

**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")**

**NOTICE OF MOTION  
(Returnable on July 30, 2014)**

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 Ontario Superior Court of Justice (Commercial List) (the "**Canadian Court**") on July 30, 2014 at 8:30 a.m. or as soon after that time as the motion can be heard at 361 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 timing and validating the method of service of this Notice of Motion and Motion Record, such that this motion is properly returnable on July 22, 2014;
  - (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 orders (collectively, the “**Foreign Orders**”) 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 the United States Code, 11 U.S.C. §§ 101-1532 (the “**Chapter 11 Cases**”):
    - (i) *Final Order (A) Authorizing LP DIP Obligors To Obtain Fourth Replacement Superpriority Senior Secured Priming Postpetition Financing, (B) Granting Superpriority Liens and Providing Superpriority Administrative Expense Status, (C) Granting Adequate Protection, and (D) Modifying Automatic Stay* [U.S. Bankruptcy Court Docket No. 1668] (the “**Fourth Replacement LP DIP Order**”); and
    - (ii) *Seventh 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* [U.S. Bankruptcy Court Docket No. 1667] (the “**Eighth Amended Cash Collateral Order**”);
  - (c) approving the seventeenth report (the “**Seventeenth 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 July 14, 2014 and the activities of the Information Officer as set out therein; and

2. Such further and other relief as counsel may request and this Honourable Court may deem just.

**THE GROUNDS FOR THE MOTION ARE:**

1. On July 4, 2014 the Foreign Representative served, on all parties of the service list, a motion record for a hearing on July 8, 2014 (the “**July 8 Hearing**”), requesting that the Canadian Court recognize five orders of the U.S. Bankruptcy Court;
2. The motion record of the Foreign Representative for the July 8 Hearing provided background information to the service list and the Canadian Court regarding the Chapter 11 Cases, Canadian recognition proceedings, and the current financing position of LightSquared;
3. On July 8, 2014, the Canadian Court granted the Foreign Representative’s requested relief and recognized, pursuant to s. 49 of the CCAA the following orders:
  - (a) *Final Order (A) Authorizing LP DIP Obligors To Obtain Second Replacement Superpriority Senior Secured Priming Postpetition Financing, (B) Granting Superpriority Liens and Providing Superpriority Administrative Expense Status, (C) Granting Adequate Protection, and (D) Modifying Automatic Stay* [U.S. Bankruptcy Court Docket no. 1614] (the “**Second Replacement LP DIP Order**”);
  - (b) *Fourth 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* [U.S. Bankruptcy Court Docket no. 1580] (the “**Fifth Amended Cash Collateral Order**”);
  - (c) *Fifth 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* [U.S. Bankruptcy Court Docket no.1615] (the “**Sixth Amended Cash Collateral Order**”);
  - (d) *Order Selecting Mediator and Governing Mediation Procedure* [U.S. Bankruptcy Court Docket no.1557] (the “**Mediation Order**”); and
  - (e) *Order Scheduling Certain Hearing Dates And Establishing Deadlines In Connection With Chapter 11 Plan Process And Subordination Trial* [U.S. Bankruptcy Court Docket no. 1621] (the “**Fourth Amended Plan Confirmation Schedule Order**”);

4. During the July 8 Hearing the Foreign Representative advised the Canadian Court that the Second Replacement LP DIP Order and the Sixth Amended Cash Collateral Order would provide the LP Obligors (defined below) with sufficient financing through to July 15, 2014 and that the process to confirm the *Debtors' Fourth Amended Joint Plan to Chapter 11 of Bankruptcy Code* (the “**Fourth Amended Plan Confirmation Process**” and the “**Fourth Amended Plan**” respectively) as laid out in the Fourth Amended Plan Confirmation Schedule Order is currently set to extend into the fall of 2014;
5. On July 14, 2014, the U.S. Bankruptcy Court granted the following orders with respect to the continued financing of LightSquared:
  - (a) *Final Order (A) Authorizing LP DIP Obligors To Obtain Third Replacement Superpriority Senior Secured Priming Postpetition Financing, (B) Granting Superpriority Liens and Providing Superpriority Administrative Expense Status, (C) Granting Adequate Protection, and (D) Modifying Automatic Stay* [U.S. Bankruptcy Court Docket No. 1639] (the “**Third Replacement LP DIP Order**”); and
  - (b) *Sixth 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* [U.S. Bankruptcy Court Docket No. 1638] (the “**Seventh Amended Cash Collateral Order**”).
6. On July 15, 2014, The Foreign Representative advised the Canadian Court that the Third Replacement LP DIP Order and the Seventh Amended Cash Collateral Order would provide the LP Obligors (defined below) with sufficient financing through to July 21, 2014. The Canadian Court recognized the Third Replacement LP DIP Order and the Seventh Amended Cash Collateral Order.
7. On July 15, 2014 the Foreign Representative also stated for the Court that it expected to receive further orders of the U.S. Bankruptcy Court for additional financing of LightSquared on or about July 21, 2014 and would return before the Canadian Court on July 22, 2014 to seek recognition of those further orders.
8. However, the parties in the Chapter 11 Cases were unable to reach a consensus regarding additional financing orders by July 22, 2014. Therefore no additional financing orders were granted by the U.S. Bankruptcy Court on that date.

9. On the afternoon of July 22, 2014, Counsel to the Foreign Representative provided the Canadian Court with an update regarding the status of the Chapter 11 Cases.

**FINANCING MATTERS**

10. Certain of the Chapter 11 Debtors are parties to a Credit Agreement, dated as of October 1, 2010 (as amended, supplemented, amended and restated, or otherwise modified from time to time), between, *inter alia*, LightSquared LP, as borrower, LightSquared Inc. and the other guarantors party thereto (collectively, the “**LP Obligors**”), the lenders party thereto (the “**Prepetition LP Lenders**”), and UBS AG, Stamford Branch, as administrative agent, under which the Prepetition LP Lenders provided term loans in the aggregate principal amount of \$1,500,000,000;
11. Throughout the Chapter 11 Cases, the LP Obligors have been funding their businesses through the use of the Prepetition LP Collateral<sup>1</sup>, including Cash Collateral (as such term is defined in section 363 of the Bankruptcy Code (the “**Cash Collateral**”)) and the proceeds of the Initial LP DIP Facility<sup>2</sup>, the Replacement DIP Facility<sup>3</sup>, Second Replacement LP DIP Facility<sup>4</sup>, and most recently, the Third Replacement LP DIP Facility (as defined in the Third Replacement LP DIP Order);

*Fourth Replacement LP DIP Order*

12. Given that the Fourth Amended Plan Confirmation Process in the Chapter 11 Cases is now contemplated to extend well past the Final Maturity Date specified by and defined in the previously recognised Third Replacement LP DIP Facility, the Chapter 11 Debtors

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<sup>1</sup> As defined in the *Agreed Final Order (A) Authorizing Debtors to Use Cash Collateral, (B) Granting Adequate Protection to Prepetition Secured Parties, and (C) Modifying Automatic Stay* [U.S. Bankruptcy Court Docket No. 136].

<sup>2</sup> As defined in and provided for by the *Final Order (A) Authorizing LP DIP Obligors To Obtain Superpriority Senior Secured Priming Postpetition Financing, (B) Granting Superpriority Liens and Providing Superpriority Administrative Expense Status, (C) Granting Adequate Protection, and (D) Modifying Automatic Stay* [U.S. Bankruptcy Court Docket No. 1291] (the “**Initial LP DIP Order**”).

<sup>3</sup> As defined in and provided for by the *Final Order (A) Authorizing LP DIP Obligors To Obtain Replacement Superpriority Senior Secured Priming Postpetition Financing, (B) Granting Superpriority Liens and Providing Superpriority Administrative Expense Status, (C) Granting Adequate Protection, and (D) Modifying Automatic Stay* [U.S. Bankruptcy Court Docket No. 1476 ] (the “**Replacement LP DIP Order**”).

<sup>4</sup> As defined in and provided for by the Second Replacement LP DIP Order.

require additional funds to carry them through the Fourth Amended Plan Confirmation Process;

13. The current budget (the “**Budget**”)<sup>5</sup> for the Chapter 11 Debtors shows that they require the current funding to continue to be made available pursuant to the Fourth Replacement LP DIP Facility (as defined below) until July 31, 2014;
14. On July 23, 2014, the Chapter 11 Debtors filed the *Notice of (I) Presentment of Final Order (A) Authorizing LP DIP Obligors To Obtain Fourth Replacement Superpriority Senior Secured Priming Postpetition Financing, (B) Granting Superpriority Liens And Providing Superpriority Administrative Expense Status, (C) Granting Adequate Protection, And (D) Modifying Automatic Stay* [U.S. Bankruptcy Court Docket No. 1665] in connection with the entry into a new replacement DIP financing facility (the “**Fourth Replacement LP DIP Facility**”) for financing of LightSquared, and each existing and future subsidiary of LightSquared (together with LightSquared, the “**LP DIP Obligors**”).
15. The financing of the Fourth Replacement LP DIP Facility is to be provided by certain members of the ad hoc group of Prepetition LP Lenders, including Capital Research and Management Company, and Cyrus Capital Partners, L.P., on behalf of its affiliates’ managed funds and/or accounts, as well as by Intermarket Corp., Solus Alternative Asset Management LP, Fortress Credit Corp., on behalf of its affiliates’ managed funds and/or accounts, fund entities managed by Aurelius Capital Management, LP, and SP Special Opportunities, LLC (each of the foregoing, an “**LP DIP Lender**” and, collectively, the “**LP DIP Lenders**”);
16. Each of the LP DIP Obligors and the LP DIP Lenders under the Third Replacement LP DIP Facility consented to the entry of the Fourth Replacement LP DIP Order and the Fourth Replacement LP DIP Facility, the proceeds of which shall be used to (i) repay in full all Third Replacement LP DIP Obligations (as defined in the Third Replacement LP DIP Order) under the Third Replacement LP DIP Facility and the Third Replacement LP

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<sup>5</sup> The Budget is attached as Annex B of the Third Replacement LP DIP Order and Schedule 1 of the Seventh Amended Cash Collateral Order.

DIP Order, (ii) permit the LP Obligors to meet their general corporate and working capital needs in accordance with the Fourth Replacement LP DIP Order for the types of expenditures set forth in the Budget (and other purposes described in paragraph 3(a) of the Fourth Replacement LP DIP Order) through the Final Maturity Date (as defined in the Fourth Replacement LP DIP Order) and (iii) pay the LP DIP Professional Fees (as defined in the Fourth Replacement LP DIP Order);

17. The Fourth Replacement LP DIP Order was granted by the U.S. Bankruptcy Court on July 24, 2014 and will provide the LP DIP Obligors with \$77,096,807 of financing through to July 31, 2014;
18. As a condition subsequent to the Fourth Replacement LP DIP Order, the LP DIP Lenders required that the LP DIP Obligors obtain the Canadian Court's recognition of the Fourth Replacement LP DIP Order by no later than July 31, 2014;
19. Save for the term (ie. the Final Maturity Date being extended from July 21, 2014 to July 31, 2014), the terms of the Fourth Replacement LP DIP Order are substantially the same as the terms set forth in the Third Replacement LP DIP Order, which was recognized by the Canadian Court on July 15, 2014;
20. The ability of the Chapter 11 Debtors to ensure a value-maximizing exit from the Chapter 11 Cases requires the availability of capital from the Fourth Replacement LP DIP Facility. Without such funds, the Chapter 11 Debtors will not have sufficient available sources of capital and financing to operate its businesses and maintain its properties in the ordinary course of business;
21. The Fourth Replacement LP DIP Order is attached as Exhibit 'A' to the affidavit of Elizabeth Creary sworn July 26, 2014 (the "**Creary Affidavit**").

#### *Eighth Amended Cash Collateral Order*

22. In connection with the Fourth Replacement LP DIP Facility, the LP Obligors also required continued authorization from the U.S. Bankruptcy Court to use the Cash Collateral of the Prepetition LP Lenders. Such relief is necessary to ensure that the LP

Obligors can (i) address working capital needs, (ii) fund reorganization efforts and (iii) continue to operate in the ordinary course during the Chapter 11 Cases;

23. Pursuant to the Seventh Amended Cash Collateral Order, the LP Obligors were consensually permitted to use the Prepetition LP Lenders' Cash Collateral through July 21, 2014. The Seventh Amended Cash Collateral Order and dates contained therein were recognized by the Canadian Court on July 15, 2014;
24. On July 23, 2014, the Chapter 11 Debtors filed the *Notice of Presentment of (ii) Seventh 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* [U.S. Bankruptcy Court Docket No. 1664].
25. On July 23, 2014, the U.S. Bankruptcy Court granted the Eighth Amended Cash Collateral Order. Pursuant to that Order the LP Obligors will be permitted to use the Prepetition LP Lenders' Collateral through July 31, 2014. A copy of the Eighth Amended Cash Collateral Order is attached as Exhibit 'B' to the Creary Affidavit.
26. The Foreign Representative thus respectfully requests that the Canadian Court recognize the Fourth Replacement LP DIP Order and the Eighth Amended Cash Collateral Order granted by the U.S. Bankruptcy Court, as the terms and conditions contained in those Orders are fair and reasonable and in the best interests of the LP Obligors' estates and creditors.

#### General

27. The facts as further set out in the Information Officer's Eighteenth Report to be filed by the Information Officer (the "**Eighteenth Report**"), the Seventeenth Report and the Creary Affidavit;
28. The provisions of the CCAA, particularly s. 49 and including the other provisions of Part IV;
29. The *Rules of Civil Procedure*, including rules 2.03, 3.02 and 16; and



30. 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:**

31. The Creary Affidavit and the exhibits referred to therein including the Foreign Orders, to be filed;

32. The Seventeenth Report, filed, and the Eighteenth Report, to be filed separately; and

33. Such further and other material as counsel may advise and this Honourable Court may permit.

July 25, 2014

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**TAB A**

SCHEDULE 'A'

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

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST**

THE HONOURABLE ) WEDNESDAY, THE 30<sup>th</sup>  
REGIONAL SENIOR ) DAY OF JULY, 2014  
JUSTICE MORAWETZ )

**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  
(FOREIGN MAIN PROCEEDING)**

**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 July 26, 2014 (the “**Notice of Motion**”), recognizing two orders 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 361 University Avenue, Toronto, Ontario.

**ON READING** the Notice of Motion, the affidavit of Elizabeth Creary sworn July 26, 2014, the seventeenth report of Alvarez & Marsal Canada Inc., in its capacity as court-appointed information officer of the Chapter 11 Debtors (the “**Information Officer**”), dated July 14, 2014 (the “**Seventeenth Report**”), the Eighteenth Report of the Information Officer, dated July ●, 2014 (the “**Eighteenth Report**”) and on hearing the submissions of counsel for the Foreign Representative, counsel for the Information Officer, and counsel for the ad hoc secured group of LightSquared LP Lenders and the LP DIP Lenders, no one else appearing although duly served as appears from the affidavit of service of \_\_\_\_\_ sworn July \_\_\_\_, 2014, filed,

## **SERVICE**

1. **THIS COURT ORDERS** the timing and method of service of the Notice of Motion and the Motion Record is hereby abridged and validated so that this Motion is properly returnable today.

## **RECOGNITION OF FOREIGN ORDERS**

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

- (a) *Final Order (A) Authorizing LP DIP Obligors To Obtain Fourth Replacement Superpriority Senior Secured Priming Postpetition Financing, (B) Granting Superpriority Liens and Providing Superpriority Administrative Expense Status, (C) Granting Adequate Protection, and*



(D) *Modifying Automatic Stay* [U.S. Bankruptcy Court Docket No. 1668] (the “**Fourth Replacement LP DIP Order**”); and

- (b) *Seventh 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* [U.S. Bankruptcy Court Docket No. 1667];

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

### **INTERIM FINANCING**

3. **THIS COURT ORDERS** that the filing, registration or perfection of the LP DIP Liens (as defined in the Fourth Replacement LP DIP Order) shall not be required, and that the LP DIP Liens shall be valid and enforceable for all purposes, including as against any right, title or interest filed, registered, recorded or perfected subsequent to the LP DIP Liens coming into existence, notwithstanding any such failure to file, register, record or perfect such liens.

4. **THIS COURT ORDERS** that the LP DIP Liens shall not be rendered invalid or unenforceable and the rights and remedies of the chargees entitled to the benefit of the LP DIP Liens (collectively, the “**Chargees**”) shall not otherwise be limited or impaired in any way by (i) the pendency of these proceedings and the declarations of insolvency made herein; (ii) any application(s) for bankruptcy order(s) issued pursuant to *Bankruptcy and Insolvency Act* (the “**BIA**”), or any bankruptcy order made pursuant to such applications; (iii) the filing of any assignments for the general benefit of creditors made pursuant to the BIA; (iv) the provisions of any federal or provincial statutes; or (v) any negative covenants, prohibitions or other similar provisions with respect to borrowings, incurring debt or the creation of encumbrances, contained in any existing loan documents, lease, sublease, offer to lease or other agreement (collectively, an

“**Agreement**”) which binds any Chapter 11 Debtor, and notwithstanding any provision to the contrary in any Agreement:

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

#### **REPORT OF INFORMATION OFFICER**

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

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**SCHEDULE “A”**

***Final Order (A) Authorizing LP DIP Obligors To Obtain Fourth Replacement Superpriority Senior Secured Priming Postpetition Financing, (B) Granting Superpriority Liens and Providing Superpriority Administrative Expense Status, (C) Granting Adequate Protection, and (D) Modifying Automatic Stay [U.S. Bankruptcy Court Docket No. 1668]***

**SCHEDULE “B”**

***Seventh 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 [U.S. Bankruptcy Court Docket No. 1667]***

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

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

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**ONTARIO  
SUPERIOR COURT OF JUSTICE**

PROCEEDING COMMENCED AT  
TORONTO

**RECOGNITION ORDER  
(July 30, 2014)**

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

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

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**ONTARIO  
SUPERIOR COURT OF JUSTICE**

PROCEEDING COMMENCED AT TORONTO

**NOTICE OF MOTION  
(Returnable July 30, 2014)**

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