogation of Rights" section (found, for example, in the Model Initial CCAA Order) has not been included in this model Order. In a 'full' CCAA proceeding, which would typically include a stay of proceedings made under section 11.02 of the CCAA, a number of actions or steps cannot be stayed, or the stay is subject to certain limits and restrictions. See, for example, CCAA Sections 11.01, 11.04, 11.06, 11.07, 11.08, and 11.1(2). However, in a Part IV proceeding, section 48 of the CCAA (rather than section 11.02 of the CCAA) is being relied upon when a stay of proceedings is being sought, and despite the wording of section 48(2) and section 61, it is not clear if the restrictions applicable to a section 11.02 stay of proceedings are also applicable to a section 48 stay of proceedings, or would restrict the recognition of foreign proceedings or foreign orders that include a stay of proceedings broader than permitted in a section 11.02 stay of proceedings. These issues remain open for determination by Canadian courts.

the assertion of or the exercise of rights and remedies outside of Canada; (ii) empower any of the <u>Chapter 11</u> Debtors to carry on any business in Canada which that <u>Chapter 11</u> 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 <u>Chapter 11</u> 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 <u>Chapter 11</u> 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 <u>Chapter 11</u> 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 <u>Chapter 11</u> Debtors, and that the <u>Chapter 11</u> Debtors shall be entitled to the continued use in Canada of their current premises, telephone numbers, facsimile numbers, internet addresses and domain names. <sup>10</sup>

Section 11.01 of the CCAA provides that no order made under section 11 or 11.02 has the effect of (a) prohibiting a person from requiring immediate payment for good, services, etc. provided after the order is made, or (b) requiring the further advance of money or credit. It is unclear whether these provisions also apply to an order made pursuant to section 48 of the CCAA. Please see the discussion in footnote 8-above.

- 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 <u>Chapter 11</u> 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 <u>Chapter 11</u> 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. F<sup>14</sup>
- 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:

- 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

<sup>11.</sup> Counsel should specifically address with the Court whether this provision is appropriate in the context of this Order.

- 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 <u>Chapter 11</u> 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 <u>Chapter 11</u> 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 <u>Chapter 11</u> 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 <u>Chapter 11</u> 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 [TIME INTERVAL]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 amount[s] of \$[AMOUNT OR AMOUNTS] [-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 \$[AMOUNT], 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 [21] and [23]20 hereof.

### INTERIM FINANCING12

20. THIS COURT ORDERS that the DIP Lender shall be entitled to the benefit of and is hereby granted a charge (the "DIP Lender's Charge") on the Property in Canada, which DIP Lender's Charge shall be consistent with the liens and charges created by the [DESCRIBE DIP LOAN ORDER MADE IN THE FOREIGN PROCEEDING], provided however that the DIP Lender's Charge (i) shall not secure an obligation that exists before this Order is made, <sup>13</sup> and (ii) with respect to the Property in Canada, shall have the priority set out in paragraphs [21] and [23] hereof, and further provided that the DIP Lender's Charge shall not be enforced except with leave of this Court.

### VALIDITY AND PRIORITY OF CHARGES CREATED BY THIS ORDER

21. THIS COURT ORDERS that the priorities of the Administration Charge and the DIP Lender's Charge, as among them, shall be as follows: 14

First Administration Charge (to the maximum-amount of \$[AMOUNT]);

Second DIP Lender's Charge.

20. 22. THIS COURT ORDERS that the filing, registration or perfection of the Administration Charge or the DIP Lender's Charge (collectively, the "Charges") shall not be required, and that the Charges Administration Charge shall be valid and enforceable for all purposes, including as against any right, title or interest filed, registered, recorded or

<sup>13</sup> This restriction appears in the interim financing provisions found in section 11.2(1) of the CCAA. It is unclear-if this prohibits the recognition of a foreign order that creates a DIP Lender's Charge securing pre-filing obligations.

Optional—if there is a DIP Lender which takes security over assets in Canada or in respect of Canadian Debtors. If more comprehensive interim financing provisions are required, please refer to the model-CCAA Initial Order for sample provisions.

The ranking of these Charges is for illustration purposes only, and is not meant to be determinative. This ranking may be subject to negotiation, and should be tailored to the circumstances of the case before the Court. Similarly, the quantum and caps applicable to the Charges should be considered in each case. Please also note that the CCAA now permits Charges in favour of critical suppliers and others, which should also be incorporated into this Order (and the rankings, above), where appropriate.

perfected subsequent to the Charges Administration Charge coming into existence, notwithstanding any such failure to file, register, record or perfect-the Charges.

- 21. 23. THIS COURT ORDERS that each of the Administration Charge and the DIP Lender's Charge (all as constituted and defined herein) 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. 24. 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 or the DIP Lender's Charge, unless the Chapter 11 Debtors also obtain obtains the prior written consent of the Information Officer and the DIP Lender or further Order of this Court.
- 23. 25. THIS COURT ORDERS that the Administration Charge and the DIP Lender's Charge shall not be rendered invalid or unenforceable and the rights and remedies of the chargees entitled to the benefit of the Charges Administration Charge (collectively, the "Chargees") shall not otherwise be limited or impaired in any way by (ia) the pendency of these proceedings and the declarations of insolvency made herein; (iib) any application(s) for bankruptcy order(s) issued pursuant to BIA 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; (iiic) the filing of any assignments for the general benefit of creditors made pursuant to the BIA; (ivd) the provisions of any federal or provincial statutes; or (ve) 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 Charges 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 Charges Administration Charge; and
- (c) the payments made by the <u>Chapter 11</u> Debtors to the Chargees pursuant to this Order, and the granting of the <u>ChargesAdministration Charge</u>, 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. 26. THIS COURT ORDERS that anythe Administration Charge created by this Order over leases of real property in Canada shall only be a Chargecharge in the applicable Debtor's interest in such real property leases.

### SERVICE AND NOTICE

- 25. 27. 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. 28. 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. 29. 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. 30. 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, a proposal trustee, or a trustee in bankruptcy of any Debtor, the Business or the Property.
- 30. 31. THIS COURT HEREBY REQUESTS the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in the [JURISDICTION OF THE FOREIGN PROCEEDING] 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. 32. 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.

- 33. THIS COURT ORDERS that the Guidelines for Court to Court Communications in Cross Border Cases developed by the American Law Institute and attached as Schedule [\*] hereto is adopted by this Court for the purposes of these recognition proceedings.
- 32. 34. 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. 35. THIS COURT ORDERS that this Order shall be effective as of [TIME]12:01 a.m. on the date of this Order. 15

The time referenced in this Order should be the same time as the time referenced in the Recognition Order, if the two Orders are made on the same date. In the absence of such a provision, Rule 59.01 of the Ontario Rules of Civil Procedure appears to indicate that an Order is effective as of 12:01 a.m. on the date of the Order (Rule 59.01 provides that "An order is effective from the date on which it is made, unless it provides otherwise").

### SCHEDULES "A" - "H"

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SUPERIOR COURT OF JUSTICE ONTARIO

PROCEEDING COMMENCED AT TORONTO

SUPPLEMENTAL ORDER

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

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Document 1 ID	interwovenSite://TORDMS01.TORONTO.LAWFIRM/TorDocs/11303216/1	
Description	#11303216v1 <tordocs> - Model Orders - Supplemental Order (Recognition)</tordocs>	
Document 2 ID	interwovenSite://TORDMS01.TORONTO.LAWFIRM/TorDocs/11040886/7	
Description	#11040886v7 <tordocs> - LightSquared   Draft Supplemental Order</tordocs>	
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Format changed	0
Total changes	329



### 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")

### CONSENT

Alvarez & Marsal Canada Inc., a licensed trustee, hereby consents to act as the Information Officer in respect of these proceedings.

Dated the 4th day of May, 2012

Alyarez & Marsal Canada Inc.

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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 IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985, c. C 36, AS AMENDED STATES BANKRUPTCY COURT WITH RESPECT TO THE CHAPTER 11 DEBTORS

### SUPERIOR COURT OF JUSTICE ONTARIO

PROCEEDING COMMENCED AT **TORONTO** 

### CONSENT

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

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Lawyers for the Chapter 11 Debtors:

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

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 IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985, c. C 36, AS AMENDED, STATES BANKRUPTCY COURT WITH RESPECT TO THE CHAPTER 11 DEBTORS

# ONTARIO SUPERIOR COURT OF JUSTICE

## PROCEEDING COMMENCED AT TORONTO

### APPLICATION RECORD

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

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