

**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")**

**MOTION RECORD  
(Returnable August 13, 2013)**

August 1, 2013

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**TAB 1**



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

**IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,  
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LIGHTSQUARED SUBSIDIARY LLC, LIGHTSQUARED BERMUDA LTD.,  
SKYTERRA HOLDINGS (CANADA) INC., SKYTERRA (CANADA) INC. AND  
ONE DOT SIX TVCC CORP. (COLLECTIVELY, THE "CHAPTER 11  
DEBTORS")**

**NOTICE OF MOTION  
(Returnable on August 13, 2013)**

LightSquared LP, on its own behalf and in its capacity as foreign representative of the Chapter 11 Debtors ("**LightSquared**" or the "**Foreign Representative**"), will make a motion to the Court on August 13, 2013 at 10:00 a.m. or as soon after that time as the motion can be heard at 330 University Avenue, Toronto, Ontario.

**PROPOSED METHOD OF HEARING:** The motion is to be heard orally.

**THE MOTION IS FOR:**

1. An order substantially in the form of the draft order attached hereto as Schedule “A”, *inter alia*:
  - (a) Abridging the time for service and validating service of this Notice of Motion and Motion Record, such that this motion is properly returnable on August 13, 2013;
  - (b) Recognizing in Canada and giving full force and effect in all provinces and territories of Canada, pursuant to section 49 of the *Companies’ Creditors Arrangement Act*, R.S.C. 1985 c. C. 36, as amended (the “**CCAA**”), the following order (the “**Foreign Order**”) of the United States Bankruptcy Court for the Southern District of New York (the “**U.S. Bankruptcy Court**”) made in the cases commenced by the Chapter 11 Debtors in the U.S. Bankruptcy Court under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the “**Chapter 11 Cases**”):
    - (i) Order Scheduling Certain Hearing Dates and Establishing Deadlines in Connection with Chapter 11 Plan Process; and
  - (c) Approving the seventh report of Alvarez & Marsal Canada Inc. (“**A&M Canada**”), in its capacity as court-appointed information officer of the Chapter 11 Debtors in respect of this proceeding (the “**Information Officer**”) dated June 12, 2013, (the “**Seventh Report**”) and the eighth report of the Information Officer (the “**Eighth Report**”), and the activities of the Information Officer as set out therein.
2. Such further and other relief as counsel may request and this Honourable Court may deem just.

## THE GROUNDS FOR THE MOTION ARE:

### Background

1. On May 14, 2012, the Chapter 11 Debtors commenced the Chapter 11 Cases by each filing a voluntary petition for relief under chapter 11 of title 11 of the United States Code in the U.S. Bankruptcy Court;
2. Other than the Chapter 11 Cases and these proceedings, there are no other foreign proceedings in respect of the Chapter 11 Debtors;
3. On May 15, 2012, the Honourable Justice Morawetz of the Ontario Superior Court of Justice (Commercial List) (the “**Canadian Court**”) granted an order providing certain interim relief to the Chapter 11 Debtors, 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 in the Chapter 11 Cases entered various “first day” orders, including an interim order authorizing LightSquared to act as the Foreign Representative of the Chapter 11 Debtors;
5. On May 18, 2012, the Honourable Justice Morawetz granted an Initial Recognition Order in these proceedings, which among other things: (i) recognized LightSquared 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, which among other things: (i) recognized and enforced in Canada certain orders of the U.S. Bankruptcy Court in the Chapter 11 Cases; (ii) appointed A&M Canada as Information Officer in these proceedings; (iii) 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; and (iv) 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;

7. On June 14, 2012, August 21, 2012, March 8, 2013 and March 20, 2013, the Canadian Court granted Orders in these proceedings recognizing and enforcing in Canada certain additional orders of the U.S. Bankruptcy Court made in the Chapter 11 Cases;

#### Foreign Order

8. Pursuant to a motion brought by the Chapter 11 Debtors returnable July 23, 2013, the Chapter 11 Debtors sought approval from the U.S. Bankruptcy Court of the Foreign Order;
9. On July 24, 2013, the U.S. Bankruptcy Court entered the Foreign Order;
10. The Foreign Order established the following hearing dates and deadlines in the Chapter 11 Cases:
  - (a) Hearing to consider motion for approval of a "stalking horse bidder" and bidding protections and procedures (if any): September 24, 2013 at 10:00 a.m.;
  - (b) Hearing to consider approval of disclosure statement(s): September 30, 2013 at 10:00 a.m.;
  - (c) Deadline for conclusion of auction (if any) for assets of the Debtors: December 6, 2013; and
  - (d) Hearing on confirmation of chapter 11 plan(s): December 10, 2013 at 10:00 a.m.

11. The Foreign Order provides the U.S. Bankruptcy Court with the authority to adjourn any of the dates in the Foreign Order from time to time.
12. The Foreign Representative is of the view that the recognition of the Foreign Order by the Canadian Court is necessary for the protection of the Chapter 11 Debtors' property and the interest of their creditors;
13. Accordingly, the Foreign Representative requests that this Honourable Court recognize in Canada and enforce the Foreign Order, pursuant to Section 49 of the CCAA;

General

14. The facts as further set out in the Seventh Report, Eighth Report and the affidavit of Elizabeth Creary sworn August 1, 2013 (the "Creary Affidavit");
15. The provisions of the CCAA, including Part IV;
16. The *Rules of Civil Procedure*, including rules 2.03, 3.02 and 16; and
17. Such further and other grounds as counsel may advise and this Court may permit.

**THE FOLLOWING DOCUMENTARY EVIDENCE WILL BE USED AT  
THE HEARING OF THE MOTION:**

1. The Creary Affidavit and the exhibits referred to therein, including the Foreign Order;
2. The Information Officer's Seventh Report (previously filed) and Eighth Report (to be filed separately); and
3. Such further and other material as counsel may advise and this Honourable Court may permit.

August 1, 2013

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**TO: THE SERVICE LIST**

**TAB A**

ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST

THE HONOURABLE •	)	TUESDAY, THE 13 <sup>th</sup> DAY
JUSTICE •	)	OF AUGUST, 2013
	)	

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*  
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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  
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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")

RECOGNITION ORDER

**THIS MOTION**, made by LightSquared LP in its capacity as the foreign representative (the "**Foreign Representative**") of the Chapter 11 Debtors, pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "**CCAA**"), for an order substantially in the form attached as Schedule "A" to the notice of motion of the Foreign Representative dated August 1, 2013 (the "**Notice of Motion**"), recognizing an order granted by the United States Bankruptcy Court for the Southern District of New York (the "**U.S. Bankruptcy Court**") in the cases commenced by the



Chapter 11 Debtors under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the “**Chapter 11 Cases**”), was heard this day at 330 University Avenue, Toronto, Ontario.

**ON READING** the Notice of Motion, the affidavit of Elizabeth Creary sworn August 1, 2013, the seventh report of Alvarez & Marsal Canada Inc., in its capacity as court-appointed information officer of the Chapter 11 Debtors (the “**Information Officer**”), dated June 12, 2013 (the “**Seventh Report**”) and the eighth report of the Information Officer dated August ●, 2013 (the “**Eighth Report**”), and on hearing the submissions of counsel for the Foreign Representative and counsel for the Information Officer, no one else appearing although duly served as appears from the affidavit of service of ● sworn August ●, 2013, filed,

#### **SERVICE**

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

#### **RECOGNITION OF FOREIGN ORDER**

2. **THIS COURT ORDERS** that the following order (the “**Foreign Order**”) of the U.S. Bankruptcy Court made in the Chapter 11 Cases is hereby recognized and given full force and effect in all provinces and territories of Canada pursuant to Section 49 of the CCAA:

(a) Order Scheduling Certain Hearing Dates and Establishing  
Deadlines in Connection with Chapter 11 Plan Process;

attached hereto as Schedule “A”, provided, however, that in the event of any conflict between the terms of the Foreign Order and the Orders of this Court made in the within proceedings, the Orders of this Court shall govern with respect to the Chapter 11 Debtors’ current and future assets, undertakings and properties of every nature and kind whatsoever in Canada.

**INFORMATION OFFICER'S REPORT**

3. **THIS COURT ORDERS** that the Seventh Report and the Eighth Report and the activities of the Information Officer as described therein be and are hereby approved.

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**SCHEDULE "A"**

**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. <sup>1</sup>	)	
	)	Jointly Administered

**ORDER SCHEDULING CERTAIN HEARING DATES AND ESTABLISHING  
DEADLINES IN CONNECTION WITH CHAPTER 11 PLAN PROCESS**

Upon the motion (the "Motion")<sup>2</sup> of 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, for entry of an order scheduling certain hearing dates and establishing other deadlines in connection with LightSquared's disclosure statement and chapter 11 plan process, all as more fully described in the Motion; and responses to the Motion having been filed by (i) the Ad Hoc Secured Group of LightSquared LP Lenders and (ii) SP Special Opportunities, LLC (together, the "Responses") and the Court having reviewed the Motion and the Responses and having heard arguments with respect to the Motion and the Responses at a hearing held before the Court on July 23, 2013 (the "Hearing"); and after due deliberation and sufficient cause appearing therefor, it is hereby **ORDERED** that:

<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 10802 Parkridge Boulevard, Reston, VA 20191.

<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Motion.

The following dates are established in these cases:

1. Hearing to consider motion for approval of a “stalking horse bidder” and bidding protections and procedures (if any): September 24, 2013 at 10:00 a.m.
2. Hearing to consider approval of disclosure statement(s): September 30, 2013 at 10:00 a.m.
3. Deadline for conclusion of auction (if any) for assets of the Debtors: December 6, 2013.
4. Hearing on confirmation of chapter 11 plan(s): December 10, 2013 at 10:00 a.m.
5. The Court may adjourn the dates in this Order from time to time by announcing any adjournment in open court and no further notice need be given.
6. The Court retains jurisdiction with respect to all matters arising from or related to the implementation or interpretation of this Order.

Dated: July 24, 2013  
New York, New York

/s/ Shelley C. Chapman  
HONORABLE SHELLEY C. CHAPMAN  
UNITED STATES BANKRUPTCY JUDGE

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

**ONTARIO  
SUPERIOR COURT OF JUSTICE**

PROCEEDING COMMENCED AT  
TORONTO

**RECOGNITION ORDER  
(AUGUST 13, 2013)**

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

**SUPERIOR COURT OF JUSTICE**

PROCEEDING COMMENCED AT TORONTO

**NOTICE OF MOTION**

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# TAB 2



**ONTARIO  
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ONE DOT SIX TVCC CORP. (COLLECTIVELY, THE "CHAPTER 11  
DEBTORS")**

**AFFIDAVIT OF ELIZABETH CREARY  
(Sworn August 1, 2013)**

I, Elizabeth Creary, of the City of Ottawa, in the Province of Ontario, **MAKE OATH  
AND SAY THAT:**

1. I am the Vice President and Assistant General Counsel of LightSquared LP ("LightSquared" or the "Foreign Representative"). As such, I have personal knowledge of the matters to which I herein depose. Where the source of my information or belief is other than my own personal knowledge, I have identified the source and the basis for my information and verily believe it to be true.

2. This Affidavit is filed in support of the Foreign Representative's motion for an order, *inter alia*, recognizing in Canada and giving full force and effect in all provinces and territories of Canada, pursuant to section 49 of the *Companies' Creditors Arrangement Act*, R.S.C. 1985 c. C. 36, as amended (the "CCAA"), an order of the United States Bankruptcy Court for the Southern District of New York (the "U.S. Bankruptcy Court") made in the cases commenced by the Chapter 11 Debtors in the U.S. Bankruptcy Court under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the "Chapter 11 Cases").

### **Corporate Overview**

3. The Chapter 11 Debtors were collectively the first private satellite-communications company to offer mobile satellite services throughout North America, initially using two geostationary satellites, as well as a portion of the electromagnetic spectrum known as the L-Band.

4. The Chapter 11 Debtors are in the process of building the only 4<sup>th</sup> Generation Long Term Evolution ("4G LTE") open wireless broadband network that incorporates nationwide satellite coverage throughout North America and offers users, wherever they may be located, the speed, value and reliability of universal connectivity.

5. Through a unique wholesale business model, entities without their own wireless networks, or that have limited geographic coverage or spectrum, will be able to market and sell their own devices, applications and services at a competitive price using the Chapter 11 Debtors' 4G LTE network.

### **Background on Proceedings**

6. On May 14, 2012, the Chapter 11 Debtors commenced the Chapter 11 Cases 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 in the U.S. Bankruptcy Court. Other than the Chapter 11 Cases and these proceedings, there are no other foreign proceedings in respect of the Chapter 11 Debtors.

7. On May 15, 2012, the Honourable Justice Morawetz of the Ontario Superior Court of Justice (Commercial List) (the "Canadian Court") granted an order providing

certain interim relief to the Chapter 11 Debtors, 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.

8. On May 15, 2012 and May 16, 2012, the U.S. Bankruptcy Court in the Chapter 11 Cases entered various “first day” orders, including an interim order authorizing LightSquared to act as the Foreign Representative of the Chapter 11 Debtors.

9. On May 18, 2012, the Honourable Justice Morawetz granted an Initial Recognition Order in these proceedings, which among other things: (i) recognized LightSquared 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.

10. On May 18, 2012, the Honourable Justice Morawetz also granted a Supplemental Order in these proceedings, which among other things: (i) appointed Alvarez & Marsal Canada Inc. as Information Officer in these proceedings (the “**Information Officer**”); (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 enforced in Canada certain orders of the U.S. Bankruptcy Court in the Chapter 11 Cases, including the Interim Order Authorizing LightSquared LP to Act as Foreign Representative Pursuant to 11 U.S.C. § 1505.

11. On June 14, 2012, the Canadian Court recognized and enforced in Canada certain orders of the U.S. Bankruptcy Court made in the Chapter 11 Cases, including the “Final Order Authorizing LightSquared LP to Act as Foreign Representative Pursuant to 11 U.S.C. § 1505”.

12. On August 21, 2012, the Canadian Court recognized and enforced in Canada certain orders of the U.S. Bankruptcy Court made in the Chapter 11 Cases, including the

“Order Granting LightSquared’s Motion for Order Approving Expedited Procedures for Sale, Transfer, and/or Abandonment of De Minimis Assets” (the “**De Minimis Order**”).

13. The De Minimis Order permitted the Chapter 11 Debtors to abandon de minimis assets with book value of (a) \$500,000 or less with no notice or hearing where maintaining such assets is more expensive than not doing so and it appears after reasonable investigation and consultation with certain interested parties that it is not possible to sell such assets for more than the likely expense of such sale, and (b) over \$500,000, but less than or equal to \$1 million, pursuant to certain notice procedures set forth in detail in the De Minimis Order.

14. On March 8, 2013, the Canadian Court recognized and enforced in Canada certain orders of the U.S. Bankruptcy Court made in the Chapter 11 Cases, including the “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” (the “**Exclusivity Order**”) and the “Amended Agreed Final Order (A) Authorizing Debtors To Use Cash Collateral, (B) Granting Adequate Protection To Prepetition Secured Parties, And (C) Modifying Automatic Stay.

15. On March 20, 2013, the Canadian Court: (i) recognized and enforced in Canada the “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 (the “**Consignment Agreement**”) with Rincon Technology, Inc. (“**Rincon**”), (B) Authorizing Sale of Consigned Property (the “**Transactions**”), and (C) Authorizing LightSquared To Abandon Unsold Property (the “**March 20<sup>th</sup> Order**”) of the U.S. Bankruptcy Court made in the Chapter 11 Cases; (ii) approved the Consignment Agreement and the Transactions; and (iii) vested in Rincon the relevant Canadian assets contemplated under the Consignment Agreement on the closing of a Transaction. A copy of the March 20<sup>th</sup> order is attached to this my affidavit as **Exhibit “A”**.

**Foreign Order**

16. Pursuant to the Exclusivity Order, the Chapter 11 Debtors' exclusive period during which only they may file a chapter 11 plan of reorganization and solicit acceptances thereof expired on July 15, 2013.
17. As the Chapter 11 Debtors continue to work toward a successful resolution of the Chapter 11 Cases, it is anticipated that there will be the submission of multiple competing plans of reorganization and potential litigation arising therefrom.
18. In view of the foregoing, the Chapter 11 Debtors thought it in the best interests of the estates, its creditors and other parties to formalize certain procedures, schedule certain common hearing dates and establish other deadlines in connection with the plan process. With this objective, on July 19, 2013, the Chapter 11 Debtors filed with the U.S. Bankruptcy Court a motion returnable July 23, 2013 seeking entry of an order formalizing certain procedures, scheduling hearing dates and establishing other deadlines in connection with the disclosure statement and Chapter 11 plan process (the "U.S. Motion"). A copy of the U.S. Motion filed by the Chapter 11 Debtors in the U.S. Bankruptcy Court is attached to this my affidavit at **Exhibit "B"**.
19. The Chapter 11 Debtors attempted to establish the proposed procedures on a consensual basis with their primary stakeholders. Unfortunately however, the Chapter 11 Debtors were unable to secure the support of all their constituents and the Ad Hoc Secured Group of LightSquared LP Lenders and SP Special Opportunities, LLC both filed objections to the U.S. Motion seeking a more expedited process (the "Objections").
20. On July 24, 2013, the U.S. Bankruptcy Court having considered the U.S. Motion and the Objections, entered the "Order Scheduling Certain Hearing Dates And Establishing Deadlines in Connection with Chapter 11 Plan Process" (the "Foreign Order"). A copy of the entered Foreign Order is attached to this my affidavit at **Exhibit "C"**.
21. Pursuant to the Foreign Order, the U.S. Bankruptcy Court established the following hearing dates and deadlines in the Chapter 11 Cases:

- (a) Hearing to consider motion for approval of a “stalking horse bidder” and bidding protections and procedures (if any): September 24, 2013 at 10:00 a.m.;
- (b) Hearing to consider approval of disclosure statement(s): September 30, 2013 at 10:00 a.m.;
- (c) Deadline for conclusion of auction (if any) for assets of the Chapter 11 Debtors: December 6, 2013; and
- (d) Hearing on confirmation of chapter 11 plan(s): December 10, 2013 at 10:00 a.m.

The Foreign Order provides the U.S. Bankruptcy Court with the authority to adjourn any of the dates in the Foreign Order from time to time.

22. The Foreign Representative is of the view that the Canadian Court should recognize the Foreign Order, as it is appropriate and necessary for the protection of the Chapter 11 Debtors’ property and the interests of their creditors.

23. The timeline established under the Foreign Order:

- (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.

**24. To my knowledge, no party has appealed the Foreign Order in the Chapter 11 Cases and the secured creditors registered against the Canadian Chapter 11 Debtor entities are being given notice of the motion.**

25. Pursuant to the foregoing reasons, the Foreign Representative is requesting that the Canadian Court recognize in Canada and enforce the Foreign Order, pursuant to Section 49 of the CCAA.

26. I make this affidavit in support of the motion of the Foreign Representative returnable August 13, 2013 and for no other or improper purpose.

**SWORN** before me in the City of Ottawa  
in the Province of Ontario this 1<sup>st</sup> day of  
August, 2013

Alvin  
Commissioner for Taking Affidavits, etc.

Elizabeth Creary

**Sandra Diana Wendy Kleinert,  
a Commissioner, etc., Province of Ontario  
for Dentons Canada LLP  
Barristers and Solicitors. Expires June 7, 2016**

**TAB A**



**Exhibit "A" to the Affidavit of Elizabeth Creary,  
sworn before me this 1<sup>st</sup> day of August, 2013.**



**Commissioner for Taking Affidavits, etc.**

**Sandra Diana Wendy Kleinert,  
a Commissioner, etc., Province of Ontario  
for Dentons Canada LLP  
Barristers and Solicitors. Expires June 7, 2016**



ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST

THE HONOURABLE MR.  
JUSTICE MORAWETZ

)  
)  
)  
WEDNESDAY, THE 20<sup>th</sup>  
DAY OF MARCH, 2013

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")

RECOGNITION ORDER

THIS MOTION, made by LightSquared LP in its capacity as the foreign representative (the "Foreign Representative") of the Chapter 11 Debtors, pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "CCAA") for an order substantially in the form attached as Schedule "A" to the notice of motion of the Foreign Representative dated March 12, 2013 (the "Notice of Motion"), recognizing an order granted by the United States Bankruptcy Court for the Southern District of New York (the "U.S. Bankruptcy Court") in the cases commenced by the

Chapter 11 Debtors under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the “**Chapter 11 Cases**”) and approving the Consignment Agreement (defined below) contemplated thereunder, was heard this day at 330 University Avenue, Toronto, Ontario.

**ON READING** the Notice of Motion, the affidavit of Elizabeth Creary sworn March 11, 2013, the sixth report of Alvarez & Marsal Canada Inc., in its capacity as court-appointed information officer (the “**Information Officer**”) of the Chapter 11 Debtors, dated March 15, 2013 (the “**Sixth Report**”) and the affidavit of Christopher Blake Moran sworn March 19, 2013, and on hearing the submissions of counsel for the Foreign Representative and counsel for the Information Officer, no one else appearing although duly served as appears from the affidavits of service of Stephanie Waugh sworn March 12, 2013 and March 19, 2013, filed,

#### **SERVICE**

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

#### **RECOGNITION OF FOREIGN ORDER**

2. **THIS COURT ORDERS** that the following order (the “**Foreign Order**”) of the U.S. Bankruptcy Court made in the Chapter 11 Cases is hereby recognized and given full force and effect in all provinces and territories of Canada pursuant to Section 49 of the CCAA:

- (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 (the “**Consignment Agreement**”) with Rincon Technology, Inc. (“**Rincon**”), (B) Authorizing Sale of Consigned Property (the “**Transaction(s)**”), and (C) Authorizing LightSquared to Abandon Unsold Property,

attached hereto as Schedule "A", provided, however, that in the event of any conflict between the terms of the Foreign Order and the Orders of this Court made in the within proceedings, the Orders of this Court shall govern with respect to the Chapter 11 Debtors' current and future assets, undertakings and properties of every nature and kind whatsoever in Canada.

#### **ADDITIONAL PROVISIONS REGARDING APPROVAL AND VESTING**

3. **THIS COURT ORDERS AND DECLARES** that the Transactions are hereby approved, and the execution of the Consignment Agreement by the Chapter 11 Debtors is hereby authorized and approved. The Chapter 11 Debtors are hereby authorized and directed to take such additional steps and execute such additional documents as may be necessary or desirable for the completion of the Transactions and for the conveyance of the Canadian assets contemplated under the Consignment Agreement (the "**Canadian Assets**") to a purchaser.

4. **THIS COURT ORDERS AND DECLARES** that the Chapter 11 Debtors are authorized, in accordance with the Foreign Order, to transfer additional equipment to Rincon under the terms of the Consignment Agreement, without further order of this Court.

5. **THIS COURT ORDERS AND DECLARES** that upon the closing of each Transaction, all of the Chapter 11 Debtors' right, title and interest in and to the specific Canadian Assets at issue in the Transaction shall vest absolutely in Rincon, free and clear of and from any and all security interests (whether contractual, statutory, or otherwise), hypothecs, mortgages, trusts or deemed trusts (whether contractual, statutory, or otherwise), liens, executions, levies, charges, or other financial or monetary claims, whether or not they have attached or been perfected, registered or filed and whether secured, unsecured or otherwise (collectively, the "**Claims**") including, without limiting the generality of the foregoing: (i) any encumbrances or charges created by the Orders of the Honourable Justice Morawetz dated May 18, 2012 granted in these proceedings; and (ii) all charges, security interests or claims evidenced by registrations pursuant to the *Personal Property Security Act* (Ontario) or any other personal property registry system;

and, for greater certainty, this Court orders that all of the Claims affecting or relating to such Canadian Assets are hereby expunged and discharged as against such Canadian Assets.

6. **THIS COURT ORDERS** that for the purposes of determining the nature and priority of Claims, the net proceeds from the sale of the Canadian Assets received by LightSquared Corp. shall stand in the place and stead of the Canadian Assets, and that from and after closing of the Transactions all Claims shall attach to the net proceeds from the sale of the Canadian Assets received by LightSquared Corp. with the same priority as they had with respect to the Canadian Assets immediately prior to the sale, as if the Canadian Assets had not been sold and remained in the possession or control of the person having that possession or control immediately prior to the sale.

7. **THIS COURT ORDERS** that, notwithstanding:

- (a) the pendency of these proceedings;
- (b) any applications for a bankruptcy order now or hereafter issued pursuant to the *Bankruptcy and Insolvency Act* (Canada) in respect of any of the Chapter 11 Debtors and any bankruptcy order issued pursuant to any such applications; and
- (c) any assignment in bankruptcy made in respect of any of the Chapter 11 Debtors;

the vesting of the Canadian Assets in Rincon pursuant to this Order shall be binding on any trustee in bankruptcy that may be appointed in respect of any of the Chapter 11 Debtors and shall not be void or voidable by creditors of any of the Chapter 11 Debtors, nor shall it constitute nor be deemed to be a fraudulent preference, assignment, fraudulent conveyance, transfer at undervalue, or other reviewable transaction under the *Bankruptcy and Insolvency Act* (Canada) or any other applicable federal or provincial legislation, nor shall it constitute oppressive or unfairly prejudicial conduct pursuant to any applicable federal or provincial legislation.



**SCHEDULE "A"**

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

In re:

LIGHTSQUARED INC., *et al.*,

Debtors.<sup>1</sup>

) Chapter 11

) Case No. 12-12080 (SCC)

) Jointly Administered

**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**

Upon the motion, dated March 5, 2013 (the "Motion"),<sup>2</sup> of LightSquared Inc. and certain of its affiliates, as debtors and debtors in possession (collectively, "LightSquared") in the above-captioned chapter 11 cases (the "Chapter 11 Cases"), for entry of an order, pursuant to sections 105(a), 363(b), and 363(f) of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (as amended, the "Bankruptcy Code") and rules 2002, 6004, and 9013 of the Federal Rules of Bankruptcy Procedure (as amended, the "Bankruptcy Rules"), (a) approving and authorizing LightSquared Network LLC and LightSquared Corp. (collectively, the "Consignor") to enter into the Consignment Agreement, a copy of which is attached to the Motion as Exhibit A, with Rincon Technology, Inc. ("Rincon"), (b) authorizing the Consignor to sell the Consigned

<sup>1</sup> The debtors in these Chapter 11 Cases (as defined below), 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.

<sup>2</sup> Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Motion or the Consignment Agreement, as applicable.



Property free and clear of any liens, claims, encumbrances, and interests (with any such liens, claims, encumbrances, and interests attaching to the Consideration with the same validity, priority, and effect that such liens, claims, encumbrances, or interests had against the Consigned Property), and (c) authorizing the Consignor to abandon unsold Consigned Property in accordance with the terms of the Consignment Agreement and the De Minimis Abandonment Order, all as more fully set forth in the Motion; and the Court having considered the Motion and determined that the relief requested in the Motion is an exercise of LightSquared's sound business judgment and is in the best interests of LightSquared's estates, its creditors, and other parties in interest; and the Court having determined that time is of the essence in effectuating the Consignment Agreement and proceeding with the sales contemplated therein without interruption; and it appearing that this Court has jurisdiction over this matter pursuant to 28 U.S.C. § 1334; and it appearing that this proceeding is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and it appearing that venue of this proceeding and the Application in this Court is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and notice of the Motion appearing adequate and appropriate under the circumstances; and the Court having found that no other or further notice is needed or necessary; and the Court having reviewed the Motion and having heard statements in support of the Motion at a hearing held before the Court (the "Hearing"); and the Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and any objections to the relief requested in the Motion having been withdrawn or overruled on the merits; and after due deliberation and sufficient cause appearing therefor, it is hereby **ORDERED** that:

1. The relief requested in the Motion is granted.
2. The Consignment Agreement is approved in its entirety.

3. The Consignor is authorized to enter into the Consignment Agreement and to perform as required by the Consignment Agreement as and when due thereunder without further order of this Court.

4. The Consigned Property sold pursuant to the Consignment Agreement shall be sold free and clear of liens, claims, encumbrances, and interests, and any such liens, claims, encumbrances, and interests shall be transferred and attach to the Consideration, with the same validity, priority, and effect that such liens, claims, encumbrances, or interests had against the Consigned Property. For the avoidance of doubt, (a) Consigned Property owned by LightSquared Corp. constitutes Prepetition LP Collateral (as defined in the Cash Collateral Order), and the Consideration for the sale of such Consigned Property shall be subject to the Prepetition LP Liens and used in accordance with the terms of the Cash Collateral Order; and (b) Consigned Property owned by LightSquared Network LLC is unencumbered, and the Consideration for the sale of such Consigned Property shall be deposited into an account held by LightSquared Network LLC and used in accordance with the terms of the final order authorizing LightSquared to continue using its existing cash management systems and providing postpetition intercompany claims administrative expense priority [Docket No. 115].

5. After entry of this Order, if the Consignor seeks to transfer and sell Additional Consigned Property pursuant to the Consignment Agreement, LightSquared must follow the following procedures:

- (a) File a notice (each, a "Notice of Additional Consignment") of intent with the Court and serve such notice upon (i) the parties listed in the Notice section of the Motion and (ii) the Canadian notice parties listed on Schedule 1 attached hereto (collectively, the "Notice Parties").
- (b) Each Notice of Additional Consignment will list the Additional Consigned Property the Consignor seeks to transfer and sell pursuant to the Consignment Agreement and any known parties

holding or asserting any liens, claims, encumbrances, or interests or potential liens, claims, encumbrances, or interests in the relevant Additional Consigned Property.

- (c) Any objection to a Notice of Additional Consignment must be filed and served upon each of the following: (i) LightSquared Inc., 10802 Parkridge Boulevard, Reston, VA 20191, Attn: Marc R. Montagner and Curtis Lu, Esq., (ii) counsel to LightSquared, Milbank, Tweed, Hadley & McCloy LLP, One Chase Manhattan Plaza, New York, NY 10005, Attn: Matthew S. Barr, Esq. and Karen Gartenberg, Esq., (iii) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, 21st Floor, New York, NY 10004, Attn: Susan D. Golden, Esq., (iv) counsel to Harbinger Capital Partners LLC, Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, NY 10153, Attn: Debra A. Dandeneau, Esq. and Ronit Berkovich, Esq., (v) counsel to U.S. Bank National Association, as administrative agent under the Prepetition Inc. Credit Agreement and administrative agent under the Inc. DIP credit agreement, Akin Gump Strauss Hauer & Feld LLP, One Bryant Park, New York, NY 10036, Attn: Philip C. Dublin, Esq. and Kenneth A. Davis, Esq., (vi) counsel to UBS AG, Stamford Branch, as administrative agent under the Prepetition LP Credit Agreement, Latham & Watkins LLP, 885 Third Avenue, New York, NY 10022, Attn: Mark A. Broude, Esq., (vii) counsel to the ad hoc secured group of Prepetition LP Lenders, White & Case LLP, 1155 Avenue of the Americas, New York, NY 10036, Attn: Thomas E. Lauria, Esq. and Andrew C. Ambruso, Esq., and (viii) Rincon Technology Inc., 105 West De La Guerra, Suite 105, Santa Barbara, CA 93101, Attn: M. Jason Kelly, President and CEO (collectively (i) through (viii), the "Objection Parties"), so as to be actually received within seven (7) days after the date of service of such Notice of Additional Consignment. If no such objection is timely filed and served, the Consignor is authorized to transfer the Additional Consigned Property to Rincon for sale pursuant to the Consignment Agreement. This Additional Consigned Property shall thereafter become Consigned Property (as defined in the Consignment Agreement).
- (d) If any Notice Party timely files and serves a written objection to any Notice of Consignment, then such Additional Consigned Property shall only be subject to the Consignment Agreement upon either consensual resolution of the objection by the parties in question (with four (4) days' notice to the Objection Parties) or further order of the Court. If no resolution to the objection is reached, LightSquared shall schedule a hearing to consider the

transfer of the Additional Consigned Property at the next scheduled omnibus hearing.

6. The Consignor is permitted to abandon property of the Consignor's estates in accordance with the terms and provisions of the Consignment Agreement and the De Minimis Abandonment Order [Docket No. 267].

7. This Order and the terms and provisions of the Consignment Agreement shall be binding on all of LightSquared's creditors and stakeholders (whether known or unknown), LightSquared, Rincon, and their respective affiliates, successors and assigns, and any affected third parties, including, but not limited to, all persons asserting an interest in the Consigned Property, notwithstanding any subsequent appointment of any trustee, party, entity, or other fiduciary under any section of the Bankruptcy Code with respect to the forgoing parties, and as to such trustee, party, entity, or other fiduciary, such terms and provisions likewise shall be binding.

8. The provisions of this Order and the terms and provisions of the Consignment Agreement, and any actions taken pursuant hereto or thereto, shall survive the entry of any order which may be entered confirming or consummating any plan of LightSquared.

9. The Consignment Agreement and any related documents may be modified, amended, or supplemented by the parties thereto in accordance with the terms thereof without further order of this Court; provided that any such modification, amendment, or supplement is not material and adverse to LightSquared and; provided further, that at least five (5) business days prior notice of any such modification, amendment, or supplement shall be filed with the Court and served on the Notice Parties. If any Notice Party timely files and serves an objection to a proposed modification, amendment, or supplement, such modification,

amendment, or supplement shall be of no force or effect unless approved by the Court following notice and a hearing.

10. Notwithstanding Bankruptcy Rule 6004, or any other law that would serve to stay or limit the immediate effect of this Order, this Order shall be effective and enforceable immediately upon entry. In the absence of any person or entity obtaining a stay pending appeal, the Consignor and Rincon are free to perform under the Consignment Agreement upon entry of this Order, subject to the terms of the Consignment Agreement.

11. LightSquared is authorized to take any and all actions reasonably necessary to consummate, and perform any and all obligations contemplated in, the Consignment Agreement, and otherwise take any actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.

12. The Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: March 19, 2013  
New York, New York

/s/ Shelley C. Chapman  
HONORABLE SHELLEY C. CHAPMAN  
UNITED STATES BANKRUPTCY JUDGE

**Schedule 1**

**Canadian Notice Parties**

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

**R. Shayne Kukulowicz**  
Telephone: 416.863.4740  
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**Jane O. Dietrich**  
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E-mail: jane.dietrich@fmc-law.com

*Lawyers for the Debtors*

**AND TO: ALVAREZ & MARSAL CANADA ULC**  
Royal Bank Plaza, South Tower  
200 Bay Street, Suite 2900  
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M5J 2J1

**John J. Walker**  
Telephone: 416.847.5152  
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**Andrea Yandreski**  
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Facsimile: 416.847.5201  
E-mail: ayandreski@alvarezandmarsal.com

*Information Officer*

**AND TO: GOODMAN'S LLP**  
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M5H 2S7

**Jay A. Carfagnini**  
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**Brian F. Empey**  
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*Lawyers for the Information Officer*

**AND TO: WILMINGTON TRUST FSB**  
1100 North Market Street  
Wilmington, DE 19890  
U.S.A.

**AND TO: DEPARTMENT OF JUSTICE**  
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130 King Street West  
Suite 3400  
Toronto, Ontario M5X 1K6

**Diane Winters**  
Telephone: 416.973.3172  
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**AND TO: INDUSTRY CANADA**  
Space Services Directorate  
Engineering, Planning and Standards Branch  
Industry Canada  
300 Slater Street, 15th Floor  
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**Richard Hiebert**  
Manager, Authorization Policy

**AND TO: MORGUARD INVESTMENTS LIMITED**

350 Sparks Street, Suite 402  
Ottawa, Ontario  
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**Beth Whitehead**, Manager, Commercial Lease Administration

Facsimile: 613-237-0007

E-mail: bwhitehead@morguard.com

*Agent for Pensionfund Realty Limited*

**AND TO: TIERNEY STAUFFER LLP**

1600 Carling Avenue, Suite 510  
Ottawa, Ontario  
K1Z 0A1

**Ken Jennings**

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*Counsel to Morguard Investments Limited*

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kjennings@tslawyers.ca



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**

**RECOGNITION ORDER  
(MARCH 20, 2013)**

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

R. Shayne Kukulowicz / Jane O. Dietrich /  
Kate H. Stigler  
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kate.stigler@fmc-law.com

*Lawyers for the Chapter 11 Debtors.*

**TAB B**

**Exhibit "B" to the Affidavit of Elizabeth Creary,  
sworn before me this 1<sup>st</sup> day of August, 2013.**

A handwritten signature in cursive script, appearing to read "S. Kohnert", is written over a horizontal line.

**Commissioner for Taking Affidavits, etc.**

**Sandra Diana Wendy Kohnert,  
a Commissioner, etc., Province of Ontario  
for Dentons Canada LLP  
Barristers and Solicitors. Expires June 7, 2016**

Matthew S. Barr  
Karen Gartenberg  
MILBANK, TWEED, HADLEY & McCLOY LLP  
One Chase Manhattan Plaza  
New York, NY 10005-1413  
(212) 530-5000

*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. <sup>1</sup>	)	
	)	Jointly Administered

**LIGHTSQUARED'S MOTION FOR ENTRY OF ORDER FORMALIZING  
CERTAIN PROCEDURES, SCHEDULING HEARING DATES, AND  
ESTABLISHING OTHER DEADLINES IN CONNECTION WITH  
DISCLOSURE STATEMENT AND CHAPTER 11 PLAN PROCESS**

<sup>1</sup> The debtors in these Chapter 11 Cases (as defined below), 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.



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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"), file this motion (the "Motion")<sup>1</sup> for entry of an order (the "Order") formalizing certain procedures, scheduling hearing dates, and establishing other deadlines in connection with LightSquared's disclosure statement and chapter 11 plan process. In support of this Motion, LightSquared respectfully states as follows:

### **Jurisdiction**

1. This Court has jurisdiction over this matter pursuant to 28 U.S.C. § 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2).

2. Venue in this Court is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

### **Background**

3. On May 14, 2012 (the "Petition Date"), LightSquared filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code.

4. LightSquared continues to operate its businesses and manage its properties as debtor in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No official committee has been appointed in the Chapter 11 Cases. No request for the appointment of a trustee or examiner has been made in the Chapter 11 Cases.

### **Background to Motion**

5. Pursuant to the *Order Pursuant to 11 U.S.C. § 1121(d) Further Extending LightSquared's Exclusive Periods To File a Plan of Reorganization and Solicit Acceptances Thereof* [Docket No. 522] (the "Second Exclusivity Extension Order"), LightSquared's exclusive

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<sup>1</sup> Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the *Amended Agreed Final Order (A) Authorizing Debtors To Use Cash Collateral, (B) Granting Adequate Protection to Prepetition Secured Parties, and (C) Modifying Automatic Stay* [Docket No. 544] or the *Second Exclusivity Extension Order* (as defined below), as applicable.

period during which only it may file a chapter 11 plan of reorganization and solicit acceptances thereof expired on July 15, 2013. As LightSquared continues to work towards a successful resolution of its Chapter 11 Cases, it anticipates the submission of multiple competing plans of reorganization and potential litigation arising therefrom, including with respect to allowance of certain secured claims.

6. In light of the foregoing, LightSquared believes that it is in the best interests of the estates, its creditors, and other parties in interest to formalize certain procedures, schedule certain common hearing dates, and establish other deadlines in connection with such process (the "Proposed Timeline"). Although LightSquared attempted to consensually establish the Proposed Timeline, it was unable to secure the support of all of its constituents. However, LightSquared has secured support for the Proposed Timeline described below from MAST, U.S. Bank, Harbinger, Centaurus Capital LP, and certain holders of the Inc. Preferred Shares (each, as defined below). Thus, LightSquared submits the following Proposed Timeline, subject to the Court's availability and calendar.

**Disclosure Statement**

- a. On or before September 3, 2013, the Debtors shall file and serve a general disclosure statement, not specifically applicable to any chapter 11 plan filed by any party in interest (the "General Disclosure Statement"); provided, however, that the Debtors shall provide to the ad hoc secured group of Prepetition LP Lenders (the "Ad Hoc Secured Group"), MAST Capital Management, LLC, on behalf of itself and its managed accounts (collectively, "MAST"), U.S. Bank National Association, as Prepetition Inc. Agent and DIP Agent ("U.S. Bank"), Harbinger Capital Partners LLC and certain of its managed and affiliated funds and wholly-owned subsidiaries, including HGW US Holding Company, L.P., Blue Line DZM Corp., and Harbinger Capital Partners SP, Inc. (collectively, "Harbinger"), Centaurus Capital LP, and certain holders of the Inc. Preferred Shares a substantially final draft of such General Disclosure Statement on or before August 26, 2013, and shall permit such parties a reasonable opportunity to review and

comment on such draft General Disclosure Statement prior to filing it with the Court.

- b. On or before September 4, 2013, any party in interest filing a chapter 11 plan on or before September 3, 2013, including the Debtors, shall file and serve, (i) a supplement to the General Disclosure Statement, containing information specific to such party's proposed chapter 11 plan, or (ii) a separate disclosure statement with respect to such plan in lieu of a supplement to the General Disclosure Statement.
- c. A hearing on any disclosure statement(s) filed on or before September 4, 2013 (the "Disclosure Statement Hearing") shall be held on October 3, 2013 at 10:00 a.m. (prevailing Eastern time).

**Plan Confirmation**

- d. A hearing to confirm any chapter 11 plan(s) filed on or before September 3, 2013 (the "Confirmation Hearing") shall commence on December 16, 2013 at 10:00 a.m. (prevailing Eastern time).
- e. The parties in interest shall meet and confer in good faith to (i) develop a discovery schedule between the Disclosure Statement Hearing and the Confirmation Hearing and (ii) discuss the scope of discovery for the issues to be raised at the Confirmation Hearing.
- f. Any dispute regarding the allowed amount of the Prepetition Inc. Obligations shall be determined in connection with the Confirmation Hearing (the "Inc. Claim Allowance").
- g. Any issues to be raised with respect to the actions of Charles W. Ergen and any affiliate thereof relating to confirmation of a plan shall be raised before the Court by motion or other appropriate pleading no later than five (5) business days following entry by the Court of an order approving a disclosure statement with respect to the Ad Hoc Secured Group Plan (as defined below).
- h. The parties in interest shall work in good faith to produce a discovery and litigation schedule with respect to any such issues raised in connection with the Inc. Claim Allowance, any motion seeking allowance of claims, and the actions of Charles W. Ergen and any affiliates thereof relating to confirmation of a plan, as applicable, such that the issues will be fully litigated or otherwise resolved within the time frames set forth herein in connection with the Confirmation Hearing.



**Potential Sale Process**

- i. If, on or before September 20, 2013, (i) the Ad Hoc Secured Group seeks relief from the Court (the "Ad Hoc Secured Group Stalking Horse Motion") to (A) permit a proposal from any entity to be utilized as the stalking horse bid in connection with the Ad Hoc Secured Group's chapter 11 plan that provides for a sale or other transaction involving all or substantially all of the assets of, and/or equity in, one or more of the Debtors (the "Ad Hoc Secured Group Plan") and (B) obtain related stalking horse protections and approval of bidding procedures, or (ii) MAST and U.S. Bank seek relief from the Court (the "MAST/U.S. Bank Stalking Horse Motion") to (A) permit a proposal from any entity to be utilized as the stalking horse bid in connection with MAST and U.S. Bank's chapter 11 plan that provides for a sale or other transaction involving all or substantially all of the assets of, and/or equity in, one or more of the Debtors and (B) obtain related stalking horse protections and approval of bidding procedures, then the Ad Hoc Secured Group Stalking Horse Motion and the MAST/U.S. Bank Stalking Horse Motion, as applicable, shall be heard at the Disclosure Statement Hearing.
- j. Any other motion, filed on or before September 20, 2013, seeking approval of a stalking horse bidder and bidding protections and procedures shall be heard at the Disclosure Statement Hearing.
- k. LightSquared and the parties in interest shall complete any auction by December 12, 2013, and the plan proponent shall submit for Court approval the highest and otherwise best bid at the Confirmation Hearing.

7. The Proposed Timeline permits the Court to consider all proposed plans filed on or before September 3, 2013 – whether such plans provide for a sale or reorganization of the Debtors – at the Confirmation Hearing. Having a coordinated Confirmation Hearing allows the Court to consider such plans for confirmation in accordance with 11 U.S.C. § 1129 at the same time.

**Relief Requested**

8. LightSquared respectfully requests that the Court enter the Order setting the Proposed Timeline, with any appropriate modifications necessary to accommodate the Court's schedule.

**Basis for Relief**

9. The Proposed Timeline provides LightSquared's creditors and other stakeholders with ample notice and time to understand, and participate in, the disclosure statement and chapter 11 plan process. Because LightSquared expects that such process will include the submission of multiple competing plans involving overlapping estates and assets as well as potential litigation with respect thereto, LightSquared believes that it is imperative to establish a streamlined and orderly process that allows all issues arising from, or related to, such competing plans to be litigated and considered by the Court at one time, thereby preserving the rights of all LightSquared stakeholders. If – as one party in interest has advocated – the deadlines and hearing dates set forth in the Proposed Timeline were to merely serve as outside dates by which parties must prosecute their competing plans and take actions in connection therewith, (a) the purpose of a coordinated timeline would be vitiated and (b) a confusing and contentious chapter 11 plan confirmation process would ensue, resulting in increased administrative expenses and diminished returns to LightSquared's stakeholders. Accordingly, LightSquared respectfully submits that entry of the Order setting the Proposed Timeline will enable LightSquared to resolve its Chapter 11 Cases in a fair, expeditious, and orderly manner that minimizes restructuring costs and maximizes value for the benefit of all of its stakeholders.

**Waiver of Memorandum of Law**

10. This Motion does not raise any novel issues of law. Accordingly, LightSquared respectfully requests that the Court waive the requirement contained in Rule 9013-1(b) of the Local Bankruptcy Rules for the Southern District that a separate memorandum of law be submitted.

**Notice**

11. LightSquared has caused notice of this Motion to be provided by electronic mail, facsimile, regular or overnight mail, and/or hand delivery to (a) the United States Trustee for the Southern District of New York, (b) the entities listed on the Consolidated List of Creditors Holding the 20 Largest Unsecured Claims filed pursuant to Federal Rule of Bankruptcy Procedure 1007(d), (c) counsel to the Prepetition Agents and the DIP Agent, (d) counsel to the ad hoc secured group of Prepetition LP Lenders, (e) counsel to Harbinger Capital Partners LLC, (f) the Internal Revenue Service, (g) the United States Attorney for the Southern District of New York, (h) the Federal Communications Commission, (i) Industry Canada, and (j) all parties who have filed a notice of appearance in the Chapter 11 Cases. LightSquared respectfully submits that no other or further notice is required or necessary.

**No Previous Request**

12. No prior motion for the relief requested herein has been made by LightSquared to this or any other court.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

**WHEREFORE**, for the reasons set forth above, LightSquared respectfully requests that the Court (i) enter the Order, substantially in the form attached hereto as Exhibit A, granting the relief requested herein, and (ii) grant such other and further relief as the Court may deem just and proper.

New York, New York  
Dated: July 19, 2013

/s/ Matthew S. Barr  
Matthew S. Barr  
Karen Gartenberg  
MILBANK, TWEED, HADLEY & M<sup>C</sup>CLOY LLP  
1 Chase Manhattan Plaza  
New York, NY 10005-1413  
(212) 530-5000

*Counsel to Debtors and Debtors in Possession*

**Exhibit A**

**Proposed Order**

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

---

In re:

LIGHTSQUARED INC., *et al.*,

Debtors.<sup>1</sup>

---

)  
) Chapter 11  
)  
) Case No. 12-12080 (SCC)  
)  
) Jointly Administered  
)

**ORDER FORMALIZING CERTAIN PROCEDURES, SCHEDULING HEARING  
DATES, AND ESTABLISHING OTHER DEADLINES IN CONNECTION WITH  
DISCLOSURE STATEMENT AND CHAPTER 11 PLAN PROCESS**

Upon the motion (the “Motion”)<sup>2</sup> of 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, for entry of an order scheduling certain hearing dates and establishing other deadlines in connection with LightSquared’s disclosure statement and chapter 11 plan process, all as more fully described in the Motion; and it appearing that this Court has jurisdiction over this matter pursuant to 28 U.S.C. § 1334; and it appearing that this proceeding is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and it appearing that venue of this proceeding and the Motion in this Court is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and notice of the Motion appearing adequate and appropriate under the circumstances; and the Court having found that no other or further notice is needed or necessary; and the Court having

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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 10802 Parkridge Boulevard, Reston, VA 20191.

<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Motion.

reviewed the Motion and having heard statements in support of the Motion at a hearing held before the Court (the "Hearing"); and the Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and it appearing, and the Court having found, that the relief requested in the Motion is in the best interests of LightSquared, its estates, its creditors, its stakeholders, and other parties in interest; and any objections to the relief requested in the Motion having been withdrawn or overruled on the merits; and after due deliberation and sufficient cause appearing therefor, it is hereby **ORDERED** that:

**Disclosure Statement**

1. On or before September 3, 2013, the Debtors shall file and serve a general disclosure statement, not specifically applicable to any chapter 11 plan filed by any party in interest (the "General Disclosure Statement"); provided, however, that the Debtors shall provide to the Ad Hoc Secured Group, MAST, U.S. Bank, Harbinger, Centaurus Capital LP, and certain holders of the Inc. Preferred Shares a substantially final draft of such General Disclosure Statement on or before August 26, 2013, and shall permit such parties a reasonable opportunity to review and comment on such draft General Disclosure Statement prior to filing it with the Court.

2. On or before September 4, 2013, any party in interest filing a chapter 11 plan on or before September 3, 2013, including the Debtors, shall file and serve, (a) a supplement to the General Disclosure Statement, containing information specific to such party's proposed chapter 11 plan, or (b) a separate disclosure statement with respect to such plan in lieu of a supplement to the General Disclosure Statement.

3. A hearing on any disclosure statement(s) filed on or before September 4, 2013 (the “Disclosure Statement Hearing”) shall be held on October 3, 2013 at 10:00 a.m. (prevailing Eastern time).

**Plan Confirmation**

4. A hearing to confirm any chapter 11 plan(s) filed on or before September 3, 2013 (the “Confirmation Hearing”) shall commence on December 16, 2013 at 10:00 a.m. (prevailing Eastern time).

5. The parties in interest shall meet and confer in good faith to (a) develop a discovery schedule between the Disclosure Statement Hearing and the Confirmation Hearing and (b) discuss the scope of discovery for the issues to be raised at the Confirmation Hearing.

6. Any dispute regarding the allowed amount of the Prepetition Inc. Obligations shall be determined in connection with the Confirmation Hearing (the “Inc. Claim Allowance”).

7. Any issues to be raised with respect to the actions of Charles W. Ergen and any affiliate thereof relating to confirmation of a plan shall be raised before the Court by motion or other appropriate pleading no later than five (5) business days following entry by the Court of an order approving a disclosure statement with respect to the Ad Hoc Secured Group Plan (as defined below).

8. The parties in interest shall work in good faith to produce a discovery and litigation schedule with respect to any such issues raised in connection with the Inc. Claim Allowance, any motion seeking allowance of claims, and the actions of Charles W. Ergen and any affiliates thereof relating to confirmation of a plan, as applicable, such that the issues will



be fully litigated or otherwise resolved within the time frames set forth herein in connection with the Confirmation Hearing.

**Potential Sale Process**

9. If, on or before September 20, 2013, (a) the Ad Hoc Secured Group seeks relief from the Court (the "Ad Hoc Secured Group Stalking Horse Motion") to (i) permit a proposal from any entity to be utilized as the stalking horse bid in connection with the Ad Hoc Secured Group's chapter 11 plan that provides for a sale or other transaction involving all or substantially all of the assets of, and/or equity in, one or more of the Debtors (the "Ad Hoc Secured Group Plan") and (ii) obtain related stalking horse protections and approval of bidding procedures, or (b) MAST and U.S. Bank seek relief from the Court (the "MAST/U.S. Bank Stalking Horse Motion") to (i) permit a proposal from any entity to be utilized as the stalking horse bid in connection with MAST and U.S. Bank's chapter 11 plan that provides for a sale or other transaction involving all or substantially all of the assets of, and/or equity in, one or more of the Debtors and (ii) obtain related stalking horse protections and approval of bidding procedures, then the Ad Hoc Secured Group Stalking Horse Motion and the MAST/U.S. Bank Stalking Horse Motion, as applicable, shall be heard at the Disclosure Statement Hearing.

10. Any other motion, filed on or before September 20, 2013, seeking approval of a stalking horse bidder and bidding protections and procedures shall be heard at the Disclosure Statement Hearing.

11. LightSquared and the parties in interest shall complete any auction by December 12, 2013, and the plan proponent shall submit for Court approval the highest and otherwise best bid at the Confirmation Hearing.

12. The Court retains jurisdiction with respect to all matters arising from or related to the implementation or interpretation of this Order.


Dated: New York, New York

\_\_\_\_\_, 2013

\_\_\_\_\_  
HONORABLE SHELLEY C. CHAPMAN  
UNITED STATES BANKRUPTCY JUDGE

**TAB C**

**Exhibit "C" to the Affidavit of Elizabeth Creary,  
sworn before me this 1<sup>st</sup> day of August, 2013.**

A handwritten signature in cursive script, appearing to read 'S. Kleinert', is written over a horizontal line.

**Commissioner for Taking Affidavits, etc.**

Sandra Diana Wendy Kleinert,  
a Commissioner, etc., Province of Ontario  
for Dentons Canada LLP  
Barristers and Solicitors. Expires June 7, 2016

**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. <sup>1</sup>	)	
	)	Jointly Administered

**ORDER SCHEDULING CERTAIN HEARING DATES AND ESTABLISHING  
DEADLINES IN CONNECTION WITH CHAPTER 11 PLAN PROCESS**

Upon the motion (the "Motion")<sup>2</sup> of 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, for entry of an order scheduling certain hearing dates and establishing other deadlines in connection with LightSquared's disclosure statement and chapter 11 plan process, all as more fully described in the Motion; and responses to the Motion having been filed by (i) the Ad Hoc Secured Group of LightSquared LP Lenders and (ii) SP Special Opportunities, LLC (together, the "Responses") and the Court having reviewed the Motion and the Responses and having heard arguments with respect to the Motion and the Responses at a hearing held before the Court on July 23, 2013 (the "Hearing"); and after due deliberation and sufficient cause appearing therefor, it is hereby **ORDERED** that:

<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 10802 Parkridge Boulevard, Reston, VA 20191.

<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Motion.

The following dates are established in these cases:

1. Hearing to consider motion for approval of a “stalking horse bidder” and bidding protections and procedures (if any): September 24, 2013 at 10:00 a.m.
2. Hearing to consider approval of disclosure statement(s): September 30, 2013 at 10:00 a.m.
3. Deadline for conclusion of auction (if any) for assets of the Debtors: December 6, 2013.
4. Hearing on confirmation of chapter 11 plan(s): December 10, 2013 at 10:00 a.m.
5. The Court may adjourn the dates in this Order from time to time by announcing any adjournment in open court and no further notice need be given.
6. The Court retains jurisdiction with respect to all matters arising from or related to the implementation or interpretation of this Order.

Dated: July 24, 2013  
New York, New York

/s/ Shelley C. Chapman  
HONORABLE SHELLEY C. CHAPMAN  
UNITED STATES BANKRUPTCY JUDGE

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 ELIZABETH CREARY**  
(Sworn August 1, 2013)

DENTONS CANADA LLP  
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Toronto-Dominion Centre  
Toronto, Ontario  
M5K 0A1

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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

**MOTION RECORD**  
(Returnable August 13, 2013, 2013)

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*Lawyers for the Chapter 11 Debtors.*