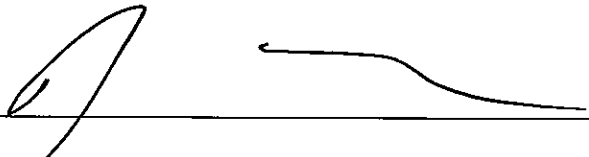


Exhibit "G" to the Affidavit of Kate H. Stigler,  
sworn before me this 14<sup>th</sup> day of May, 2012.



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Commissioner for Taking Affidavits

**Jane Olive Dietrich**

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

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

<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case.)</i>		3 of 31 Name of Debtor(s): <b>SkyTerra Investors LLC</b>
<b>Signatures</b>		
<p style="text-align: center;"><b>Signature(s) of Debtor(s) (Individual/Joint)</b></p> <p>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).</p> <p>I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____          Signature of Debtor</p> <p>X _____          Signature of Joint Debtor</p> <p>_____          Telephone Number (if not represented by attorney)</p> <p>_____          Date</p>	<p style="text-align: center;"><b>Signature of a Foreign Representative</b></p> <p>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.</p> <p>(Check only one box.)</p> <p><input type="checkbox"/> 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.</p> <p><input type="checkbox"/> 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.</p> <p>X _____          (Signature of Foreign Representative)</p> <p>_____          (Printed Name of Foreign Representative)</p> <p>_____          Date</p>	
<p style="text-align: center;"><b>Signature of Attorney*</b></p> <p>X <u>/s/ Matthew S. Barr</u>          Signature of Attorney for Debtor(s)  <u>Matthew S. Barr</u>          Printed Name of Attorney for Debtor(s)  <u>Milbank, Tweed, Hadley &amp; McCloy LLP</u>          Firm Name</p> <p><u>1 Chase Manhattan Plaza</u>  <u>New York, NY 10005</u>          Address  <u>212-530-5000</u>          Telephone Number  <u>05/14/2012</u>          Date</p> <p><small>*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.</small></p>	<p style="text-align: center;"><b>Signature of Non-Attorney Bankruptcy Petition Preparer</b></p> <p>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.</p> <p>_____          Printed Name and title, if any, of Bankruptcy Petition Preparer</p> <p>_____          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.)</p> <p>_____          Address</p> <p>X _____          Signature</p> <p>_____          Date</p> <p>Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.</p> <p>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.</p> <p>If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.</p> <p><small>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.</small></p>	
<p style="text-align: center;"><b>Signature of Debtor (Corporation/Partnership)</b></p> <p>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.</p> <p>The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X <u>/s/ Marc R. Montagner</u>          Signature of Authorized Individual  <u>Marc R. Montagner</u>          Printed Name of Authorized Individual  <u>Chief Financial Officer</u>          Title of Authorized Individual  <u>05/14/2012</u>          Date</p>		



Schedule 1

Pending Bankruptcy Cases Filed by  
Debtor and Affiliates of Debtor

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

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

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

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

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<sup>1</sup> 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 "Authorized Persons"), 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 & McCloy LLP ("Milbank") as general bankruptcy counsel to represent and assist the Company and any and all of its subsidiaries in carrying out their duties under the Bankruptcy Code and to take any and all actions to advance the Company's and any and all of its subsidiaries' rights and obligations, including filing any pleadings; and, in connection therewith, the Authorized Persons are hereby authorized and directed to (i) execute appropriate retention agreements, (ii) pay appropriate retainers prior to and immediately upon filing of the chapter 11 case, and (iii) cause to be executed and filed an appropriate application for authority to retain the services of Milbank; and

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

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

the chapter 11 case, and (iii) cause to be executed and filed an appropriate application for authority to retain the services of Moelis; and

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

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

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

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

professionals as they shall in their sole discretion deem necessary or desirable; and

**RESOLVED**, that each of the Authorized Persons, and such other officers of the 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



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

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

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

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

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

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

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

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

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

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

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

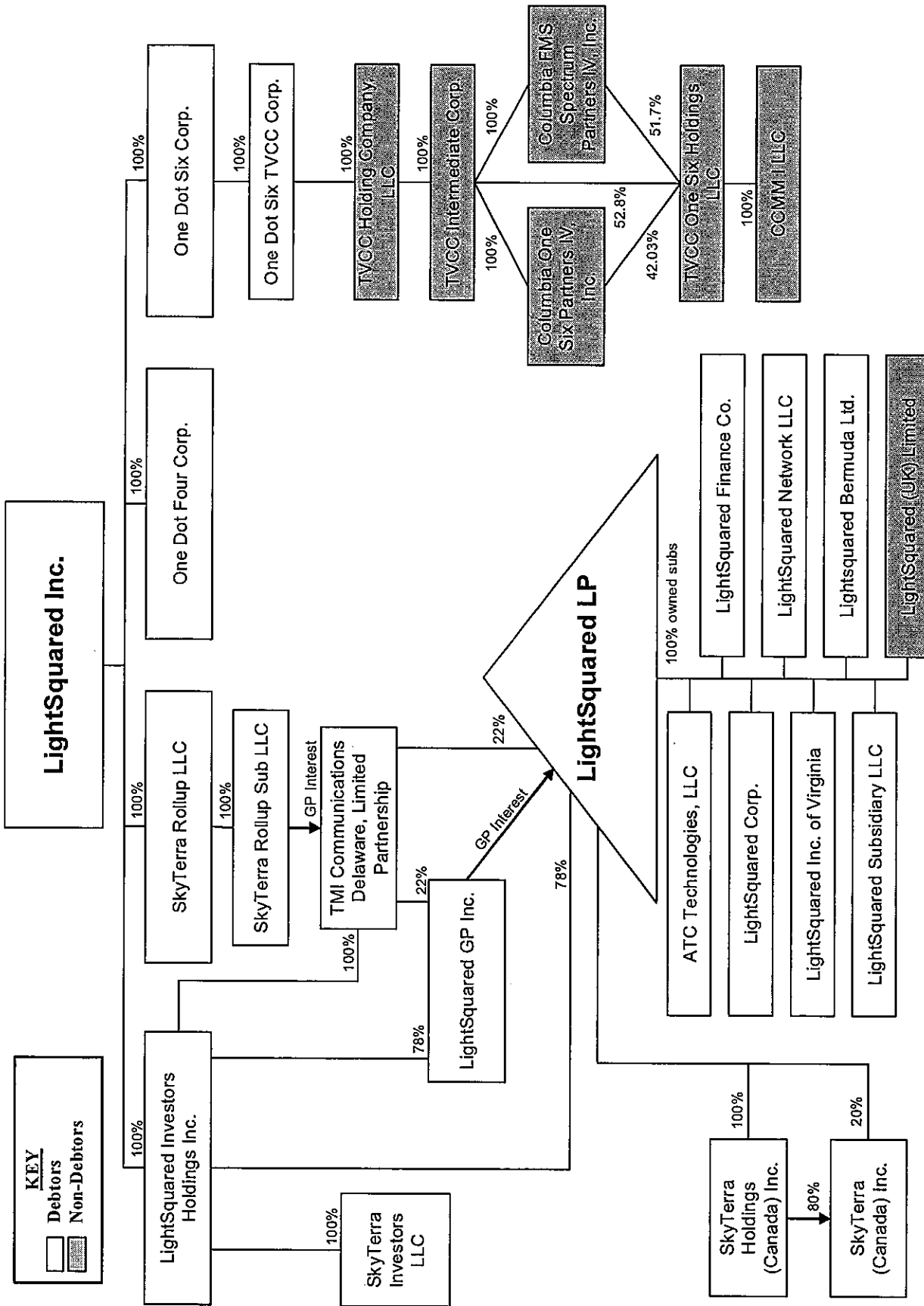
<sup>1</sup> The debtors in these chapter 11 cases, along with the last four digits of each debtor's federal or foreign tax or registration identification number, are: LightSquared Inc. (8845), LightSquared Investors Holdings Inc. (0984), One Dot Four Corp. (8806), One Dot Six Corp. (8763), SkyTerra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

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

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



# LIGHTSQUARED ORGANIZATIONAL CHART



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

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

**DECLARATION CONCERNING CORPORATE OWNERSHIP STATEMENT**

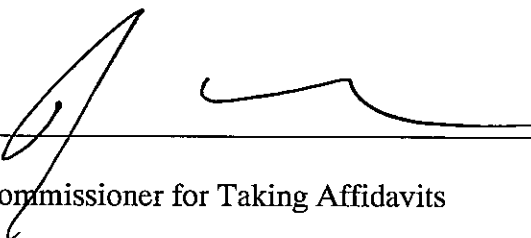
Pursuant to 28 U.S.C. § 1746, I, Marc R. Montagner, the undersigned authorized officer of each of the Debtors, declare under penalty of perjury that I have reviewed the corporate ownership statement and that it is true and correct to the best of my knowledge, information and belief.

Dated: May 14, 2012

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

<sup>1</sup> 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 "**H**" to the Affidavit of Kate H. Stigler,  
sworn before me this 14<sup>th</sup> day of May, 2012.



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Commissioner for Taking Affidavits

**Jane Olive Dietrich**

UNITED STATES BANKRUPTCY COURT Southern District of New York		1 of 21		VOLUNTARY PETITION	
Name of Debtor (if individual, enter Last, First, Middle): <b>TMI Communications Delaware, Limited Partnership</b>			Name of Joint Debtor (Spouse) (Last, First, Middle):		
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):			All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):		
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all): <b>26-0014456</b>			Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all):		
Street Address of Debtor (No. and Street, City, and State): <b>10802 Parkridge Blvd., Reston, VA</b> <div style="text-align: right;">ZIP CODE <b>20191</b></div>			Street Address of Joint Debtor (No. and Street, City, and State): <div style="text-align: right;">ZIP CODE</div>		
County of Residence or of the Principal Place of Business: <b>Fairfax</b>			County of Residence or of the Principal Place of Business:		
Mailing Address of Debtor (if different from street address): <div style="text-align: right;">ZIP CODE</div>			Mailing Address of Joint Debtor (if different from street address): <div style="text-align: right;">ZIP CODE</div>		
Location of Principal Assets of Business Debtor (if different from street address above): <div style="text-align: right;">ZIP CODE</div>					
<b>Type of Debtor</b> (Form of Organization) (Check one box.)  <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input type="checkbox"/> Corporation (includes LLC and LLP) <input checked="" type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)		<b>Nature of Business</b> (Check one box.)  <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other		<b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (Check one box.)  <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 9 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13	
<b>Chapter 15 Debtors</b> Country of debtor's center of main interests:  Each country in which a foreign proceeding by, regarding, or against debtor is pending:		<b>Tax-Exempt Entity</b> (Check box, if applicable.)  <input type="checkbox"/> Debtor is a tax-exempt organization under title 26 of the United States Code (the Internal Revenue Code).		<b>Nature of Debts</b> (Check one box.)  <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.	
<b>Filing Fee</b> (Check one box.)  <input checked="" type="checkbox"/> Full Filing Fee attached.  <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A.  <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.			<b>Chapter 11 Debtors</b>  <b>Check one box:</b> <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).  <b>Check if:</b> <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 (amount subject to adjustment on 4/01/13 and every three years thereafter). <hr/> <b>Check all applicable boxes:</b> <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).		
<b>Statistical/Administrative Information</b>  <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.					THIS SPACE IS FOR COURT USE ONLY
<b>Estimated Number of Creditors</b> <input checked="" type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> Over 100,000					
<b>Estimated Assets</b> <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input checked="" type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion					
<b>Estimated Liabilities</b> <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input checked="" type="checkbox"/> More than \$1 billion					

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

## Voluntary Petition

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

3 of 21

Name of Debtor(s):

TMI Communications Delaware, Limited Partnership

## Signatures

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

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

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

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

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

X \_\_\_\_\_  
Signature of Debtor

X \_\_\_\_\_  
Signature of Joint Debtor

\_\_\_\_\_  
Telephone Number (if not represented by attorney)

\_\_\_\_\_  
Date

## Signature of a Foreign Representative

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

(Check only one box.)

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

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

X \_\_\_\_\_  
(Signature of Foreign Representative)

\_\_\_\_\_  
(Printed Name of Foreign Representative)

\_\_\_\_\_  
Date

## Signature of Attorney\*

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

1 Chase Manhattan Plaza  
New York, NY 10005

Address  
212-530-5000

Telephone Number  
05/14/2012

\_\_\_\_\_  
Date

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

## Signature of Debtor (Corporation/Partnership)

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

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

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

## Signature of Non-Attorney Bankruptcy Petition Preparer

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

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

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

\_\_\_\_\_  
Address

X \_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

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

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

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

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

Schedule 1

Pending Bankruptcy Cases Filed by  
Debtor and Affiliates of Debtor

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

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

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

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

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



**WRITTEN CONSENT OF LIGHTSQUARED INC. AS  
SOLE MEMBER OF SKYTERRA ROLLUP LLC AS  
SOLE MEMBER OF SKYTERRA ROLLUP SUB LLC  
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  
Chapter 11 of the United States Bankruptcy Code**

**RESOLVED**, that in the best judgment of LightSquared Inc., it is desirable and in the best interests of the 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 & McCloy 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 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-in-possession credit facilities or relating to the use of cash collateral or other similar arrangements, including, without limitation, to enter into any guarantees and to pledge and grant liens on its assets as may be contemplated by or required under the terms of such postpetition financing or cash collateral agreements or other similar arrangements; and in connection therewith, the officers of LightSquared Inc. 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 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**

**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

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

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

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

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



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

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

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

In re:

LIGHTSQUARED INC., *et al.*,

Debtors.<sup>2</sup>

)  
) Chapter 11  
)  
) Case No. 12-\_\_\_\_\_ (\_\_\_\_)  
)  
) Joint Administration Requested  
)

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

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

Dated: May 14, 2012

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

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

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

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

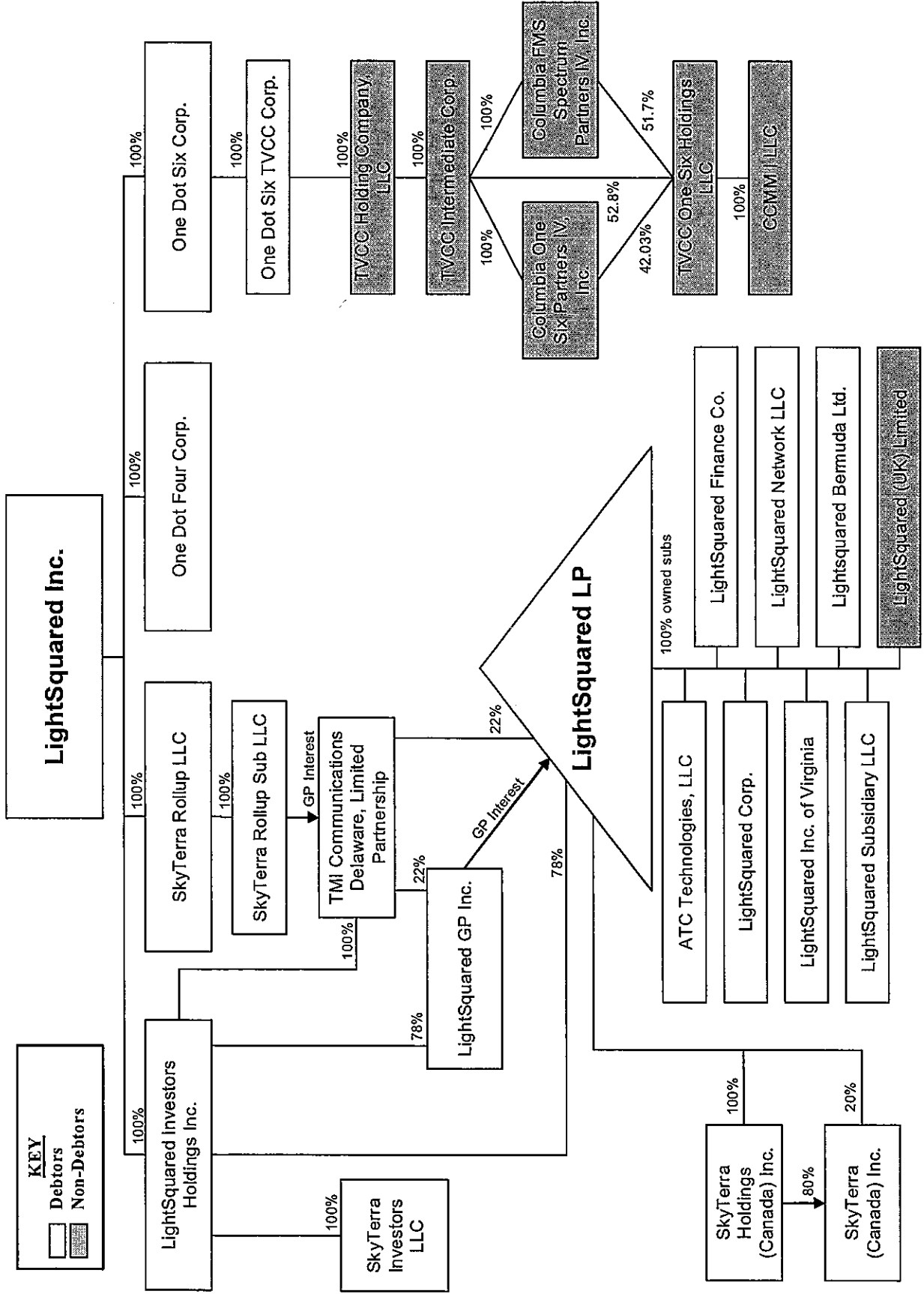
Name of Debtor	Direct Owner(s)	Indirect Owner(s)
LightSquared Inc.	HGW US Holding Company, L.P.	
One Dot Four Corp.	LightSquared Inc.	HGW US Holding Company, L.P.
SkyTerra Rollup LLC	LightSquared Inc.	HGW US Holding Company, L.P.
SkyTerra Rollup Sub LLC	SkyTerra Rollup LLC	HGW US Holding Company, L.P.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

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

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

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

# LIGHTSQUARED ORGANIZATIONAL CHART



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

In re:

LIGHTSQUARED INC., *et al.*,

Debtors.<sup>1</sup>

)  
) Chapter 11  
)  
) Case No. 12- \_\_\_\_\_ (\_\_\_\_)  
)  
) Joint Administration Requested  
)

**DECLARATION CONCERNING CORPORATE OWNERSHIP STATEMENT**

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

Dated: May 14, 2012

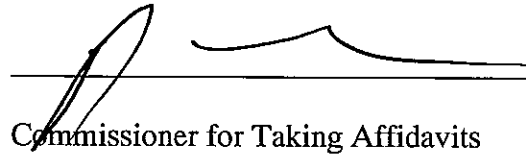
/s/ Marc R. Montagner

Marc R. Montagner  
Chief Financial Officer

<sup>1</sup> 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 "I" to the Affidavit of Kate H. Stigler,  
sworn before me this 14<sup>th</sup> day of May, 2012.



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Commissioner for Taking Affidavits

**Jane Olive Dietrich**

UNITED STATES BANKRUPTCY COURT Southern District of New York		1 of 21		VOLUNTARY PETITION	
Name of Debtor (if individual, enter Last, First, Middle): LightSquared GP Inc.			Name of Joint Debtor (Spouse) (Last, First, Middle):		
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): SkyTerra GP Inc.; Mobile Satellite Ventures GP Inc.			All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):		
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all): 54-2056190			Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all):		
Street Address of Debtor (No. and Street, City, and State): 10802 Parkridge Blvd., Reston, VA <div style="text-align: right;">ZIP CODE 20191</div>			Street Address of Joint Debtor (No. and Street, City, and State): <div style="text-align: right;">ZIP CODE</div>		
County of Residence or of the Principal Place of Business: Fairfax			County of Residence or of the Principal Place of Business:		
Mailing Address of Debtor (if different from street address): <div style="text-align: right;">ZIP CODE</div>			Mailing Address of Joint Debtor (if different from street address): <div style="text-align: right;">ZIP CODE</div>		
Location of Principal Assets of Business Debtor (if different from street address above): <div style="text-align: right;">ZIP CODE</div>					
<b>Type of Debtor</b> (Form of Organization) (Check one box.)  <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)		<b>Nature of Business</b> (Check one box.)  <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other		<b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (Check one box.)  <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding	
<b>Chapter 15 Debtors</b> Country of debtor's center of main interests:  Each country in which a foreign proceeding by, regarding, or against debtor is pending:		<b>Tax-Exempt Entity</b> (Check box, if applicable.)  <input type="checkbox"/> Debtor is a tax-exempt organization under title 26 of the United States Code (the Internal Revenue Code).		<b>Nature of Debts</b> (Check one box.)  <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.	
<b>Filing Fee</b> (Check one box.)  <input checked="" type="checkbox"/> Full Filing Fee attached.  <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A.  <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.			<b>Chapter 11 Debtors</b>  <b>Check one box:</b> <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).  <b>Check if:</b> <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 (amount subject to adjustment on 4/01/13 and every three years thereafter). <hr/> <b>Check all applicable boxes:</b> <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).		
<b>Statistical/Administrative Information</b>  <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.					THIS SPACE IS FOR COURT USE ONLY
<b>Estimated Number of Creditors</b> <input checked="" type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> Over 100,000					
<b>Estimated Assets</b> <input checked="" type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion					
<b>Estimated Liabilities</b> <input checked="" type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion					

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

<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case.)</i>		3 of 4 Name of Debtor(s): <b>LightSquared GP Inc.</b>
<b>Signatures</b>		
<p style="text-align: center;"><b>Signature(s) of Debtor(s) (Individual/Joint)</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct.</p> <p>[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.</p> <p>[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).</p> <p>I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____ Signature of Debtor</p> <p>X _____ Signature of Joint Debtor</p> <p>_____ Telephone Number (if not represented by attorney)</p> <p>_____ Date</p>	<p style="text-align: center;"><b>Signature of a Foreign Representative</b></p> <p>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.</p> <p>(Check only one box.)</p> <p><input type="checkbox"/> 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.</p> <p><input type="checkbox"/> 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.</p> <p>X _____ (Signature of Foreign Representative)</p> <p>_____ (Printed Name of Foreign Representative)</p> <p>_____ Date</p>	
<p style="text-align: center;"><b>Signature of Attorney*</b></p> <p>X <u>/s/ Matthew S. Barr</u> Signature of Attorney for Debtor(s) <b>Matthew S. Barr</b> Printed Name of Attorney for Debtor(s) <b>Milbank, Tweed, Hadley &amp; McCloy LLP</b> Firm Name  <b>1 Chase Manhattan Plaza</b> <b>New York, NY 10005</b> Address <b>212-530-5000</b> Telephone Number <b>05/14/2012</b> Date</p> <p><small>*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.</small></p>	<p style="text-align: center;"><b>Signature of Non-Attorney Bankruptcy Petition Preparer</b></p> <p>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.</p> <p>_____ Printed Name and title, if any, of Bankruptcy Petition Preparer</p> <p>_____ 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.)</p> <p>_____ Address</p> <p>X _____ Signature</p> <p>_____ Date</p> <p>Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.</p> <p>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.</p> <p>If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.</p> <p><i>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.</i></p>	
<p style="text-align: center;"><b>Signature of Debtor (Corporation/Partnership)</b></p> <p>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.</p> <p>The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X <u>/s/ Marc R. Montagner</u> Signature of Authorized Individual <b>Marc R. Montagner</b> Printed Name of Authorized Individual <b>Chief Financial Officer</b> Title of Authorized Individual <b>05/14/2012</b> Date</p>		

Schedule 1

Pending Bankruptcy Cases Filed by  
Debtor and Affiliates of Debtor

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

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

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

In re: )  
 ) Chapter 11  
 )  
LIGHTSQUARED INC., *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 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 "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 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 "Authorized Persons"), and such other officers of the Company as the Authorized Persons shall from time to time designate, acting alone or with one or more other Authorized Persons, be, and hereby are, authorized, empowered, and directed, in the name and on behalf of the Company, to execute and verify a

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

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

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

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



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

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

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

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

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

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

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

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

## **II. Further Actions and Prior Actions**

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

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

*[Remainder of Page Intentionally Left Blank]*

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

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

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

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

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

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

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

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

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

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



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

In re:

LIGHTSQUARED INC., *et al.*,

Debtors.<sup>2</sup>

)  
) Chapter 11  
)  
) Case No. 12-\_\_\_\_ (\_\_\_\_)  
)  
) Joint Administration Requested  
)

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

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

Dated: May 14, 2012

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

<sup>2</sup>

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

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

In re:

LIGHTSQUARED INC., *et al.*,

Debtors.<sup>1</sup>

) Chapter 11

) Case No. 12-\_\_\_\_\_ (\_\_\_)

) 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.

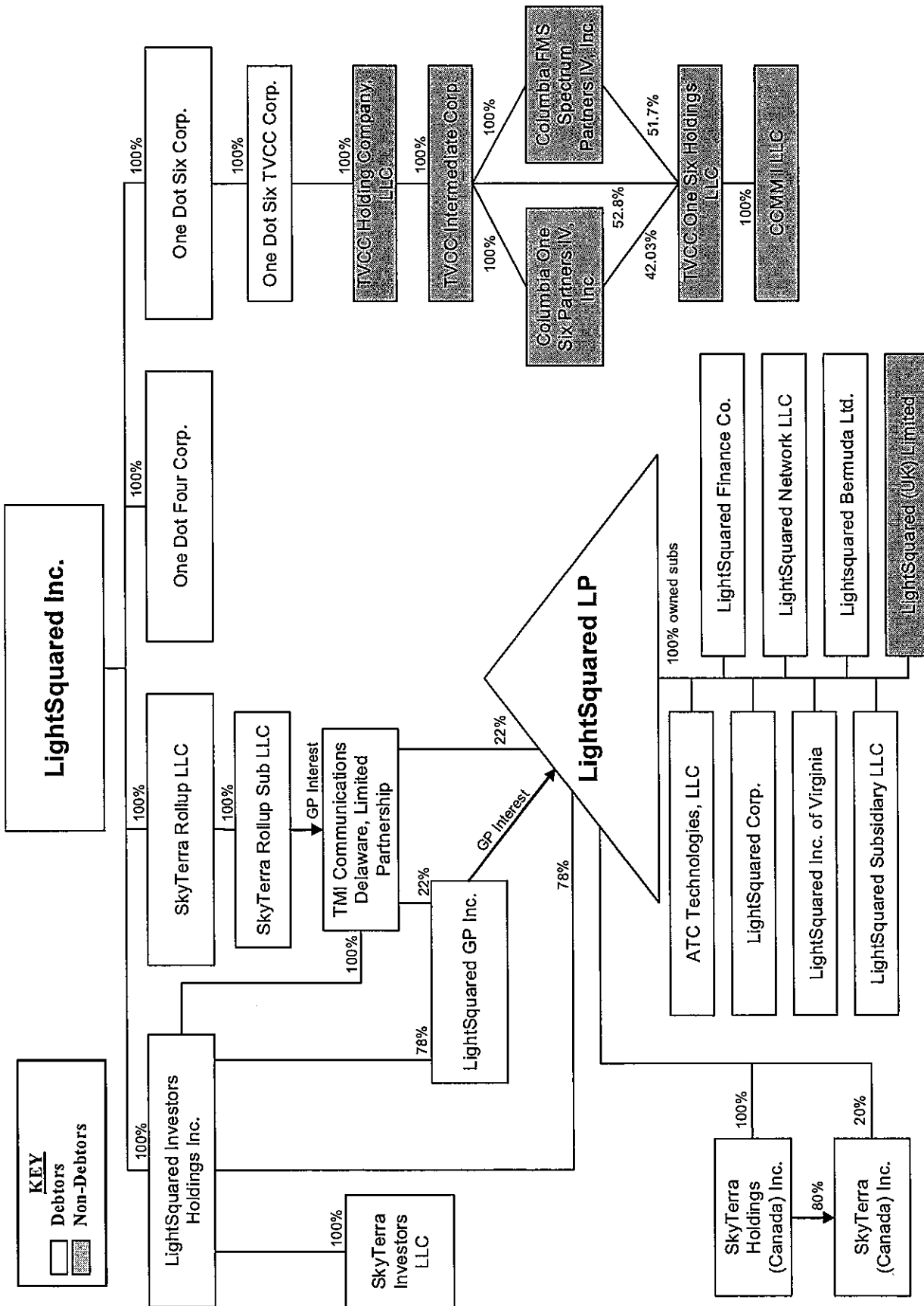
Name of Debtor	Direct Owner(s)	Indirect Owner(s)
LightSquared Inc.	HGW US Holding Company, L.P.	
One Dot Four Corp.	LightSquared Inc.	HGW US Holding Company, L.P.
SkyTerra Rollup LLC	LightSquared Inc.	HGW US Holding Company, L.P.
SkyTerra Rollup Sub LLC	SkyTerra Rollup LLC	HGW US Holding Company, L.P.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

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

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

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

# LIGHTSQUARED ORGANIZATIONAL CHART



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

In re:

LIGHTSQUARED INC., *et al.*,

Debtors.<sup>1</sup>

)  
) Chapter 11  
)  
) Case No. 12-\_\_\_\_ (\_\_\_\_)  
)  
) Joint Administration Requested  
)

**DECLARATION CONCERNING CORPORATE OWNERSHIP STATEMENT**

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

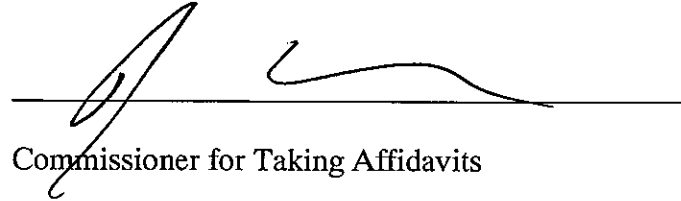
Dated: May 14, 2012

/s/ Marc R. Montagner

Marc R. Montagner  
Chief Financial Officer

<sup>1</sup> 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 "J" to the Affidavit of Kate H. Stigler,  
sworn before me this 14<sup>th</sup> day of May, 2012.

A handwritten signature in black ink, appearing to read 'Jane Olive Dietrich', is written over a horizontal line. The signature is stylized with a large, sweeping 'J' and a long, horizontal stroke.

Commissioner for Taking Affidavits

**Jane Olive Dietrich**

UNITED STATES BANKRUPTCY COURT Southern District of New York		1 of 21		VOLUNTARY PETITION	
Name of Debtor (if individual, enter Last, First, Middle): LightSquared LP			Name of Joint Debtor (Spouse) (Last, First, Middle):		
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): SkyTerra LP; Mobile Satellite Ventures LP			All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):		
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all): 54-1993801			Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all):		
Street Address of Debtor (No. and Street, City, and State): 450 Park Avenue, Suite 2201, New York, NY <div style="text-align: right;">ZIP CODE 10022</div>			Street Address of Joint Debtor (No. and Street, City, and State): <div style="text-align: right;">ZIP CODE</div>		
County of Residence or of the Principal Place of Business: New York			County of Residence or of the Principal Place of Business:		
Mailing Address of Debtor (if different from street address): <div style="text-align: right;">ZIP CODE</div>			Mailing Address of Joint Debtor (if different from street address): <div style="text-align: right;">ZIP CODE</div>		
Location of Principal Assets of Business Debtor (if different from street address above): Napa, CA; New York, NY; Cedar Hill, TX; Reston, VA; Richmond, VA; Ottawa, Ontario <div style="text-align: right;">ZIP CODE</div>					
<b>Type of Debtor</b> (Form of Organization) (Check one box.)  <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input type="checkbox"/> Corporation (includes LLC and LLP) <input checked="" type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)		<b>Nature of Business</b> (Check one box.)  <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other		<b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (Check one box.)  <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding	
<b>Chapter 15 Debtors</b> Country of debtor's center of main interests:  Each country in which a foreign proceeding by, regarding, or against debtor is pending:		<b>Tax-Exempt Entity</b> (Check box, if applicable.)  <input type="checkbox"/> Debtor is a tax-exempt organization under title 26 of the United States Code (the Internal Revenue Code).		<b>Nature of Debts</b> (Check one box.)  <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.	
<b>Filing Fee</b> (Check one box.)  <input checked="" type="checkbox"/> Full Filing Fee attached.  <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A.  <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.			<b>Chapter 11 Debtors</b>  <b>Check one box:</b> <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).  <b>Check if:</b> <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 (amount subject to adjustment on 4/01/13 and every three years thereafter). <hr/> <b>Check all applicable boxes:</b> <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).		
<b>Statistical/Administrative Information</b>  <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.					THIS SPACE IS FOR COURT USE ONLY
<b>Estimated Number of Creditors</b> <input type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input checked="" type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> Over 100,000					
<b>Estimated Assets</b> <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input checked="" type="checkbox"/> More than \$1 billion					
<b>Estimated Liabilities</b> <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input checked="" type="checkbox"/> More than \$1 billion					



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

**Voluntary Petition**

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

3 of 24

Name of Debtor(s):  
LightSquared LP**Signatures****Signature(s) of Debtor(s) (Individual/Joint)**

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

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

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

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

X \_\_\_\_\_  
Signature of Debtor

X \_\_\_\_\_  
Signature of Joint Debtor

\_\_\_\_\_  
Telephone Number (if not represented by attorney)

\_\_\_\_\_  
Date

**Signature of a Foreign Representative**

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

(Check only one box.)

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

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

X \_\_\_\_\_  
(Signature of Foreign Representative)

\_\_\_\_\_  
(Printed Name of Foreign Representative)

\_\_\_\_\_  
Date

**Signature of Attorney\***

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

1 Chase Manhattan Plaza  
New York, NY 10005

Address  
212-530-5000

Telephone Number  
05/14/2012

\_\_\_\_\_  
Date

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

**Signature of Debtor (Corporation/Partnership)**

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

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

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

**Signature of Non-Attorney Bankruptcy Petition Preparer**

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

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

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

\_\_\_\_\_  
Address

X \_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

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

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

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

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

Schedule 1

Pending Bankruptcy Cases Filed by  
Debtor and Affiliates of Debtor

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

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

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

In re:

LIGHTSQUARED INC., *et al.*,

Debtors.<sup>1</sup>

)  
 ) Chapter 11  
 )  
 ) Case No. 12-\_\_\_\_\_ (\_\_\_\_)  
 )  
 ) Joint Administration Requested  
 )

**EXHIBIT C TO VOLUNTARY PETITION**

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

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

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

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

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**

**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 "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 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 & McCloy 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]*

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

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

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

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

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

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

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**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.

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

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

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

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

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

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

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

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

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

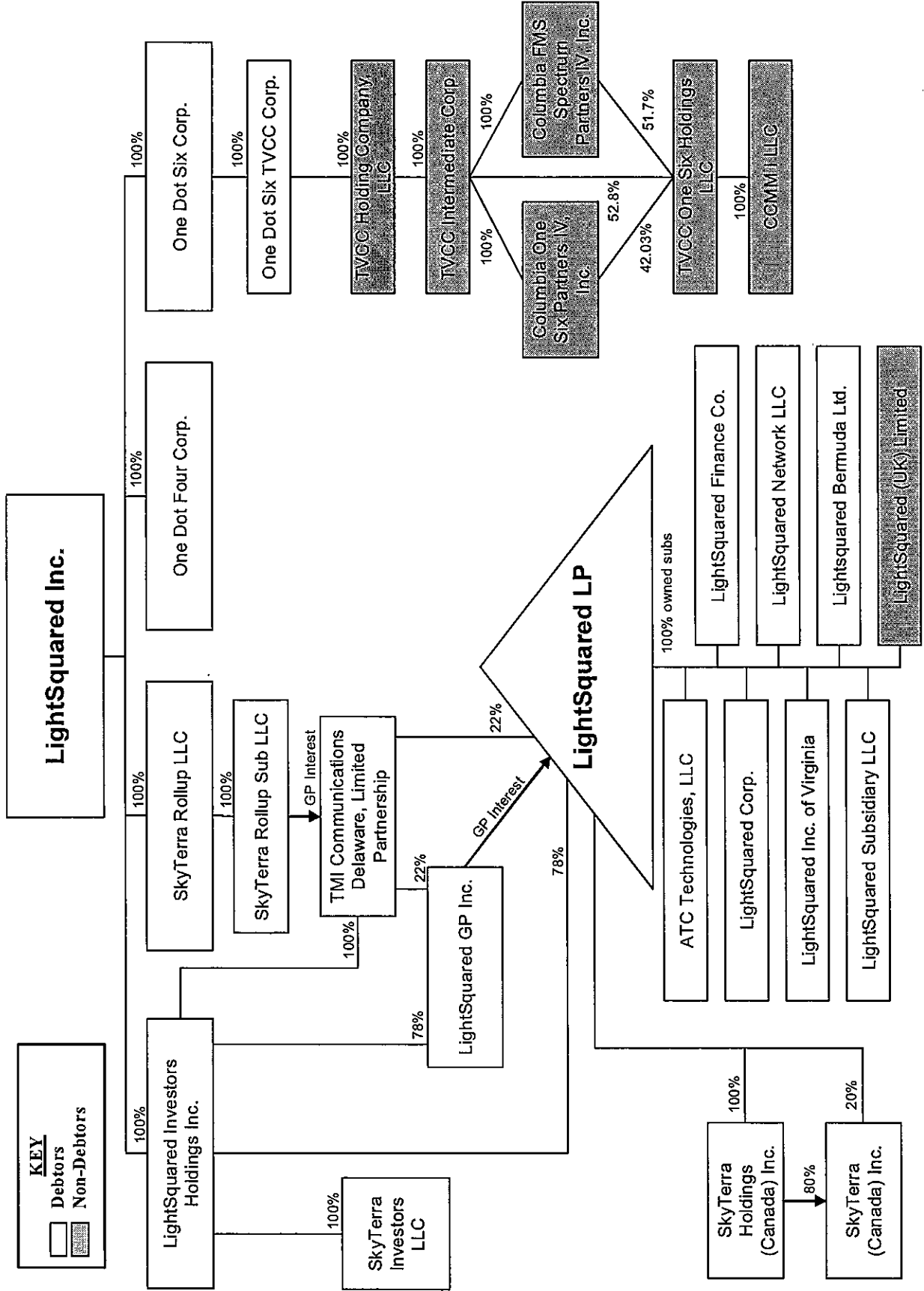
<sup>1</sup> The debtors in these chapter 11 cases, along with the last four digits of each debtor's federal or foreign tax or registration identification number, are: LightSquared Inc. (8845), LightSquared Investors Holdings Inc. (0984), One Dot Four Corp. (8806), One Dot Six Corp. (8763), SkyTerra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



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

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

LIGHTSQUARED ORGANIZATIONAL CHART



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

In re:

LIGHTSQUARED INC., *et al.*,

Debtors.<sup>1</sup>

)  
) Chapter 11  
)  
) Case No. 12-\_\_\_\_\_ (\_\_\_\_)  
)  
) Joint Administration Requested  
)

**DECLARATION CONCERNING CORPORATE OWNERSHIP STATEMENT**

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

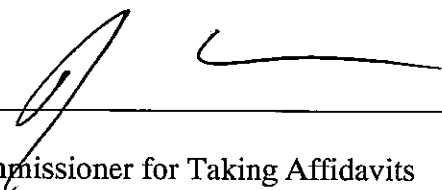
Dated: May 14, 2012

/s/ Marc R. Montagner

Marc R. Montagner  
Chief Financial Officer

<sup>1</sup> 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.



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Commissioner for Taking Affidavits

**Jane Olive Dietrich**

UNITED STATES BANKRUPTCY COURT Southern District of New York		1 of 21		VOLUNTARY PETITION	
Name of Debtor (if individual, enter Last, First, Middle): ATC Technologies, LLC			Name of Joint Debtor (Spouse) (Last, First, Middle):		
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):			All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):		
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all): 20-2813432			Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all):		
Street Address of Debtor (No. and Street, City, and State): 10802 Parkridge Blvd., Reston, VA <div style="text-align: right;">ZIP CODE 20191</div>			Street Address of Joint Debtor (No. and Street, City, and State): <div style="text-align: right;">ZIP CODE</div>		
County of Residence or of the Principal Place of Business: Fairfax			County of Residence or of the Principal Place of Business:		
Mailing Address of Debtor (if different from street address): <div style="text-align: right;">ZIP CODE</div>			Mailing Address of Joint Debtor (if different from street address): <div style="text-align: right;">ZIP CODE</div>		
Location of Principal Assets of Business Debtor (if different from street address above): <div style="text-align: right;">ZIP CODE</div>					
<b>Type of Debtor</b> (Form of Organization) (Check one box.)  <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)		<b>Nature of Business</b> (Check one box.)  <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other		<b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (Check one box.)  <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding	
<b>Chapter 15 Debtors</b> Country of debtor's center of main interests:  Each country in which a foreign proceeding by, regarding, or against debtor is pending:		<b>Tax-Exempt Entity</b> (Check box, if applicable.)  <input type="checkbox"/> Debtor is a tax-exempt organization under title 26 of the United States Code (the Internal Revenue Code).		<b>Nature of Debts</b> (Check one box.)  <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.	
<b>Filing Fee</b> (Check one box.)  <input checked="" type="checkbox"/> Full Filing Fee attached.  <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A.  <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.			<b>Chapter 11 Debtors</b>  <b>Check one box:</b> <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).  <b>Check if:</b> <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 (amount subject to adjustment on 4/01/13 and every three years thereafter). <hr/> <b>Check all applicable boxes:</b> <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).		
<b>Statistical/Administrative Information</b>  <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.					THIS SPACE IS FOR COURT USE ONLY
<b>Estimated Number of Creditors</b> <input checked="" type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> Over 100,000					
<b>Estimated Assets</b> <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input checked="" type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion					
<b>Estimated Liabilities</b> <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input checked="" type="checkbox"/> More than \$1 billion					

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

**Voluntary Petition**

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

3 of 21

Name of Debtor(s):

ATC Technologies, LLC

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

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

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

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

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

X \_\_\_\_\_  
Signature of Debtor

X \_\_\_\_\_  
Signature of Joint Debtor

\_\_\_\_\_  
Telephone Number (if not represented by attorney)

\_\_\_\_\_  
Date

**Signature of a Foreign Representative**

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

(Check only one box.)

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

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

X \_\_\_\_\_  
(Signature of Foreign Representative)

\_\_\_\_\_  
(Printed Name of Foreign Representative)

\_\_\_\_\_  
Date

**Signature of Attorney\***

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

1 Chase Manhattan Plaza  
New York, NY 10005

Address  
212-530-5000

Telephone Number

05/14/2012

Date

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

**Signature of Debtor (Corporation/Partnership)**

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

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

X /s/ Marc R. Montagner  
Signature of Authorized Individual  
Marc R. Montagner

Printed Name of Authorized Individual  
Chief Financial Officer

Title of Authorized Individual  
05/14/2012

Date

**Signature of Non-Attorney Bankruptcy Petition Preparer**

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

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

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

\_\_\_\_\_  
Address

X \_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

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

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

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

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



Schedule 1

Pending Bankruptcy Cases Filed by  
Debtor and Affiliates of Debtor

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

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

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

In re:

LIGHTSQUARED INC., *et al.*,

Debtors.<sup>1</sup>

)  
) Chapter 11  
)  
) Case No. 12-\_\_\_\_ ( )  
)  
) Joint Administration Requested  
)

**EXHIBIT C TO VOLUNTARY PETITION**

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

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

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

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

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<sup>1</sup> 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 & McCloy LLP ("Milbank") as general bankruptcy counsel to represent and assist the Company and any and all of its subsidiaries in carrying out their duties under the Bankruptcy Code and to take any and all actions to advance the Company's and any and all of its subsidiaries' rights and obligations, including filing any pleadings; and, in connection therewith, the Authorized Persons are hereby authorized and directed to (i) execute appropriate retention agreements, (ii) pay appropriate retainers prior to and immediately upon filing of the chapter 11 case, and (iii) cause to be executed and filed an appropriate application for authority to retain the services of Milbank; and

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

**RESOLVED**, that the Authorized Persons be, and they hereby are, authorized and directed to employ the firm of Moelis & Company ("Moelis") as investment banker and financial advisor to represent and assist the Company and any and all of its subsidiaries in carrying out their duties under the Bankruptcy Code and to take any and all actions to advance the Company's and any and all of its

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

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

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

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

**RESOLVED**, that the Authorized Persons be, and they hereby are, authorized and directed to employ any other professionals as they deem necessary or appropriate in their sole discretion to assist the Company and any and all of its subsidiaries in carrying out their duties under the Bankruptcy Code and the CCAA, as applicable, including without limitation the execution of appropriate retention agreements, payment of appropriate retainers prior to or immediately

upon the filing of the chapter 11 case and/or the Recognition Proceeding, the filing of appropriate applications for authority to retain the services of any other professionals as they shall in their sole discretion deem necessary or desirable; and

**RESOLVED**, that each of the Authorized Persons, and such other officers of the 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



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

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

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

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

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

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

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

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

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

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

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

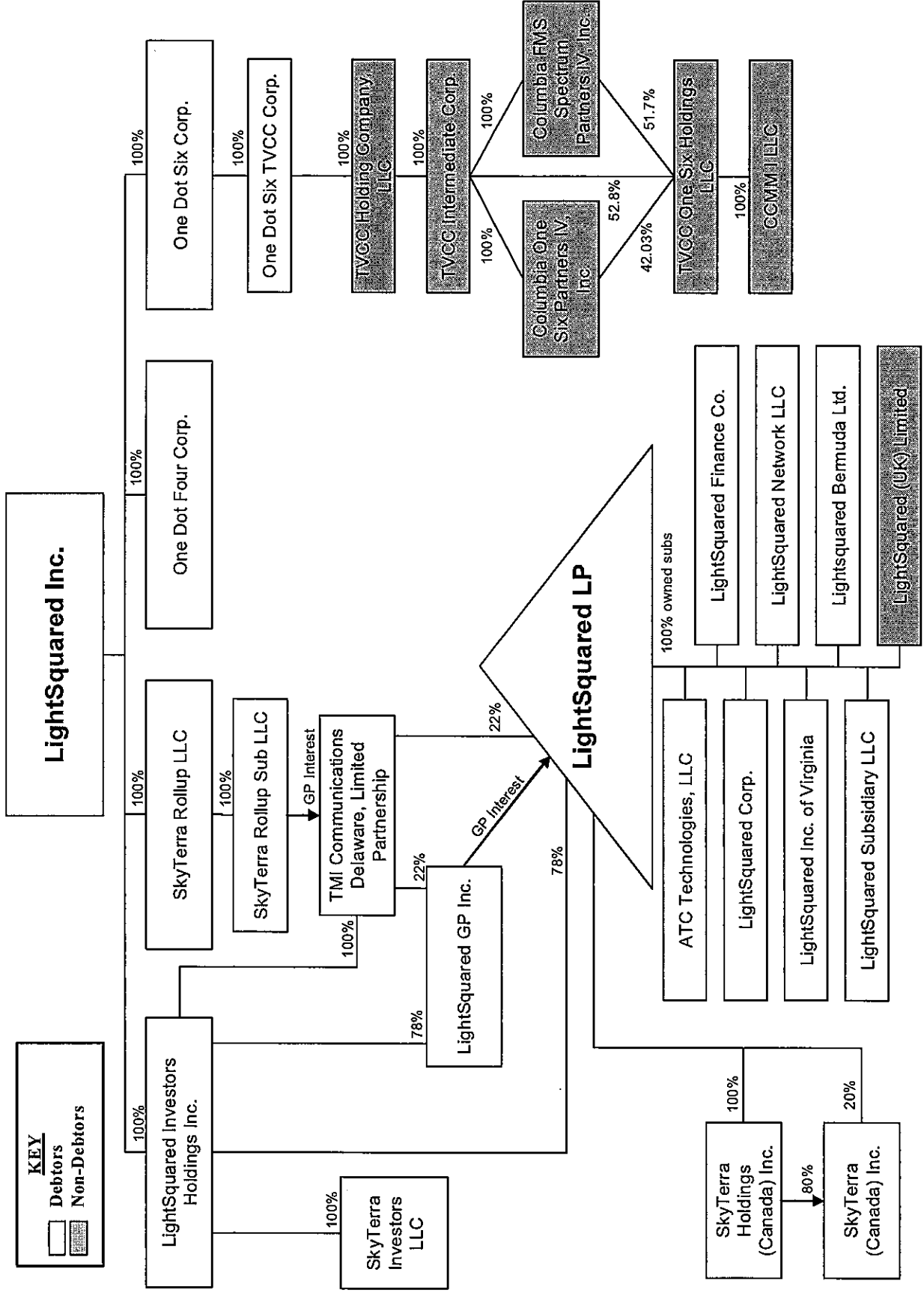
<sup>1</sup> The debtors in these chapter 11 cases, along with the last four digits of each debtor's federal or foreign tax or registration identification number, are: LightSquared Inc. (8845), LightSquared Investors Holdings Inc. (0984), One Dot Four Corp. (8806), One Dot Six Corp. (8763), SkyTerra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

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

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



# LIGHTSQUARED ORGANIZATIONAL CHART



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

In re:

LIGHTSQUARED INC., *et al.*,

Debtors.<sup>1</sup>

)  
) Chapter 11  
)  
) Case No. 12-\_\_\_\_\_ (\_\_\_\_)  
)  
) Joint Administration Requested  
)

**DECLARATION CONCERNING CORPORATE OWNERSHIP STATEMENT**

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

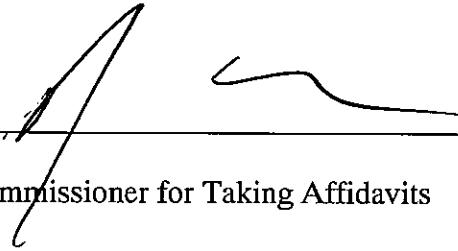
Dated: May 14, 2012

/s/ Marc R. Montagner

Marc R. Montagner  
Chief Financial Officer

<sup>1</sup> 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.



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Commissioner for Taking Affidavits

**Jane Olive Dietrich**

UNITED STATES BANKRUPTCY COURT Southern District of New York		1 of 21		VOLUNTARY PETITION	
Name of Debtor (if individual, enter Last, First, Middle): LightSquared Corp.			Name of Joint Debtor (Spouse) (Last, First, Middle):		
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): See attached Schedule 1			All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):		
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all): 3051361 (Registry #)			Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all):		
Street Address of Debtor (No. and Street, City, and State): 1601 Telesat Court, Ottawa, ON K1B 1B9 <div style="text-align: right;">ZIP CODE</div>			Street Address of Joint Debtor (No. and Street, City, and State): <div style="text-align: right;">ZIP CODE</div>		
County of Residence or of the Principal Place of Business: Ontario, Canada			County of Residence or of the Principal Place of Business:		
Mailing Address of Debtor (if different from street address): <div style="text-align: right;">ZIP CODE</div>			Mailing Address of Joint Debtor (if different from street address): <div style="text-align: right;">ZIP CODE</div>		
Location of Principal Assets of Business Debtor (if different from street address above): Ottawa, Ontario; Saskatoon, Saskatchewan			<div style="text-align: right;">ZIP CODE</div>		
<b>Type of Debtor</b> (Form of Organization) (Check one box.)  <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)		<b>Nature of Business</b> (Check one box.)  <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other		<b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (Check one box.)  <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding	
<b>Chapter 15 Debtors</b> Country of debtor's center of main interests:  Each country in which a foreign proceeding by, regarding, or against debtor is pending:		<b>Tax-Exempt Entity</b> (Check box, if applicable.)  <input type="checkbox"/> Debtor is a tax-exempt organization under title 26 of the United States Code (the Internal Revenue Code).		<b>Nature of Debts</b> (Check one box.)  <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.	
<b>Filing Fee</b> (Check one box.)  <input checked="" type="checkbox"/> Full Filing Fee attached.  <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A.  <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.			<b>Chapter 11 Debtors</b>  <b>Check one box:</b> <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).  <b>Check if:</b> <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 (amount subject to adjustment on 4/01/13 and every three years thereafter).  <b>Check all applicable boxes:</b> <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).		
<b>Statistical/Administrative Information</b>  <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.					THIS SPACE IS FOR COURT USE ONLY
<b>Estimated Number of Creditors</b> <input type="checkbox"/> 1-49 <input checked="" type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> Over 100,000					
<b>Estimated Assets</b> <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input checked="" type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion					
<b>Estimated Liabilities</b> <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input checked="" type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion					

<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case.)</i>		2 of 23		Name of Debtor(s): LightSquared Corp.	
<b>All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)</b>					
Location Where Filed:		Case Number:		Date Filed:	
Location Where Filed:		Case Number:		Date Filed:	
<b>Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet.)</b>					
Name of Debtor: See attached Schedule 2		Case Number:		Date Filed:	
District: Southern District of New York		Relationship:		Judge:	
<p style="text-align: center;"><b>Exhibit A</b></p> <p>(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)</p> <p><input type="checkbox"/> Exhibit A is attached and made a part of this petition.</p>			<p style="text-align: center;"><b>Exhibit B</b></p> <p>(To be completed if debtor is an individual whose debts are primarily consumer debts.)</p> <p>I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b).</p> <p>X _____                  Signature of Attorney for Debtor(s) (Date)</p>		
<p style="text-align: center;"><b>Exhibit C</b></p> <p>Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?</p> <p><input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition.</p> <p><input checked="" type="checkbox"/> No.</p>					
<p style="text-align: center;"><b>Exhibit D</b></p> <p>(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)</p> <p><input type="checkbox"/> Exhibit D, completed and signed by the debtor, is attached and made a part of this petition.</p> <p>If this is a joint petition:</p> <p><input type="checkbox"/> Exhibit D, also completed and signed by the joint debtor, is attached and made a part of this petition.</p>					
<p style="text-align: center;"><b>Information Regarding the Debtor - Venue</b>                  (Check any applicable box.)</p> <p><input type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.</p> <p><input checked="" type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.</p> <p><input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.</p>					
<p style="text-align: center;"><b>Certification by a Debtor Who Resides as a Tenant of Residential Property</b>                  (Check all applicable boxes.)</p> <p><input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)</p> <p style="text-align: right;">_____                  (Name of landlord that obtained judgment)</p> <p style="text-align: right;">_____                  (Address of landlord)</p> <p><input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and</p> <p><input type="checkbox"/> Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.</p> <p><input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).</p>					

<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case.)</i>		3 of 21 Name of Debtor(s): <b>LightSquared Corp.</b>
<b>Signatures</b>		
<p style="text-align: center;"><b>Signature(s) of Debtor(s) (Individual/Joint)</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct.</p> <p>[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.</p> <p>[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).</p> <p>I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____ Signature of Debtor</p> <p>X _____ Signature of Joint Debtor</p> <p>_____ Telephone Number (if not represented by attorney)</p> <p>_____ Date</p>	<p style="text-align: center;"><b>Signature of a Foreign Representative</b></p> <p>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.</p> <p>(Check only one box.)</p> <p><input type="checkbox"/> 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.</p> <p><input type="checkbox"/> 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.</p> <p>X _____ (Signature of Foreign Representative)</p> <p>_____ (Printed Name of Foreign Representative)</p> <p>_____ Date</p>	
<p style="text-align: center;"><b>Signature of Attorney*</b></p> <p>X <u>/s/ Matthew S. Barr</u> Signature of Attorney for Debtor(s) <u>Matthew S. Barr</u> Printed Name of Attorney for Debtor(s) <u>Milbank, Tweed, Hadley &amp; McCloy LLP</u> Firm Name <u>1 Chase Manhattan Plaza</u> <u>New York, NY 10005</u> Address <u>212-530-5000</u> Telephone Number <u>05/14/2012</u> Date</p> <p><small>*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.</small></p>	<p style="text-align: center;"><b>Signature of Non-Attorney Bankruptcy Petition Preparer</b></p> <p>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.</p> <p>_____ Printed Name and title, if any, of Bankruptcy Petition Preparer</p> <p>_____ 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.)</p> <p>_____ Address</p> <p>X _____ Signature</p> <p>_____ Date</p> <p>Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.</p> <p>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.</p> <p>If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.</p> <p><small>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.</small></p>	
<p style="text-align: center;"><b>Signature of Debtor (Corporation/Partnership)</b></p> <p>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.</p> <p>The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X <u>/s/ Marc R. Montagner</u> Signature of Authorized Individual <u>Marc R. Montagner</u> Printed Name of Authorized Individual <u>Chief Financial Officer</u> Title of Authorized Individual <u>05/14/2012</u> Date</p>		

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:

<b>DEBTOR ENTITY</b>	<b>ALL OTHER NAMES</b>
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 “Debtors”) has filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532, in the United States Bankruptcy Court for the Southern District of New York. Contemporaneously therewith, the Debtors filed a motion requesting that their chapter 11 cases be consolidated for procedural purposes only and jointly administered.

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



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

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In re:	)	
	)	Chapter 11
LIGHTSQUARED INC., <i>et al.</i> ,	)	
	)	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.

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<sup>1</sup> 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 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 "Authorized Persons"), and such other officers of the Company as the Authorized Persons shall from time to time designate, acting alone or with one or more other Authorized Persons, be, and hereby are, authorized, empowered, and directed, in the name and on behalf of the Company, to execute and verify a

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

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

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

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

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

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

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

**RESOLVED**, that 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



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



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

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

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

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

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

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

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

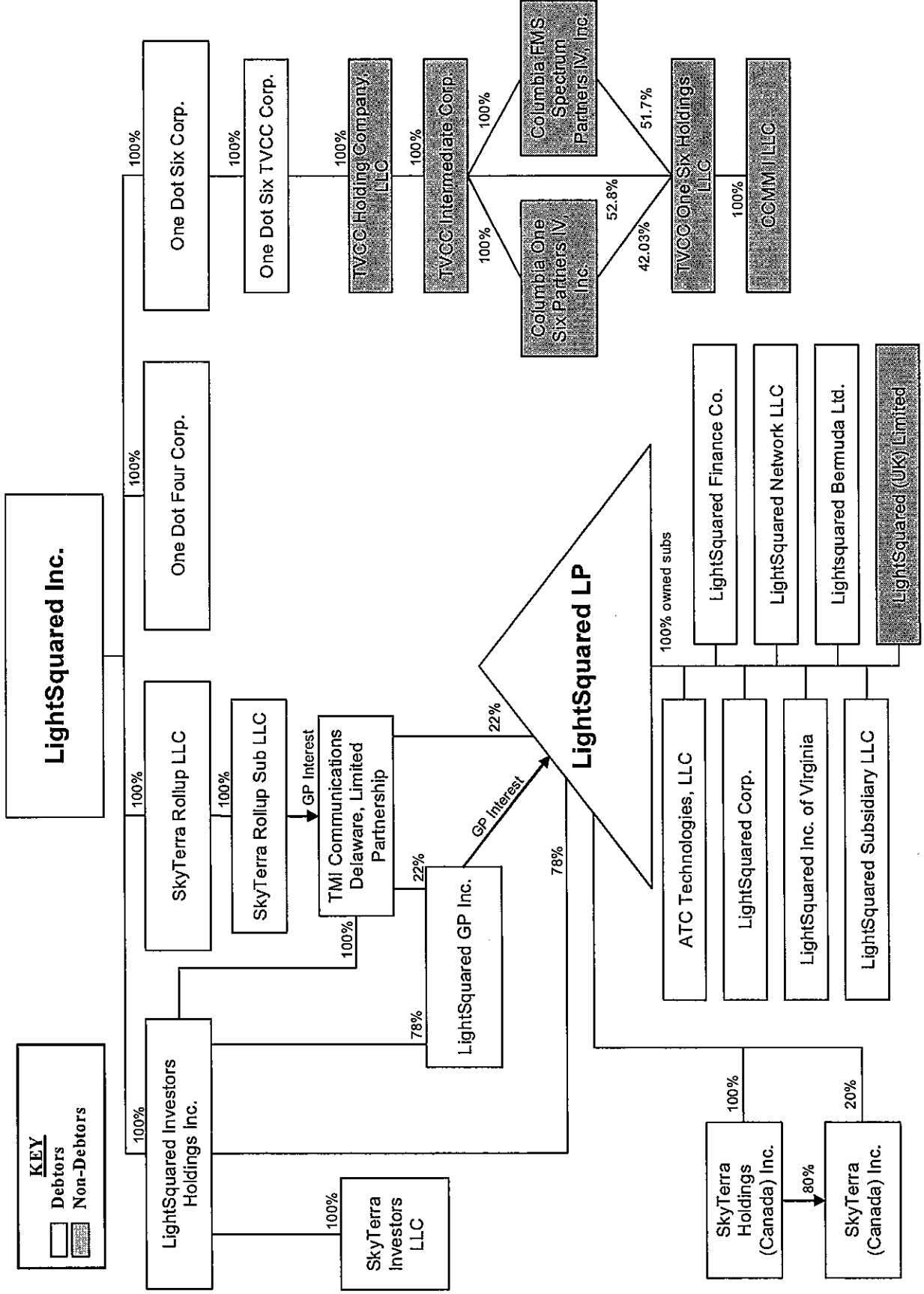
Name of Debtor	Direct Owner(s)	Indirect Owner(s)
LightSquared Inc.	HGW US Holding Company, L.P.	
One Dot Four Corp.	LightSquared Inc.	HGW US Holding Company, L.P.
SkyTerra Rollup LLC	LightSquared Inc.	HGW US Holding Company, L.P.
SkyTerra Rollup Sub LLC	SkyTerra Rollup LLC	HGW US Holding Company, L.P.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

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

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

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

# LIGHTSQUARED ORGANIZATIONAL CHART



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

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

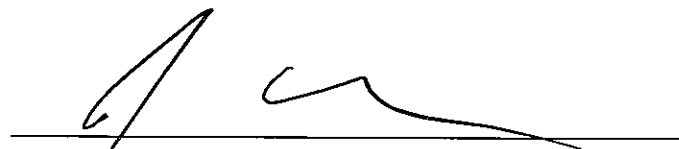
/s/ Marc R. Montagner

Marc R. Montagner  
Chief Financial Officer

<sup>1</sup> 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.

A handwritten signature in black ink, appearing to read 'Jane Olive Dietrich', is written over a horizontal line.

Commissioner for Taking Affidavits

**Jane Olive Dietrich**

UNITED STATES BANKRUPTCY COURT Southern District of New York						1 of 21 VOLUNTARY PETITION					
Name of Debtor (if individual, enter Last, First, Middle): LightSquared Finance Co.						Name of Joint Debtor (Spouse) (Last, First, Middle):					
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): SkyTerra Finance Co.; Mobile Satellite Ventures Finance Co.						All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):					
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all): 20-4536962						Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all):					
Street Address of Debtor (No. and Street, City, and State): 10802 Parkridge Blvd., Reston, VA <div style="text-align: right;">ZIP CODE 20191</div>						Street Address of Joint Debtor (No. and Street, City, and State): <div style="text-align: right;">ZIP CODE</div>					
County of Residence or of the Principal Place of Business: Fairfax						County of Residence or of the Principal Place of Business:					
Mailing Address of Debtor (if different from street address): <div style="text-align: right;">ZIP CODE</div>						Mailing Address of Joint Debtor (if different from street address): <div style="text-align: right;">ZIP CODE</div>					
Location of Principal Assets of Business Debtor (if different from street address above): <div style="text-align: right;">ZIP CODE</div>											
<b>Type of Debtor</b> (Form of Organization) (Check one box.)  <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)				<b>Nature of Business</b> (Check one box.)  <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other				<b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (Check one box.)  <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 9 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13			
<b>Chapter 15 Debtors</b> Country of debtor's center of main interests:  Each country in which a foreign proceeding by, regarding, or against debtor is pending:				<b>Tax-Exempt Entity</b> (Check box, if applicable.)  <input type="checkbox"/> Debtor is a tax-exempt organization under title 26 of the United States Code (the Internal Revenue Code).				<b>Nature of Debts</b> (Check one box.)  <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.			
<b>Filing Fee</b> (Check one box.)  <input checked="" type="checkbox"/> Full Filing Fee attached.  <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A.  <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.						<b>Chapter 11 Debtors</b>  <b>Check one box:</b> <input checked="" type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).  <b>Check if:</b> <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 (amount subject to adjustment on 4/01/13 and every three years thereafter).  <b>Check all applicable boxes:</b> <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).					
<b>Statistical/Administrative Information</b>  <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.										THIS SPACE IS FOR COURT USE ONLY	
<b>Estimated Number of Creditors</b> <input checked="" type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> Over 100,000											
<b>Estimated Assets</b> <input checked="" type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion											
<b>Estimated Liabilities</b> <input checked="" type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion											

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

## Voluntary Petition

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

3 of 21

Name of Debtor(s):

LightSquared Finance Co.

## Signatures

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

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

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

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

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

X \_\_\_\_\_  
Signature of Debtor

X \_\_\_\_\_  
Signature of Joint Debtor

\_\_\_\_\_  
Telephone Number (if not represented by attorney)

\_\_\_\_\_  
Date

## Signature of Attorney\*

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

1 Chase Manhattan Plaza  
New York, NY 10005

Address  
212-530-5000

Telephone Number  
05/14/2012

Date

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

## Signature of Debtor (Corporation/Partnership)

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

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

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

## Signature of a Foreign Representative

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

(Check only one box.)

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

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

X \_\_\_\_\_  
(Signature of Foreign Representative)

\_\_\_\_\_  
(Printed Name of Foreign Representative)

\_\_\_\_\_  
Date

## Signature of Non-Attorney Bankruptcy Petition Preparer

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

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

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

\_\_\_\_\_  
Address

X \_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

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

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

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

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

Schedule 1

Pending Bankruptcy Cases Filed by  
Debtor and Affiliates of Debtor

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

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

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

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

<sup>1</sup> 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 "Authorized Persons"), and such other officers of the Company as the Authorized Persons shall from time to time designate, acting alone or with one or more other Authorized Persons, be, and hereby are, authorized, empowered, and directed, in the name and on behalf of the Company, to execute and verify a

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

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

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

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



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

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

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

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

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

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

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

## **II. Further Actions and Prior Actions**

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

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

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

*[Remainder of Page Intentionally Left Blank]*

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

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

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

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

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

---

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

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**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.

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

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

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

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



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

In re:

LIGHTSQUARED INC., *et al.*,

Debtors.<sup>2</sup>

)  
) Chapter 11  
)  
) Case No. 12-\_\_\_\_ (\_\_\_\_)  
)  
) Joint Administration Requested  
)

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

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

Dated: May 14, 2012

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

<sup>2</sup>

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

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

In re:

LIGHTSQUARED INC., *et al.*,

Debtors.<sup>1</sup>

)  
) Chapter 11  
)  
) Case No. 12-\_\_\_\_ ( )  
)  
) 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.

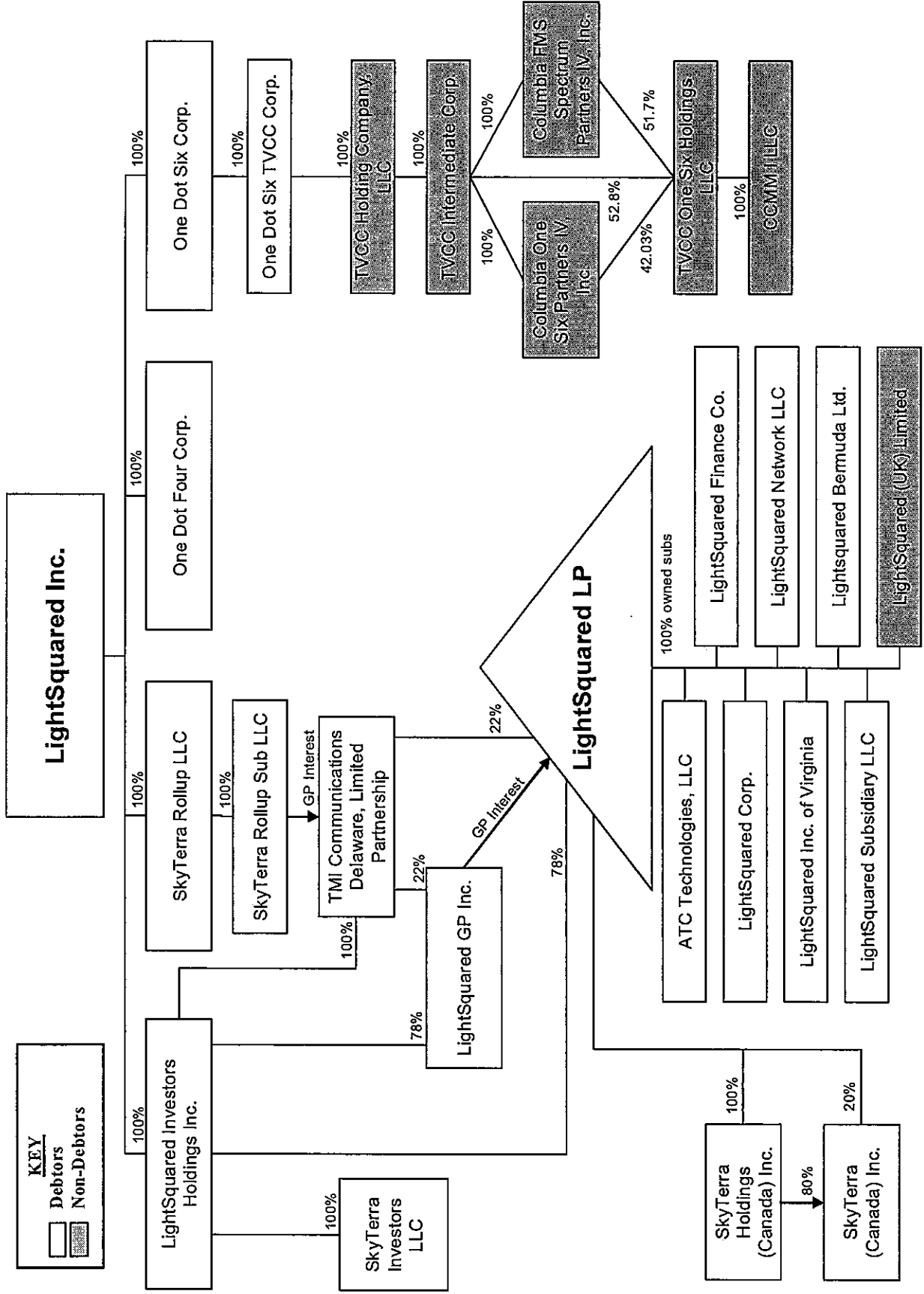
Name of Debtor	Direct Owner(s)	Indirect Owner(s)
LightSquared Inc.	HGW US Holding Company, L.P.	
One Dot Four Corp.	LightSquared Inc.	HGW US Holding Company, L.P.
SkyTerra Rollup LLC	LightSquared Inc.	HGW US Holding Company, L.P.
SkyTerra Rollup Sub LLC	SkyTerra Rollup LLC	HGW US Holding Company, L.P.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

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

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

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

# LIGHTSQUARED ORGANIZATIONAL CHART



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

In re:

LIGHTSQUARED INC., *et al.*,

Debtors.<sup>1</sup>

)  
) Chapter 11  
)  
) Case No. 12-\_\_\_\_ ( )  
)  
) Joint Administration Requested  
)

**DECLARATION CONCERNING CORPORATE OWNERSHIP STATEMENT**

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

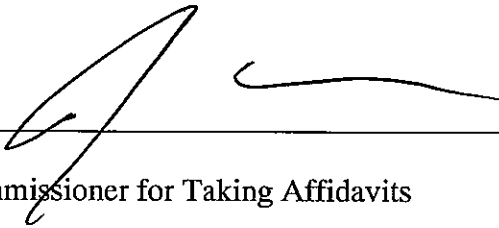
Dated: May 14, 2012

/s/ Marc R. Montagner

Marc R. Montagner  
Chief Financial Officer

<sup>1</sup> 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 "N" to the Affidavit of Kate H. Stigler,  
sworn before me this 14<sup>th</sup> day of May, 2012.



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Commissioner for Taking Affidavits

**Jane Olive Dietrich**

UNITED STATES BANKRUPTCY COURT Southern District of New York					1 of 21 VOLUNTARY PETITION				
Name of Debtor (if individual, enter Last, First, Middle): LightSquared Network LLC					Name of Joint Debtor (Spouse) (Last, First, Middle):				
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):					All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):				
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all): 27-3361750					Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all):				
Street Address of Debtor (No. and Street, City, and State): 10802 Parkridge Blvd., Reston, VA <div style="text-align: right;">ZIP CODE 20191</div>					Street Address of Joint Debtor (No. and Street, City, and State): <div style="text-align: right;">ZIP CODE</div>				
County of Residence or of the Principal Place of Business: Fairfax					County of Residence or of the Principal Place of Business:				
Mailing Address of Debtor (if different from street address): <div style="text-align: right;">ZIP CODE</div>					Mailing Address of Joint Debtor (if different from street address): <div style="text-align: right;">ZIP CODE</div>				
Location of Principal Assets of Business Debtor (if different from street address above): 8181 Jetstar Dr., Irvine, TX <div style="text-align: right;">ZIP CODE 75063</div>									
<b>Type of Debtor</b> (Form of Organization) (Check one box.)  <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)		<b>Nature of Business</b> (Check one box.)  <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other		<b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (Check one box.)  <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding					
<b>Chapter 15 Debtors</b> Country of debtor's center of main interests:  Each country in which a foreign proceeding by, regarding, or against debtor is pending:		<b>Tax-Exempt Entity</b> (Check box, if applicable.)  <input type="checkbox"/> Debtor is a tax-exempt organization under title 26 of the United States Code (the Internal Revenue Code).		<b>Nature of Debts</b> (Check one box.)  <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.					
<b>Filing Fee</b> (Check one box.)  <input checked="" type="checkbox"/> Full Filing Fee attached.  <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A.  <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.				<b>Chapter 11 Debtors</b> <b>Check one box:</b> <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).  <b>Check if:</b> <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 (amount subject to adjustment on 4/01/13 and every three years thereafter). <hr/> <b>Check all applicable boxes:</b> <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).					
<b>Statistical/Administrative Information</b>  <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.									THIS SPACE IS FOR COURT USE ONLY
<b>Estimated Number of Creditors</b> <input checked="" type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> Over 100,000									
<b>Estimated Assets</b> <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input checked="" type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion									
<b>Estimated Liabilities</b> <input checked="" type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion									



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

<p><b>Voluntary Petition</b> (This page must be completed and filed in every case.)</p>	<p>3 of 81 Name of Debtor(s): <b>LightSquared Network LLC</b></p>
<b>Signatures</b>	
<p style="text-align: center;"><b>Signature(s) of Debtor(s) (Individual/Joint)</b></p> <p>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).</p> <p>I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____ Signature of Debtor</p> <p>X _____ Signature of Joint Debtor</p> <p>_____ Telephone Number (if not represented by attorney)</p> <p>_____ Date</p>	<p style="text-align: center;"><b>Signature of a Foreign Representative</b></p> <p>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.</p> <p>(Check only one box.)</p> <p><input type="checkbox"/> 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.</p> <p><input type="checkbox"/> 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.</p> <p>X _____ (Signature of Foreign Representative)</p> <p>_____ (Printed Name of Foreign Representative)</p> <p>_____ Date</p>
<p style="text-align: center;"><b>Signature of Attorney*</b></p> <p>X <u>/s/ Matthew S. Barr</u> Signature of Attorney for Debtor(s) <u>Matthew S. Barr</u> Printed Name of Attorney for Debtor(s) <u>Milbank, Tweed, Hadley &amp; McCloy LLP</u> Firm Name <u>1 Chase Manhattan Plaza</u> <u>New York, NY 10005</u> Address <u>212-530-5000</u> Telephone Number <u>05/14/2012</u> Date</p> <p><small>*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.</small></p>	<p style="text-align: center;"><b>Signature of Non-Attorney Bankruptcy Petition Preparer</b></p> <p>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.</p> <p>_____ Printed Name and title, if any, of Bankruptcy Petition Preparer</p> <p>_____ 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.)</p> <p>_____ Address</p> <p>X _____ Signature</p> <p>_____ Date</p> <p>Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.</p> <p>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.</p> <p>If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.</p> <p><small>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.</small></p>
<p style="text-align: center;"><b>Signature of Debtor (Corporation/Partnership)</b></p> <p>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.</p> <p>The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X <u>/s/ Marc R. Montagner</u> Signature of Authorized Individual <u>Marc R. Montagner</u> Printed Name of Authorized Individual <u>Chief Financial Officer</u> Title of Authorized Individual <u>05/14/2012</u> Date</p>	

Schedule 1

Pending Bankruptcy Cases Filed by  
Debtor and Affiliates of Debtor

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

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

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

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

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<sup>1</sup> 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 & McCloy LLP ("Milbank") as general bankruptcy counsel to represent and assist the Company and any and all of its subsidiaries in carrying out their duties under the Bankruptcy Code and to take any and all actions to advance the Company's and any and all of its subsidiaries' rights and obligations, including filing any pleadings; and, in connection therewith, the Authorized Persons are hereby authorized and directed to (i) execute appropriate retention agreements, (ii) pay appropriate retainers prior to and immediately upon filing of the chapter 11 case, and (iii) cause to be executed and filed an appropriate application for authority to retain the services of Milbank; and

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

**RESOLVED**, that the Authorized Persons be, and they hereby are, authorized and directed to employ the firm of Moelis & Company ("Moelis") as investment banker and financial advisor to represent and assist the Company and any and all of its subsidiaries in carrying out their duties under the Bankruptcy Code and to take any and all actions to advance the Company's and any and all of its

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

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

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

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

**RESOLVED**, that the Authorized Persons be, and they hereby are, authorized and directed to employ any other professionals as they deem necessary or appropriate in their sole discretion to assist the Company and any and all of its subsidiaries in carrying out their duties under the Bankruptcy Code and the CCAA, as applicable, including without limitation the execution of appropriate retention agreements, payment of appropriate retainers prior to or immediately

upon the filing of the chapter 11 case and/or the Recognition Proceeding, the filing of appropriate applications for authority to retain the services of any other professionals as they shall in their sole discretion deem necessary or desirable; and

**RESOLVED**, that each of the Authorized Persons, and such other officers of the 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

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

	)	
In re:	)	Chapter 11
	)	
LIGHTSQUARED INC., <i>et al.</i> ,	)	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 “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.

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

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

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

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

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

In re:

LIGHTSQUARED INC., *et al.*,

Debtors.<sup>2</sup>

)  
) Chapter 11  
)  
) Case No. 12-\_\_\_\_ (\_\_\_\_)  
)  
) Joint Administration Requested  
)

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

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

Dated: May 14, 2012

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

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

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

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

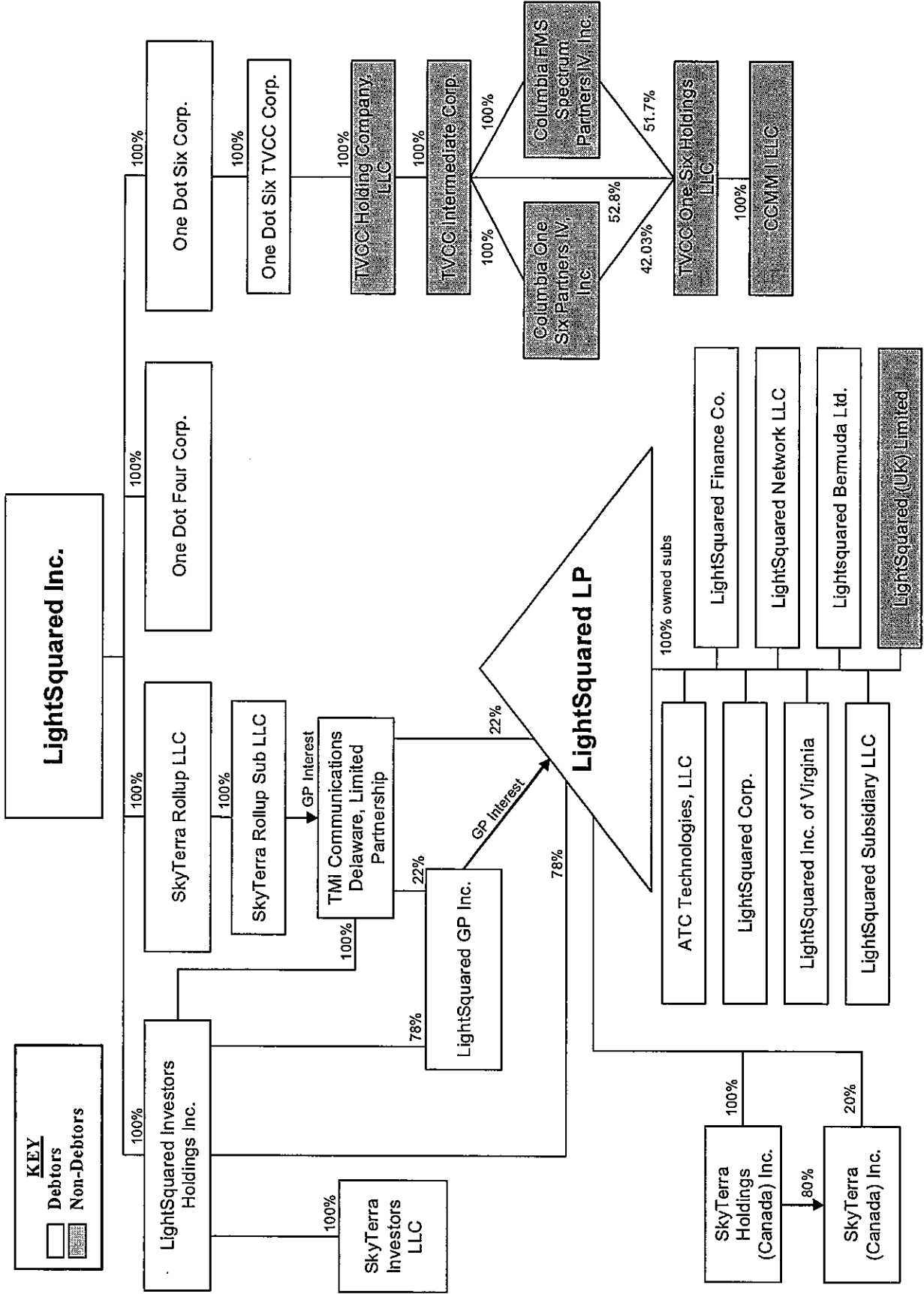
<sup>1</sup> The debtors in these chapter 11 cases, along with the last four digits of each debtor's federal or foreign tax or registration identification number, are: LightSquared Inc. (8845), LightSquared Investors Holdings Inc. (0984), One Dot Four Corp. (8806), One Dot Six Corp. (8763), SkyTerra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



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

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

LIGHTSQUARED  
ORGANIZATIONAL CHART



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

In re:

LIGHTSQUARED INC., *et al.*,

Debtors.<sup>1</sup>

)  
) Chapter 11  
)  
) Case No. 12-\_\_\_\_ (\_\_\_\_)  
)  
) Joint Administration Requested  
)

**DECLARATION CONCERNING CORPORATE OWNERSHIP STATEMENT**

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

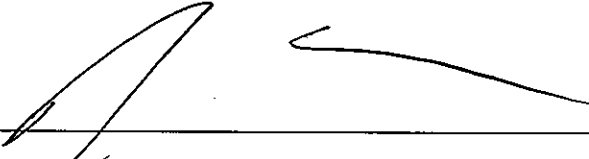
Dated: May 14, 2012

/s/ Marc R. Montagner

Marc R. Montagner  
Chief Financial Officer

<sup>1</sup> 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 "O" to the Affidavit of Kate H. Stigler,  
sworn before me this 14<sup>th</sup> day of May, 2012.



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Commissioner for Taking Affidavits

**Jane Olive Dietrich**

UNITED STATES BANKRUPTCY COURT Southern District of New York		1 of 22		VOLUNTARY PETITION	
Name of Debtor (if individual, enter Last, First, Middle): LightSquared Inc. of Virginia			Name of Joint Debtor (Spouse) (Last, First, Middle):		
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): See attached Schedule 1			All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):		
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all): 54-1939725			Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all):		
Street Address of Debtor (No. and Street, City, and State): 10802 Parkridge Blvd., Reston, VA <div style="text-align: right;">ZIP CODE 20191</div>			Street Address of Joint Debtor (No. and Street, City, and State): <div style="text-align: right;">ZIP CODE</div>		
County of Residence or of the Principal Place of Business: Fairfax			County of Residence or of the Principal Place of Business:		
Mailing Address of Debtor (if different from street address): <div style="text-align: right;">ZIP CODE</div>			Mailing Address of Joint Debtor (if different from street address): <div style="text-align: right;">ZIP CODE</div>		
Location of Principal Assets of Business Debtor (if different from street address above): <div style="text-align: right;">ZIP CODE</div>					
<b>Type of Debtor</b> (Form of Organization) (Check one box.)  <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)		<b>Nature of Business</b> (Check one box.)  <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other		<b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (Check one box.)  <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding <input type="checkbox"/> Chapter 13	
<b>Chapter 15 Debtors</b> Country of debtor's center of main interests:  Each country in which a foreign proceeding by, regarding, or against debtor is pending:		<b>Tax-Exempt Entity</b> (Check box, if applicable.)  <input type="checkbox"/> Debtor is a tax-exempt organization under title 26 of the United States Code (the Internal Revenue Code).		<b>Nature of Debts</b> (Check one box.)  <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.	
<b>Filing Fee</b> (Check one box.)  <input checked="" type="checkbox"/> Full Filing Fee attached.  <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A.  <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.			<b>Chapter 11 Debtors</b>  <b>Check one box:</b> <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).  <b>Check if:</b> <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 (amount subject to adjustment on 4/01/13 and every three years thereafter). <hr/> <b>Check all applicable boxes:</b> <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).		
<b>Statistical/Administrative Information</b>  <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.					THIS SPACE IS FOR COURT USE ONLY
<b>Estimated Number of Creditors</b> <input checked="" type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> Over 100,000					
<b>Estimated Assets</b> <input checked="" type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion					
<b>Estimated Liabilities</b> <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input checked="" type="checkbox"/> More than \$1 billion					

<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case.)</i>		2 of 20		Name of Debtor(s): <b>LightSquared Inc. of Virginia</b>	
<b>All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)</b>					
Location Where Filed:		Case Number:		Date Filed:	
Location Where Filed:		Case Number:		Date Filed:	
<b>Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet.)</b>					
Name of Debtor: <b>See attached Schedule 2</b>		Case Number:		Date Filed:	
District: <b>Southern District of New York</b>		Relationship:		Judge:	
<p style="text-align: center;"><b>Exhibit A</b></p> <p>(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)</p> <p><input type="checkbox"/> Exhibit A is attached and made a part of this petition.</p>			<p style="text-align: center;"><b>Exhibit B</b></p> <p>(To be completed if debtor is an individual whose debts are primarily consumer debts.)</p> <p>I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b).</p> <p>X _____                  Signature of Attorney for Debtor(s) (Date)</p>		
<p style="text-align: center;"><b>Exhibit C</b></p> <p>Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?</p> <p><input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition.</p> <p><input checked="" type="checkbox"/> No.</p>					
<p style="text-align: center;"><b>Exhibit D</b></p> <p>(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)</p> <p><input type="checkbox"/> Exhibit D, completed and signed by the debtor, is attached and made a part of this petition.</p> <p>If this is a joint petition:</p> <p><input type="checkbox"/> Exhibit D, also completed and signed by the joint debtor, is attached and made a part of this petition.</p>					
<p style="text-align: center;"><b>Information Regarding the Debtor - Venue</b>                  (Check any applicable box.)</p> <p><input type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.</p> <p><input checked="" type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.</p> <p><input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.</p>					
<p style="text-align: center;"><b>Certification by a Debtor Who Resides as a Tenant of Residential Property</b>                  (Check all applicable boxes.)</p> <p><input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)</p> <p style="text-align: right;">_____                  (Name of landlord that obtained judgment)</p> <p style="text-align: right;">_____                  (Address of landlord)</p> <p><input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and</p> <p><input type="checkbox"/> Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.</p> <p><input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(f)).</p>					

**Voluntary Petition**

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

3 of 22

Name of Debtor(s):

LightSquared Inc. of Virginia

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

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

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

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

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

X \_\_\_\_\_  
Signature of Debtor

X \_\_\_\_\_  
Signature of Joint Debtor

\_\_\_\_\_  
Telephone Number (if not represented by attorney)

\_\_\_\_\_  
Date

**Signature of Attorney\***

X /s/ Matthew S. Barr

\_\_\_\_\_  
Signature of Attorney for Debtor(s)

Matthew S. Barr

\_\_\_\_\_  
Printed Name of Attorney for Debtor(s)

Milbank, Tweed, Hadley & McCloy LLP

\_\_\_\_\_  
Firm Name

1 Chase Manhattan Plaza

New York, NY 10005

\_\_\_\_\_  
Address

212-530-5000

\_\_\_\_\_  
Telephone Number

05/14/2012

\_\_\_\_\_  
Date

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

**Signature of Debtor (Corporation/Partnership)**

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

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

X /s/ Marc R. Montagner

\_\_\_\_\_  
Signature of Authorized Individual

Marc R. Montagner

\_\_\_\_\_  
Printed Name of Authorized Individual

Chief Financial Officer

\_\_\_\_\_  
Title of Authorized Individual

05/14/2012

\_\_\_\_\_  
Date

**Signature of a Foreign Representative**

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

(Check only one box.)

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

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

X \_\_\_\_\_  
(Signature of Foreign Representative)

\_\_\_\_\_  
(Printed Name of Foreign Representative)

\_\_\_\_\_  
Date

**Signature of Non-Attorney Bankruptcy Petition Preparer**

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

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

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

\_\_\_\_\_  
Address

X \_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

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

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

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

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



Schedule 1

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:

<b>DEBTOR ENTITY</b>	<b>ALL OTHER NAMES</b>
LightSquared Inc. of Virginia	SkyTerra Inc. of Virginia Mobile Satellite Ventures Inc. of Virginia 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 "Debtors") has filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532, in the United States Bankruptcy Court for the Southern District of New York. Contemporaneously therewith, the Debtors filed a motion requesting that their chapter 11 cases be consolidated for procedural purposes only and jointly administered.

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

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

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

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<sup>1</sup> 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 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 "Authorized Persons"), and such other officers of the Company as the Authorized Persons shall from time to time designate, acting alone or with one or more other Authorized Persons, be, and hereby are, authorized, empowered, and directed, in the name and on behalf of the Company, to execute and verify a

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

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

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

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

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

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

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

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

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

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

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

## **II. Further Actions and Prior Actions**

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

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

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

*[Remainder of Page Intentionally Left Blank]*



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

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

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

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

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

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

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

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

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

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

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

In re:

LIGHTSQUARED INC., *et al.*,

Debtors.<sup>2</sup>

)  
) Chapter 11  
)  
) Case No. 12-\_\_\_\_\_ (\_\_\_\_)  
)  
) Joint Administration Requested  
)

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

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

Dated: May 14, 2012

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

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

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

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

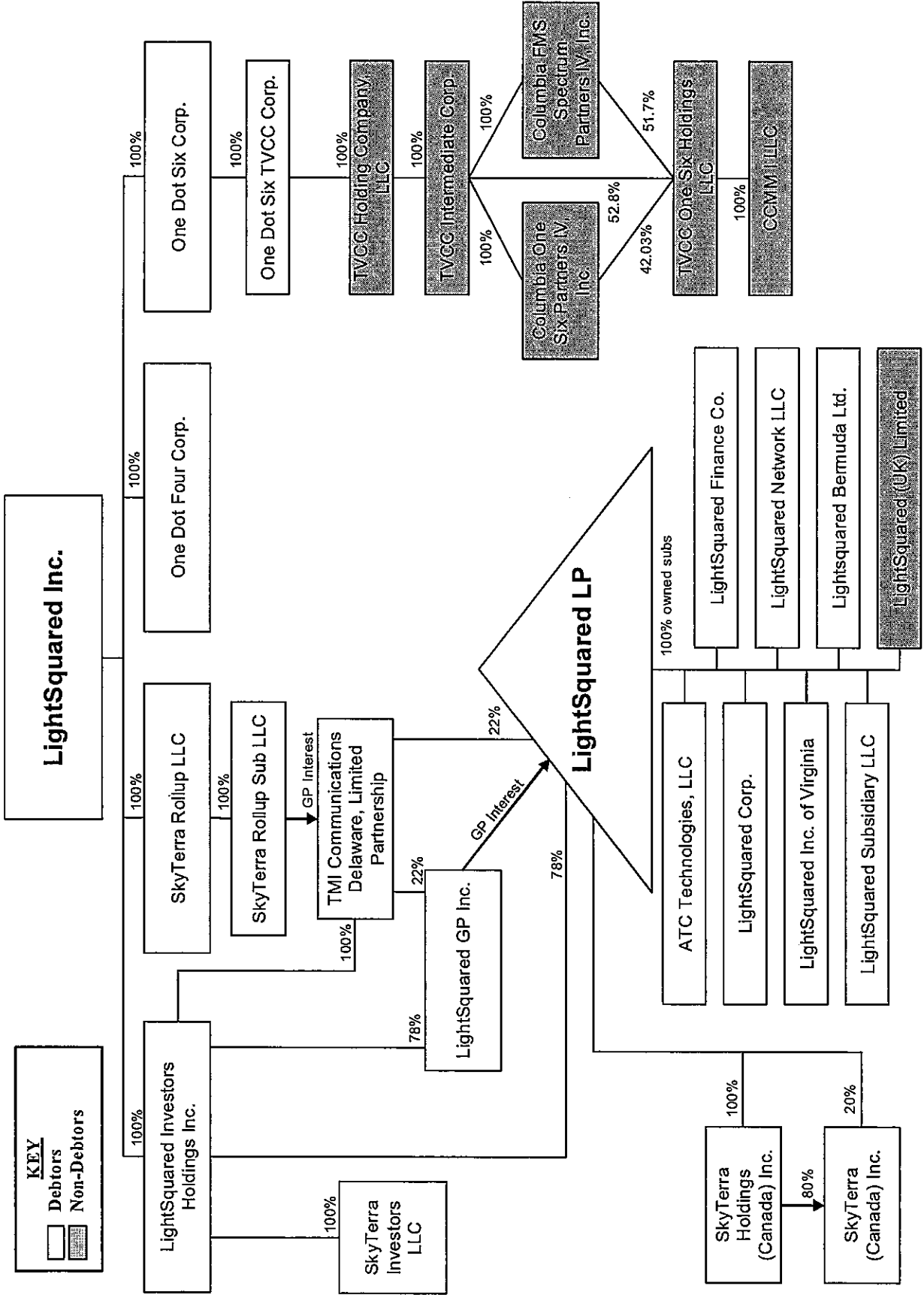
<sup>1</sup> The debtors in these chapter 11 cases, along with the last four digits of each debtor's federal or foreign tax or registration identification number, are: LightSquared Inc. (8845), LightSquared Investors Holdings Inc. (0984), One Dot Four Corp. (8806), One Dot Six Corp. (8763), SkyTerra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

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



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

LIGHTSQUARED ORGANIZATIONAL CHART



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

In re:

LIGHTSQUARED INC., *et al.*,

Debtors.<sup>1</sup>

)  
) Chapter 11  
)  
) Case No. 12-\_\_\_\_\_ (\_\_\_\_)  
)  
) Joint Administration Requested  
)

**DECLARATION CONCERNING CORPORATE OWNERSHIP STATEMENT**

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

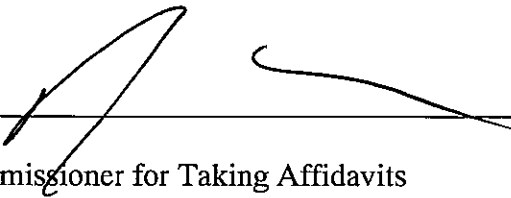
Dated: May 14, 2012

/s/ Marc R. Montagner

Marc R. Montagner  
Chief Financial Officer

<sup>1</sup> 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.



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Commissioner for Taking Affidavits

**Jane Olive Dietrich**

UNITED STATES BANKRUPTCY COURT Southern District of New York		1 of 21		VOLUNTARY PETITION	
Name of Debtor (if individual, enter Last, First, Middle): <b>LightSquared Subsidiary LLC</b>			Name of Joint Debtor (Spouse) (Last, First, Middle):		
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): <b>SkyTerra Subsidiary LLC; Mobile Satellite Ventures Subsidiary LLC</b>			All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):		
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all): <b>54-2059821</b>			Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all):		
Street Address of Debtor (No. and Street, City, and State): <b>10802 Parkridge Blvd., Reston, VA</b> <div style="text-align: right;">ZIP CODE <b>20191</b></div>			Street Address of Joint Debtor (No. and Street, City, and State): <div style="text-align: right;">ZIP CODE</div>		
County of Residence or of the Principal Place of Business: <b>Fairfax</b>			County of Residence or of the Principal Place of Business:		
Mailing Address of Debtor (if different from street address): <div style="text-align: right;">ZIP CODE</div>			Mailing Address of Joint Debtor (if different from street address): <div style="text-align: right;">ZIP CODE</div>		
Location of Principal Assets of Business Debtor (if different from street address above): <div style="text-align: right;">ZIP CODE</div>					
<b>Type of Debtor</b> (Form of Organization) (Check one box.)  <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)		<b>Nature of Business</b> (Check one box.)  <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other		<b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (Check one box.)  <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding	
<b>Chapter 15 Debtors</b> Country of debtor's center of main interests:  Each country in which a foreign proceeding by, regarding, or against debtor is pending:		<b>Tax-Exempt Entity</b> (Check box, if applicable.)  <input type="checkbox"/> Debtor is a tax-exempt organization under title 26 of the United States Code (the Internal Revenue Code).		<b>Nature of Debts</b> (Check one box.)  <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.	
<b>Filing Fee</b> (Check one box.)  <input checked="" type="checkbox"/> Full Filing Fee attached.  <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A.  <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.			<b>Chapter 11 Debtors</b>  <b>Check one box:</b> <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).  <b>Check if:</b> <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 (amount subject to adjustment on 4/01/13 and every three years thereafter).  <b>Check all applicable boxes:</b> <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).		
<b>Statistical/Administrative Information</b>  <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.					THIS SPACE IS FOR COURT USE ONLY
<b>Estimated Number of Creditors</b> <input checked="" type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> Over 100,000					
<b>Estimated Assets</b> <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input checked="" type="checkbox"/> More than \$1 billion					
<b>Estimated Liabilities</b> <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input checked="" type="checkbox"/> More than \$1 billion					

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

<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case.)</i>		3 of 21 Name of Debtor(s): <b>LightSquared Subsidiary LLC</b>
<b>Signatures</b>		
<p style="text-align: center;"><b>Signature(s) of Debtor(s) (Individual/Joint)</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct.</p> <p>[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.</p> <p>[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).</p> <p>I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____ Signature of Debtor</p> <p>X _____ Signature of Joint Debtor</p> <p>_____ Telephone Number (if not represented by attorney)</p> <p>_____ Date</p>	<p style="text-align: center;"><b>Signature of a Foreign Representative</b></p> <p>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.</p> <p>(Check only one box.)</p> <p><input type="checkbox"/> 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.</p> <p><input type="checkbox"/> 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.</p> <p>X _____ (Signature of Foreign Representative)</p> <p>_____ (Printed Name of Foreign Representative)</p> <p>_____ Date</p>	
<p style="text-align: center;"><b>Signature of Attorney*</b></p> <p>X <u>/s/ Matthew S. Barr</u> Signature of Attorney for Debtor(s) <b>Matthew S. Barr</b> Printed Name of Attorney for Debtor(s) <b>Milbank, Tweed, Hadley &amp; McCloy LLP</b> Firm Name  <b>1 Chase Manhattan Plaza</b> <b>New York, NY 10005</b> Address <b>212-530-5000</b> Telephone Number <b>05/14/2012</b> Date</p> <p><small>*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.</small></p>	<p style="text-align: center;"><b>Signature of Non-Attorney Bankruptcy Petition Preparer</b></p> <p>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.</p> <p>_____ Printed Name and title, if any, of Bankruptcy Petition Preparer</p> <p>_____ 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.)</p> <p>_____ Address</p> <p>X _____ Signature</p> <p>_____ Date</p> <p>Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.</p> <p>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.</p> <p>If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.</p> <p><small>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.</small></p>	
<p style="text-align: center;"><b>Signature of Debtor (Corporation/Partnership)</b></p> <p>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.</p> <p>The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X <u>/s/ Marc R. Montagner</u> Signature of Authorized Individual <b>Marc R. Montagner</b> Printed Name of Authorized Individual <b>Chief Financial Officer</b> Title of Authorized Individual <b>05/14/2012</b> Date</p>		

Schedule 1

Pending Bankruptcy Cases Filed by  
Debtor and Affiliates of Debtor

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

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



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

In re:

LIGHTSQUARED INC., *et al.*,

Debtors.<sup>1</sup>

)  
) Chapter 11  
)  
) Case No. 12-\_\_\_\_\_ (\_\_\_\_)  
)  
) Joint Administration Requested  
)

**EXHIBIT C TO VOLUNTARY PETITION**

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

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

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

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

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<sup>1</sup> 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  
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 & McCloy LLP ("Milbank") as general bankruptcy counsel to represent and assist the Company and any and all of its subsidiaries in carrying out their duties under the Bankruptcy Code and to take any and all actions to advance the Company's and any and all of its subsidiaries' rights and obligations, including filing any pleadings; and, in connection therewith, the Authorized Persons are hereby authorized and directed to (i) execute appropriate retention agreements, (ii) pay appropriate retainers prior to and immediately upon filing of the chapter 11 case, and (iii) cause to be executed and filed an appropriate application for authority to retain the services of Milbank; and

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

**RESOLVED**, that the Authorized Persons be, and they hereby are, authorized and directed to employ the firm of Moelis & Company ("Moelis") as investment banker and financial advisor to represent and assist the Company and any and all of its subsidiaries in carrying out their duties under the Bankruptcy Code and to take any and all actions to advance the Company's and any and all of its

subsidiaries' rights and obligations; and, in connection therewith, the Authorized Persons are hereby authorized and directed to (i) execute appropriate retention agreements, (ii) pay appropriate retainers prior to and immediately upon filing of the chapter 11 case, and (iii) cause to be 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

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

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

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



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

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

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

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

In re:

LIGHTSQUARED INC., *et al.*,

Debtors.<sup>2</sup>

)  
) Chapter 11  
)  
) Case No. 12-\_\_\_\_ (\_\_\_\_)  
)  
) Joint Administration Requested  
)

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

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

Dated: May 14, 2012

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

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

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

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

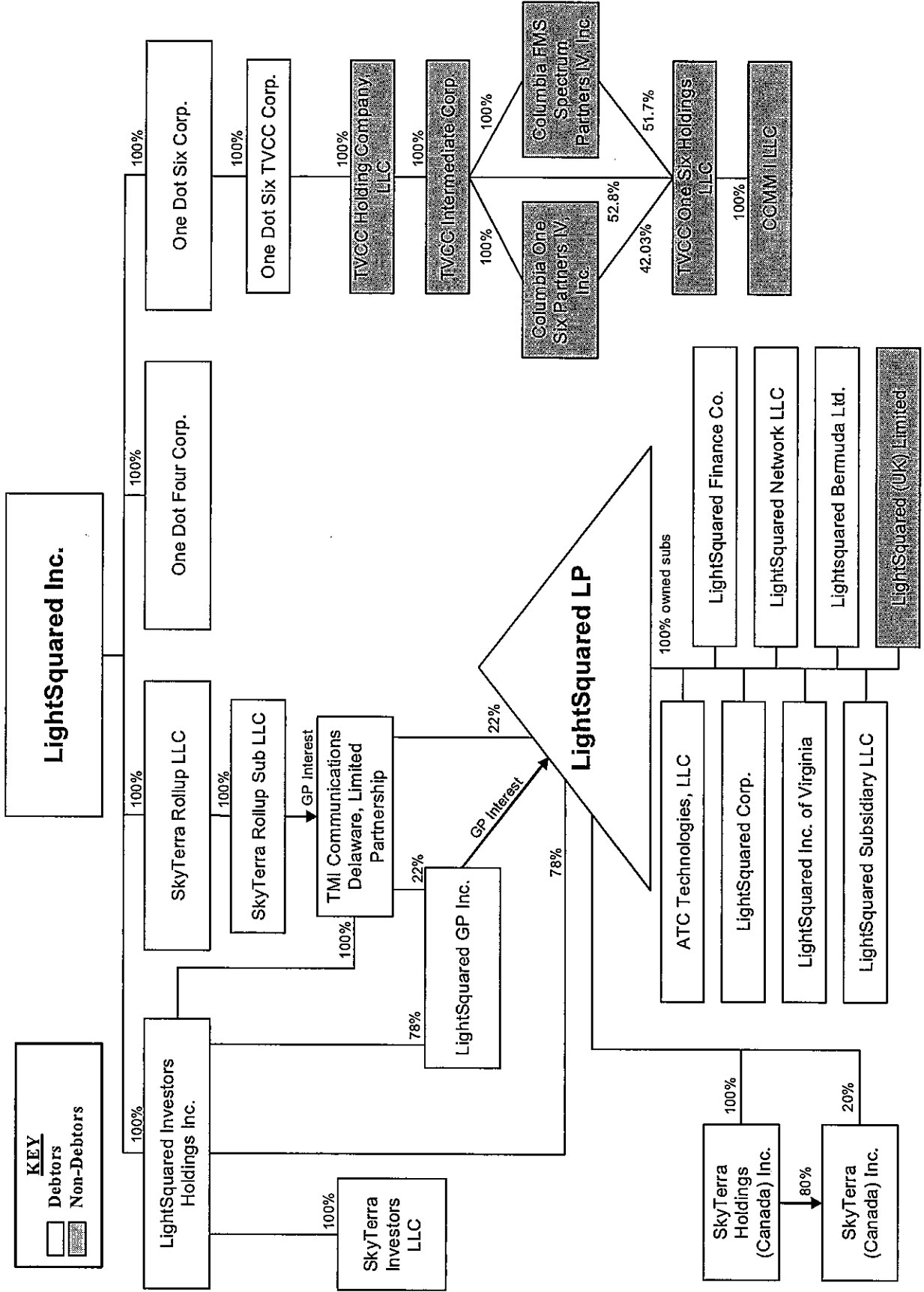
<b>Name of Debtor</b>	<b>Direct Owner(s)</b>	<b>Indirect Owner(s)</b>
LightSquared Inc.	HGW US Holding Company, L.P.	
One Dot Four Corp.	LightSquared Inc.	HGW US Holding Company, L.P.
SkyTerra Rollup LLC	LightSquared Inc.	HGW US Holding Company, L.P.
SkyTerra Rollup Sub LLC	SkyTerra Rollup LLC	HGW US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

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

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

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

# LIGHTSQUARED ORGANIZATIONAL CHART





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

In re:

LIGHTSQUARED INC., *et al.*,

Debtors.<sup>1</sup>

)  
) Chapter 11  
)  
) Case No. 12-\_\_\_\_ (\_\_\_\_)  
)  
) Joint Administration Requested  
)

**DECLARATION CONCERNING CORPORATE OWNERSHIP STATEMENT**

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

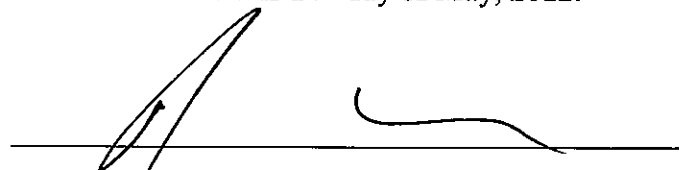
Dated: May 14, 2012

/s/ Marc R. Montagner

Marc R. Montagner  
Chief Financial Officer

<sup>1</sup> 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.

A handwritten signature in black ink, consisting of a large, stylized 'J' followed by a horizontal line and a small flourish.

Commissioner for Taking Affidavits

**Jane Olive Dietrich**

UNITED STATES BANKRUPTCY COURT Southern District of New York					1 of 21					VOLUNTARY PETITION				
Name of Debtor (if individual, enter Last, First, Middle): <b>Lightsquared Bermuda Ltd.</b>					Name of Joint Debtor (Spouse) (Last, First, Middle):									
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): <b>SkyTerra Bermuda Ltd.; Mobile Satellite Ventures Bermuda Ltd.</b>					All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):									
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all): <b>37247 (Registration No.)</b>					Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all):									
Street Address of Debtor (No. and Street, City, and State): <b>Clarendon House, 2 Church Street, Hamilton, HM11, Bermuda</b>					Street Address of Joint Debtor (No. and Street, City, and State):									
ZIP CODE					ZIP CODE									
County of Residence or of the Principal Place of Business: <b>Bermuda</b>					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				
<b>Type of Debtor</b> (Form of Organization) (Check one box.)  <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)			<b>Nature of Business</b> (Check one box.)  <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other			<b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (Check one box.)  <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding								
<b>Chapter 15 Debtors</b> Country of debtor's center of main interests:  Each country in which a foreign proceeding by, regarding, or against debtor is pending:			<b>Tax-Exempt Entity</b> (Check box, if applicable.)  <input type="checkbox"/> Debtor is a tax-exempt organization under title 26 of the United States Code (the Internal Revenue Code).			<b>Nature of Debts</b> (Check one box.)  <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.								
<b>Filing Fee</b> (Check one box.)  <input checked="" type="checkbox"/> Full Filing Fee attached.  <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A.  <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.					<b>Chapter 11 Debtors</b>  <b>Check one box:</b> <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).  <b>Check if:</b> <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 (amount subject to adjustment on 4/01/13 and every three years thereafter). ----- <b>Check all applicable boxes:</b> <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).									
<b>Statistical/Administrative Information</b>  <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.										THIS SPACE IS FOR COURT USE ONLY				
<b>Estimated Number of Creditors</b> <input checked="" type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> Over 100,000														
<b>Estimated Assets</b> <input checked="" type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion														
<b>Estimated Liabilities</b> <input checked="" type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion														

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

## Voluntary Petition

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

3 of 21

Name of Debtor(s):

Lightsquared Bermuda Ltd.

## Signatures

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

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

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

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

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

X \_\_\_\_\_  
Signature of Debtor

X \_\_\_\_\_  
Signature of Joint Debtor

\_\_\_\_\_  
Telephone Number (if not represented by attorney)

\_\_\_\_\_  
Date

## Signature of a Foreign Representative

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

(Check only one box.)

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

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

X \_\_\_\_\_  
(Signature of Foreign Representative)

\_\_\_\_\_  
(Printed Name of Foreign Representative)

\_\_\_\_\_  
Date

## Signature of Attorney\*

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

1 Chase Manhattan Plaza  
New York, NY 10005

Address  
212-530-5000

Telephone Number  
05/14/2012

Date

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

## Signature of Debtor (Corporation/Partnership)

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

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

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

## Signature of Non-Attorney Bankruptcy Petition Preparer

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

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

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

\_\_\_\_\_  
Address

X \_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

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

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

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

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

Schedule 1

Pending Bankruptcy Cases Filed by  
Debtor and Affiliates of Debtor

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

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

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

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

<sup>1</sup> 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 "Authorized Persons"), and such other officers of the Company as the Authorized Persons shall from time to time designate, acting alone or with one or more other Authorized Persons, be, and hereby are, authorized, empowered, and directed, in the name and on behalf



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

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

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

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

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

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

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

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

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

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

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

## **II. Further Actions and Prior Actions**

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

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

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

*[Remainder of Page Intentionally Left Blank]*

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

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

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

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

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

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

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

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



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

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

In re:

LIGHTSQUARED INC., *et al.*,

Debtors.<sup>2</sup>

)  
) Chapter 11  
)  
) Case No. 12-\_\_\_\_ ( )  
)  
) Joint Administration Requested  
)

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

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

Dated: May 14, 2012

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

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

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

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

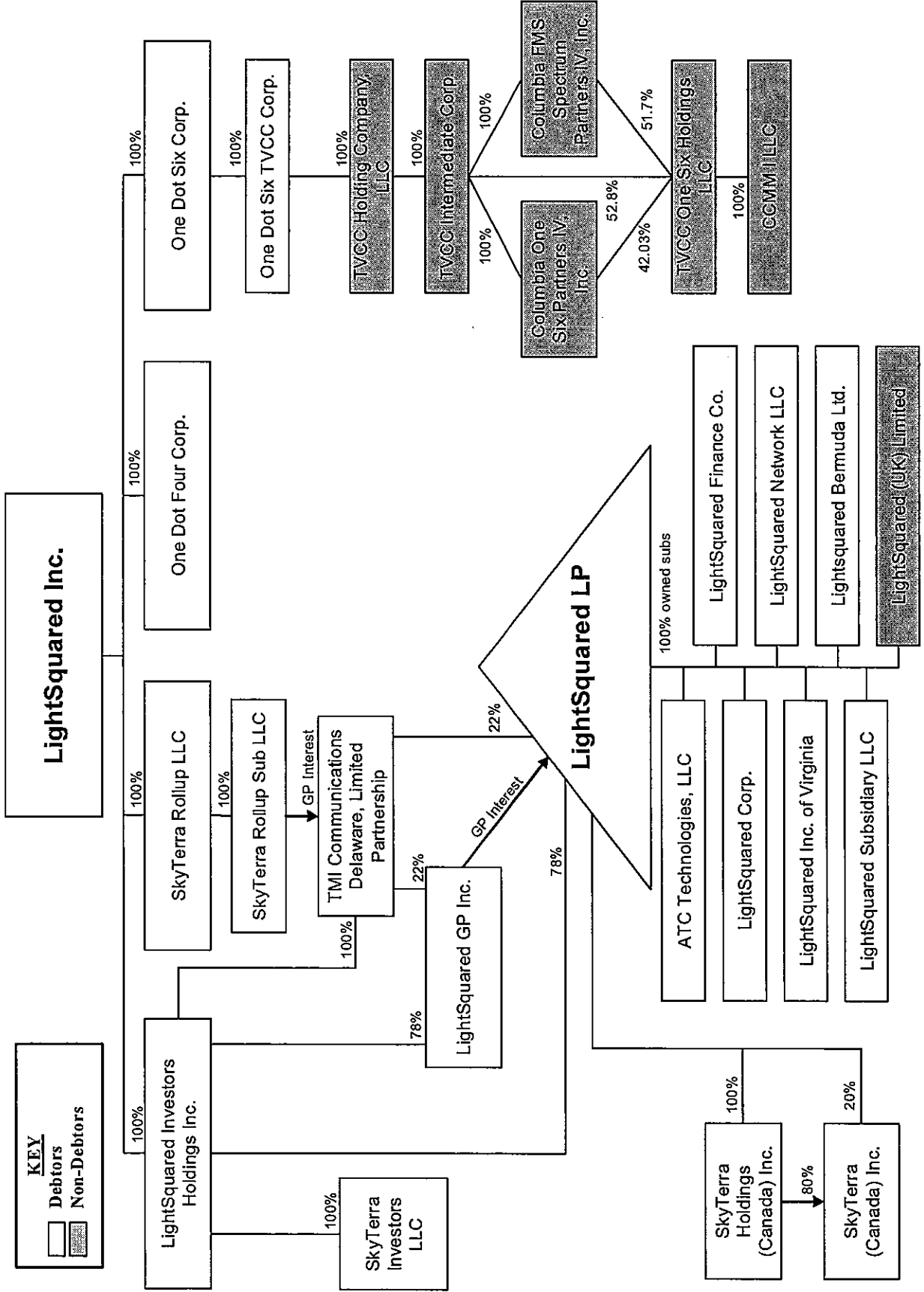
Name of Debtor	Direct Owner(s)	Indirect Owner(s)
LightSquared Inc.	HGW US Holding Company, L.P.	
One Dot Four Corp.	LightSquared Inc.	HGW US Holding Company, L.P.
SkyTerra Rollup LLC	LightSquared Inc.	HGW US Holding Company, L.P.
SkyTerra Rollup Sub LLC	SkyTerra Rollup LLC	HGW US Holding Company, L.P.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

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

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

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

# LIGHTSQUARED ORGANIZATIONAL CHART



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

---

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

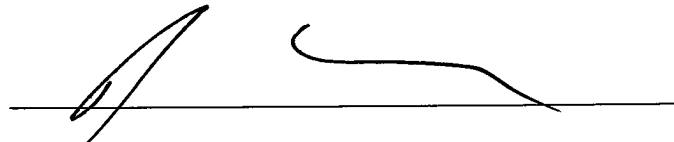
/s/ Marc R. Montagner

Marc R. Montagner  
Chief Financial Officer

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<sup>1</sup> 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**



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

<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case.)</i>		2 of 26		Name of Debtor(s): <b>SkyTerra Holdings (Canada) Inc.</b>	
<b>All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)</b>					
Location Where Filed:		Case Number:		Date Filed:	
Location Where Filed:		Case Number:		Date Filed:	
<b>Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet.)</b>					
Name of Debtor: <b>See attached Schedule 1</b>		Case Number:		Date Filed:	
District: <b>Southern District of New York</b>		Relationship:		Judge:	
<p style="text-align: center;"><b>Exhibit A</b></p> <p>(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)</p> <p><input type="checkbox"/> Exhibit A is attached and made a part of this petition.</p>			<p style="text-align: center;"><b>Exhibit B</b></p> <p>(To be completed if debtor is an individual whose debts are primarily consumer debts.)</p> <p>I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b).</p> <p>X _____          Signature of Attorney for Debtor(s) (Date)</p>		
<p style="text-align: center;"><b>Exhibit C</b></p> <p>Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?</p> <p><input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition.</p> <p><input checked="" type="checkbox"/> No.</p>					
<p style="text-align: center;"><b>Exhibit D</b></p> <p>(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)</p> <p><input type="checkbox"/> Exhibit D, completed and signed by the debtor, is attached and made a part of this petition.</p> <p>If this is a joint petition:</p> <p><input type="checkbox"/> Exhibit D, also completed and signed by the joint debtor, is attached and made a part of this petition.</p>					
<p style="text-align: center;"><b>Information Regarding the Debtor - Venue</b>          (Check any applicable box.)</p> <p><input type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.</p> <p><input checked="" type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.</p> <p><input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.</p>					
<p style="text-align: center;"><b>Certification by a Debtor Who Resides as a Tenant of Residential Property</b>          (Check all applicable boxes.)</p> <p><input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)</p> <p style="text-align: right;">_____          (Name of landlord that obtained judgment)</p> <p style="text-align: right;">_____          (Address of landlord)</p> <p><input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and</p> <p><input type="checkbox"/> Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.</p> <p><input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).</p>					

**Voluntary Petition**

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

3 of 20

Name of Debtor(s):

SkyTerra Holdings (Canada) Inc.

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

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

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

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

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

X \_\_\_\_\_  
Signature of Debtor

X \_\_\_\_\_  
Signature of Joint Debtor

\_\_\_\_\_  
Telephone Number (if not represented by attorney)

\_\_\_\_\_  
Date

**Signature of a Foreign Representative**

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

(Check only one box.)

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

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

X \_\_\_\_\_  
(Signature of Foreign Representative)

\_\_\_\_\_  
(Printed Name of Foreign Representative)

\_\_\_\_\_  
Date

**Signature of Attorney\***

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

1 Chase Manhattan Plaza  
New York, NY 10005

Address  
212-530-5000

Telephone Number  
05/14/2012

Date

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

**Signature of Debtor (Corporation/Partnership)**

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

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

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

**Signature of Non-Attorney Bankruptcy Petition Preparer**

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

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

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

\_\_\_\_\_  
Address

X \_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

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

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

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

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

Schedule 1

Pending Bankruptcy Cases Filed by  
Debtor and Affiliates of Debtor

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

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

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

In re:

LIGHTSQUARED INC., *et al.*,

Debtors.<sup>1</sup>

)  
) Chapter 11  
)  
) Case No. 12-\_\_\_\_\_ (\_\_\_\_)  
)  
) Joint Administration Requested  
)

**EXHIBIT C TO VOLUNTARY PETITION**

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

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

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

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

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<sup>1</sup> 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  
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 "Authorized Persons"), and such other officers of the Company as the Authorized Persons shall from time to time designate, acting alone or with one or more other Authorized Persons, be, and hereby are, authorized, empowered, and

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

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

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

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

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

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

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

**RESOLVED**, that 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

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

	)	
In re:	)	Chapter 11
	)	
LIGHTSQUARED INC., <i>et al.</i> ,	)	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 “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.

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

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

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

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

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

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

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

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

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

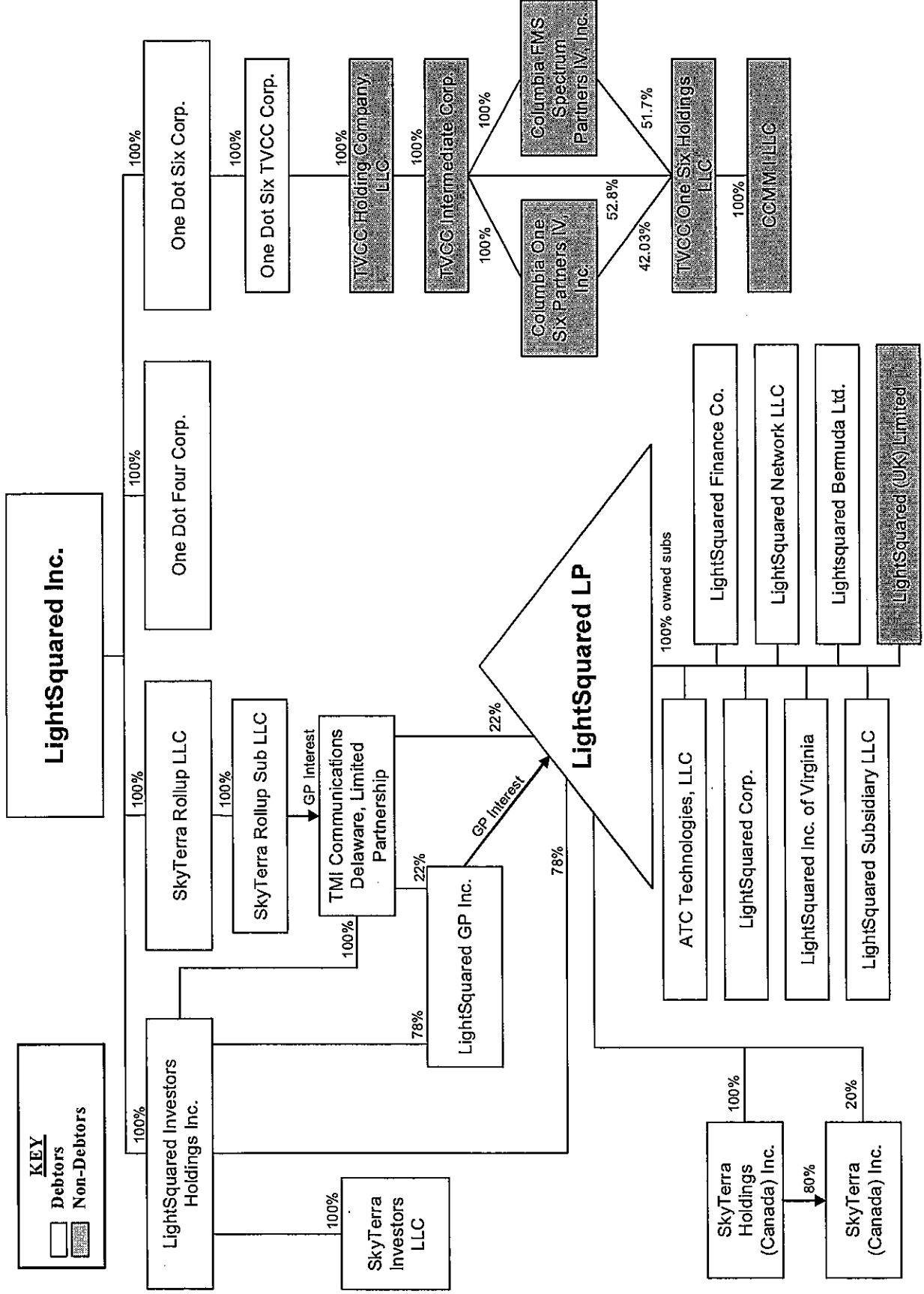
<sup>1</sup> The debtors in these chapter 11 cases, along with the last four digits of each debtor's federal or foreign tax or registration identification number, are: LightSquared Inc. (8845), LightSquared Investors Holdings Inc. (0984), One Dot Four Corp. (8806), One Dot Six Corp. (8763), SkyTerra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



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

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

# LIGHTSQUARED ORGANIZATIONAL CHART



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

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

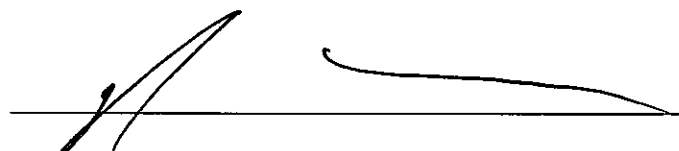
Dated: May 14, 2012

/s/ Marc R. Montagner

Marc R. Montagner  
Chief Financial Officer

<sup>1</sup> 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 "S" to the Affidavit of Kate H. Stigler,  
sworn before me this 14<sup>th</sup> day of May, 2012.



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Commissioner for Taking Affidavits

**Jane Olive Dietrich**

UNITED STATES BANKRUPTCY COURT Southern District of New York		Pa 1 of 20	VOLUNTARY PETITION																														
Name of Debtor (if individual, enter Last, First, Middle): <b>SkyTerra (Canada) Inc.</b>		Name of Joint Debtor (Spouse) (Last, First, Middle):																															
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): <b>Mobile Satellite Ventures (Canada) Inc.</b>		All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):																															
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all): <b>002000629 (Ontario Corporation No.)</b>		Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all):																															
Street Address of Debtor (No. and Street, City, and State): <b>1601 Telesat Court, Ottawa, ON K1B 1B9</b> <div style="text-align: right;">ZIP CODE</div>		Street Address of Joint Debtor (No. and Street, City, and State): <div style="text-align: right;">ZIP CODE</div>																															
County of Residence or of the Principal Place of Business: <b>Ontario, Canada</b>		County of Residence or of the Principal Place of Business:																															
Mailing Address of Debtor (if different from street address): <div style="text-align: right;">ZIP CODE</div>		Mailing Address of Joint Debtor (if different from street address): <div style="text-align: right;">ZIP CODE</div>																															
Location of Principal Assets of Business Debtor (if different from street address above): <div style="text-align: right;">ZIP CODE</div>																																	
<b>Type of Debtor</b> (Form of Organization) (Check one box.) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)		<b>Nature of Business</b> (Check one box.) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other																															
<b>Chapter 15 Debtors</b> Country of debtor's center of main interests:  Each country in which a foreign proceeding by, regarding, or against debtor is pending:		<b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (Check one box.) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding																															
<b>Tax-Exempt Entity</b> (Check box, if applicable.) <input type="checkbox"/> Debtor is a tax-exempt organization under title 26 of the United States Code (the Internal Revenue Code).		<b>Nature of Debts</b> (Check one box.) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.																															
<b>Filing Fee</b> (Check one box.) <input checked="" type="checkbox"/> Full Filing Fee attached. <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.		<b>Chapter 11 Debtors</b> Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 (amount subject to adjustment on 4/01/13 and every three years thereafter). Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).																															
<b>Statistical/Administrative Information</b> <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors. Estimated Number of Creditors <table style="width: 100%; text-align: center;"> <tr> <td><input checked="" type="checkbox"/> 1-49</td> <td><input type="checkbox"/> 50-99</td> <td><input type="checkbox"/> 100-199</td> <td><input type="checkbox"/> 200-999</td> <td><input type="checkbox"/> 1,000-5,000</td> <td><input type="checkbox"/> 5,001-10,000</td> <td><input type="checkbox"/> 10,001-25,000</td> <td><input type="checkbox"/> 25,001-50,000</td> <td><input type="checkbox"/> 50,001-100,000</td> <td><input type="checkbox"/> Over 100,000</td> </tr> </table> Estimated Assets <table style="width: 100%; text-align: center;"> <tr> <td><input type="checkbox"/> \$0 to \$50,000</td> <td><input type="checkbox"/> \$50,001 to \$100,000</td> <td><input type="checkbox"/> \$100,001 to \$500,000</td> <td><input type="checkbox"/> \$500,001 to \$1 million</td> <td><input type="checkbox"/> \$1,000,001 to \$10 million</td> <td><input type="checkbox"/> \$10,000,001 to \$50 million</td> <td><input type="checkbox"/> \$50,000,001 to \$100 million</td> <td><input checked="" type="checkbox"/> \$100,000,001 to \$500 million</td> <td><input type="checkbox"/> \$500,000,001 to \$1 billion</td> <td><input type="checkbox"/> More than \$1 billion</td> </tr> </table> Estimated Liabilities <table style="width: 100%; text-align: center;"> <tr> <td><input type="checkbox"/> \$0 to \$50,000</td> <td><input type="checkbox"/> \$50,001 to \$100,000</td> <td><input type="checkbox"/> \$100,001 to \$500,000</td> <td><input type="checkbox"/> \$500,001 to \$1 million</td> <td><input type="checkbox"/> \$1,000,001 to \$10 million</td> <td><input type="checkbox"/> \$10,000,001 to \$50 million</td> <td><input type="checkbox"/> \$50,000,001 to \$100 million</td> <td><input type="checkbox"/> \$100,000,001 to \$500 million</td> <td><input type="checkbox"/> \$500,000,001 to \$1 billion</td> <td><input checked="" type="checkbox"/> More than \$1 billion</td> </tr> </table>			<input checked="" type="checkbox"/> 1-49	<input type="checkbox"/> 50-99	<input type="checkbox"/> 100-199	<input type="checkbox"/> 200-999	<input type="checkbox"/> 1,000-5,000	<input type="checkbox"/> 5,001-10,000	<input type="checkbox"/> 10,001-25,000	<input type="checkbox"/> 25,001-50,000	<input type="checkbox"/> 50,001-100,000	<input type="checkbox"/> Over 100,000	<input type="checkbox"/> \$0 to \$50,000	<input type="checkbox"/> \$50,001 to \$100,000	<input type="checkbox"/> \$100,001 to \$500,000	<input type="checkbox"/> \$500,001 to \$1 million	<input type="checkbox"/> \$1,000,001 to \$10 million	<input type="checkbox"/> \$10,000,001 to \$50 million	<input type="checkbox"/> \$50,000,001 to \$100 million	<input checked="" type="checkbox"/> \$100,000,001 to \$500 million	<input type="checkbox"/> \$500,000,001 to \$1 billion	<input type="checkbox"/> More than \$1 billion	<input type="checkbox"/> \$0 to \$50,000	<input type="checkbox"/> \$50,001 to \$100,000	<input type="checkbox"/> \$100,001 to \$500,000	<input type="checkbox"/> \$500,001 to \$1 million	<input type="checkbox"/> \$1,000,001 to \$10 million	<input type="checkbox"/> \$10,000,001 to \$50 million	<input type="checkbox"/> \$50,000,001 to \$100 million	<input type="checkbox"/> \$100,000,001 to \$500 million	<input type="checkbox"/> \$500,000,001 to \$1 billion	<input checked="" type="checkbox"/> More than \$1 billion	<b>THIS SPACE IS FOR COURT USE ONLY</b>
<input checked="" type="checkbox"/> 1-49	<input type="checkbox"/> 50-99	<input type="checkbox"/> 100-199	<input type="checkbox"/> 200-999	<input type="checkbox"/> 1,000-5,000	<input type="checkbox"/> 5,001-10,000	<input type="checkbox"/> 10,001-25,000	<input type="checkbox"/> 25,001-50,000	<input type="checkbox"/> 50,001-100,000	<input type="checkbox"/> Over 100,000																								
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<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case.)</i>		Pg 2 of 20		Name of Debtor(s): <b>SkyTerra (Canada) Inc.</b>	
<b>All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)</b>					
Location Where Filed:		Case Number:		Date Filed:	
Location Where Filed:		Case Number:		Date Filed:	
<b>Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet.)</b>					
Name of Debtor: <b>See attached Schedule 1</b>		Case Number:		Date Filed:	
District: <b>Southern District of New York</b>		Relationship:		Judge:	
<p style="text-align: center;"><b>Exhibit A</b></p> <p>(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)</p> <p><input type="checkbox"/> Exhibit A is attached and made a part of this petition.</p>			<p style="text-align: center;"><b>Exhibit B</b></p> <p>(To be completed if debtor is an individual whose debts are primarily consumer debts.)</p> <p>I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b).</p> <p>X _____          Signature of Attorney for Debtor(s) (Date)</p>		
<p style="text-align: center;"><b>Exhibit C</b></p> <p>Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?</p> <p><input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition.</p> <p><input checked="" type="checkbox"/> No.</p>					
<p style="text-align: center;"><b>Exhibit D</b></p> <p>(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)</p> <p><input type="checkbox"/> Exhibit D, completed and signed by the debtor, is attached and made a part of this petition.</p> <p>If this is a joint petition:</p> <p><input type="checkbox"/> Exhibit D, also completed and signed by the joint debtor, is attached and made a part of this petition.</p>					
<p style="text-align: center;"><b>Information Regarding the Debtor - Venue</b>          (Check any applicable box.)</p> <p><input type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.</p> <p><input checked="" type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.</p> <p><input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.</p>					
<p style="text-align: center;"><b>Certification by a Debtor Who Resides as a Tenant of Residential Property</b>          (Check all applicable boxes.)</p> <p><input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)</p> <p style="text-align: right;">_____ (Name of landlord that obtained judgment)</p> <p style="text-align: right;">_____ (Address of landlord)</p> <p><input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and</p> <p><input type="checkbox"/> Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.</p> <p><input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).</p>					

## Voluntary Petition

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

Pg 3 of 20  
Name of Debtor(s):  
SkyTerra (Canada) Inc.

## Signatures

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

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

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

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

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

X \_\_\_\_\_  
Signature of Debtor

X \_\_\_\_\_  
Signature of Joint Debtor

\_\_\_\_\_  
Telephone Number (if not represented by attorney)

\_\_\_\_\_  
Date

## Signature of a Foreign Representative

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

(Check only one box.)

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

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

X \_\_\_\_\_  
(Signature of Foreign Representative)

\_\_\_\_\_  
(Printed Name of Foreign Representative)

\_\_\_\_\_  
Date

## Signature of Attorney\*

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

1 Chase Manhattan Plaza  
New York, NY 10005

Address  
212-530-5000

Telephone Number  
05/14/2012

\_\_\_\_\_  
Date

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

## Signature of Debtor (Corporation/Partnership)

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

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

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

## Signature of Non-Attorney Bankruptcy Petition Preparer

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

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

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

\_\_\_\_\_  
Address

X \_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

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

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

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

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



Schedule 1

Pending Bankruptcy Cases Filed by  
Debtor and Affiliates of Debtor

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

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

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

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

---

<sup>1</sup> 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  
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 "Authorized Persons"), and such other officers of the Company as the Authorized Persons shall from time to time designate, acting alone or with one or more other Authorized Persons, be, and hereby are, authorized, empowered, and

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

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

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

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

the chapter 11 case, and (iii) cause to be executed and filed an appropriate application for authority to retain the services of Moelis; and

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

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

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

**RESOLVED**, that 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 has executed this Written Consent as of the date first written above.

By: /s/ Beth Creary  
Name: Beth Creary  
Title: Director

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

---

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

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



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

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

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

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

In re:

LIGHTSQUARED INC., *et al.*,

Debtors.<sup>2</sup>

)  
) Chapter 11  
)  
) Case No. 12-\_\_\_\_ (\_\_\_\_)  
)  
) Joint Administration Requested  
)

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

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

Dated: May 14, 2012

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

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

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

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

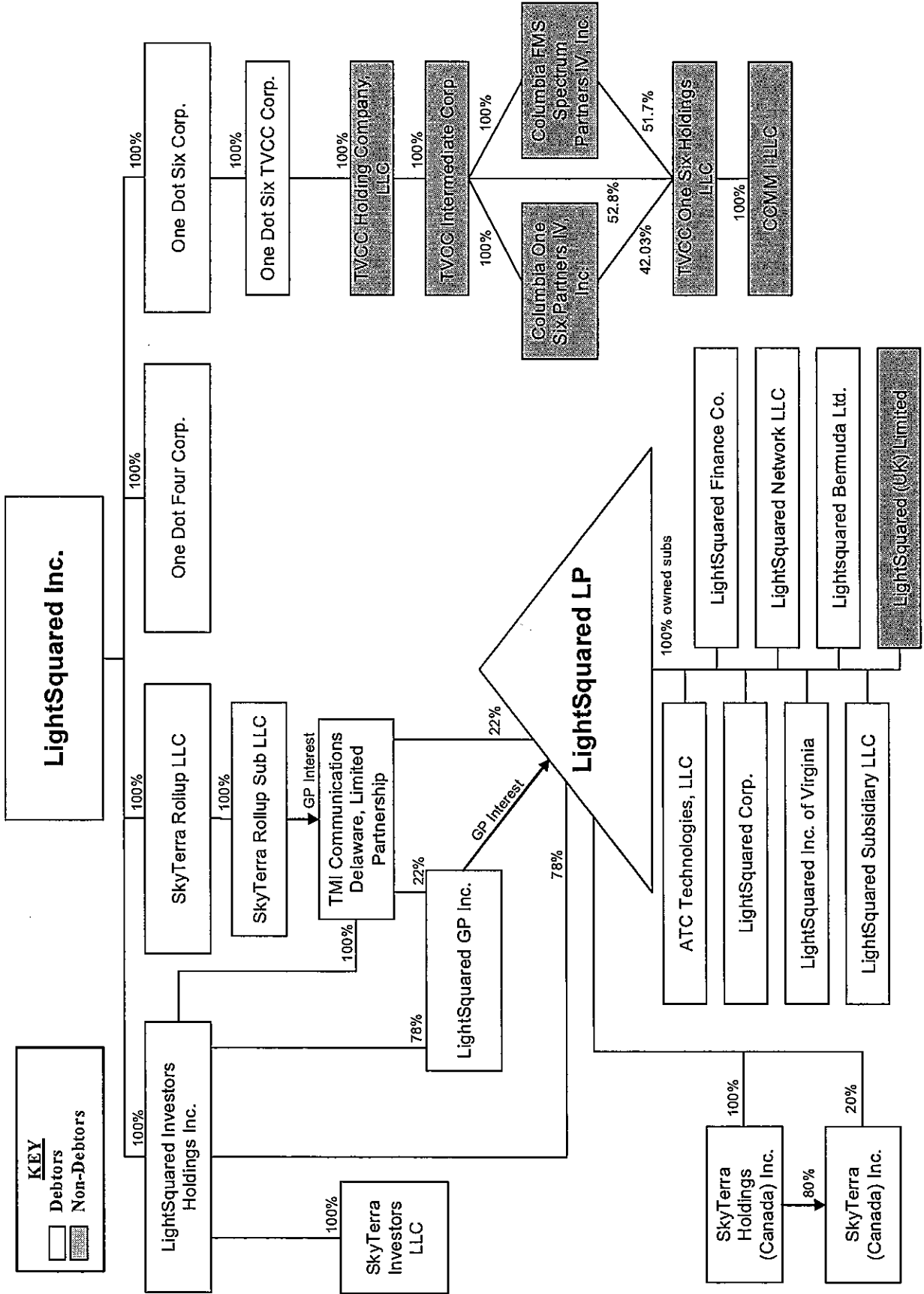
<b>Name of Debtor</b>	<b>Direct Owner(s)</b>	<b>Indirect Owner(s)</b>
LightSquared Inc.	HGW US Holding Company, L.P.	
One Dot Four Corp.	LightSquared Inc.	HGW US Holding Company, L.P.
SkyTerra Rollup LLC	LightSquared Inc.	HGW US Holding Company, L.P.
SkyTerra Rollup Sub LLC	SkyTerra Rollup LLC	HGW US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

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

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

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

LIGHTSQUARED ORGANIZATIONAL CHART





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

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

### **DECLARATION CONCERNING CORPORATE OWNERSHIP STATEMENT**

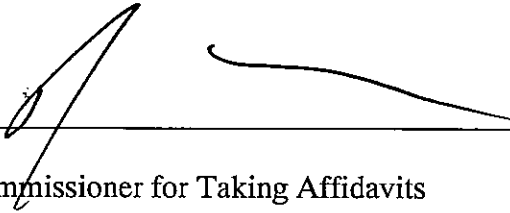
Pursuant to 28 U.S.C. § 1746, I, Marc R. Montagner, the undersigned authorized officer of each of the Debtors, declare under penalty of perjury that I have reviewed the corporate ownership statement and that it is true and correct to the best of my knowledge, information and belief.

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



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Commissioner for Taking Affidavits

**Jane Olive Dietrich**

UNITED STATES BANKRUPTCY COURT Southern District of New York					1 of 21 VOLUNTARY PETITION				
Name of Debtor (if individual, enter Last, First, Middle): <b>One Dot Six TVCC Corp.</b>					Name of Joint Debtor (Spouse) (Last, First, Middle):				
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):					All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):				
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all): <b>27-5270040</b>					Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all):				
Street Address of Debtor (No. and Street, City, and State): <b>10802 Parkridge Blvd., Reston, VA</b> <div style="text-align: right;">ZIP CODE <b>20191</b></div>					Street Address of Joint Debtor (No. and Street, City, and State): <div style="text-align: right;">ZIP CODE</div>				
County of Residence or of the Principal Place of Business: <b>Fairfax</b>					County of Residence or of the Principal Place of Business:				
Mailing Address of Debtor (if different from street address): <div style="text-align: right;">ZIP CODE</div>					Mailing Address of Joint Debtor (if different from street address): <div style="text-align: right;">ZIP CODE</div>				
Location of Principal Assets of Business Debtor (if different from street address above): <div style="text-align: right;">ZIP CODE</div>									
<b>Type of Debtor</b> (Form of Organization) (Check one box.)  <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)		<b>Nature of Business</b> (Check one box.)  <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other		<b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (Check one box.)  <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding					
<b>Chapter 15 Debtors</b> Country of debtor's center of main interests:  Each country in which a foreign proceeding by, regarding, or against debtor is pending:		<b>Tax-Exempt Entity</b> (Check box, if applicable.)  <input type="checkbox"/> Debtor is a tax-exempt organization under title 26 of the United States Code (the Internal Revenue Code).		<b>Nature of Debts</b> (Check one box.)  <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.					
<b>Filing Fee</b> (Check one box.)  <input checked="" type="checkbox"/> Full Filing Fee attached.  <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A.  <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.				<b>Chapter 11 Debtors</b>  <b>Check one box:</b> <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).  <b>Check if:</b> <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 (amount subject to adjustment on 4/01/13 and every three years thereafter). <hr/> <b>Check all applicable boxes:</b> <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).					
<b>Statistical/Administrative Information</b>  <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.									THIS SPACE IS FOR COURT USE ONLY
<b>Estimated Number of Creditors</b> <input checked="" type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> Over 100,000									
<b>Estimated Assets</b> <input checked="" type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion									
<b>Estimated Liabilities</b> <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input checked="" type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion									

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

<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case.)</i>		3 of 21	Name of Debtor(s): One Dot Six TVCC Corp.
<b>Signatures</b>			
<p style="text-align: center;"><b>Signature(s) of Debtor(s) (Individual/Joint)</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct.</p> <p>[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.</p> <p>[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).</p> <p>I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____ Signature of Debtor</p> <p>X _____ Signature of Joint Debtor</p> <p>_____ Telephone Number (if not represented by attorney)</p> <p>_____ Date</p>	<p style="text-align: center;"><b>Signature of a Foreign Representative</b></p> <p>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.</p> <p>(Check only <b>one</b> box.)</p> <p><input type="checkbox"/> 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.</p> <p><input type="checkbox"/> 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.</p> <p>X _____ (Signature of Foreign Representative)</p> <p>_____ (Printed Name of Foreign Representative)</p> <p>_____ Date</p>		
<p style="text-align: center;"><b>Signature of Attorney*</b></p> <p>X <u>/s/ Matthew S. Barr</u> Signature of Attorney for Debtor(s) <u>Matthew S. Barr</u> Printed Name of Attorney for Debtor(s) <u>Milbank, Tweed, Hadley &amp; McCloy LLP</u> Firm Name <u>1 Chase Manhattan Plaza</u> <u>New York, NY 10005</u> Address <u>212-530-5000</u> Telephone Number <u>05/14/2012</u> Date</p> <p><small>*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.</small></p>	<p style="text-align: center;"><b>Signature of Non-Attorney Bankruptcy Petition Preparer</b></p> <p>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.</p> <p>_____ Printed Name and title, if any, of Bankruptcy Petition Preparer</p> <p>_____ 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.)</p> <p>_____ Address</p> <p>X _____ Signature</p> <p>_____ Date</p> <p>Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.</p> <p>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.</p> <p>If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.</p> <p><small>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.</small></p>		
<p style="text-align: center;"><b>Signature of Debtor (Corporation/Partnership)</b></p> <p>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.</p> <p>The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X <u>/s/ Marc R. Montagner</u> Signature of Authorized Individual <u>Marc R. Montagner</u> Printed Name of Authorized Individual <u>Chief Financial Officer</u> Title of Authorized Individual <u>05/14/2012</u> Date</p>			

Schedule 1

Pending Bankruptcy Cases Filed by  
Debtor and Affiliates of Debtor

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

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

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

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

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<sup>1</sup> 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 "Authorized Persons"), and such other officers of the Company as the Authorized Persons shall from time to time designate, acting alone or with one or more other Authorized Persons, be, and hereby are, authorized, empowered, and directed, in the name and on behalf of the Company, to execute and verify a



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

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

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

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

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

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

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

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

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

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

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

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

## **II. Further Actions and Prior Actions**

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

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

*[Remainder of Page Intentionally Left Blank]*

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

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

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

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

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

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

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**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.

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

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

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



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

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

In re:

LIGHTSQUARED INC., *et al.*,

Debtors.<sup>2</sup>

)  
) Chapter 11  
)  
) Case No. 12-\_\_\_\_ (\_\_\_\_)  
)  
) Joint Administration Requested  
)

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

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

Dated: May 14, 2012

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

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

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

In re:

LIGHTSQUARED INC., *et al.*,

Debtors.<sup>1</sup>

) Chapter 11

) Case No. 12-\_\_\_\_\_ ( )

) 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.

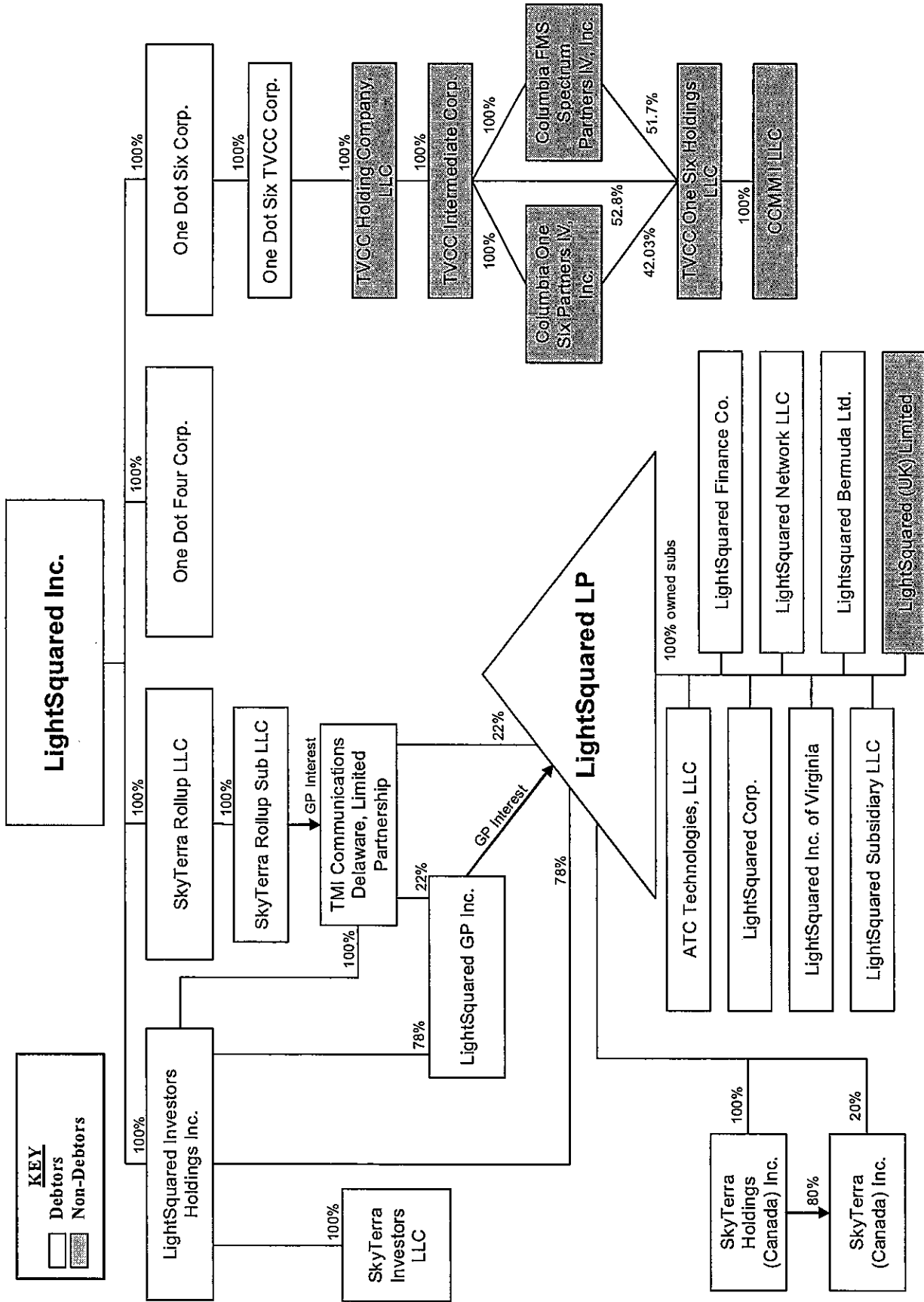
<sup>1</sup>

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

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

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

# LIGHTSQUARED ORGANIZATIONAL CHART



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

In re:

LIGHTSQUARED INC., *et al.*,

Debtors.<sup>1</sup>

)  
) Chapter 11  
)  
) Case No. 12-\_\_\_\_\_ (\_\_\_\_)  
)  
) Joint Administration Requested  
)

**DECLARATION CONCERNING CORPORATE OWNERSHIP STATEMENT**

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

Dated: May 14, 2012

/s/ Marc R. Montagner

Marc R. Montagner  
Chief Financial Officer

<sup>1</sup> 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 THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985, c. C 36, AS AMENDED,  
APPLICATION OF LIGHTSQUARED LP UNDER SECTION 46 OF THE COMPANIES' CREDITORS ARRANGEMENT ACT,  
R.S.C. 1985, c. C 36, AS AMENDED, AND IN THE MATTER OF CERTAIN PROCEEDINGS TAKEN IN THE UNITED  
STATES BANKRUPTCY COURT WITH RESPECT TO THE CHAPTER 11 DEBTORS

**ONTARIO**  
**SUPERIOR COURT OF JUSTICE**

PROCEEDING COMMENCED AT  
TORONTO

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

*Lawyers for the Chapter 11 Debtors.*



## **TAB 4**

Court File No. \_\_\_\_\_

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

THE HONOURABLE )  
JUSTICE )  
WEEKDAY, THE # DAY  
OF MONTH, 20YR

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

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

~~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>1</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,<sup>3</sup> 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~~ 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;<sup>3</sup>

<sup>1</sup> 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 certain 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>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:<sup>4</sup> 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>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 Chapter 11 Debtors is ~~[FILING JURISDICTION FOR FOREIGN PROCEEDING]~~,<sup>6</sup> the United States and that the Foreign Proceeding is hereby recognized as a "foreign main proceeding"<sup>7</sup> 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 PROPERTY<sup>9</sup>

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

<sup>6</sup> 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>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>~~

6. ~~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 Chapter 11 Debtors and the Foreign Representative and their respective counsel and agents in carrying out the terms of this Order.

7. ~~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.

<sup>10</sup> 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)).

<sup>12</sup> 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.

<sup>13</sup> 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.





Court File No: \_\_\_\_\_

IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS AMENDED;  
APPLICATION OF THE PETITIONER UNDER SECTION 11 OF THE COMPANIES' CREDITORS ARRANGEMENT ACT,  
R.S.C. 1985, c. C-36, AS AMENDED, AND IN THE MATTER OF CERTAIN PROCEEDINGS TAKEN IN THE UNITED  
STATES BANKRUPTCY COURT WITH RESPECT TO THE CHARNER TRUSTEES

**ONTARIO**  
**SUPERIOR COURT OF JUSTICE**

**PROCEEDING COMMENCED AT**  
**TORONTO**

**INITIAL RECOGNITION ORDER**

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

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

**Lawyers for the Chapter 11 Debtors.**

ATTACH APPROPRIATE SCHEDULE(S)

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

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

Document 2	
<u>Insertion</u>	
<del>Deletion</del>	
<del>Moved from</del>	
<u>Moved to</u>	
Style change	
Format change	
<del>Moved deletion</del>	
Inserted cell	
Deleted cell	
Moved cell	
Split/Merged cell	
Padding cell	

Document 2	
	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. \_\_\_\_\_

ONTARIO  
SUPERIOR COURT OF JUSTICE  
(COMMERCIAL LIST)

THE HONOURABLE ) WEEKDAY, THE # DAY  
JUSTICE ) OF MONTH, 20YR

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

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

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")

**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>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>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>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, ~~provided~~ and that in the event of a conflict between the provisions of this Supplemental Order and the provisions of the Recognition Order, the provisions of the Recognition Order shall govern.

## **RECOGNITION OF FOREIGN ORDERS<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>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>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>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>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 CHAPTER 11 DEBTORS OR THE PROPERTY<sup>8</sup>**

6. **THIS COURT ORDERS** that until such date as this Court may order (the "Stay Period"), no proceeding or enforcement process in any court or tribunal in Canada (each, a "Proceeding" and collectively, "Proceedings") shall be commenced or continued against or in respect of the Chapter 11 Debtors or affecting their business (the "Business") or their current and future assets, undertakings and properties of every nature and kind whatsoever, and wherever situate, including all proceeds thereof, (collectively, the "Property"), except with the written consent of the relevant Chapter 11 Debtor(s), or with leave of this Court,<sup>9</sup> and any and all Proceedings currently under way against or in respect of any of the Chapter 11 Debtors or affecting the Business or the Property are hereby stayed and suspended pending further Order of this Court.

## **NO EXERCISE OF RIGHTS OR REMEDIES**

7. **THIS COURT ORDERS** that during the Stay Period, all rights and remedies of any individual, firm, corporation, agency, governmental body or 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>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.

<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.

the assertion of or the exercise of rights and remedies outside of Canada;<sup>40</sup> (ii) empower any of the Chapter 11 Debtors to carry on any business in Canada which that Chapter 11 Debtor is not lawfully entitled to carry on;<sup>40</sup> (iii) ~~}{affect such investigations or Proceedings~~ by a regulatory body as are permitted by section 11.1 of the CCAA;<sup>40</sup> (iv) prevent the filing of any registration to preserve or perfect a security interest;<sup>40</sup> or (v) prevent the registration of a claim for lien.

## NO INTERFERENCE WITH RIGHTS

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

## ADDITIONAL PROTECTIONS

9. **THIS COURT ORDERS** that during the Stay Period, all Persons having oral or written agreements with the Chapter 11 Debtors or statutory or regulatory mandates for the supply of goods and/or services in Canada, including, without limitation, all computer software, communication and other data services, centralized banking services, payroll services, insurance, transportation services, utility or other services provided in respect of the Property or Business of the Chapter 11 Debtors, are hereby restrained until further Order of this Court from discontinuing, altering, interfering with or terminating the supply of such goods or services as may be required by the Chapter 11 Debtors, and that the Chapter 11 Debtors shall be entitled to the continued use in Canada of their current premises, telephone numbers, facsimile numbers, internet addresses and domain names.<sup>40</sup>

<sup>40</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 Chapter 11 Debtors with respect to any claim against the directors or officers that arose before the date hereof and that relates to any obligations of the Chapter 11 Debtors whereby the directors or officers are alleged under any law to be liable in their capacity as directors or officers for the payment or performance of such obligations.}<sup>11</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:

- (a) is hereby authorized to provide such assistance to the Foreign Representative in the performance of its duties as the Foreign Representative may reasonably request;
- (b) shall report to this Court at least once every {three} months with respect to the status of these proceedings and the status of the Foreign Proceedings, which reports may include information relating to the Property, the Business, or such other matters as may be relevant to the proceedings herein;
- (c) in addition to the periodic reports referred to in paragraph 12 (b) above, the Information Officer may report to this Court at such other times and intervals

<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 Chapter 11 Debtors, to the extent that is necessary to perform its duties arising under this Order; and
- (e) shall be at liberty to engage independent legal counsel or such other persons as the Information Officer deems necessary or advisable respecting the exercise of its powers and performance of its obligations under this Order.

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

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

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

16. **THIS COURT ORDERS** that the Information Officer may provide any creditor of a Debtor with information provided by the Chapter 11 Debtors in response to

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

17. **THIS COURT ORDERS** that the Information Officer and counsel to the Information Officer shall be paid by the Chapter 11 Debtors their reasonable fees and disbursements incurred in respect of these proceedings, both before and after the making of this Order, in each case at their standard rates and charges unless otherwise ordered by the Court on the passing of accounts. The Chapter 11 Debtors are hereby authorized and directed to pay the accounts of the Information Officer and counsel for the Information Officer on a ~~[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 FINANCING<sup>12</sup>**

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:<sup>14</sup>~~

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

~~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>12</sup> 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.

<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.

<sup>14</sup> 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 (i) the pendency of these proceedings and the declarations of insolvency made herein; (ii) 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; (iii) the filing of any assignments for the general benefit of creditors made pursuant to the BIA; (iv) the provisions of any federal or provincial statutes; or (v) 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 Chapter 11 Debtors to the Chargees pursuant to this Order, and the granting of the ~~Charges~~Administration Charge, do not and will not constitute preferences, fraudulent conveyances, transfers at undervalue, oppressive conduct, or other challengeable or voidable transactions under any applicable law.

24. ~~26.~~ **THIS COURT ORDERS** that any the Administration Charge created by this Order over leases of real property in Canada shall only be a ~~Charge~~charge 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.<sup>15</sup>

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<sup>15</sup> ~~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"**

Court File No: \_\_\_\_\_

IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS AMENDED,  
APPLICATION FOR RIGHTS ORDERED UNDER SECTION 46 OF THE COMPANIES' CREDITORS ARRANGEMENT ACT,  
R.S.C. 1985, c. C-36, AS AMENDED, AND IN THE MATTER OF CERTAIN PROCEEDINGS TAKEN IN THE UNITED  
STATES BANKRUPTCY COURT WITH RESPECT TO THE CHAPMAN IL DEBTORS

ONTARIO  
SUPERIOR COURT OF JUSTICE

PROCEEDING COMMENCED AT  
TORONTO

SUPPLEMENTAL ORDER

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Lawyers for the Chapter 11 Debtors.

| ~~ATTACH APPROPRIATE SCHEDULES~~

| ~~11040886-1~~

| ~~11040886-6 TorDocs~~

Document comparison by Workshare Compare on Monday, May 14, 2012  
3:13:58 PM

Document 1 ID	interwovenSite://TORDMS01.TORONTO.LAWFIRM/TorDocs/11303216/1
Description	#11303216v1<TorDocs> - Model Orders - Supplemental Order (Recognition)
Document 2 ID	interwovenSite://TORDMS01.TORONTO.LAWFIRM/TorDocs/11040886/7
Description	#11040886v7<TorDocs> - LightSquared   Draft Supplemental Order
Rendering set	FMC Standard

<b>Insertions</b>	
<b>Deletion</b>	
<b>Moved from</b>	
<b>Moved to</b>	
<b>Style change</b>	
<b>Format change</b>	
<b>Moved deletion</b>	
Inserted cell	
Deleted cell	
Moved cell	
Split/Merged cell	
Padding cell	

<b>Summary</b>	
	Count
Insertions	188
Deletions	141
Moved from	0
Moved to	0
Style change	0
Format changed	0
Total changes	329

## **TAB 6**



**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**

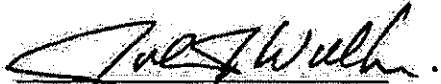
**AND IN THE MATTER OF CERTAIN PROCEEDINGS TAKEN IN THE UNITED  
STATES BANKRUPTCY COURT WITH RESPECT TO LIGHTSQUARED INC.,  
LIGHTSQUARED INVESTORS HOLDINGS INC., ONE DOT FOUR CORP., ONE DOT  
SIX CORP., SKYTERRA ROLLUP LLC, SKYTERRA ROLLUP SUB LLC, SKYTERRA  
INVESTORS LLC, TMI COMMUNICATIONS DELAWARE, 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 14<sup>th</sup> day of May, 2012

Alvarez & Marsal Canada Inc.

  
Per: JOHN J. WALKER

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

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

**ONTARIO**  
**SUPERIOR COURT OF JUSTICE**

**PROCEEDING COMMENCED AT**  
**TORONTO**

**CONSENT**

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*Lawyers for the Chapter 11 Debtors.*

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

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**ONTARIO**  
**SUPERIOR COURT OF JUSTICE**  
  
PROCEEDING COMMENCED AT  
TORONTO  
  
**APPLICATION RECORD**  
  
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