

**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")**

ELEVENTH REPORT OF THE INFORMATION OFFICER

ALVAREZ & MARSAL CANADA INC.

December 23, 2013

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INTRODUCTION

1. On May 14, 2012 (the “**Petition Date**”), LightSquared LP (“**LSLP**” or the “**Applicant**”), LightSquared Inc. and various of their affiliates (collectively, “**LightSquared**” or the “**Chapter 11 Debtors**”), commenced voluntary reorganization cases (the “**Chapter 11 Cases**”) in the United States Bankruptcy Court for the Southern District of New York (the “**U.S. Bankruptcy Court**”) by each filing a voluntary petition for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the “**Bankruptcy Code**”).

2. On the Petition Date, the Chapter 11 Debtors filed various motions for interim and/or final orders (the “**First Day Motions**”) in the Chapter 11 Cases to permit the Chapter 11 Debtors to continue to operate their businesses in the ordinary course. Also, on the Petition Date, the Applicant, as the proposed Foreign Representative, commenced these proceedings (the “**CCAA Recognition Proceedings**”), by notice of application returnable before this Honourable Court (the “**Canadian Court**”) pursuant to Part IV of the *Companies’ Creditors Arrangement Act* (the “**CCAA**”).

3. On May 15, 2012, the Honourable Justice Morawetz granted an order in these proceedings providing certain interim relief to the Chapter 11 Debtors (the “**Interim Initial Order**”), including a stay of proceedings in respect of the Chapter 11 Debtors, the property and business of the Chapter 11 Debtors and the directors and officers of the Chapter 11 Debtors.

4. On May 15, 2012 and May 16, 2012, the U.S. Bankruptcy Court entered various “first day” orders, including an interim order authorizing LSLP to act as the foreign representative on behalf of the Chapter 11 Debtors’ estates (the “**Foreign Representative**”).

5. On May 18, 2012, the Honourable Justice Morawetz granted an initial recognition order in these proceedings (the “**Initial Recognition Order**”), which among other things: (i)

recognized LSLP as the “foreign representative” of the Chapter 11 Debtors; (ii) declared the Chapter 11 Cases to be a “foreign main proceeding” pursuant to Part IV of the CCAA; and (iii) stayed all proceedings against the Chapter 11 Debtors.

6. On May 18, 2012, the Honourable Justice Morawetz also granted a supplemental order in these proceedings (the “**Supplemental Order**”), which among other things: (i) appointed Alvarez and Marsal Canada Inc. (“**A&M Canada**”) as Information Officer (the “**Information Officer**”) in these proceedings; (ii) stayed all claims and proceedings in respect of the Chapter 11 Debtors, the property and business of the Chapter 11 Debtors and the directors and officers of the Chapter 11 Debtors; (iii) granted a super-priority charge over the Chapter 11 Debtors’ property, in favour of the Information Officer and its counsel, as security for their professional fees and disbursements incurred in respect of these proceedings; and (iv) recognized and gave full force and effect in Canada to certain orders entered by the U.S. Bankruptcy Court including the following:

- a. Order Directing Joint Administration of Related Chapter 11 Cases;
- b. Interim Order Authorizing LightSquared LP To Act as Foreign Representative Pursuant to 11 U.S.C. § 1505; and
- c. 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, (D) Waiving Investment Guidelines of Sections 345(b) of Bankruptcy Code and (E) Scheduling a Final Hearing.

7. On June 4, 11 and 13, 2012, the U.S. Bankruptcy Court entered various orders in the Chapter 11 Cases, including the “Final Order Authorizing LightSquared LP To Act as Foreign Representative Pursuant to 11 U.S.C. § 1505” (the “**Final Foreign Representative Order**”).

8. On June 14, 2012, on a motion brought by the Applicant, the Canadian Court granted an order (the “**June 14th Order**”) recognizing certain orders entered by the U.S. Bankruptcy Court including the following:

- a. Final Foreign Representative Order;
- b. Order Determining Adequate Assurance of Payment for Future Utility Services;
- c. Agreed Final Order (A) Authorizing Debtors To Use Cash Collateral, (B) Granting Adequate Protection to Prepetition Secured Parties, and (C) Modifying Automatic Stay (the “**Cash Collateral Order**”); and
- d. Final 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.

9. In connection with the June 14th Order, the Information Officer filed its First Report to the Canadian Court on June 12, 2012. The June 14th Order also approved the First Report and the activities of the Information Officer described therein.

10. On August 21, 2012, on a motion brought by the Applicant, the Canadian Court granted an order (the “**August 21st Order**”) recognizing the following orders of the U.S. Bankruptcy Court:

- a. Order Granting LightSquared's Motion for Order Approving Expedited Procedures for Sale, Transfer, and/or Abandonment of De Minimis Assets; and
- b. Order Pursuant to 11 U.S.C. § 502(b)(9) and Fed. R. Bankr. P. 2002 and 3003(c)(3) Establishing Deadlines for Filing Proofs of Claim and Procedures Relating Thereto and Approving Form and Manner of Notice Thereof.

11. In connection with the August 21st Order, the Information Officer filed its Second Report to the Canadian Court on August 15, 2012 (the "**Second Report**"). The August 21st Order also approved the Information Officer's Supplemental Report dated June 22, 2012, the Second Report and the activities of the Information Officer described therein.

12. On March 8, 2013, on a motion brought by the Applicant, the Canadian Court granted an order (the "**March 8th Order**") recognizing the following orders of the U.S. Bankruptcy Court:

- a. Order, Pursuant to 11 U.S.C. § 1121(d), Further Extending the Chapter 11 Debtors Exclusive Periods To File a Plan of Reorganization and Solicit Acceptances Thereof;
- b. Amended Agreed Final Order (A) Authorizing Debtors To Use Cash Collateral, (B) Granting Adequate Protection to Prepetition Secured Parties, and (C) Modifying Automatic Stay (the "**First Amended Cash Collateral Order**"); and
- c. Order, Pursuant to Section 105(a) of Bankruptcy Code and Bankruptcy Rules 6006, 9014, and 9019, (A) Approving Settlement Agreement Regarding Sprint Claims Under Master Services Agreement and (B) Authorizing Any and All Actions Necessary To Consummate Settlement Agreement.

13. In connection with the March 8th Order, the Information Officer filed its Fifth Report to the Canadian Court on March 5, 2013 (the "**Fifth Report**"). The March 8th Order also approved

the Information Officer's Third and Fourth Reports, the Fifth Report and the activities of the Information Officer described therein.

14. On March 20, 2013, on a motion brought by the Applicant, the Canadian Court granted an order (the "**March 20th Order**") recognizing the following order of the U.S. Bankruptcy Court:

- a. Order, Pursuant to 11 U.S.C. §§ 105(a), 363(b), and 363(f), (A) Approving and Authorizing LightSquared Network LLC and LightSquared Corp. To Enter into Consignment Agreement with Rincon Technology, Inc., (B) Authorizing Sale of Consigned Property, and (C) Authorizing LightSquared To Abandon Unsold Property.

15. In connection with the March 20th Order, the Information Officer filed its Sixth Report to the Canadian Court on March 15, 2013 (the "**Sixth Report**"). The March 20th Order also approved the Information Officer's Sixth Report and the activities of the Information Officer described therein.

16. On August 13, 2013, on a motion brought by the Applicant, the Canadian Court granted an order (the "**August 13th Order**") recognizing the following order of the U.S. Bankruptcy Court:

- a. Order Scheduling Certain Hearing Dates and Establishing Deadlines in Connection with Chapter 11 Plan Process (the "**Scheduling Order**").

17. In connection with the August 13th Order, the Information Officer filed its Eighth Report to the Canadian Court on August 9, 2013 (the "**Eighth Report**"). The August 13th Order also approved the Information Officer's Seventh Report, the Eighth Report and the activities of the Information Officer described therein.

18. On October 9, 2013, on a motion brought by the Applicant, the Canadian Court granted an order (the “**October 9th Order**”) recognizing the following orders of the U.S. Bankruptcy Court:

- a. Order Approving Expense Reimbursement and Related Relief for L-Band Acquisition, LLC and Mast Spectrum Acquisition Company LLC and Related Entities;
- b. Order (A) Establishing Bid Procedures, (B) Scheduling Date and Time for Auction, (C) Approving Assumption and Assignment Procedures, (D) Approving Form of Notice, and (E) Granting Related Relief (the “**Bid Procedures Order**”); and
- c. Final Order (I) Approving Compensation for Independent Directors, (II) Authorizing Administrative Expense Priority for Indemnification Claims Arising from Postpetition Services of Independent Directors, and (III) Granting Related Relief.

19. In connection with the October 9th Order, the Information Officer filed its Ninth Report to the Canadian Court on October 4, 2013 (the “**Ninth Report**”). The October 9th Order also approved the Information Officer’s Ninth Report and the activities of the Information Officer described therein.

20. On October 17, 2013, on a motion brought by the Applicant, the Canadian Court granted an order (the “**October 17th Order**”) recognizing the following order of the U.S. Bankruptcy Court:

- a. Order (I) Approving Disclosure Statements, (II) Approving Solicitation and Notice Procedures with Respect to Confirmation of Competing Plans, (III) Approving Forms of Various Ballots and Notices in Connection Therewith, (IV) Approving Scheduling of Certain Dates in Connection with Confirmation of Competing Plans, and (V) Granting Related Relief” (the “**Disclosure and Solicitation Order**”).

21. In connection with the October 17th Order, the Information Officer filed its Tenth Report to the Canadian Court on October 11, 2013 (the “**Tenth Report**”). The October 17th Order also approved the Information Officer’s Tenth Report and the activities of the Information Officer described therein.

PURPOSE OF THIS REPORT

22. On December 18, 2013, the Foreign Representative served a Motion Record, including a Notice of Motion returnable on January 3, 2014, in these proceedings (the “**January 3rd Motion**” or the “**Recognition Motion**”). The Motion Record includes an affidavit of Elizabeth Creary sworn December 18, 2013 (the “**Creary Affidavit**”).

23. The purpose of this eleventh report of the Information Officer (the “**Eleventh Report**”) is to provide the Canadian Court with information concerning the Chapter 11 Cases, including:

- a. the Foreign Representative’s request for recognition by the Canadian Court of the following Orders of the U.S. Bankruptcy Court (collectively, the “**Foreign Orders**”):
 - i. Order Modifying Previously Scheduled Hearing Dates and Deadlines in Connection with Chapter 11 Plan Process (the “**Modified Scheduling Order**”);
 - ii. Order Amending Amended Agreed Final Order (A) Authorizing Debtors to Use Cash Collateral, (B) Granting Adequate Protection to Prepetition Secured Parties, And (C) Modifying Automatic Stay (the “**Second Amended Cash Collateral Order**”);
- b. an Order, Pursuant to 11 U.S.C. §365(d)(4) Further Extending LightSquared LP’s Time to Assume or Reject Unexpired Leases of NonResidential Real Property (“the **Fourth Extension Order**”) recently entered by the U.S. Bankruptcy Court; and

- c. information concerning the activities of the Information Officer since the date of the Tenth Report (the “**Activities Report**”).

24. The limitations in this paragraph do not apply to the Activities Report in this Eleventh Report. In preparing this Eleventh Report, A&M Canada, in its limited capacity as Information Officer, has relied upon documents filed with the Court in these proceedings, documents filed in the Chapter 11 Cases and other information made available to it by the Foreign Representative, the Chapter 11 Debtors and their respective counsel (the “**Parties**”), as appropriate (collectively, the “**Information**”). Based on its limited review and limited interaction with the Parties to date, nothing has come to A&M Canada’s attention that would cause it to question the reasonableness of the Information presented herein. However, to the extent that this Eleventh Report contains any financial information of the Chapter 11 Debtors (“**Financial Information**”), A&M Canada has not audited, reviewed or otherwise attempted to independently verify the accuracy or completeness of the Financial Information. Accordingly, A&M Canada expresses no opinion or other form of assurance in respect of the Financial Information.

25. All terms not otherwise defined in this Eleventh Report have the meanings ascribed to them in the Chapter 11 Cases.

26. Unless otherwise stated, all monetary amounts contained herein are expressed in United States dollars.

MODIFIED SCHEDULING ORDER

27. On November 25, 2013, the U.S. Bankruptcy Court held a status conference to evaluate certain of the hearing dates and deadlines established by that Court’s previous orders regarding the Chapter 11 Debtors’ sale process, solicitation and voting process and confirmation hearing.

28. After hearing from the interested parties, the U.S. Bankruptcy Court decided that, among other things, a delay of the auction of the Chapter 11 Debtors' assets and of the confirmation hearing in the Chapter 11 Cases (the "**Confirmation Hearing**") was warranted, appropriate, and achievable. On December 3, 2013, the U.S. Bankruptcy Court entered the Modified Scheduling Order which established the following hearing dates and deadlines in the Chapter 11 Cases:

Event	Date
Bid Deadline for Harbinger Capital Partners, LLC and/or its non-Debtor affiliates and subsidiaries	November 26, 2013 at 4:00 p.m. (Eastern)
Deadline for Harbinger Capital Partners, LLC to submit a revised chapter 11 plan and disclosure statement	December 11, 2013
Deadline by which LightSquared shall notify Qualified Bidders of Qualified Bid or Bids it believes to represent the then highest or otherwise best bid(s)	December 5, 2013 at 12:00 p.m. (Eastern)
Auction	December 11, 2013 at 10:00 a.m. (Eastern)
Deadline for Chapter 11 Debtors to disclose the proposed transaction to be implemented under the Chapter 11 Debtors' existing chapter 11 plan or any modifications to the Chapter 11 Debtors' existing chapter 11 plan and disclosure statement	December 24, 2013 at 5:00 p.m. (Eastern)
Plan Supplement Date	December 30, 2013 at 4:00 p.m. (Eastern)
Plan Objection Deadline, Highest Bidder Objection Deadline and Financial Wherewithal Objection Deadline	December 30, 2013 at 4:00 p.m. (Eastern)
Voting Deadline	December 30, 2013 at 4:00 p.m. (Pacific)
Pre-Trial Conference	January 3, 2014 at 10:00 a.m. (Eastern)
Deadline to Submit Voting Report	January 3, 2014 at 4:00 p.m. (Eastern)
Confirmation Brief Deadlines (including responses to Plan Objections, Highest Bidder Objections, and Financial Wherewithal Objections)	January 7, 2014 at 9:00 p.m. (Eastern)
Confirmation Hearing	January 9, 2014 at 10:00 a.m. (Eastern)

29. The Modified Scheduling Order provides the U.S. Bankruptcy Court with the authority to adjourn any of the dates set out therein from time to time.

30. The Auction was not held on December 11, 2013. By way of Notices filed with the U.S. Bankruptcy Court on December 11, 2013, December 16, 2013 and December 18, 2013

LightSquared advised that, at the direction of the special committee of the boards of directors for LightSquared Inc. and LightSquared GP Inc., LightSquared was not holding an Auction for any of LightSquared's assets and was not deeming any bid received to be the Successful Bid under its First Amended Plan. LightSquared also advised that it was pursuing an alternative transaction that would be implemented through its Chapter 11 plan. Copies of the Notices are annexed hereto as **Schedule "A"**.

31. According to the affiant in the Creary Affidavit, the Chapter 11 Debtors are working with various stakeholders to develop an amended plan.

32. The Foreign Representative is requesting that the Canadian Court recognize the Modified Scheduling Order on the grounds that the revised timeline:

- a. provides a streamlined and orderly process that allows all issues arising from or related to competing plans to be litigated and considered by the Court at one time, thereby preserving the rights of all stakeholders;
- b. is fair in the circumstances, providing stakeholders with ample notice and time to understand and participate in the plan process;
- c. is expeditious and appropriate in the circumstances and does not result in unnecessary delays; and
- d. minimizes restructuring costs, thereby maximizing value for the benefit of all stakeholders.

33. The affiant in the Creary Affidavit states that to her knowledge, no party has appealed the Modified Scheduling Order described above.

SECOND AMENDED CASH COLLATERAL ORDER

Background

34. Certain of the Chapter 11 Debtors are party to a Credit Agreement, dated as of October 1, 2010 under which the Prepetition LP Lenders provided term loans in the aggregate principal amount of \$1,500,000,000 (the “**Prepetition LP Credit Facility**”). As of the Petition Date, an aggregate amount of approximately \$1,700,571,106 was outstanding under the Prepetition LP Credit Facility.

35. At paragraph 25 of the Creary Affidavit, the affiant states that amounts outstanding under the Prepetition LP Credit Facility are allegedly secured by a first-priority security interest in (i) substantially all of the assets of LightSquared LP and the Prepetition LP Subsidiary Guarantors, (ii) the equity interests of LightSquared LP and the Prepetition LP Parent Guarantors (except LightSquared Inc.), (iii) the equity interests of the Prepetition LP Subsidiary Guarantors, and (iv) the rights of LightSquared Inc. under and arising out of the Inmarsat Cooperation Agreement.

36. As of the Petition Date, LightSquared had no unencumbered cash but had approximately \$190 million of cash collateral (as such term is defined in section 363 of the U.S. Bankruptcy Code (the “**Cash Collateral**”)).

37. The LP Obligors required authorization from the U.S. Bankruptcy Court to use the Cash Collateral of the Prepetition LP Lenders. Pursuant to the Cash Collateral Order, the LP Obligors were originally permitted to consensually use the Prepetition LP Lenders’ Cash Collateral through June 13, 2013. This date was extended to December 31, 2013 pursuant to the First Amended Cash Collateral Order.

Chapter 11 Timeline - Current Status

38. The Modified Scheduling Order, delayed the Confirmation Hearing past December 31, 2013, as it is now scheduled to commence on January 9, 2014. Therefore, to continue to address their working capital needs and fund their reorganization efforts, the LP Obligors require a further extension of the authorization to continue to use the Prepetition LP Lenders' Cash Collateral on a consensual basis.

39. On December 6, 2013, the Chapter 11 Debtors brought a motion, scheduled to be heard on December 20, 2013, seeking approval of the Second Amended Cash Collateral Order (the "**Second Amended Cash Collateral Motion**").

40. In the material filed in support of the Second Amended Cash Collateral Motion, LightSquared advised the U.S. Bankruptcy Court that they sought the consent of the Ad Hoc Secured LP Group to extend the LP Obligors' use of the Prepetition LP Lenders' Cash Collateral to February 28, 2014 on the same terms and conditions as set forth in the First Amended Cash Collateral Order, including, as adequate protection, the continued monthly payment to the Prepetition LP Agent of \$6.25 million (the "**Adequate Protection Payments**").

41. LightSquared also advised that they currently have sufficient cash on hand into February 2014 to cover not only the operations of the LP Debtors' Chapter 11 Cases, but also, the continued monthly adequate protection payments to the Prepetition LP Lenders and that the LP Obligors had agreed to continue to use Cash Collateral in accordance with a budget.

42. By way of Affidavit of Christopher Blake Moran sworn December 23, 2013 (the "**Moran Affidavit**") the Foreign Representative advises that, prior to the hearing, a consensus was reached that resulted in a consensually modified Second Amended Cash Collateral Order being entered by the U.S. Bankruptcy Court on December 20, 2013, without a hearing. The entered

Second Amended Cash Collateral Order, including a revised budget attached thereto as Schedule 1 (the “**Budget**”), differs from the draft order attached. A copy of the entered Second Amended Cash Collateral Order and a blackline comparing it to the draft order served as Exhibit “B” to the Creary Affidavit are annexed as Exhibit “A” and “B”, respectively, to the Moran Affidavit.

43. As set out in the Moran Affidavit, the entered Second Amended Cash Collateral Order differs from the proposed draft order primarily in the following manner:

- a. the LP Obligors are permitted to continue to use the Cash Collateral until January 31, 2014, instead of February 28, 2014;
- b. the Chapter 11 Debtors’ authorization to use the Cash Collateral automatically terminates two business days after any of the Chapter 11 Debtors or any party in interest supporting the development of a standalone plan of reorganization for the Chapter 11 Debtors seeks to adjourn or delay the hearing on the confirmation of the chapter 11 plan filed by the Ad Hoc LP Secured Group in these Chapter 11 Cases scheduled for January 9, 2014; provided, however, that the Ad Hoc LP Secured Group consents to the Chapter 11 Debtors or any other party in interest seeking relief from the termination of the consensual use of the Cash Collateral on an expedited basis;
- c. the Budget is revised and extends only to January 31, 2014; and
- d. the approved capital expenditures pursuant to the revised Budget are capped at \$500,000 to January 31, 2014.

44. The Foreign Representative is requesting that the Canadian Court recognize the Second Amended Cash Collateral Order on the grounds that:

- a. the LP Obligors, at the direction of the Special Committee, have determined, in the exercise of their business judgment and in consultation with the Chapter 11 Debtors' financial advisor, Moelis & Company LLC ("Moelis" or the "Financial Advisor"), that they require the use of Cash Collateral to successfully exit from chapter 11;
- b. the LP Obligors have agreed to continue to use Cash Collateral in accordance with a revised Budget, developed by the Chapter 11 Debtors, in consultation with Moelis;
- c. the revised Budget is achievable and will continue to allow the LP Obligors to operate without the accrual of unpaid administrative expenses and will continue to adequately protect the Prepetition LP Agent and the Prepetition LP Lenders from diminution in the value of their interests in the Cash Collateral;
- d. since July 1, 2012, the LP Obligors have at all times paid the Adequate Protection Payments. The Chapter 11 Debtors have sufficient funds to make such Adequate Protection Payments to the Prepetition LP Agent for the benefit of the Prepetition LP Lenders to January 31, 2014;
- e. to date, the LP Obligors have paid an aggregate amount of \$112,500,000 in Adequate Protection Payments; and
- f. the only alternative to the LP Obligors' use of Cash Collateral – the immediate liquidation of their assets – would be catastrophic for both the Chapter 11 Debtors and the Prepetition LP Lenders given that an orderly conclusion to these Chapter 11 Cases is well within sight and is scheduled to begin on a date certain (i.e., at the January 9, 2014 Confirmation Hearing).

THE FOURTH EXTENSION ORDER

45. On September 13, 2012, the U.S. Bankruptcy Court entered an order authorizing LightSquared to reject the unexpired nonresidential real property lease with 450 Park Avenue LLC. Thereafter, the U.S. Bankruptcy Court entered orders on October 1, 2012, November 28, 2012 and May 15, 2013 (the “**Third Extension Order**”) which, further extended LightSquared’s time to assume or reject the remaining unexpired leases of nonresidential real property, including leases on Canadian properties, currently used by LightSquared for: (a) office space; (b) satellite carrier stations; and (c) satellite network gateways (the “**Assumption/Rejection Deadline**”).

46. The Third Extension Order extended the Assumption/Rejection Deadline to the earlier of (i) December 31, 2013 and (ii) the date of confirmation of a plan of reorganization under chapter 11 of the U.S. Bankruptcy Code in these Chapter 11 Cases.

47. On December 20, 2013, the U.S. Bankruptcy Court entered the Fourth Extension Order further extending the Assumption/Rejection Deadline as follows:

- a. for the leases listed on Schedule 1 of the Fourth Extension Order, which includes the Canadian leases, the Assumption/Rejection Deadline is extended through and including the date upon which a plan of reorganization under chapter 11 of the U.S. Bankruptcy Code is confirmed in the Chapter 11 Cases; and
- b. for the lease listed on Schedule 2 of the Fourth Extension Order, the Assumption/Rejection Deadline is extended to the earlier of (i) the date upon which a plan of reorganization under chapter 11 of the U.S.

Bankruptcy Code is confirmed in the Chapter 11 Cases or (ii) March 31, 2014.

48. The Information Officer has reported the previous orders extending the Assumption/Rejection Deadline and therefore is reporting the Fourth Extension Order. The Foreign Representative is not seeking recognition of the Fourth Extension Order.

ACTIVITIES OF THE INFORMATION OFFICER

49. The activities of the Information Officer since the date of our Tenth Report have included:

- a. reviewing the Motion Record in respect of the January 3rd Motion, reviewing and monitoring the materials filed in the Chapter 11 Cases and discussions with its counsel, Goodmans, regarding same;
- b. reviewing the publication of the Confirmation Hearing Notice in *The Globe and Mail* (national edition);
- c. updating the Information Officer's website at www.amcanadadocs.com/lightsquared to make available copies of the Tenth Report, Recognition Motion and the Foreign Order; and
- d. preparing this Eleventh Report and discussions with Goodmans regarding same.

50. The Applicant is seeking approval of this Eleventh Report and the activities of the Information Officer set out in this Eleventh Report in respect of this proceeding.

RECOMMENDATION

51. The Information Officer understands that the secured creditors registered against the Canadian Chapter 11 Debtor entities have been given notice of the Recognition Motion.


52. Based on its review of the materials, as described in this Eleventh Report, the Information Officer understands that the Foreign Orders sought to be recognized and approved in the Recognition Motion are necessary for the protection of the Chapter 11 Debtors' property and the interest of their creditors.

53. The Information Officer concurs with the Foreign Representative's assessment of the conclusions related to the Foreign Orders, and the grounds supporting the recognition of the Foreign Order, as summarized in the Creary Affidavit.

54. Based on the foregoing, the Information Officer respectfully recommends that this Honourable Court grant the relief sought by the Foreign Representative in the Recognition Motion.

ALL OF WHICH IS RESPECTFULLY SUBMITTED at Toronto, Ontario this 23rd day of December, 2013.

ALVAREZ & MARSAL CANADA INC.
in its capacity as the Information Officer of
LightSquared LP and not in its personal or corporate capacity

Per: 
John J. Walker

Schedule A

Matthew S. Barr
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Counsel to Debtors and Debtors in Possession

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

)		
In re:)	Chapter 11	
)		
LIGHTSQUARED INC., <i>et al.</i> ,)	Case No. 12-12080 (SCC)	
)		
Debtors. ¹)	Jointly Administered	
)		

LIGHTSQUARED’S AUCTION RELATED NOTICE

PLEASE TAKE NOTICE that, on September 10, 2013, LightSquared Inc. and certain of its affiliates, as debtors and debtors in possession (collectively, “LightSquared” or the “Debtors”) in the above-captioned chapter 11 cases (the “Chapter 11 Cases”), filed a motion (the “Motion”) with the United States Bankruptcy Court for the Southern District of New York (the “Court”) for entry of an order, pursuant to sections 105, 1123, and 1129 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (as amended, the “Bankruptcy Code”), Rules 2002, 6004, 6006, 9007, 9008, and 9014 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), Rules 6004-1, 6006-1, and 9006-1 of the Local Rules for the United States Bankruptcy

¹ The debtors in these chapter 11 cases, along with the last four digits of each debtor’s federal or foreign tax or registration identification number, are: LightSquared Inc. (8845), LightSquared Investors Holdings Inc. (0984), One Dot Four Corp. (8806), One Dot Six Corp. (8763), SkyTerra Rollup LLC (N/A), SkyTerra Rollup Sub LLC (N/A), SkyTerra Investors LLC (N/A), TMI Communications Delaware, Limited Partnership (4456), LightSquared GP Inc. (6190), LightSquared LP (3801), ATC Technologies, LLC (3432), LightSquared Corp. (1361), LightSquared Finance Co. (6962), LightSquared Network LLC (1750), LightSquared Inc. of Virginia (9725), LightSquared Subsidiary LLC (9821), Lightsquared Bermuda Ltd. (7247), SkyTerra Holdings (Canada) Inc. (0631), SkyTerra (Canada) Inc. (0629), and One Dot Six TVCC Corp. (0040). The location of the debtors’ corporate headquarters is 10802 Parkridge Boulevard, Reston, VA 20191.



Court for the Southern District of New York (the “Local Rules”), and General Order M-383 of the United States Bankruptcy Court for the Southern District of New York, (i) establishing the proposed bid procedures (the “Bid Procedures”) for the sale(s) (the “Sale”) of all or substantially all of the assets of LightSquared (the “Assets”), or any grouping or subset thereof, including authorizing LightSquared to grant bidder protections in connection with the Sale; (ii) authorizing and scheduling a date and time to hold an auction (the “Auction”) to solicit higher or otherwise better bids for LightSquared’s assets; (iii) approving assumption and assignment procedures; (iv) approving the form and manner of notice with respect to the Sale and the Auction; and (v) granting related relief.

PLEASE TAKE FURTHER NOTICE that, on October 1, 2013, the Court entered an order [Docket No. 892] approving, among other things, the form of the Bid Procedures and setting certain dates and deadlines relating to the Auction, the Sale, and the Confirmation Hearing.

PLEASE TAKE FURTHER NOTICE that, on December 3, 2013, the Court entered an order [Docket No. 1061] rescheduling, among other things, (a) December 11, 2013 as the date of the Auction and (b) January 9, 2014 at 10:00 a.m. (prevailing Eastern time) as the commencement of the hearing to consider confirmation of chapter 11 plan(s) filed in the Chapter 11 Cases, including approval of a Sale (if any).

PLEASE TAKE FURTHER NOTICE that, at the direction of the special committee of the boards of directors (the “Special Committee”) for LightSquared Inc. and LightSquared GP Inc., LightSquared did not hold an Auction² on December 11, 2013 for LightSquared’s Assets, or any grouping or subset thereof, under the *Debtors’ First Amended*

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Motion or the Bid Procedures, as applicable.

Joint Plan Pursuant to Chapter 11 of Bankruptcy Code [Docket No. 919] (as amended, supplemented, or otherwise modified from time to time, the “First Amended Plan”), and LightSquared is not deeming any bid received for the Assets, or any grouping or subset thereof, the Successful Bid under its First Amended Plan.

PLEASE TAKE FURTHER NOTICE that the Auction on the One Dot Six Assets only is being adjourned to Monday, December 16, 2013 at 12:00 p.m. (prevailing Eastern time); provided, that such Auction may be subject to further adjournment or cancellation; provided further, that all parties’ rights are reserved as to whether any bids submitted for the One Dot Six Assets are Qualified Bids.

PLEASE TAKE FURTHER NOTICE that, at the direction of the Special Committee, LightSquared is pursuing and negotiating an alternative transaction, supported by the significant stakeholders in the Chapter 11 Cases, other than the Ad Hoc Secured Group, that would be implemented through the Debtors’ chapter 11 plan.

Respectfully submitted,

New York, New York
Dated: December 11, 2013

/s/ Matthew S. Barr
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Counsel to Debtors and Debtors in Possession

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

In re:)	Chapter 11
LIGHTSQUARED INC., <i>et al.</i> ,)	Case No. 12-12080 (SCC)
Debtors. ¹)	Jointly Administered

NOTICE OF ADJOURNMENT OF AUCTION OF ONE DOT SIX ASSETS

PLEASE TAKE NOTICE that, on September 10, 2013, LightSquared Inc. and certain of its affiliates, as debtors and debtors in possession (collectively, “LightSquared” or the “Debtors”) in the above-captioned chapter 11 cases (the “Chapter 11 Cases”), filed a motion (the “Motion”) with the United States Bankruptcy Court for the Southern District of New York (the “Court”) for entry of an order, pursuant to sections 105, 1123, and 1129 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (as amended, the “Bankruptcy Code”), Rules 2002, 6004, 6006, 9007, 9008, and 9014 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), Rules 6004-1, 6006-1, and 9006-1 of the Local Rules for the United States Bankruptcy

¹ The debtors in these chapter 11 cases, along with the last four digits of each debtor’s federal or foreign tax or registration identification number, are: LightSquared Inc. (8845), LightSquared Investors Holdings Inc. (0984), One Dot Four Corp. (8806), One Dot Six Corp. (8763), SkyTerra Rollup LLC (N/A), SkyTerra Rollup Sub LLC (N/A), SkyTerra Investors LLC (N/A), TMI Communications Delaware, Limited Partnership (4456), LightSquared GP Inc. (6190), LightSquared LP (3801), ATC Technologies, LLC (3432), LightSquared Corp. (1361), LightSquared Finance Co. (6962), LightSquared Network LLC (1750), LightSquared Inc. of Virginia (9725), LightSquared Subsidiary LLC (9821), Lightsquared Bermuda Ltd. (7247), SkyTerra Holdings (Canada) Inc. (0631), SkyTerra (Canada) Inc. (0629), and One Dot Six TVCC Corp. (0040). The location of the debtors’ corporate headquarters is 10802 Parkridge Boulevard, Reston, VA 20191.

Court for the Southern District of New York (the “Local Rules”), and General Order M-383 of the United States Bankruptcy Court for the Southern District of New York, (i) establishing the proposed bid procedures (the “Bid Procedures”) for the sale(s) (the “Sale”) of all or substantially all of the assets of LightSquared (the “Assets”), or any grouping or subset thereof, including authorizing LightSquared to grant bidder protections in connection with the Sale; (ii) authorizing and scheduling a date and time to hold an auction (the “Auction”) to solicit higher or otherwise better bids for LightSquared’s assets; (iii) approving assumption and assignment procedures; (iv) approving the form and manner of notice with respect to the Sale and the Auction; and (v) granting related relief.

PLEASE TAKE FURTHER NOTICE that, on October 1, 2013, the Court entered an order [Docket No. 892] approving, among other things, the form of the Bid Procedures and setting certain dates and deadlines relating to the Auction, the Sale, and the Confirmation Hearing.

PLEASE TAKE FURTHER NOTICE that, on December 3, 2013, the Court entered an order [Docket No. 1061] rescheduling, among other things, (a) December 11, 2013 as the date of the Auction and (b) January 9, 2014 at 10:00 a.m. (prevailing Eastern time) as the commencement of the hearing to consider confirmation of chapter 11 plan(s) filed in the Chapter 11 Cases, including approval of a Sale (if any).

PLEASE TAKE FURTHER NOTICE that, on December 11, 2013, at the direction of the special committee of the boards of directors (the “Special Committee”) for LightSquared Inc. and LightSquared GP Inc., LightSquared adjourned the Auction for the One Dot Six Assets only to Monday, December 16, 2013 at 12:00 p.m. (prevailing Eastern time) [Docket No. 1086].

PLEASE TAKE FURTHER NOTICE that, at the direction of the Special Committee, LightSquared has further adjourned the Auction for the One Dot Six Assets only to **Thursday, December 19, 2013 at 10:00 a.m. (prevailing Eastern time)**; provided, that such Auction may be subject to further adjournment or cancellation; provided further, that all parties' rights are reserved as to whether any bids submitted for the One Dot Six Assets are Qualified Bids.

Respectfully submitted,

New York, New York
Dated: December 16, 2013

/s/ Matthew S. Barr
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Counsel to Debtors and Debtors in Possession

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

)		
In re:)	Chapter 11	
)		
LIGHTSQUARED INC., <i>et al.</i> ,)	Case No. 12-12080 (SCC)	
)		
Debtors. ¹)	Jointly Administered	
)		

LIGHTSQUARED’S NOTICE REGARDING AUCTION OF ONE DOT SIX ASSETS

PLEASE TAKE NOTICE that, on September 10, 2013, LightSquared Inc. and certain of its affiliates, as debtors and debtors in possession (collectively, “LightSquared” or the “Debtors”) in the above-captioned chapter 11 cases (the “Chapter 11 Cases”), filed a motion (the “Motion”) with the United States Bankruptcy Court for the Southern District of New York (the “Court”) for entry of an order, pursuant to sections 105, 1123, and 1129 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (as amended, the “Bankruptcy Code”), Rules 2002, 6004, 6006, 9007, 9008, and 9014 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), Rules 6004-1, 6006-1, and 9006-1 of the Local Rules for the United States Bankruptcy

¹ The debtors in these chapter 11 cases, along with the last four digits of each debtor’s federal or foreign tax or registration identification number, are: LightSquared Inc. (8845), LightSquared Investors Holdings Inc. (0984), One Dot Four Corp. (8806), One Dot Six Corp. (8763), SkyTerra Rollup LLC (N/A), SkyTerra Rollup Sub LLC (N/A), SkyTerra Investors LLC (N/A), TMI Communications Delaware, Limited Partnership (4456), LightSquared GP Inc. (6190), LightSquared LP (3801), ATC Technologies, LLC (3432), LightSquared Corp. (1361), LightSquared Finance Co. (6962), LightSquared Network LLC (1750), LightSquared Inc. of Virginia (9725), LightSquared Subsidiary LLC (9821), Lightsquared Bermuda Ltd. (7247), SkyTerra Holdings (Canada) Inc. (0631), SkyTerra (Canada) Inc. (0629), and One Dot Six TVCC Corp. (0040). The location of the debtors’ corporate headquarters is 10802 Parkridge Boulevard, Reston, VA 20191.

Court for the Southern District of New York (the “Local Rules”), and General Order M-383 of the United States Bankruptcy Court for the Southern District of New York, (i) establishing the proposed bid procedures (the “Bid Procedures”) for the sale(s) (the “Sale”) of all or substantially all of the assets of LightSquared (the “Assets”), or any grouping or subset thereof, including authorizing LightSquared to grant bidder protections in connection with the Sale; (ii) authorizing and scheduling a date and time to hold an auction (the “Auction”) to solicit higher or otherwise better bids for LightSquared’s assets; (iii) approving assumption and assignment procedures; (iv) approving the form and manner of notice with respect to the Sale and the Auction; and (v) granting related relief.

PLEASE TAKE FURTHER NOTICE that, on October 1, 2013, the Court entered an order [Docket No. 892] approving, among other things, the form of the Bid Procedures and setting certain dates and deadlines relating to the Auction, the Sale, and the Confirmation Hearing.

PLEASE TAKE FURTHER NOTICE that, on December 3, 2013, the Court entered an order [Docket No. 1061] rescheduling, among other things, (a) December 11, 2013 as the date of the Auction and (b) January 9, 2014 at 10:00 a.m. (prevailing Eastern time) as the commencement of the hearing to consider confirmation of chapter 11 plan(s) filed in the Chapter 11 Cases, including approval of a Sale (if any).

PLEASE TAKE FURTHER NOTICE that, on December 11, 2013, at the direction of the special committee of the boards of directors (the “Special Committee”) for LightSquared Inc. and LightSquared GP Inc., LightSquared adjourned the Auction for the One Dot Six Assets only to Monday, December 16, 2013 at 12:00 p.m. (prevailing Eastern time) [Docket No. 1086].

PLEASE TAKE FURTHER NOTICE that, on December 16, 2013, at the direction of the Special Committee, LightSquared further adjourned the Auction for the One Dot Six Assets only to Thursday, December 19, 2013 at 10:00 a.m. (prevailing Eastern time).

PLEASE TAKE FURTHER NOTICE that, at the direction of the Special Committee, LightSquared will not hold an Auction² on December 19, 2013 for the One Dot Six Assets under the *Debtors' First Amended Joint Plan Pursuant to Chapter 11 of Bankruptcy Code* [Docket No. 919] (as amended, supplemented, or otherwise modified from time to time, the "First Amended Plan"), and LightSquared is not deeming any bid received for the One Dot Six Assets the Successful Bid under its First Amended Plan.

PLEASE TAKE FURTHER NOTICE that, at the direction of the Special Committee, LightSquared is pursuing and negotiating an alternative transaction, supported by the significant stakeholders in the Chapter 11 Cases, other than the Ad Hoc Secured Group, that would be implemented through the Debtors' chapter 11 plan.

Respectfully submitted,

New York, New York
Dated: December 18, 2013

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² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Motion or the Bid Procedures, as applicable.

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

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

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

Proceeding commenced at Toronto

**ELEVENTH REPORT OF THE
INFORMATION OFFICER
(Dated December 23, 2013)**

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